a2a
LIFE COMPANY

2025
Consolidated financial statements

Oak

Its branches extend outward,
creating strong networks and connections,
drawing on the sun, the wind,
and water to power life.

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LIFE COMPANY

2025
Consolidated financial statements

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which differs from the format required
by Commission Delegated Regulation (EU)
2019/815 of 17 December 2018

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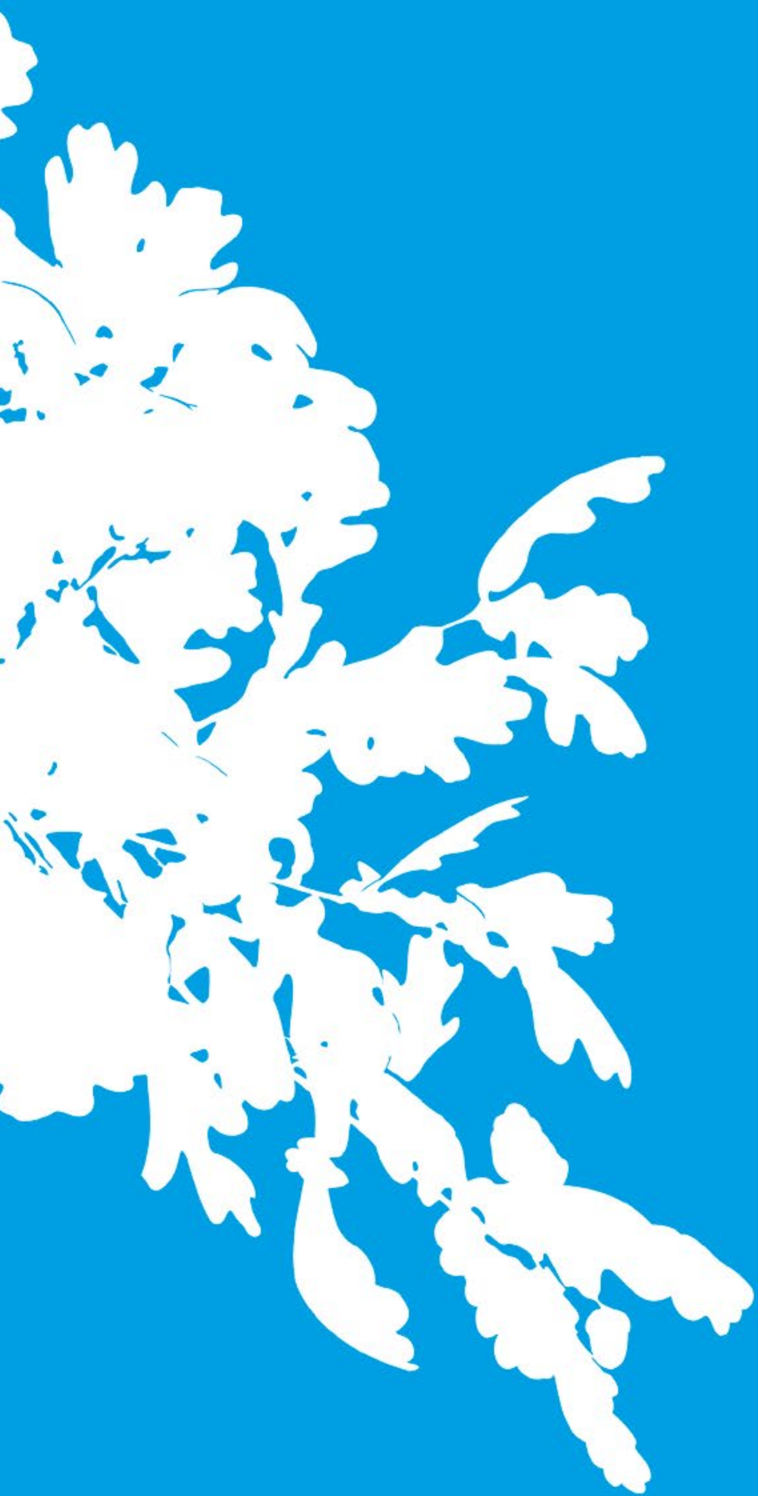
This is a translation of the Italian original "Bilancio consolidato 2025" and has been prepared solely for the convenience of international readers. In the event of any ambiguity the Italian text will prevail.
The Italian original is available at the website **gruppoa2a.it**



1.a
Consolidated financial statements

1.a.1

Consolidated statement of financial position[1]

Assets

millions of euro

	Note	12.31.2025	12.31.2024 *Restated*[*]
Non-current assets			
Property, plant and equipment	1 and 4	8,135	7,583
Intangible assets	2 and 4	3,103	2,937
Goodwill	3 and 4	1,509	1,512
Equity-accounted investments	5	52	25
Other non-current financial assets	5	167	88
Deferred tax assets	6	439	420
Non-current derivatives	7	2	2
Other non-current assets	7	120	128
Total non-current assets		**13,527**	**12,695**
Current assets			
Inventories	8	311	318
Trade receivables	9	4,454	3,643
Current derivatives	10	641	866
Other current assets	10	424	430
Current financial assets	11	24	32
Current tax assets	12	123	45
Cash and cash equivalents	13	1,879	1,549
Total current assets		**7,856**	**6,883**
Assets held for sale	**14**	**-**	**405**
Total assets		**21,383**	**19,983**

Equity and liabilities

millions of euro

	Note	12.31.2025	12.31.2024 *Restated*(*)
Equity			
Share capital	15	1,629	1,629
(Treasury shares)	16	(10)	-
Reserves	16	3,548	3,041
Group net profit	17	750	864
Equity attributable to the owners of the parent		**5,917**	**5,534**
Non-controlling interests	18	573	558
Total equity		**6,490**	**6,092**
Liabilities			
Non-current liabilities			
Non-current financial liabilities	19	6,216	6,317
Deferred tax liabilities	20	29	-
Employee benefits	21	196	214
Provisions for risks, charges and liabilities for landfills	22	748	787
Non-current derivatives	23	36	19
Other non-current liabilities	23	154	328
Total non-current liabilities		**7,379**	**7,665**
Current liabilities			
Provisions for risks, charges and liabilities for landfills, current portion	22	91	67
Trade payables	24	4,691	3,682
Current derivatives	25	691	767
Other current liabilities	25	960	624
Current financial liabilities	26	1,044	955
Current tax liabilities	27	37	120
Total current liabilities		**7,514**	**6,215**
Total liabilities		**14,893**	**13,880**
Liabilities directly associated with assets held for sale	**28**	**-**	**11**
Total equity and liabilities		**21,383**	**19,983**

(*) Figures as at December 31, 2024 reflect the conclusion of Duereti S.r.l. Purchase Price Allocation.
(1) As required by Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions in the consolidated financial statements are highlighted in the accounting statements and commented on in Note 41. Significant non-recurring events and transactions in the consolidated financial statements are provided in Note 42 pursuant to Consob Communication DEM/6064293 of July 28, 2006.

1.a.2

Consolidated income statement[(1)]

millions of euro

	Note	01.01.2025 12.31.2025	01.01.2024 12.31.2024
Revenue			
Revenue from sales and services		13,739	12,570
Other income		324	287
Total revenue	**30**	**14,063**	**12,857**
Operating expenses			
Expenses for raw materials and services		10,507	9,218
Other operating expenses		346	419
Total operating expenses	**31**	**10,853**	**9,637**
Personnel expenses	**32**	**918**	**892**
Gross operating profit (loss) - EBITDA	**33**	**2,292**	**2,328**
Depreciation, amortization and impairment losses	34	968	898
Impairment losses on trade receivables	34	70	82
Other provisions for risks	34	19	31
Operating profit (loss) - EBIT	**35**	**1,235**	**1,317**
Finance income and expenses			
Finance income		52	113
Finance expenses		223	221
Share of profit (loss) of equity-accounted investees		28	2
Net finance income (expenses)	**36**	**(143)**	**(106)**
Profit (loss) before taxes		**1,092**	**1,211**
Income taxes	**37**	**310**	**319**
Profit (loss) after taxes from continuing operations		**782**	**892**
Profit (loss) from discontinued/held for sale operations		**-**	**-**
Profit (loss) for the year		**782**	**892**
Group net profit	**39**	**750**	**864**
(Profit) loss for the year attributable to non-controlling interests	**38**	**32**	**28**
Earnings per share (in euro):			
- basic		0.2395	0.2759
- basic from continuing operations		0.2395	0.2759
- basic from discontinued operations		-	-
- diluted		0.2395	0.2759
- diluted from continuing operations		0.2395	0.2759
- diluted from discontinued operations		-	-

(1) As required by Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions in the consolidated financial statements are highlighted in the accounting statements and commented on in Note 41. Significant non-recurring events and transactions in the consolidated financial statements are provided in Note 42 pursuant to Consob Communication DEM/6064293 of July 28, 2006.

1.a.3

Consolidated statement of comprehensive income

millions of euro

	12.31.2025	12.31.2024
Profit (loss) for the year (A)	**782**	**892**
Net actuarial gains (losses)	12	15
Related tax	(3)	(6)
Post-tax net actuarial gains (losses) (B)	**9**	**9**
Effective portion of net gains (losses) on cash flow hedges	9	(13)
Related tax	(4)	4
Post-tax net gains (losses) on cash flow hedges (C) (*)	**5**	**(9)**
Fair value gains (losses) on financial assets	(1)	9
Related tax	1	(3)
Post-tax fair value gains (losses) on financial assets (D)	**-**	**6**
Comprehensive income (expense) (A)+(B)+(C)+(D)	**796**	**898**
Comprehensive income attributable to:		
Group	**764**	**870**
Non-controlling interests	**32**	**28**

* the effects of these items will be transferred to the Income Statement in the following years.

1.a.4

Consolidated statement of cash flows(1)

millions of euro

	12.31.2025	12.31.2024 *Restated (**)*
Cash flows from operating activities		
Profit (loss) for the year	**782**	**892**
Adjustments for:		
Income tax expense	310	319
Net finance (income) expense	171	117
(Gains) losses on sales	(38)	(3)
Depreciation, amortization and impairment losses	968	907
Provisions	89	113
Share of (profit) loss of equity-accounted investees	(28)	(2)
Interest and other finance income received	55	65
Interest and other finance expense paid	(171)	(173)
Dividends received from equity-accounted investees and other investees	1	-
Income taxes paid	(402)	(304)
Dividends paid	(332)	(320)
Change in trade receivables	(878)	(169)
Change in trade payables	1,005	(435)
Change in inventories	8	10
Other changes	236	122
Net cash flows from (used in) operating activities	**1,776**	**1,139**
Cash flows from investing activities		
Investments in property, plant and equipment	(1,166)	(1,051)
Investments in intangible assets	(515)	(461)
Purchases of other equity investments and securities(*)	(10)	(2)
Acquisition of subsidiaries (or business units), net of cash acquired	(38)	(1,309)
Proceeds from the sale of property, plant and equipment, intangible assets and other equity investments	20	4
Sales of business units	445	
Net (increase) decrease in other investing activities	2	6
Other changes	(5)	-
Net cash flows from (used in) investing activities	**(1,267)**	**(2,813)**
Free cash flow	**509**	**(1,674)**

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	12.31.2025	12.31.2024 *Restated (**)*
Cash flows from financing activities		
Change in financial liabilities		
Proceeds from borrowings/issue of bonds	2,903	1,942
Repayment of borrowings/redemption of bonds	(2,980)	(1,031)
Payment of lease liabilities	(49)	(50)
Other changes	-	-
Total change in financial liabilities(*)	**(126)**	**861**
Equity instruments		
Repurchase of treasury shares	(15)	-
Proceeds from issue of perpetual hybrid bonds	-	742
Interest paid on perpetual hybrid bonds	(38)	(9)
Equity instruments	**(53)**	**733**
Net cash flows from (used in) financing activities	**(179)**	**1,594**
Net increase (decrease) in cash and cash equivalents	**330**	**(80)**
Cash and cash equivalents at the beginning of the year	**1,549**	**1,629**
Cash and cash equivalents at the end of the year	**1,879**	**1,549**

(*) Net of balances recognized through equity and other statement of financial position items.
(**) Figures as at December 31, 2024 reflect the conclusion of Duereti S.r.l. Purchase Price Allocation.
(1) As required by Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions in the consolidated financial statements are highlighted in the accounting statements and commented on in Note 41. Significant non-recurring events and transactions in the consolidated financial statements are provided in Note 42 pursuant to Consob Communication DEM/6064293 of July 28, 2006.

1.a.5

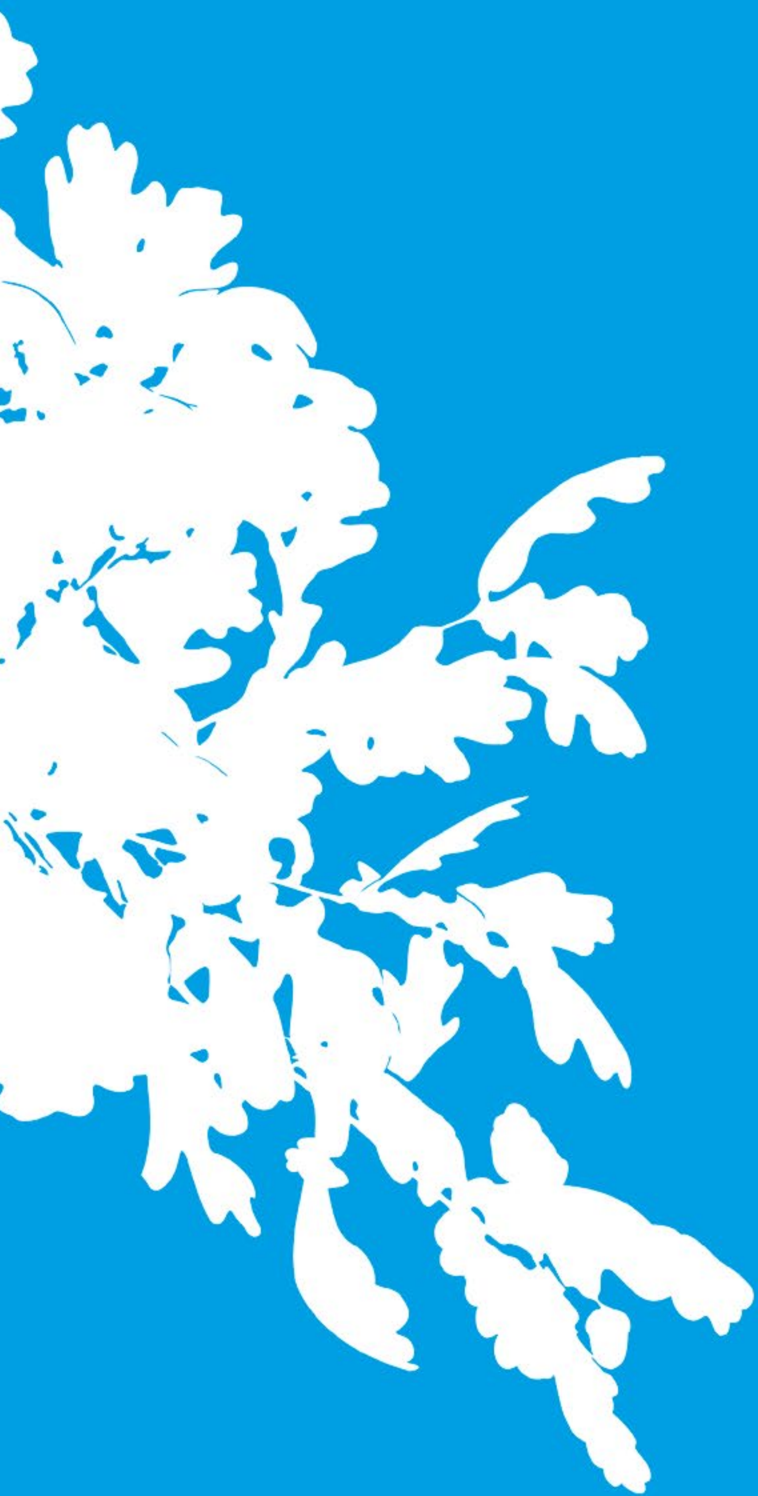
Consolidated statement of changes in equity

millions of euro

	Share capital	Treasury shares	Hedging reserve	Reserve for equity instruments – perpetual hybrid bond	Other reserves and retained earnings (losses carried forward)	Group net profit	Total equity attributable to the owners of the parent	Non-controlling interests	Total equity
Equity at December 31, 2023	**1,629**	**-**	**(2)**	**-**	**1,954**	**659**	**4,240**	**562**	**4,802**
Allocation of 2023 profit					659	(659)			-
Distribution of dividends					(300)		(300)	(20)	(320)
Net actuarial gains (losses) (IAS 19) (*)					9		9		9
Net gains (losses) on cash flow hedges (*)			(9)				(9)		(9)
Fair value gains (losses) on financial assets (*)					6		6		6
Change in consolidation scope							-	(13)	(13)
Change in perpetual hybrid bonds				742			742		742
Interest paid on perpetual hybrid bonds					(9)		(9)		(9)
Other changes					(9)		(9)	1	(8)
Group and non-controlling interests net profit						864	864	28	892
Equity at December 31, 2024 Restated (**)	**1,629**	**-**	**(11)**	**742**	**2,310**	**864**	**5,534**	**558**	**6,092**

	Share capital	Treasury shares	Hedging reserve	Reserve for equity instruments – perpetual hybrid bond	Other reserves and retained earnings (losses carried forward)	Group net profit	Total equity attributable to the owners of the parent	Non-controlling interests	Total equity
Equity at December 31, 2024 Restated (**)	**1,629**	**-**	**(11)**	**742**	**2,310**	**864**	**5,534**	**558**	**6,092**
Allocation of 2024 profit					864	(864)	-		-
Distribution of dividends					(313)		(313)	(19)	(332)
Net actuarial gains (losses) (IAS 19) (*)					9		9		9
Net gains (losses) on cash flow hedges (*)			5				5		5
Fair value gains (losses) on financial assets and liabilities (*)							-		-
Change in consolidation scope							-	2	2
Repurchase of treasury shares		(15)					(15)		(15)
Interest paid on perpetual hybrid bonds					(38)		(38)		(38)
Other changes		5			(20)		(15)		(15)
Group and non-controlling interests net profit						750	750	32	782
Equity at December 31, 2025	**1,629**	**(10)**	**(6)**	**742**	**2,812**	**750**	**5,917**	**573**	**6,490**

(*) Included in other comprehensive income (expense).
(**) Figures as at December 31, 2024 reflect the conclusion of Duereti S.r.l. Purchase Price Allocation.



1.b
Consolidated financial statements pursuant to Consob Resolution no. 15519 of July 27, 2006

1.b.1

Consolidated statement of financial position

pursuant to Consob resolution no. 15519 of July 27, 2006

Assets

millions of euro

	12.31.2025	of which Related Parties (note 41)	12.31.2024 Restated*	of which Related Parties (note 41)
Non-current assets				
Property, plant and equipment	8,135		7,583	
Intangible assets	3,103		2,937	
Goodwill	1,509		1,512	
Equity-accounted investments	52	52	25	25
Other non-current financial assets	167	4	88	4
Deferred tax assets	439		420	
Non-current derivatives	2		2	
Other non-current assets	120		128	
Total non-current assets	**13,527**		**12,695**	
Current assets				
Inventories	311		318	
Trade receivables	4,454	117	3,643	111
Current derivatives	641		866	
Other current assets	424		430	1
Current financial assets	24	2	32	1
Current tax assets	123		45	
Cash and cash equivalents	1,879		1,549	
Total current assets	**7,856**		**6,883**	
Assets held for sale	**-**		**405**	
Total assets	**21,383**		**19,983**	

Equity and liabilities

millions of euro

	12.31.2025	of which Related Parties (note 41)	12.31.2024 Restated*	of which Related Parties (note 41)
Equity				
Share capital	1,629		1,629	
(Treasury shares)	(10)		-	
Reserves	3,548		3,041	
Group net profit	750		864	
Equity attributable to the owners of the parent	**5,917**		**5,534**	
Non-controlling interests	573		558	
Total equity	**6,490**		**6,092**	
Liabilities				
Non-current liabilities				
Non-current financial liabilities	6,216		6,317	
Deferred tax liabilities	29		-	
Employee benefits	196		214	
Provisions for risks, charges and liabilities for landfills	748		787	8
Non-current derivatives	36		19	
Other non-current liabilities	154		328	
Total non-current liabilities	**7,379**		**7,665**	
Current liabilities				
Provisions for risks, charges and liabilities for landfills, current portion	91		67	
Trade payables	4,691	22	3,682	30
Current derivatives	691		767	
Other current liabilities	960		624	2
Current financial liabilities	1,044		955	
Current tax liabilities	37		120	
Total current liabilities	**7,514**		**6,215**	
Total liabilities	**14,893**		**13,880**	
Liabilities directly associated with assets held for sale	**-**		**11**	
Total equity and liabilities	**21,383**		**19,983**	

(*) Figures as at December 31, 2024 reflect the conclusion of Duereti S.r.l. Purchase Price Allocation.

1.b.2

Consolidated income statement

pursuant to Consob resolution no. 15519 of July 27, 2006

millions of euro

	01.01.2025 12.31.2025	of which Related Parties (note 41)	01.01.2024 12.31.2024	of which Related Parties (note 41)
Revenue				
Revenue from sales and services	13,739	577	12,570	552
Other income	324		287	
Total revenue	**14,063**		**12,857**	
Operating expenses				
Expenses for raw materials and services	10,507	39	9,218	31
Other operating expenses	346	27	419	45
Total operating expenses	**10,853**		**9,637**	
Personnel expenses	**918**	**2**	**892**	**2**
Gross operating profit (loss) - EBITDA	**2,292**		**2,328**	
Depreciation, amortization and impairment losses	968		898	
Impairment losses on trade receivables	70		82	
Other provisions for risks	19		31	
Operating profit (loss) - EBIT	**1,235**		**1,317**	
Finance income and expenses				
Finance income	52	1	113	
Finance expenses	223		221	
Share of profit (loss) of equity-accounted investees	28	28	2	2
Net finance income (expenses)	**(143)**		**(106)**	
Profit (loss) before taxes	**1,092**		**1,211**	
Income taxes	**310**		**319**	
Profit (loss) after taxes from continuing operations	**782**		**892**	
Profit (loss) from discontinued/held for sale operations	**-**		**-**	
Profit (loss) for the year	**782**		**892**	
Group net profit	**750**		**864**	
(Profit) loss for the year attributable to non-controlling interests	**32**		**28**	

1.b.3

Consolidated statement of cash flows

pursuant to Consob resolution no. 15519 of July 27, 2006

millions of euro

	12.31.2025	of which Related Parties (note 41)	12.31.2024 Restated**	of which Related Parties (note 41)
Cash flows from operating activities				
Profit (loss) for the year	**782**		**892**	
Adjustments for:				
Income tax expense	310		319	
Net finance (income) expense	171		117	3
(Gains) losses on sales	(38)		(3)	
Depreciation, amortization and impairment losses	968		907	
Provisions	89		113	
Share of (profit) loss of equity-accounted investees	(28)	(27)	(2)	(2)
Interest and other finance income received	55		65	
Interest and other finance expense paid	(171)		(173)	
Dividends received from equity-accounted investees and other investees	1		-	
Income taxes paid	(402)		(304)	
Dividends paid	(332)		(320)	
Change in trade receivables	(878)	(6)	(169)	47
Change in trade payables	1,005	(8)	(435)	(51)
Change in inventories	8		10	
Other changes	236	(9)	122	20
Net cash flows from (used in) operating activities	**1,776**		**1,139**	
Cash flows from investing activities				
Investments in property, plant and equipment	(1,166)		(1,051)	
Investments in intangible assets	(515)		(461)	
Purchases of other equity investments and securities(*)	(10)		(2)	
Acquisition of subsidiaries (or business units), net of cash acquired	(38)		(1,309)	
Proceeds from the sale of property, plant and equipment, intangible assets and other equity investments	20		4	4
Sales of business units	445		-	
Net (increase) decrease in other investing activities	2	(1)	6	8
Other changes	(5)		-	
Net cash flows from (used in) investing activities	**(1,267)**		**(2,813)**	
Free cash flow	**509**		**(1,674)**	

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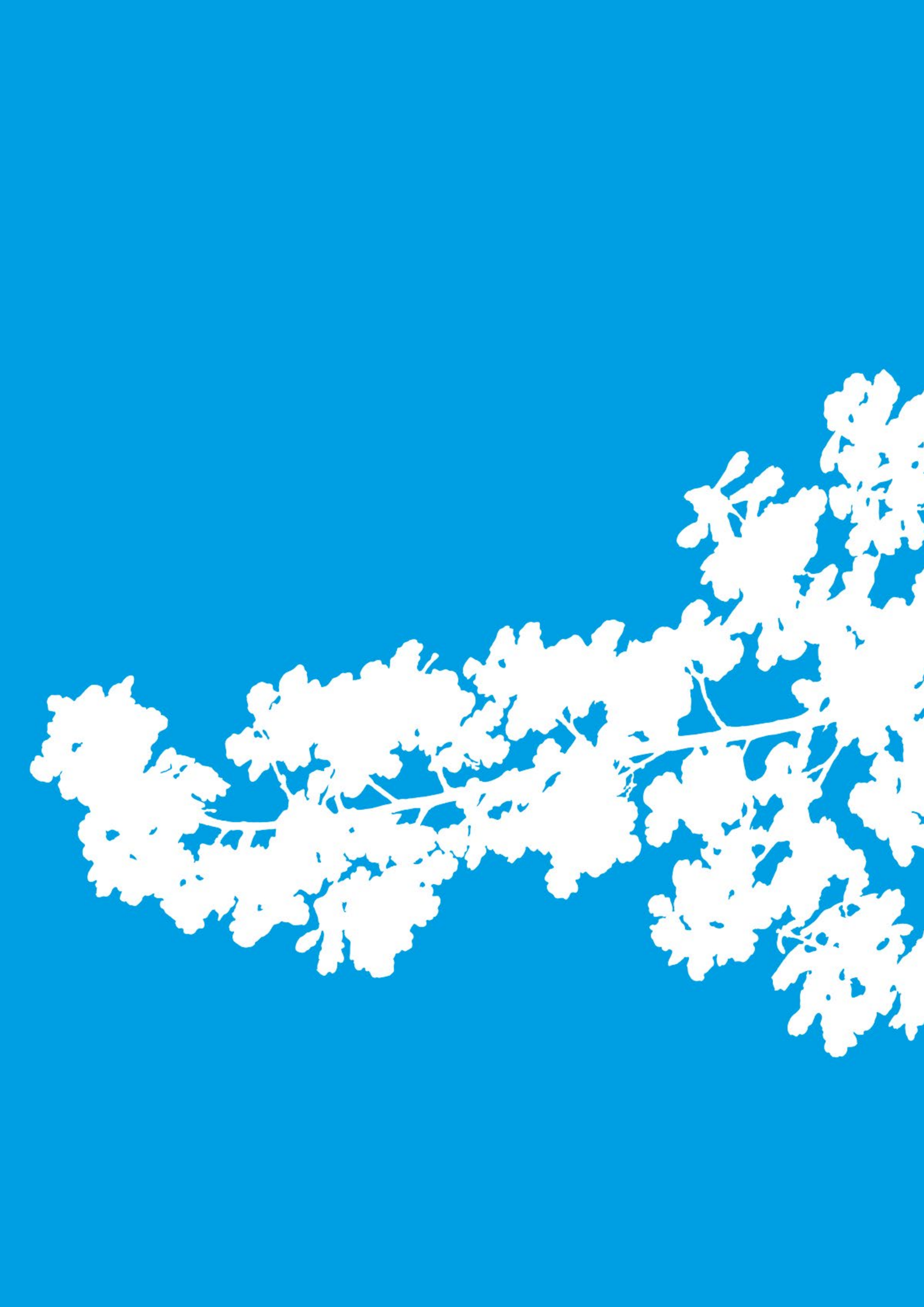
	12.31.2025	of which Related Parties (note 41)	12.31.2024 Restated**	of which Related Parties (note 41)
Cash flows from financing activities				
Change in financial liabilities				
Proceeds from borrowings/issue of bonds	2,903		1,942	
Repayment of borrowings/redemption of bonds	(2,980)		(1,031)	
Payment of lease liabilities	(49)		(50)	
Other changes	-		-	
Total change in financial liabilities(*)	**(126)**		**861**	
Equity instruments				
Repurchase of treasury shares	(15)		-	
Proceeds from issue of perpetual hybrid bonds	-		742	
Interest paid on perpetual hybrid bonds	(38)		(9)	
Equity instruments	**(53)**		**733**	
Net cash flows from (used in) financing activities	**(179)**		**1,594**	
Net increase (decrease) in cash and cash equivalents	**330**		**(80)**	
Cash and cash equivalents at the beginning of the year	**1,549**		**1,629**	
Cash and cash equivalents at the end of the year	**1,879**		**1,549**	

(*) Net of balances recognized through equity and other statement of financial position items.
(**) Figures as at December 31, 2024 reflect the conclusion of Duereti S.r.l. Purchase Price Allocation.



2
Explanatory Notes

2.1
General information

A2A S.p.A. is a company with legal personality organized under the laws of the Italian Republic which operates, also through its subsidiaries ("Group"), both in Italy and abroad.

A2A S.p.A. is based in Italy, in Brescia, at Via Lamarmora 230 and is listed on the Milan Stock Exchange.

There were no changes in the company name during 2025.

The A2A Group mainly operates in the following sectors:
- the production, sale and distribution of electricity even from renewable resources;
- the sale and distribution of gas;
- the production, distribution and sale of heat through district heating networks;
- waste management (from collection and sweeping to disposal) and the construction and management of integrated waste disposal plants and systems, also making these available for other operators;
- integrated water cycle management;
- technical consultancy relating to energy efficiency certificates.

With regard to the fees received by the independent auditor, please refer to the specific section '9.2 Other information' in the Report on Operations.

2.2
Basis of presentation

The Consolidated financial statements of the A2A Group at December 31, 2025 has been prepared:
- in compliance with Legislative Decree 58/1998 (art. 154-ter) as amended and with the Issuers' Regulations published by Consob;
- in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) and approved by the European Union. IFRS means all the revised International Accounting Standards (IAS) and all the interpretations of the International Financial Reporting Interpretations Committee (IFRIC), formerly known as the Standing Interpretations Committee (SIC);
- in accordance with European Commission Regulation 815/2019 (the European Single Electronic Format – ESEF) in xHTML format, marking the A2A Group's consolidated annual report (statements and notes) according to the Inline XBRL specifications contained in the basic taxonomy issued by the EMSA ("European Securities and Markets Authority").

In preparing the Consolidated financial statements, the same principles used in the preparation of the Consolidated financial statements at December 31, 2024 were applied, other than the principles and interpretations described in detail in the paragraph below "Changes in International Financial Reporting Standards" adopted for the first time on January 1, 2025.

The directors assessed the applicability of the going concern assumption in the preparation of the Consolidated financial statements, concluding that this assumption is appropriate as it was verified that there were no financial, managerial or other indicators that could indicate critical issues regarding the Group's ability to meet its obligations in the foreseeable future and in particular in the next 12 months.

The Consolidated financial statements has been prepared using the historical cost method, with the exception of the financial statement items that according to IFRS are recognized at fair value, as indicated in the valuation criteria of the individual items, and non-current assets and disposal groups classified as held for sale that are measured at the lower of carrying amount and fair value net of selling costs.

The preparation of the Consolidated financial statements required the use of estimates by management; the areas characterized by valuations and assumptions of particular significance, together with those with significant effects on the reported situations, are reported in the section "Use of estimates and judgement by management".

The currency used by the Group for the presentation of the Consolidated financial statements is the euro, the functional currency of the Parent Company A2A S.p.A.; all values are expressed in millions of euro, unless otherwise indicated.

The Consolidated financial statements consists of:

- Consolidated Statement of financial position: provides for the distinction of assets and liabilities by maturity, separating between current and non-current;
- Consolidated income statement: presented in scalar form with the individual items analysed by nature. The form chosen, in accordance with the presentation methods of the leading operators in the sector and in line with international practice, is considered the most suitable to represent the company results;
- Consolidated statement of components of the comprehensive income statement: presented in a separate table, it shows the components of the result suspended in equity;
- Consolidated statement of cash flows: prepared using the indirect method, with separate presentation of cash flow from operating activities, investment activities and financing activities.
  More specifically, the Statement of cash flows is presented on a gross basis and does not include non-monetary transactions.
  In particular, although the Group does not deviate from the provisions of IAS 7 in the classification of items, the following is specified:
  - in addition to cash flows from ordinary operations, cash flows from operating activities include interest on loans granted and obtained, dividends and advances on dividends paid to shareholders of the Parent Company and third parties, as well as dividends received from associated companies or joint ventures;
  - investment activities include investments in property, plant and equipment and intangible assets (including any capitalized financial expenses) and related disposals; investments and disposals in assets deriving from contracts with customers relating to agreements for concession services; the effects of business combinations in which the Group acquires or loses control of companies and other minor investments;
  - cash flows from financing activities include cash flows arising from liability management and lease transactions, as well as the effects of transactions on third-party interests that do not change the control status of the companies concerned;

- Consolidated statement of changes in equity: in addition to the components of the comprehensive income statement, it also shows the transactions with shareholders;
- Explanatory notes.

Section 1.b Accounting tables of the Consolidate financial statements in accordance with Consob Resolution No. 15519 of July 27, 2006 – presents the consolidated Statement of Financial Position, the consolidated Income Statement and the consolidated Statement of Cash Flows, highlighting transactions with related parties, the definition of which is provided in paragraph 2.14 "Note on related party transactions".

The financial statements presented herein are the same as those used to prepare the Consolidated financial statements at December 31, 2024, with the exception of the following changes that management has adopted to ensure better representation and comparability.

With regard to the Statement of financial positions, the following steps were taken:

- disaggregate the financial statement line relating to “Intangible assets and goodwill” through two new lines, respectively “Intangible assets” and “Goodwill”;
- separate current/non-current asset/liability derivatives from the respective other current/non-current assets/liabilities;
- separate the disbursement expected within the following 12 months from provisions for risks and charges, classifying it as a current liability.

With regard to the Income Statement, the following steps were taken:

- separate the item “depreciation, amortization, provisions and impairment losses” by nature: “Depreciation, amortization and impairment losses”, “Impairment losses on trade receivables”, “Other provisions for risks”;
- reconcile the income and expenses recorded in the "Result from non-recurring transactions" to their own item according to nature for greater clarity.

As regards the Consolidated Statement of Cash Flows, the following steps were taken:

- separate the line “net interest paid” into “interest received” and “interest paid”;
- include the information relating to related parties.

The Group also renamed certain lines in the financial statements with respect to the statements published at December 31, 2024, and accounted for industrial environmental certificates among inventories. The changes relating to the values at December 31, 2024 are not considered relevant for the economic and equity size of the Group.

Finally, it should be noted that the Group carried out a restatement at December 31, 2024 to reflect the effects of the purchase price allocation for the acquisition of Duereti, which took place in the previous reporting period using the anticipated acquisition method, as further detailed in section "2.5 Transactions – IFRS 3 Revised".

In this file, use has been made of some alternative indicators of performance (AIP) that are different from the financial indicators expressly provided for by the IFRS international accounting standards adopted by the Group; for details of these indicators, please see the specific paragraph “Alternative Indicators of Performance (AIP)” in the file of the “Report on Operations”.

The Consolidated financial statements at December 31, 2025 was approved on April 5, 2016 by the Board of Directors, which authorized publication, and has been audited by KPMG in accordance with their appointment by the Shareholders’ Meeting of March 17, 2026 for the nine years from 2025-2033.

2.3

Changes in International Financial Reporting Standards

Accounting standards, amendments and interpretations applicable by the group as of January 1, 2025

Effective from January 1, 2025, the amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates," issued by the IASB on August 15, 2023, came into force to regulate the procedures to be followed in the event of a lack of exchangeability between currencies. The amendment introduces requirements to determine when a currency is convertible into another currency and when it is not and requires an entity to estimate the spot exchange rate when it determines that a currency is not convertible into another currency. The amendment had no impact on the consolidated annual report as at December 31, 2025.

Accounting standards, amendments and interpretations endorsed by the European Union but not yet mandatorily applicable and not early adopted by the Group

1. Amendments to the classification and measurement of financial instruments (Amendments to IFRS 9 and IFRS 7)

On May 27, 2025, the amendments to IFRS 9 and IFRS 7 regarding "Amendments to the Classification and Measurement of Financial Instruments," issued in 2024, were endorsed, with entry into force scheduled for January 1, 2026.

These amendments clarify the classification of financial assets with environmental, social and governance (ESG) features and similar ones, as well as the settlement of financial liabilities through electronic payment systems. They also introduce disclosure requirements aimed at enhancing transparency for investors in relation to investments in equity instruments measured at fair value through other comprehensive income statement and in financial instruments with contingent features, such as features linked to ESG goals.

- The amendments to IFRS 9 clarify the circumstances under which a financial asset or liability is recognised and derecognised. According to the amendments, a company generally derecognizes its financial liability on the settlement date. Normally, this is the date when the payment is completed. The amendments also introduce an exception, permitting the company to derecognizes its financial liability prior to the settlement date, which is the date when the payment is initiated and cannot be cancelled. The exception is available when the company uses an electronic payment system that satisfies all of the following criteria:
  - no practical way to withdraw, stop, or cancel the payment instruction;
  - no practical means to access the money needed for the settlement as a result of the payment instruction;
  - the settlement risk connected with the electronic payment system is insignificant.

- The amendments also provide more precise criteria for determining when a financial asset can be classified as “measured at amortized cost” or “at fair value.” This helps companies to treat complex instruments consistently, such as loans with prepayment options or variable clauses (e.g. instruments linked to ESG indices or non-standard variable rates).
  The amendments further clarify how to measure such instruments, with the aim of ensuring that the measurement better reflects the actual economic risk.
- The amendment to IFRS 7 provides for an additional disclosure for financial assets and liabilities with contractual terms referencing a potential event, including those associated with ESG factors, as well as for equity instruments classified at fair value through other comprehensive income statement elements.

The Group is currently assessing the impacts of these amendments, but no significant effects are expected.

2. Nature-dependent electricity contracts (Amendments to IFRS 9 and IFRS 7)

On June 30, 2025, the amendments to IFRS 9 and IFRS 7 regarding nature-dependent electricity contracts (power purchase agreements) were endorsed. These amendments will enter into force on January 1, 2026.

The amendments clarify the requirements for applying the “own-use exemption,” define the rules for using these agreements as hedging instruments in a hedge accounting relationship, and introduce disclosure obligations to enable investors to understand the effects of such agreements on the company financial performance and future cash flows.
The Group is currently assessing the impacts of these amendments, but no significant effects are expected.

3. Annual Improvements to IFRS Accounting Standards—Volume 11

On July 9, 2025, the annual improvements “Annual Improvements to IFRS Accounting Standards – Volume 11” were endorsed as part of the ordinary improvement process, with entry into force scheduled for January 1, 2026.

The annual improvements aim to streamline and clarify existing standards by resolving any inconsistencies identified in the IFRS Accounting Standards or by providing terminological clarifications.

4. IFRS 18 Presentation and disclosure in financial statements

On February 13, 2026, IFRS 18, issued by the IASB in April 2024, was endorsed, replacing IAS 1 "Presentation of Financial Statements". IFRS 18 introduces new requirements for the presentation of the income statement, including specific totals and subtotals. In addition, entities will have to classify all costs and revenues within the income statement into five categories: operating, investing, financing, income tax expense and discontinued operations, where the first three categories are new.

The standard also requires disclosure on the basis of the new definition of management-defined performance measures (MPM), subtotals of costs and revenues, and includes new provisions for the aggregation and disaggregation of financial information on the basis of the identified roles of the Primary Financial Statements (PFS) and the notes.

In addition, amendments have been made to IAS 7 Statement of Cash Flows, which include the change in the starting point for determining operating cash flows on the basis of the indirect method; from profit or loss to operating profit or loss and the removal of the option to classify cash flows from dividends and interest. In addition, consequential changes were made to several other accounting standards.

IFRS 18, and the amendments to the other standards, are effective for financial years beginning on or after January 1, 2027. However, early application is permitted unless disclosed. IFRS 18 will apply retrospectively.

The Group is currently working, also with the support of external professionals, to identify the impacts that the changes will have on its financial statements and notes to the financial statements, on information systems and on agreements and contracts (e.g. employee benefits and financing contracts/covenants).

Accounting standards, amendments and interpretations not yet endorsed by the European Union and applicable from subsequent financial years

Document title	Date of entry into force of the IASB document
New IFRS accounting standards	
IFRS 19 Subsidiaries without public accountability: disclosures	January 1, 2027
Translation to a hyper-inflationary presentation currency (amendments to IAS 21)	January 1, 2027

2.4
Scope of consolidation

The Consolidated financial statements of the A2A Group at December 31, 2025 includes the figures of the parent A2A S.p.A. and those of the subsidiaries over which A2A S.p.A. exercises either direct or indirect control. In addition, companies in which the parent exercises joint control with other entities (joint ventures) and those over which it has a significant influence are consolidated using the equity method.

Subsidiaries and associates whose size is immaterial are excluded from consolidation and measured at fair value. For the financial year 2025, the only company in this category is the Consorzio Umbria Energia.

Changes in the scope of consolidation

The following changes to the scope of consolidation of the A2A Group are reported:

- acquisition by A2A Rinnovabili S.p.A. of 100% of AREN01 S.r.l., AREN03 S.r.l., AREN 04 S.r.l., AREN05 S.r.l., AREN06 S.r.l., Green Frogs Correggio S.r.l. and Cutro 1 S.r.l.;
- acquisition by A2A Calore & Servizi S.r.l. of 100% of Sesto Energia S.r.l.;
- acquisition by Ambiente Energia Brianza S.p.A. of 100% of 2B S.r.l.;
- acquisition by Acinque Innovazione S.r.l. of 100% of Integra Impianti S.r.l.;
- acquisition by A2A Ciclo Idrico S.p.A. of 69.24% of Novito Acque S.r.l.;
- acquisition by A2A Storage S.r.l. of 100% of the company S2SE Cinque S.r.l.;
- establishment of the company A2A Life Venture S.r.l. 100% owned by A2A S.p.A.;
- establishment of A2A Solar 1 S.r.l., A2A Solar 2 S.r.l., A2A Solar 3 S.r.l., A2A Solar 4 S.r.l. and A2A Dome S.r.l., all 100% owned by A2A Rinnovabili S.p.A.;
- establishment of the company AP Reti Gas North S.r.l. held by Unareti S.p.A. for 50% and by LD Reti S.r.l. for 50%, and subsequently sold on July 1 to Ascopiave S.p.A.;
- establishment of AST 1 S.r.l. and AST 2 S.r.l., all 100% owned by A2A Storage S.r.l..

Breakdown of statement of financial position showing the effect of the first-time consolidation of the 2025 acquisitions

millions of euro

	Notes	Consolidated at 12.31.2024 Restated	A2A Rinnovabili Group	2B S.r.l.	SESTO ENERGIA S.r.l.	NOVITO ACQUE S.r.l.	INTEGRA IMPIANTI S.r.l.	Total first-time consolidation effect acquisitions 2025	Changes	Consolidated at 12.31.2025
Assets										
Non-current assets										
Property, plant and equipment	1 and 4	7,583	4	6	13	-	-	23	529	8,135
Intangible assets	2 and 4	2,937	4	3	12	3	-	22	144	3,103
Goodwill	3 and 4	1,512	-	-	10	-	2	12	(15)	1,509
Equity-accounted investments	5	25	-	-	-	-	-	-	27	52
Other non-current financial assets	5	88	-	-	-	-	-	-	79	167
Deferred tax assets	6	420	-	-	2	-	-	2	17	439
Non-current derivative assets	7	2							-	2
Other non-current assets	7	128	-	-	-	-	-	-	(8)	120
Total Non-Current Assets		**12,695**	**8**	**9**	**37**	**3**	**2**	**59**	**773**	**13,527**
Current assets										
Inventories	8	318	-	-	1	-	-	1	(8)	311
Trade receivables	9	3,643	-	-	-	3	-	3	808	4,454
Current derivative assets	10	866							(225)	641
Other current assets	10	430	1	-	-	-	-	1	(7)	424
Current financial assets	11	32	-	-	-	-	-	-	(8)	24
Current tax assets	12	45	-	-	-	-	-	-	78	123
Cash and cash equivalents	13	1,549	-	-	-	4	-	4	326	1,879
Total current assets		**6,883**	**1**	**-**	**1**	**7**	**-**	**9**	**964**	**7,856**
Assets held for sale	**14**	**405**	**-**	**-**	**-**	**-**	**-**	**-**	**(405)**	**-**
Total assets		**19,983**	**9**	**9**	**38**	**10**	**2**	**68**	**1,332**	**21,383**

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	Notes	Consolidated at 12.31.2024 Restated	A2A Rinnovabili Group	2B S.r.l.	SESTO ENERGIA S.r.l.	NOVITO ACQUE S.r.l.	INTEGRA IMPIANTI S.r.l.	Total first-time consolidation effect acquisitions 2025	Changes	Consolidated at 12.31.2025
Liabilities										
Non-current liabilities										
Non-current financial liabilities	19	6,317	1	-	-	-	-	1	(102)	6,216
Deferred tax liabilities	20	-	-	1	3	-	-	4	25	29
Employee benefits	21	214	-	-	-	-	-	-	(18)	196
Provisions for risks, charges and liabilities for landfills	22	787	-	-	4	-	-	4	(43)	748
Non-current derivative liabilities	23	19							17	36
Other non-current liabilities	23	328	-	-	-	-	-	-	(174)	154
Total non-current liabilities		**7,665**	**1**	**1**	**7**	**-**	**-**	**9**	**(295)**	**7,379**
Current liabilities										
Provisions for risks, charges and liabilities for landfills - current portion	22	67						-	24	91
Trade payables	24	3,682	-	-	-	4	-	4	1,005	4,691
Current derivative liabilities	25	767							(76)	691
Other current liabilities	25	624	4	-	2	-	-	6	330	960
Current financial liabilities	26	955	-	-	-	-	-	-	89	1,044
Current tax liabilities	27	120	-	-	-	-	-	-	(83)	37
Total current liabilities		**6,215**	**4**	**-**	**2**	**4**	**-**	**10**	**1,289**	**7,514**
Total liabilities		**13,880**	**5**	**1**	**9**	**4**	**-**	**19**	**994**	**14,893**
Liabilities directly associated to assets held for sale	**28**	**11**	**-**	**-**	**-**	**-**	**-**	**-**	**(11)**	**-**
Liabilities		**13,891**	**5**	**1**	**9**	**4**	**-**	**19**	**983**	**14,893**

Breakdown of the economic effect of the consolidation of new acquisitions 2025

millions of euro

	Notes	A2A Rinnovabili Group	2B S.r.l.	SESTO ENERGIA S.r.l.	NOVITO ACQUE S.r.l.	INTEGRA IMPIANTI S.r.l.	Total consolidation effect new acquisitions 2025	Old perimeter at 12.31.2025	Consolidated at 12.31.2025	Consolidated at 12.31.2024
Revenue										
Revenue from the sales and services		-	1	18	1	1	21	13,718	13,739	12,570
Other income		-	-	-	-	-	-	324	324	287
Total revenue	**30**	**-**	**1**	**18**	**1**	**1**	**21**	**14,042**	**14,063**	**12,857**
Operating expenses										
Expenses for raw materials and services		-	-	17	1	1	19	10,488	10,507	9,218
Other operating expenses		-	-	-	-	-	-	346	346	419
Total operating expenses	**31**	**-**	**-**	**17**	**1**	**1**	**19**	**10,834**	**10,853**	**9,637**
Personnel expenses	**32**	**-**	**-**	**1**	**-**	**-**	**1**	**917**	**918**	**892**
Gross operating profit (loss) - EBITDA	**33**	**-**	**1**	**-**	**-**	**-**	**1**	**2,291**	**2,292**	**2,328**
Depreciation, amortization and impairment losses	34	-	-	1	-	-	1	967	968	898
Impairment losses on trade receivables	34	-	-	-	-	-	-	70	70	82
Other provisions for risks	34	-	-	-	-	-	-	19	19	31
Operating profit (loss) - EBIT	**35**	**-**	**1**	**(1)**	**-**	**-**	**-**	**1,235**	**1,235**	**1,317**
Finance income and expenses										
Finance income		-	-	-	-	-	-	52	52	113
Finance expenses		-	-	-	-	-	-	223	223	221
Share of profit (loss) of equity-accounted investees		-	-	-	-	-	-	28	28	2
Net finance income (expenses)	**36**	**-**	**-**	**-**	**-**	**-**	**-**	**(143)**	**(143)**	**(106)**
Profit (loss) before taxes		**-**	**1**	**(1)**	**-**	**-**	**-**	**1,092**	**1,092**	**1,211**
Income taxes	**37**	**-**	**-**	**-**	**-**		**-**	**310**	**310**	**319**
Profit (loss) after taxes from continuing operations		**-**	**1**	**(1)**	**-**	**-**	**-**	**782**	**782**	**892**
Profit (loss) from discontinued/held for sale operations		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Profit (loss) for the year		**-**	**1**	**(1)**	**-**	**-**	**-**	**782**	**782**	**892**

2.5

Transactions as per IFRS 3 revised

Business combinations were accounted for on the basis of the valuations conducted by management in relation to the fair value measurement of assets, liabilities and contingent liabilities, taking as reference the information on facts and circumstances available at the acquisition date. The following table shows a summary of the equity effects deriving from the valuation of the transactions at the acquisition date. It should be noted that for the company Integra Impianti S.r.l. the values recorded are to be considered provisional as in accordance with IFRS 3 revised, the Purchase Price Allocation process has not yet been completed, but will be finalized within 12 months of the acquisition, as required by the standard.

In 2025, the A2A Group completed the following acquisitions of investments, which fall within the provisions of IFRS 3:

- acquisition by A2A Calore & Servizi S.p.A. of 100% of Sesto Energia S.r.l., a company owning a cogeneration plant located in the Municipality of Sesto San Giovanni;
- acquisition by Acinque Innovazione S.r.l. of 100% of the company Integra Impianti S.r.l., a company operating in the energy efficiency and photovoltaic systems sector.

The transactions summarized above are classified as business combinations in accordance with IFRS 3 “Business Combinations”; the Group consolidated the companies on a line-by-line basis through the application of the acquisition method prescribed by IFRS 3, by virtue of the control obtained on the entities acquired.
IFRS 3 requires all business combinations to be accounted for using the acquisition method within twelve months from acquisition. The acquirer must therefore recognize all the identifiable assets, liabilities and contingent liabilities relating to the acquisition at their fair values at the acquisition date and highlight the any recognition of goodwill.
The consideration transferred in a business combination is determined at the date of acquisition of control and is equal to the fair value of assets and liabilities transferred, and any equity instruments issued by the acquirer. Costs directly attributable to the transaction are recognized in the income statement when incurred. At the date of acquisition of control, the equity of the investee is determined by attributing to individual assets and liabilities their fair value, except in cases where the IFRS provide a different valuation criterion. Any residual difference with respect to the purchase cost, if positive, is recognized under the item “Goodwill” (hereinafter also goodwill); if negative, it is recognized in the income statement.

Details of the amounts of the transactions carried out during the year are shown below:

millions of euro

Assets and liabilities acquired	Sesto Energia	Integra Impianti
Total non-current assets	27.8	-
Total current assets	0.5	0.5
Total assets (A)	**28.3**	**0.5**
Total non-current liabilities	6.7	-
Total current liabilities	2.3	0.3
Total liabilities (B)	**9.0**	**0.3**
Net assets acquired (A-B)	**19.3**	**0.3**
% of competence	100%	100%
Net assets pertaining to A2A (C)	**19.3**	**0.3**
Purchase price (D)	29.3	1.9
Goodwill (D-C)	10.0	1.6

Business combination Sesto Energia S.r.l.

On March 31, 2025, A2A Calore & Servizi S.p.A., a company wholly owned by A2A S.p.A., acquired 100% of the investment in Sesto Energia S.r.l., a company owning a cogeneration plant located in the Municipality of Sesto San Giovanni. The acquisition was completed for a consideration of 29 million euro and resulted in goodwill of 18 million euro. This goodwill was re-expressed (pursuant to IFRS 3) through the Purchase Price Allocation process which, at the conclusion of the analysis, allocated 11.5 million euro to intangible assets for the valuation of the authorization, 3 million euro to deferred tax liabilities and 10 million euro to goodwill allocated to the Heat CGU.

Business combination Integra Impianti S.r.l.

On July 1, 2025, Acinque Innovazione S.r.l. acquired 100% of Integra Impianti S.r.l., a company operating in the energy efficiency and photovoltaic systems sector. The acquisition was completed for a consideration of 2 million euro and resulted in goodwill of the same amount. At December 31, 2025, the Purchase Price Allocation has not yet been completed, which will be completed in the timing envisaged by the standard.

It should also be noted that during the year, the PPA processes relating to the acquisition of the companies Duereti S.r.l. and Biomax Società Agricola a r.l. that took place in the previous year were completed.

Business combination Duereti S.r.l.

On December 31, 2024, A2A SpA acquired 90% of Duereti S.r.l., a company operating in the distribution of electricity in several municipalities situated in the provinces of Milan and Brescia. The acquisition was concluded for 1,229 million euro. The purchase price was fully settled at the closing of the transaction and resulted in goodwill of 890 million euro. During 2025, the Group also paid a further instalment of 24 million euro as a price adjustment. As at December 31, 2025, the Purchase Price Allocation process was completed.

The valuation, carried out by an independent expert, is based on projections of the business plans and the assumption of realization of such plans.

In order to identify the assets and liabilities involved in the transaction, the criteria for identifying intangible assets provided for respectively in IAS 38, as well as IFRS 13 that provides the definition of fair value of an asset as the price for the sale of an asset or payable for the transfer of a liability in a regular transaction in the main market (or the most advantageous) at the measurement date, at current market conditions (i.e. a closing price) regardless of whether said price is directly observable or estimated using another market technique.

Assets and liabilities identified following compliance with the above criteria, were measured using methods that correlate the capital value of the asset to the ability to generate cash flows for the remuneration of third-party lenders and shareholders.

Property, plant and equipment were measured considering the value of the Regulatory Asset Base (RAB) as a reference, while the fair value of the concession was measured using the Multi Period Excess Earnings method (MPEE), a residual method, which is based on the principle that since the entire income of the acquired company must be allocated to the assets identified in the PPA, the income pertaining to the dominant strategic asset can be obtained by difference by deducting the ordinary remuneration of all other assets from the total income. In view of the regulatory uncertainty surrounding the valuation of the concession, alternative scenarios were considered with regard to the possible renewal of the concession.

The Purchase Price Allocation process resulted in the reallocation of the recorded goodwill to the following assets and liabilities:

- Electricity grids (recognized under property, plant and equipment) for 66 million euro;
- concessions on electricity networks (recognized under intangible assets) for 393 million euro;
- deferred tax liabilities for 129 million euro.

The accounting for the business combination using the anticipated acquisition method also resulted in a change in Equity of 89 million euro and the recognition of goodwill amounting to 649 million euro.

For further information, please refer to paragraph 2.6 Consolidation procedures, point c) Options on the shares of Duereti S.r.l..

Below the table with the amounts identified during the Purchase Price Allocation process:

millions of euro

Fair value of the Consideration paid (90%)	1,253
Liabilities for Put/Call options	127
Total consideration (anticipated acquisition method)	**1,380**
Non-controlling interests	-
(A) Total consideration	**1,380**
(B) Net value of assets acquired	**731**
Goodwill	649

Below is the statement of financial position with the effects of the Purchase Price Allocation that determined the Restated values as at December 31, 2024 with respect to the data published on the same date.

Assets

Consolidated statement of financial position	Financial Statements at 12.31.2024	PPA	Value at 12.31.2024 Restated
Non-current assets			
Property, plant and equipment	7,517	66	7,583
Intangible assets	2,544	393	2,937
Goodwill	1,753	(241)	1,512
Equity-accounted investments	25	-	25
Other non-current financial assets	88	-	88
Deferred tax assets	549	(129)	420
Non-current derivative assets	2	-	2
Other non-current assets	128	-	128
Total non-current assets	**12,606**	**89**	**12,695**
Current assets			
Inventories	318	-	318
Trade receivables	3,643	-	3,643
Current derivative assets	866	-	866
Other current assets	430	-	430
Current financial assets	32	-	32
Current tax assets	45	-	45
Cash and cash equivalents	1,549	-	1,549
Total current assets	**6,883**	**-**	**6,883**
Assets held for sale	**405**	**-**	**405**
Total assets	**19,894**	**89**	**19,983**
Equity and liabilities			
Equity			
Share capital	1,629	-	1,629
Treasury shares	-	-	-
Reserves	2,952	89	3,041
Group net profit	864	-	864
Equity attributable to the owners of the parent	**5,445**	**89**	**5,534**
Non-controlling interests	558	-	558
Total equity	**6,003**	**89**	**6,092**

Liabilities

Consolidated statement of financial position	Financial Statements at 12.31.2024	PPA	Value at 12.31.2024 Restated
Non-current liabilities			
Non-current financial liabilities	6,317	-	6,317
Employee benefits	214	-	214
Provisions for risks, charges and liabilities for landfills	787	-	787
Non-current derivative liabilities	19	-	19
Other non-current liabilities	328	-	328
Total non-current liabilities	**7,665**	**-**	**7,665**
Current liabilities			
Provisions for risks, charges and liabilities for landfills - current portion	67	-	67
Trade payables	3,682	-	3,682
Current derivative liabilities	767	-	767
Other current liabilities	624	-	624
Current financial liabilities	955	-	955
Current tax liabilities	120	-	120
Total current liabilities	**6,215**	**-**	**6,215**
Total liabilities	**13,880**	**-**	**13,880**
Liabilities directly associated to assets held for sale	**11**	**-**	**11**
Total equity and liabilities	**19,894**	**89**	**19,983**

Business combination Biomax Società Agricola a r.l.

On July 18, 2024, Agripower S.p.A., a company wholly owned by A2A Ambiente S.p.A., acquired 100% of Biomax Società Agricola a r.l., a company operating in the production of electricity from biogas. The acquisition was completed for a consideration of 7 million euro, resulting in goodwill of 5 million euro. During 2025, the Purchase Price Allocation process was finalised, leading to the allocation of 9 million euro of goodwill to intangible assets, the recognition of deferred tax liabilities of 3 million euro, and the recognition of a badwill amounting to 1 million euro, which was recognized in the Income Statement under the item "Other income".

Disposal Group

On December 19, 2024, an agreement was signed for the sale to Ascopiave of certain ATEM Gas relating to gas distribution.

Following the agreement, in the financial statements at December 31, 2024, the assets and liabilities of the business unit were treated as a Disposal Group pursuant to IFRS 5. However, since the Group was still active in the gas distribution business, the business sold did not meet the definition of Discontinued Operations; therefore:

- in the statement of financial position at December 31, 2024, the balances relating to the BU being sold are shown under Assets and Liabilities held for sale;
- in the income statement and in the statement of cash flows, the representation of the contribution to the Group's figures is included under Continuing Operations.

The Disposal Group was then sold with effect from 1 July 2025.

2.6

Basis of consolidation

The financial statements of the subsidiaries, associates and joint ventures consolidated by the A2A Group are prepared at the end of each reporting period using the same accounting policies as the parent. Any items recognized by using different accounting standards are adjusted during the consolidation process to bring them into line with Group accounting policies.

Subsidiaries

Subsidiaries are those companies over which the parent company, A2A S.p.A., exercises control, also by virtue of shareholders' agreements, and has the power, as defined by IFRS 10, to manage decisions regarding relevant activities.

For more details on the definition of control, please refer to the paragraph "Assessment of the existence of the control requirements" in note 2.6.2 "Use of estimates and judgement by management".

Although the Group holds a stake of less than 50.01%, it controls the companies Acinque S.p.A., Ambiente Energia Brianza S.p.A. and ASM Energia S.p.A. by virtue of specific shareholders' agreements.

Subsidiaries are consolidated from the date on which the Group effectively acquires control and cease to be consolidated on a line-by-line basis from the date on which control is lost.

In preparing the Consolidated financial statements the assets, liabilities, income and expenses of the companies being consolidated are included in their entirety on a line-by-line basis, with the portion of equity and profit or loss for the year attributable to non-controlling interests being stated separately in the statement of financial position and income statement.

All intra-group balances and transactions, including any unrealized profits arising from transactions between Group companies, are fully eliminated.

Changes in the share of ownership in subsidiaries that do not involve the loss of control are recognized as capital transactions by adjusting the portion attributable to the shareholders of the Parent Company and that to third parties to reflect changes in their relative ownership interests. Any difference between the amount to which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity.

When the Group loses control over a subsidiary, any residual equity investment in the previously controlled company is remeasured at fair value on the date on which control is lost, recognizing any gain or loss deriving from the loss of control in the Income Statement. Furthermore, the portion of the OCI referring to the subsidiary of which control is lost is accounted for as if the Group had directly disposed of the related assets or liabilities.

Associates, joint ventures, joint operations

Associates are those in which the Group exercises significant influence, i.e., the power to participate in determining decisions about the financial and operating policies of the investee without exercising control or joint control over those policies. In general, it is assumed that the Group has significant influence when it holds a stake of at least 20% if the company is not listed or 10% in the case of a listed company.

According to IFRS 11, a joint arrangement is an arrangement in which two or more parties have joint control. Joint control exists only when the unanimous consent of the parties sharing control is required for decisions on the relevant activities. A joint arrangement may be structured as a joint venture or a joint operation. A joint venture is a jointly controlled arrangement in which the parties with joint control have rights to the net assets of the arrangement. In contrast, a joint operation is a joint arrangement in which the parties that have joint control have rights to the assets and obligations for the liabilities relating to the arrangement.

With the adoption of IFRS 11, the Group must classify investments in joint arrangements as either joint ventures (if the Group has rights to the net assets of the arrangement) or joint operations (if the Group has rights to the assets, and obligations for the liabilities, relating to the arrangement).

In order to determine the existence of significant influence or control, management's judgement is required to evaluate all facts and circumstances. The Group reviews the existence of significant influence or control when facts and circumstances indicate that there has been a change in one or more of the elements considered for the test.

Investments in associates, namely those in which the A2A Group has a considerable interest and is able to exercise significant influence are accounted for using the equity method. Gains and losses attributable to the Group are recognized in the financial statements from the date on which significant influence or joint control commences.

In the event that the share of losses attributable to the Group exceeds its interest in the associate or joint venture/joint operation, the investment is cancelled and further losses are set aside and recognized as a liability only to the extent that the Group has contracted legal or implicit obligations towards the investee or, in any case, has made payments on its behalf.

In the particular case of its investments in the joint arrangements Ergosud S.p.A. and PremiumGas S.p.A. – operating in the Generation and Trading Business Unit – Netcity S.r.l. and Metamer S.r.l. – operating in the Market Business Unit – and Bergamo Pulita S.r.l. – operating in the Circular Economy Business Unit – the A2A Group considers that these fall under the category of joint ventures as far as their legal form and the nature of the contractual agreements are concerned.

In particular, as regards the investment in PremiumGas S.p.A. in liquidation, the Group has rights exclusively linked to the results achieved by the company.

Ergosud SpA is 50% owned by A2A gencogas and the remaining 50% by EP Produzione. The company is active in the management of the Scandale thermoelectric plant.
The company's operating model is governed by a tolling contract through which Ergosud, as the owner of the plant, makes available to each Toller, the industrial partners A2A SpA and EP Produzione, the percentage of its own production capacity, receiving in return a fixed fee in relation to the availability of the plant and a variable fee to cover the cost of the maintenance of the gas turbine.

It should be noted that, despite the existence of a tolling agreement for the financial years 2024 to 2026, the energy dispatching activity is carried out by EP Produzione, and the investee could dispatch energy autonomously, thereby ensuring business continuity also at the end of the agreement. In addition, the A2A Group does not appoint any of the company's key management.

On the basis of the above considerations, the A2A Group has accounted for the investments using the equity method, continuing the treatment used in previous years.

Lastly, it should be noted that the Group co-owns the Ponti sul Mincio Thermoelectric Plant, which is considered a joint operation and consolidated on a pro-rata basis (45%) both financially and economically.

Latest available summarized figures for joint ventures (measured at equity)

(values in millions of euros)

Key figures at December 31, 2025	Bergamo Pulita 50%	PremiumGas 50%	Metamer 50%	Ergosud 50%	Netcity 49%
Income statement					
Revenue from sales and services	0.06	0.00	43.3	46.3	11.7
Gross operating profit (loss) - EBITDA	**(0.40)**	**0.00**	**2.8**	**13.3**	**1.7**
% of net revenues	*n.s.*	*n.s.*	*6.4%*	*28.8%*	*14.3%*
Depreciation, amortization and impairment losses	0.0	0.00	1.2	7.3	0.9
Operating profit (loss) - EBIT	**(0.40)**	**0.00**	**1.5**	**6.0**	**0.7**
Profit (loss) for the year	**(0.39)**	**0.00**	**0.8**	**1.1**	**0.1**
Statement of financial position					
Total assets	**2.40**	**1.5**	**16.6**	**133.0**	**8.1**
Equity	**(0.27)**	**1.5**	**3.7**	**72.5**	**1.8**
Net financial position (debt)	**2.10**	**1.0**	**(1.1)**	**(4.4)**	**0.6**
Dividends received	**0.0**	**0.0**	**0.5**	**0.0**	**0.0**

(values in millions of euros)

Key figures at December 31, 2024	Bergamo Pulita 50%	PremiumGas 50%	Metamer 50%	Ergosud 50%	Netcity 49%
Income statement					
Revenue from sales and services	0.05	0.00	36.5	40.8	20.7
Gross operating profit (loss) - EBITDA	**(0.25)**	**0.00**	**1.1**	**12.3**	**4.5**
% of net revenues	*n.s.*	*n.s.*	*3.0%*	*30.1%*	*21.5%*
Depreciation, amortization and impairment losses	0.2	0.00	0.5	9.2	1.4
Operating profit (loss) - EBIT	**(0.05)**	**0.00**	**0.5**	**3.1**	**3.1**
Profit (loss) for the year	**(0.46)**	**0.00**	**0.1**	**1.9**	**1.2**
Statement of financial position					
Total assets	**2.61**	**2.3**	**14.8**	**134.3**	**12.1**
Equity	**(0.13)**	**2.3**	**3.0**	**71.4**	**2.4**
Net financial position (debt)	**2.35**	**1.8**	**(4.4)**	**(18.4)**	**1.5**
Dividends received	**0.0**	**0.0**	**0.1**	**0.0**	**0.7**

Potential voting rights

If the A2A Group holds call options on shares or other equity instruments that represent capital (warrants) that are convertible into ordinary shares or similar instruments having the potential, if exercised or converted, to give the Group voting rights or reduce the voting rights of third parties ("potential voting rights"), such potential voting rights are taken into consideration when assessing whether or not the Group has the power to manage decisions regarding the relevant activities of another company.

Treatment of put options on the shares of subsidiaries

Generally speaking, IAS 32, paragraph 23, establishes that a contract that contains an obligation to acquire shares in exchange for cash or other financial assets gives rise to a financial liability for the present value of the exercise price of the option.

In the absence of specific instructions in the related international financial reporting standards, the A2A Group: (i) considers the shares involving put options to have already been purchased, including in cases in which the risks and rewards connected with ownership of the shares remain with the non-controlling interests and they remain exposed to equity risk ("anticipated acquisition method"); (ii) records a corresponding entry among equity reserves for the liability resulting from the obligation and any subsequent changes.

Effect on the consolidation procedures of certain agreements involving the shares or quotas of Group companies

a) Earn-out on the purchase of the equity investments made by A2A Rinnovabili S.p.A.

During 2025, new investments were acquired, for which earn-outs were recognized and recorded for a total approximately 1 million euro.

It should be noted that with reference to acquisitions made in previous years, there are contractual price adjustments and earn-outs, of non-significant amounts, both in favour of the seller and the buyer upon the occurrence of certain conditions. Given the uncertainty and insignificance of the amounts, the Group has not recorded these amounts.

b) Options on the shares of Agesp Energia S.r.l.

On January 3, 2024, Acinque S.p.A. acquired 70% of the company Agesp Energia S.r.l..
As a result of the shareholders' agreement entered into between Acinque S.p.A. and Agesp S.p.A. (seller), there is a put option granted by Acinque S.p.A. to Agesp S.p.A. on the remaining 30% share that can be exercised until the expiry of the 3rd (third) year from the date of signing of the Notary Deed.
Therefore, the Group has recognized as a liability the present value of the estimated outlay of 11 million euro which it will not be able to avoid if the option is exercised.

c) Options on the shares of Duereti S.r.l.

On December 31, 2024, A2A S.p.A. acquired 90% of Duereti S.r.l..
As a result of the shareholders' agreement entered into between A2A S.p.A. and E-Distribuzione S.p.A. (the seller), a put option has been granted by A2A S.p.A. to E-Distribuzione S.p.A. concerning the remaining 10% stake, exercisable starting March 2026 until December 31, 2027. Therefore, the Group has recognized as short-term liability the present value of the estimated outlay of 144 million euro which it will not be able to avoid if the option is exercised.

d) Options on the shares of A2A Trezzo Ambiente S.r.l.

On May 14, 2024, A2A Trezzo Ambiente S.r.l. was established, with A2A Ambiente S.p.A. holding an 86% interest and A2A Calore & Servizi S.r.l. for 4%.
The shareholders' agreement entered into at the time of establishment between the A2A Group companies and Termokimik S.p.A. (which holds the remaining 10% stake) provides for the possibility for Termokimik S.p.A. to exercise, starting from the completion of the refurbishment works on the waste-to-energy plant under concession, a put option towards the controlling interest A2A Ambiente S.p.A. for a stake up to a maximum equal to its investment, reduced by one percentage point.
Therefore, the Group has recognized as a liability the present value of the estimated outlay of 10 million euro which it will not be able to avoid if the option is exercised.

2.7

Basis of preparation

2.7.1 Material accounting policies

Translation of foreign currency items

Items denominated in currencies other than the functional currency, whether monetary (cash and cash equivalents, assets and liabilities that will be collected or paid in fixed or determinable amounts of money, etc.) or non-monetary (advances to suppliers of goods and/or services, goodwill, intangible assets, etc.), are initially recognized at the exchange rate in effect on the date the transaction is executed. Subsequently, monetary items are converted into the functional currency on the basis of the exchange rate on the reporting date, and differences arising from the conversion are recorded in the income statement. Non-monetary items are maintained at the conversion rate of the transaction.

Property, plant and equipment

Assets for business use are recorded under “Property, plant and equipment” while non-business assets are classified as “Investment properties” if necessary.
Property, plant and equipment are measured at cost, including any additional charges directly attributable to bringing the asset into an operating condition (e.g. transport, customs duty, installation and testing costs, notary and land registry fees and any non-deductible VAT), increased when material and where there are obligations by the present value of the estimated cost of restoring the location from an environmental point of view or dismantling the asset. Borrowing costs, where directly attributable to the purchase or construction of an asset, are capitalized as part of the cost of the asset if the type of asset so warrants.

If important components of Property, plant and equipment have different useful lives, they are accounted for separately using the “component approach”, assigning to each component its own useful life for the purpose of calculating depreciation (the component approach).

Land, whether occupied by residential or industrial buildings or devoid of construction, is not depreciated as it has an unlimited useful life, except for land used in production activities that is subject to deterioration over time (e.g. landfills, quarries).

Ordinary maintenance costs are fully expensed to the income statement in the year they are incurred. Costs for maintenance carried out at regular intervals are attributed to the assets to which they refer and are depreciated over the specific residual possibility of use of such.

Property, plant and equipment are stated net of accumulated depreciation and any impairment losses. Depreciation is charged from the year in which the individual asset enters service on a straight-line basis over the estimated useful life of the asset for the business. The estimated realizable value which is deemed to be recoverable at the end of an asset’s useful life is not depreciated. The useful life of each asset is reviewed annually and any changes, if needed, are made with a view to showing the correct value of the asset.

Depreciation of landfills, property, plant, and equipment was calculated based on economic and technical useful lives, considered representative of their residual useful life.

Depreciation of property, plant and equipment has been calculated on the basis of economic and technical useful lives, which are deemed to be representative of the residual possibility of use and useful life thereof.

The main economic-technical useful lives used are as follows:

• Buildings	10 - 60 years
• Production plants	
- Hydroelectric plants	3 - 50 years
- Thermoelectric plants	18 - 30 years
- Wind power plants	15 - 30 years
- Solar power plants	15 - 25 years
• Transmission lines 10 - 45 years	
• Transformation stations	5 - 50 years
• Distribution networks	
- Cables	5 - 40 years
- Connections	35 years
- Meters	5 - 15 years
- Stations	5 - 40 years
• Fiber-optic networks	10 - 20 years
• Landfills	based on % of filling
• Sundry equipment	10 years
• Furniture and fittings	5 - 10 years
• Electric and electronic office machines	5 years
• Means of transport	8 - 10 years
• E-moving	10 years
• Other assets	3 - 5 years
• Capital goods of less than 516 euro	1 year

The useful life of improvements to third-party assets is determined on the basis of the duration of the lease contract. Land is not depreciated as it has an unlimited useful life.

If specific indicators suggest an impairment loss, property, plant, and equipment are subjected to an impairment test as described in the following paragraph "Impairment of Non-Financial Assets." Any impairment losses may be subject to subsequent reversals if the underlying reasons no longer apply. When an asset is disposed of or if future economic benefits are no longer expected from using an asset, it is removed from the statement of financial position and any gain or loss (being the difference between the disposal proceeds and the carrying amount) is recognized in the income statement in the year of the derecognition.

Rights-of-use assets

The Group determines whether the contract is, or contains, a lease by applying the definition provided by IFRS 16, which is satisfied when the contract transfers the right to control the use of an underlying asset for a period of time in exchange for a fee.

Right-of-use assets, recorded in a specific item among property, plant and equipment, are recognized at the lease inception date, i.e. the date on which the underlying asset is available for use.

Rights-of-use assets are measured at cost, net of accumulated depreciation and impairment losses, and adjusted for any restatement of lease liabilities. The cost of rights-of-use assets of use includes the amount of lease liabilities recognized and lease payments made on or before the commencement of the lease.

Rights-of-use assets of use are depreciated on a straight-line basis from the effective date to the end of the useful life of the asset consisting of the rights-of-use assets or at the end of the lease term, whichever is earlier.

If the lease transfers ownership of the underlying asset to the lessee at the end of the term of the contract or if the cost of the asset consisting of the rights-of-use assets reflects the fact that the lessee will exercise the purchase option, the asset consisting of the rights-of-use assets is depreciated from the effective date until the end of the useful life of the underlying asset.

Lease liabilities are recognized as financial liabilities (current or non-current depending on the due date of the payments) at the present value of the lease payments not yet paid at the reporting date. Lease payments also include the exercise price of a purchase option if it is reasonably certain that the option will be exercised.

The Group applies the exception to the recognition envisaged for short-term leases to its contracts with a duration equal to or less than 12 months from the effective date. It also applies the exception to the recognition provided for leases in which the underlying asset is of "modest value" and whose amount is estimated as not significant. For example, the Group leases some office equipment (i.e. PCs, printers and copiers) that is considered to be of low value. Payments due for short-term leases and for leases in which the underlying asset is of modest value are recognized as a cost on a straight-line basis for the duration of the lease.

Intangible assets

In accordance with IAS 38, intangible assets are identifiable, non-physical assets controlled by the Group, for which it is probable that future economic benefits will be generated from their use and the cost of which can be reliably determined.

Identifiability is normally satisfied when: (i) the intangible asset is attributable to a legal or contractual right, or (ii) the asset is separable, in other words it can be sold, transferred, rented or exchanged individually and not as an integral part of other assets.

Control by the enterprise consists of the right to enjoy the future economic benefits flowing from the asset and to restrict the access of others to those benefits.

Intangible assets are recorded in the financial statements at purchase or production cost, including incidental costs, determined using the same methods indicated for property, plant and equipment. Internally generated intangible assets are recognized only when the Group can demonstrate the technical feasibility, intention and availability of resources to complete the asset and have the ability to use or sell it, alternatively the costs incurred are recognized in the income statement in the year in which they arose.

The Group also includes among intangible assets the costs for obtaining contracts with customers, capitalised in accordance with IFRS 15, only if:

- the costs are incremental, in the sense that they are directly attributable to an identified contract and would not have been incurred by the Group if the contract had not been obtained;
- the Group expects to recover them through reimbursement (direct recoverability) or margins (indirect recoverability).

In particular, the Group normally capitalises the sales commissions paid to agents if the capitalization criteria are met. The capitalized costs for obtaining contracts with customers are systematically amortised, in line with the transfer model of the goods or services to which they refer, and are subject to impairment tests to detect any impairment losses to the extent that the carrying amount of these assets exceeds the related recoverable value. The Group amortizes the costs for obtaining contracts with customers capitalized on a straight-line basis over the period of benefit expected from the contract (i.e. the average duration of the relationship with the customer); any changes in the amortization criteria are recognized prospectively.

Intangible assets with definite useful life are recognized net of accumulated amortization and any impairment losses determined using the same methods previously described for property, plant, and equipment. Changes in the expected useful life or in the ways in which the future economic benefits of an intangible asset are achieved by the Company are accounted for by suitably adjusting the period or method of amortization, treating them as changes in accounting estimates. The amortization of intangible fixed assets with a definite useful life is charged to income statement in the cost category that reflects the function of the intangible asset concerned.

If specific indicators of impairment exist, intangible assets are subject to impairment testing according to the procedures described in the following section "Impairment of non-financial assets." Any impairment losses may be subject to subsequent reversals if the reasons for their impairment losses no longer apply.

Intangible assets with indefinite useful life and those not yet available for use are subject to impairment testing at least annually, regardless of the presence of specific indicators of impairment, according to the procedures described in the following section "Impairment of non-financial assets."

Amortization of intangible assets was calculated on the basis of economic-technical useful lives, considered representative of the residual possibility of use and the useful life thereof.

The useful lives applied are as follows:

• Industrial patents and intellectual property rights	3 - 5 years
• Concessions, licenses and trademarks	
- Software	3 - 5 years
- Service concession agreements	8 - 60 years
• Other intangible assets	
- Customer list	4 - 20 years
- Other intangible assets	3 - 25 years

"Other intangible assets" include surface rights and easements, whose useful life is determined on the basis of the duration of the contract.

Gains or losses on the disposal of an intangible asset are calculated as the difference between the disposal proceeds and the carrying amount of the asset and recognized in the Income Statement at the time of the disposal.

Service concession arrangements

Service concession arrangements are contracts in which a public administration (the grantor) entrusts a private entity (the concessionaire) with the management and provision of public services. If the concessions have certain characteristics, including in particular:

- Service Obligations: The concessionaire is required to provide public utility services using the infrastructure granted;
- Return of infrastructure: upon expiry of the agreement, the concessionaire must return the infrastructure to the grantor in a predetermined condition;
- Control of the grantor: the grantor retains control over which services must be provided and under what conditions.

fall within the scope of IFRIC 12.

Revenues for services performed are recognised in accordance with IFRS 15 by allocating the fees between the various services provided. If the concessionaire provides construction or improvement services, the consideration it has received or will receive must be recognised as:

- Financial assets: if the concessionaire has the unconditional contractual right to receive cash or another financial asset from the grantor for construction services;
- Intangible assets: if the concessionaire has obtained the right (license) to charge users of the public service.

If the concessionaire is paid for construction services partly with a financial asset and partly with an intangible asset, each component of the concessionaire's consideration must be accounted for separately.

The amortization of concessions is calculated on the basis of the provisions of the respective agreements and in particular: i) on a constant basis for the shorter period between the economic-technical life of the assets granted and the duration of the concession itself, if at the expiry of the same no compensation value is recognised to the outgoing operator (Residual industrial value or Vir); ii) based on the economic-technical life of the individual assets if, at the expiry of the concessions, the outgoing operator is granted an indemnity value (Vir).

In the event that the concessions provide for the obligation to maintain the infrastructure at a certain level of functionality or to return the infrastructure to a certain condition before returning it to the grantor upon expiry, the Group will allocate specific funds in accordance with the provisions of IAS 37.

Conversely, in circumstances in which the concession service agreements provide that the infrastructures used in the exercise of the concessions do not comply with the requirements of IFRIC 12 and, in particular, are owned and available to the concessionaire or have an indefinite maturity, the carrying amount of the assets attributable to these concessions is recorded under the item "Property, plant and equipment" and accounted for in accordance with the provisions of IAS 16.

In order to assess the applicability of these provisions for the Group as a concessionaire, management conducted a careful analysis of existing concessions.
Based on these analyses, the service concessions relevant under IFRIC 12 for the Group were as follows:

- gas distribution network ➔ intangible asset;
- water cycle - water distribution, purification and sewerage services ➔ intangible asset;
- district heating network ➔ intangible asset.
- public lighting ➔ financial asset;
- management of votive lamps ➔ financial asset;

Fair value measurement

For all fair value measurements and related disclosures, as required or permitted by international accounting standards, the Group applies IFRS 13. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ("exit-price"). The fair value measurement assumes that the sale of the asset or the transfer of the liability takes place in the principal market, i.e. the market where the greatest volume and level of transactions for the asset or liability takes place. In the absence of a principal market, it is assumed that the transaction takes place in the most advantageous market to which the Group has access, i.e. the market that maximizes the results of the sale of the asset or minimizes the amount to be paid to transfer the liability. The fair value of an asset or liability is determined using the assumptions that market participants would take into account to define the price of the asset or liability, assuming that they act in their best economic interest. Market participants are independent, well-informed buyers and sellers who are able to conclude a transaction for the asset or liability and are interested, but not obliged or otherwise induced to complete the transaction. In measuring fair value, the Group considers the characteristics of the specific assets or liabilities and uses measurement techniques appropriate to the circumstances and for which sufficient data are available to measure the fair value itself, maximizing the use of observable inputs and minimizing the use of unobservable inputs.

Fair value hierarchy

IFRS 7 and IFRS 13 require that fair value classification of financial instruments to be based on the quality of the input source used to calculate the fair value.

In particular, IFRS 7 and IFRS 13 set out three levels of fair value:

- **level 1:** this level consists of financial assets and liabilities for which fair value is based on (unadjusted) prices for identical assets or liabilities quoted on active official or over-the-counter markets;
- **level 2:** this level consists of financial assets and liabilities for which fair value is based on inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly;
- **level 3:** this level consists of financial assets and liabilities for which fair value is based on unobservable market data. This level includes instruments measured on the basis of internal estimates made using proprietary methods based on best sector practice.

Business combinations and goodwill

The Group recognises business combinations in accordance with IFRS 3.

Any difference between the sum of the consideration transferred, measured at fair value at the acquisition date and the amount of any non-controlling interest and any interest in the acquired company previously held by the Group (in a business combination carried out in several stages), with respect to the net value of the amounts of identifiable assets acquired and liabilities incurred or assumed, measured at fair value, is classified as goodwill if positive and in the income statement among other income if negative (badwill).

If the fair values of the assets, liabilities and contingent liabilities are determined provisionally, the business combination is recognised using these provisional values. Any adjustments resulting from the completion of the valuation process are recognised within 12 months of the acquisition date, restating the comparative figures.

A2A S.p.A. bases its allocations on available information and, for the more significant business combinations, on external appraisals.

Goodwill arising from the acquisition of subsidiaries is recognised separately and allocated, from the acquisition date, to each CGU, or group of CGU, which is expected to benefit from the synergies of the combination. After initial recognition, it is not subject to amortization but to impairment test, at least annually as described in the following section "Impairment of non-financial assets."
For the purposes of determining goodwill or the negative differential, the cost of the transaction also includes the measurement of the present value, at the acquisition date, of the presumed outlay relating to the put options granted to non-controlling shareholders on their investments, as well as any contingent consideration, including those related to future results (earn-out), resulting from the business combination contract. Therefore, the Group uses the anticipated acquisition method.

Costs directly attributable to the acquisition, other than the consideration transferred, are instead recognized in the income statement.

If the business combination is carried out in stages, at the time of acquisition of control, the equity investments previously held in the acquired company are remeasured at fair value and any difference (positive or negative) is recognized in the income statement.

Goodwill relating to investments in associates and joint ventures is included in the carrying amount of these assets.

Impairment of non-financial assets

At each financial statement date, the Group verifies whether there are any indications that non-financial assets (property, plant and equipment, intangible assets and goodwill) may have suffered an impairment loss.

To this end, the Group considers both internal and external sources of information. With regard to internal sources, the following are considered: the obsolescence or physical deterioration of the asset, any significant changes in the use of the asset and the economic performance of the asset with respect to what was expected. With regard to external sources, on the other hand, the following are considered: the trend in the market prices of the assets, any technological, market or regulatory discontinuities, the trend in market interest rates and the cost of capital used to measure investments and finally if the carrying amount of the Group's net assets is higher than the market capitalization.

If, on the basis of this verification, it emerges that the non-financial assets may have suffered an impairment loss, the Group estimates their recoverable value by carrying out an impairment test.

Goodwill impairment testing is carried out at least once a year or, more frequently, whenever there is an indication that the asset may have suffered an impairment loss.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ('CGU') to which the asset belongs. A CGU is the smallest identifiable group of assets that generates cash flows that are largely independent of the cash flows generated by other assets or groups of assets. The CGUs identified by Management at December 31, 2025 coincide with the individual companies belonging to the A2A Group.

Intangible assets acquired through business combinations are allocated to the individual CGU, except in cases where it can be demonstrated that the entire CGU Group benefits from the synergies deriving from the newly acquired business.

Goodwill is allocated to groups of CGU when it is believed that the entire Group of CGU can benefit from the synergies deriving from the newly acquired business and their recoverability is monitored by management at this level. These CGU Groups are no longer broader than the operating sectors identified in accordance with IFRS 8 (before their possible aggregation).

If the carrying amount of a CGU (or group of CGU) exceeds its recoverable amount, an impairment loss is recognized in the income statement, which is first recognized as a reduction in the carrying amount of any goodwill and only subsequently to the other assets of the CGU (group of CGU) in proportion to their carrying amount up to the amount of the recoverable amount.

The recoverable amount of a CGU (or group of CGU) is the higher of its fair value, less disposal costs, and its value in use. The value in use is the present value of estimated future cash flows, based on pre-tax business plans prepared by management, applying a pre-tax discount rate that reflects current market assessments of the time value of money and the specific risks of the assets comprising the

CGU (or group of CGU). The long-term growth rate used to estimate the terminal value of the unit (or group of units), where present, is assumed not to exceed the average long-term growth rate of the sector, country or market in which the unit (or group of units) operates.

In the case of CGU/Groups of CGU relating to the gas network, the recoverable value is determined on the basis of the VIR estimate, considering as a starting point the value of the RAB (Regulatory Asset Base).

Future cash flows are estimated by reference to the current conditions of the cash-generating unit and, therefore, do not include the benefits arising from future restructuring for which the Group has not yet committed, nor future investments to improve or optimize the unit.

For the purposes of impairment testing, the carrying amount of a CGU is determined in line with the criterion used to determine the recoverable amount of the cash-generating unit, excluding surplus assets (i.e. financial assets, deferred tax assets and net non-current assets held for sale).

After carrying out the impairment test of the CGU (or group of CGU), a second level of impairment test is carried out, also including those centralised assets with auxiliary functions (corporate assets) that cannot be allocated according to a reasonable and consistent criterion to the individual units and those assets that do not generate positive result flows. At this second level, the recoverable amount of all CGU (or groups of CGU) is compared with the carrying amount of all CGU (or groups of CGU), including corporate assets.

Impairment losses on goodwill cannot be reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

Environmental certificates

The Group is subject to the various environmental regulations that require compliance with the constraints set through the use of certificates or securities, in particular companies operating in regulated sectors (e.g. energy) buy and sell shares on organised markets, and these transactions have characteristics similar to those of goods intended for sale or consumption in the operating cycle.

The Group therefore records the environmental certificates among the Inventories.

In the absence of a specific IAS/IFRS reference standard, the accounting treatment adopted by the Group complies with the general rules included in the body of applicable IAS/IFRS accounting standards and in line with international best practice.

The valuation of the securities is carried out in relation to the destination attributed to them.

Securities held to meet business needs are recorded among assets at cost, while those traded for trading purposes are measured at fair value with an impact on the income statement defined with reference to any sales contracts, including forward contracts, already signed at the reporting date and, on a residual basis, at market prices.

Certificates assigned free of charge are only registered at the time of transfer to third parties.

If the requirement exceeds the units/certificates in the portfolio at the balance sheet date ("deficit"), the cost necessary to meet the residual obligation is allocated to the statement of financial position, estimated on the basis of any purchase contracts, including forward contracts, already signed at the balance sheet date and, residually, market prices, and a specific provision for risks and charges is recognized.

Long term construction contracts in progress

Construction contracts with durations exceeding one year in progress are valued in accordance with IFRS 15.

When the outcome of a project can be reliably estimated, multi-year construction contracts in progress are valued based on contractual fees accrued with reasonable certainty, according to the percentage of completion criterion and the "cost-to-cost" methodology, so as to attribute the revenues and economic results of the project to the individual years in proportion to the stage of completion of the work.

In addition to the contractual fees, contract revenues include variants, price revisions and incentive awards to the extent that it is probable that they represent actual revenues that can be reliably determined.

When the outcome of a contract cannot be reliably estimated, the revenue attributable to the relevant contract is recognized only to the extent of the contract costs incurred that are likely to be recovered. Contract costs are recognized as expenses in the year in which they are incurred.

When it is probable that total contract costs will exceed contract revenues, the expected loss is immediately recognized as a cost.

Any difference, positive or negative, between the value of the contracts and advances received is recognized as an asset or a liability respectively.

Inventories

Inventories are stated at the lower of purchase cost and estimated net realizable value. The method used to determine cost is the weighted average cost, including directly attributable ancillary costs (for example, ship freight, customs duties, insurance, laytime and demurrage on fuel purchases).

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to realize the sale or, where applicable, the replacement cost.

Gas inventories held for trading purposes, stored at facilities separate from gas used for industrial purposes, are measured at fair value at the reporting date, with a balancing entry in the income statement, as required by IAS 2, paragraph 3, letter b.

Inventories are constantly monitored and, where necessary, obsolete stocks are written down with a charge to the Income Statement.

Materials and other consumables (including energy commodities) held for use in production are not written down if it is expected that the final product into which they will be incorporated will be sold at a price sufficient to enable recovery of the cost incurred.

Spare parts and equipment necessary for maintenance are recorded in inventories and their cost is recognized in the income statement when they are used.

Plant spare parts are recorded under property, plant and equipment and depreciated on the basis of the useful life of the plant to which they refer if they have significant value, multi-year use, constitute equipment necessary for the operation of plant and machinery and are likely to generate future economic benefits.

Power Purchase Agreements

Power Purchase Agreements (PPA) that involve the physical delivery of energy and that do not meet the requirements of IFRS 10 for the existence of control, IFRS 11 for the existence of joint control over a company or an asset, or IFRS 16 for the recognition of a lease, but that meet the definition of a derivative in IFRS 9, are accounted for under the own-use exemption rules when the relevant conditions are met. The Power Purchase Agreements (PPA) signed by the group to date, both for purchase and sale, are mainly accounted for under the own-use exemption rules, in addition to some Virtual PPA accounted for as hedging derivatives under IFRS 9 because they were signed for the purpose of hedging the cash flows of highly probable transactions.

Financial instruments

Financial instruments are recognized and measured in accordance with IAS 32 (Financial Instruments: Presentation) and IFRS 9 (Financial Instruments).
Financial assets and liabilities are recognized at the time that the contractual rights and obligations forming part of the instrument arise.

Cash and cash equivalents

This category includes deposits available on demand or at very short notice, as well as short-term and highly liquid financial investments readily convertible into a known amount of cash and subject to an insignificant risk of change in value.

Financial assets other than cash and cash equivalents

They include investments (excluding investments in subsidiaries, jointly controlled entities, and associates); receivables, loans, and other non-current financial assets; trade receivables and other receivables arising from the company’s operations, as well as other current financial assets.

Financial assets are initially measured at fair value, adjusted, in the case of assets not subsequently measured at fair value, for transaction costs directly attributable to their acquisition or issue. Trade receivables that do not have a significant financing component are measured at the transaction price.

All equity instruments - both listed and unlisted - are measured at fair value.

Financial assets are classified as:

- financial assets at amortized cost;
- financial assets at fair value through other comprehensive income
  - with recycling of accumulated gains and losses (debt instruments)
  - without recycling of accumulated gains and losses upon derecognition (equity instruments);
- financial assets at fair value in the Income Statement.

Classification is carried out on the basis of an entity's business model and the contractual cash flow characteristics of the financial asset.

Financial assets at amortized cost

This category includes assets not represented by derivative instruments and not listed on an active market that meet the following requirements: the entity's business model requires that the financial asset be held for the collection of contractual cash flows (held-to-collect) and the characteristics of the contractual cash flows of the asset correspond solely to the payment of principal and interest.

This category mainly includes trade receivables, other receivables and financial receivables.

These are valued using the effective interest method and are subject to impairment.

Gains and losses are recognized in the income statement when the asset is derecognized, modified, or adjusted for impairment.

Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets not classified as financial assets measured at amortized cost may be classified and subsequently measured at their fair value recognized in the Income Statement or in the Other Comprehensive Income Statement. The determination depends on whether this financial asset is a debt or equity instrument.

Debt instruments

A financial asset representing a debt instrument, other than a derivative, shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- The asset is held as part of a business model whose objective is to hold financial assets for the purpose of collecting contractual cash flows and selling financial assets;
- The contractual terms of the asset provide for certain maturities of the cash flows represented solely by payments of principal and interest on the amount of the principal to be repaid.

When the financial assets do not meet the two conditions above, they are classified as measured at fair value through profit or loss, which is therefore a residual classification method.

Changes in fair value are recognized directly in equity until the actual sale, at which time they are transferred to the income statement. Impairment losses, exchange gains and losses and interest calculated using the effective interest method are instead recorded directly in the Income Statement when they occur.

Losses recognized directly in equity are reversed and recognized in the income statement even if the financial asset has not been derecognized when there is objective evidence that the asset has suffered an impairment loss.

Equity instruments

A financial asset representing an equity instrument may be measured at Fair Value recognized in Other Comprehensive Income if both of the following conditions are met:

- The asset is not held for trading;
- The company avails itself of the irrevocable option to designate this asset as measured at FVOCI.

When the financial assets do not meet the two conditions above, they are classified as measured at fair value through profit or loss, which is therefore a residual classification method.

Gains and losses on these financial assets will never be recycled to the income statement. The Group may transfer the cumulative gain or loss within equity. This category includes equity investments in other companies irrevocably designated as such at the time of initial recognition. Equity instruments designated at fair value through the Other comprehensive income are not subject to impairment. Dividends on such investments are recognized in the income statement unless they clearly represent a recovery of part of the cost of the investment.

Financial assets measured at fair value through the income statement

This is a residual category that includes:

- financial assets with cash flows that are not represented solely by principal and interest payments, regardless of the business model;
- financial assets held for trading as purchased or held primarily for the purpose of being sold or repurchased within a short period of time;
- derivative instruments, including embedded derivatives, held for trading or not designated as effective hedging instruments;
- contingent fees.

Financial instruments at fair value with changes recognized in the income statement are recognized in the statement of financial position at fair value, and the gains and losses resulting from changes in fair value are subsequently recognized in the income statement.

This category also includes equity investments in companies that the Group has not irrevocably designated at fair value through OCI. Dividends on these investments are also recognized among other income in the Income Statement when the right to payment is established.

Derecognition

A financial asset is derecognized when:

- the rights to receive cash flows from the asset no longer apply;
- the company has transferred to a third party the right to receive cash flows from the asset or has assumed a contractual obligation to transfer them. In substance, the transfer is completed when: the company has transferred all the risks and rewards of ownership of the asset or has transferred control of the asset while maintaining the related risks and rewards.

In cases where the Group has transferred the rights to receive cash flows from an asset or signed an agreement under which it retains the contractual rights to receive the cash flows from the financial asset but assumes a contractual obligation to pay the cash flows to one or more beneficiaries (pass-through), it assesses whether and to what extent it has retained the risks and rewards of ownership. In the cases in which it has neither transferred nor retained substantially all of the risks and rewards or has not lost control of the asset, it continues to be recognized in the financial statements of the Group to the extent of its continuing involvement in the asset. In this case, the Group also recognizes an associated liability. The transferred asset and the associated liability are valued to reflect the rights and obligations that remain with the Group.

When the entity's continuing involvement is a guarantee of the transferred asset, involvement is measured on the basis of the lower of the amount of the asset and the maximum amount of consideration received that the entity might have to repay.

Financial liabilities

The Group's financial liabilities include trade payables and other liabilities, loans and borrowings, including current account overdrafts and derivative financial instruments.

Financial liabilities are initially measured at fair value, adjusted, in the case of liabilities not subsequently measured at fair value, for transaction costs directly attributable to their acquisition or issue.

The subsequent evaluation depends on the classification of the main instrument:

- financial liabilities at fair value in the Income Statement, typically of a trading nature (settlement and transfer in the short term). This category includes financial derivatives held for trading (speculative);
- loans and receivables: valued at amortized cost using the effective interest method. Gains and losses are recognized in the Income Statement when the liability is settled, as well as through amortization.

A financial liability is derecognized when the obligation underlying the liability is settled or cancelled.

When an existing financial liability is replaced by another to the same creditor on substantially different terms, or the terms of an existing liability are substantially modified, such replacement or modification is treated as derecognition of the original liability and recognition of a new liability. The difference between the respective carrying amounts is recognized in the Income Statement.

Derivative financial instruments

Derivative instruments are classified as financial assets or liabilities depending on the positive or negative fair value and are classified as “held for trading” within “Other business models” and measured at fair value in the Income Statement, with the exception of those designated as effective hedging instruments. All derivatives held for trading are classified as current assets and liabilities. Derivatives not held for trading, but measured at fair value through profit or loss as they do not qualify for hedge accounting, and derivatives designated as effective hedging instruments are classified as current or non-current based on their maturity date and the Group’s intention to hold or not hold such instruments to maturity.

These are initially recognized at fair value on the date the contract is signed and the subsequent measurement is also at fair value.

To classify a derivative as a hedge, the company formally designates and documents the hedging relationship, its risk management objectives and the strategy pursued by identifying: a) the hedging instrument b) the nature of the risk being hedged c) the way in which the company will assess the effectiveness of the hedge.

The hedging relationship is effective if:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of the credit risk does not prevail over the changes in value resulting from the aforementioned economic relationship;
- the hedging ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge this quantity of hedged item.

Transactions that meet the above criteria are accounted for as follows:

Fair value hedges

If a derivative financial instrument is designated as a hedge against exposure to changes in the fair value of an asset or liability attributable to a specific risk, the gain or loss resulting from subsequent changes in fair value of the hedging instrument is recognized in the Income Statement. The gain or loss resulting from the fair value adjustment of the hedged item, for the portion attributable to the hedged risk, changes the carrying amount of that item and is recognized in the income statement under the same line item.

Cash flow hedges

If a derivative financial instrument is designated to hedge the exposure to the variability of the cash flows of an asset or a liability recognized in the Financial Statements or of a highly probable transaction, the effective portion of the resulting profits or losses deriving from the fair value adjustment of the derivative instrument is recognized in a specific equity reserve. The cumulative profit or loss is reversed from the equity reserve and recorded in the Income Statement in the same years in which the effects of the hedged transaction are recognized in the Income Statement. The gain or loss associated with that part of the ineffective hedge is recognised in the Income Statement immediately. If the hedged transaction is no longer considered probable, the unrealized gains or losses recognized in the equity reserve are immediately recognized in the Income Statement.

If, on the other hand, the derivative instrument is sold and therefore no longer qualifies as an effective risk hedge against which the transaction was entered into, the portion of the "Reserve for derivative instruments measured at fair value" relating to it is maintained until the economic effects of the underlying contract are manifested.

Commodity derivatives

With reference to commodity derivatives, operations are managed through the stipulation of OTC - over the counter financial instruments (index swaps), derivative instruments traded on regulated platforms, as well as through brokerage contracts that provide for the physical delivery of the underlying asset at a future settlement date (so-called physical contracts).
From an operational point of view, a commercial industrial portfolio has been identified, which includes physical and financial contracts signed for the management of procurement, and a trading portfolio, which includes physical and financial contracts signed from a speculative perspective, based on pure position taking logic whenever it is believed there is a market opportunity, always within the risk limits defined by the Parent Company's Board of Directors.

The accounting treatment of these contracts differs according to the following criteria:

1. Contracts that provide for physical delivery

The accounting treatment varies according to their purpose:

a) Contracts relating to procurement activities ("industrial portfolio") that meet the criteria defined by IFRS 9 for own-use exemption are considered executive contracts and therefore are recognized on an accrual basis only at the time of actual delivery. Said criteria are:

- The contracts are signed with the aim of physically delivering the underlying commodity, in line with the Company's expectations of use;
- Contracts cannot be closed net through cash and cash equivalents.

The Group analyses contracts for the purchase or sale of non-financial assets on an ongoing basis, with particular attention to forward purchases or sales of electricity and energy commodities, in order to determine whether they should be classified and treated in accordance with IFRS 9 or whether they have been signed for "own use exemption".

b) Contracts signed with reference to price risk or volume risk management ("trading portfolio") are recognized as follows:

- from initial recognition to physical delivery, these contracts represent non-hedging derivatives, measured at fair value in the income statement;
- at the time of physical delivery, the revenue or full cost deriving from the sale or purchase of commodities, respectively, is recognized.

With regard to these contracts included in the trading portfolio, the company applies the accounting policy election provided by IAS 1 and IFRS 9 to present both impacts described above on a net basis for each individual commodity within the item "Revenue from sales and services" (if the net balance is positive) or among the costs for "Raw materials and consumables" (if the net balance is negative).

2. Contracts that do not provide for physical delivery

a) Contracts in the industrial portfolio are accounted for as hedging derivatives (cash flow hedges) measured at FVOCI, if they meet the criteria set out in IFRS 9 described above.

b) Trading portfolio contracts represent non-hedging derivatives, recorded at fair value in the income statement in accordance with IFRS 9.

Embedded derivatives

The embedded derivative contained in a non-derivative hybrid contract, in a financial liability or in a principal non-financial contract, is separated from the principal contract and accounted for as a separate derivative, if: its economic characteristics and the risks associated with it are not closely correlated with those of the principal contract; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value in the Income Statement. Embedded derivatives are measured at fair value, with changes in fair value recognized in the Income Statement. A restatement occurs only when there is a change in the terms of the contract that significantly changes the cash flows otherwise expected or a reclassification of a financial asset to a category other than fair value in the Income Statement.

An embedded derivative included in a hybrid contract that contains a financial asset is not separated from the host contract. The financial asset together with the embedded derivative is classified entirely as a financial asset at fair value in the Income Statement.

Instruments classified under equity

Instruments for which, based on the substance of the contract, there is no contractual obligation to deliver cash or other financial assets to the counterparty are classified within Equity. These instruments include the perpetual bond issued in 2024, for which the Group has no contractual obligation to repay either the principal or the interest.

Employee benefits

Post-employment benefits (TFR) and pension provisions are determined using actuarial methods; the rights accrued by employees during the year are recognized in the Income Statement as “personnel expenses”, whereas the figurative financial expense that the company would have to bear if it were to ask the market for a loan of the same amount as the TFR is recognized as part of the “net financial income (expenses)”. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in income statement taking into account the residual average working life of the employees.

Following the introduction of Finance Law no. 296 of December 27, 2006, only the portion of accrued post-employment benefits that remained in the company has been measured in accordance with IAS 19, as amounts are now paid over to a separate entity as they accrue (either to a supplementary pension scheme or to funds held by INPS). As a result of these payments the company no longer has any obligations in connection with the services employees may render in the future.

Guaranteed employee benefits paid on or after the termination of employment through defined benefit plans (energy discount, health care or other benefits) or long-term benefits (loyalty bonuses) are recognized in the period when the right vests.

The liability for defined benefit plans, net of any plan assets, is determined by independent actuaries on the basis of actuarial assumptions and recognized on an accrual basis in line with the work performed to obtain the benefits.

Gains and losses arising from actuarial calculations are recognized in a specific equity reserve.

Share-based payments

The Group compensates its employees through an equity-settled share-based payment plan accounted for in accordance with IFRS 2. The theoretical benefit attributed to the interested parties is quantified by measuring the fair value of the instrument assigned through financial valuation techniques on the grant date, including in the valuation any market conditions and the estimate regarding the accrual of dividends. The benefit is charged to the income statement over the term of the plan with a counterpart in a specific equity reserve (IFRS2 Reserve). At each financial statement date, the number of rights that are deemed to be assigned is adjusted by recalculating and adjusting the cost recognised in previous years on the basis of the previous percentages.

Provisions and liabilities for landfills

The provisions regard costs of a determinate nature and of certain or probable existence which at year-end are uncertain in terms of timing or amount. Provisions are recognized when there is a legal or constructive present obligation arising from past events, the settlement of which is expected to result in an outflow of resources embodying economic benefits, and it is possible to make a reasonable estimate of the obligation.

Provisions are recognized at the best estimate of the amount that the company would have to pay to settle the liability or to transfer it to third parties at the reporting date. If the discounting effect on the value of money is significant, the provisions are calculated by discounting expected future cash flows at a pre-tax discount rate that reflects the current market assessment of the time value of money. If discounting is used the increase in the provision due to the passage of time is recognized as financial expense.

If the liability relates to property, plant, and equipment (e.g., site dismantling and restoration), the initial provision is recognized as a balancing entry to the assets to which it refers; the expense is recognized in the income statement through the depreciation process of the asset to which it refers.

Treasury shares

Treasury shares are accounted for as a deduction from equity. In particular, treasury shares are recognized as a negative equity reserve.

Grants

Grants, both from public entities and from third party private entities, are measured at fair value when there is the reasonable certainty that they will be received and that the Group will be able to comply with the terms and conditions for obtaining them.

Grants received for specific assets whose value is recognized as property, plant, and equipment or intangible assets are recognized as a direct reduction of the assets themselves and credited to the income statement over the depreciation period of the assets to which they relate.

Revenue grants (given to provide the company with immediate financial support or as compensation for expenses or losses incurred in a previous accounting period) are recognized in their entirety in the income statement as soon as the conditions for recognizing the grants are met.

Revenues and expenses

The recognition of revenues is based on the following five steps: (i) identification of the contract with the customer; (ii) identification of the performance obligations, represented by the contractual promises to transfer goods and/or services to a customer; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations identified on the basis of the stand-alone sale price of each good or service; (v) recognition of the revenue when the relative performance obligation is satisfied, i.e. when the promised good or service is transferred to the customer; the transfer is considered completed when the customer obtains control of the good or service, which can occur continuously over time diluted and extended or at a point in time. Depending on the type of transaction, revenues are recognized on the basis of the following specific criteria:

Market Business Unit and Smart Infrastructures Business Unit:

- revenues from the sale and transport of electricity and gas represent an “on demand” supply service and are therefore recognized “over time”. The company avails itself of the practical expedient provided for in IFRS 15.B16 (“as invoiced practical expedient”) as it is entitled to a fee whose amount corresponds directly to the value of the services completed up to the date considered. Thanks to this practical expedient, the company recognizes revenue for the amount it is entitled to invoice. Therefore, revenues are recognized at the time that the energy is supplied or the service rendered, even if invoicing has not yet taken place, and are determined by adding estimates of consumption to amounts resulting from pre- established meter-reading schedules. Where applicable, these revenues are based on the tariffs and related tariff restrictions in force during the year prescribed by the law and the Regulatory Authority for Energy, Networks and the Environment and similar foreign bodies;

Smart Infrastructures Business Unit:

- connection contributions paid by users, if not for costs incurred to extend the network, are recognized in the income statement on collection and presented as “revenues from services”;
- the revenues billed to users for an extension of the gas network are accounted for as a reduction in the carrying amount of property, plant and equipment and are recognized in the income statement as a reduction in the depreciation charged over the useful life of the cost capitalized to extend the network;

Generation Business Unit:

- the revenues and expenses involved in withdrawing quantities that are higher or lower than the Group’s share are measured at the prices envisaged in the related purchase or sale contract;

All Business Units:

- revenues from the provision of services are recognized according to the stage of completion based on the same criteria as for contract work in progress. If it is impossible to calculate revenues on a reliable basis they are recognized up to the amount of the costs incurred providing they are expected to be recovered;
- revenues from the sale of certificates are recognized at the time of sale.

Revenues are stated net of returns, discounts, allowances and rebates, as well as directly related taxes. As mentioned in the paragraph "*Commodity derivatives*", the result of the trading portfolio included in the item "Revenues" is accounted for according to IFRS 9 and not according to IFRS 15. Expenses relate to goods or services sold or consumed during the year or as a result of systematic allocation; if no future use is envisaged they are recognized directly in the income statement.

Financial income and expenses

Financial income is recognized when interest income arises using the effective interest method, i.e. at the rate that exactly discounts expected future cash flows over the expected life of the financial instrument.

Financial expense is recognized in the Income Statement on an accrual basis and are recorded in the amount of effective interest.

Dividends

Dividend income is recognized when it is established that the shareholders have a right to receive payment, and is recognized as financial income in the Income Statement.

Income taxes

Current taxes

Current income taxes are based on an estimate of taxable income in compliance with tax regulations in force or substantially approved at the reporting date, bearing in mind any exemptions or tax assets due. Account is also taken of the fact that the Group now files for tax on a consolidated basis.

Deferred tax assets and liabilities

Deferred tax assets and liabilities are calculated on the temporary differences between the carrying amount of assets and liabilities and their tax bases, with the exception of goodwill which is not deductible for tax purposes and any differences resulting from investments in subsidiaries which are not expected to reverse in the foreseeable future. The tax rates used are those expected to apply to the period when the temporary differences reverse. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the tax benefit will be realized. The measurement of deferred tax assets takes account of the period for which business plans are available.

When transactions are recognized directly in equity, any related current or deferred tax effects are also recognized directly in equity. Deferred taxes on the undistributed profits of Group companies are only provided for if there is the real intention to distribute such profits and, in any case, if the taxation is not offset as the result of filing a Group tax return.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Taxes are only offset when they are levied by the same tax authority, when there is the legal right of set-off and when settlement of the net balance is expected.

Non-current assets held for sale, disposal groups and discontinued operations – IFRS 5

Non-current assets held for sale, disposal groups and discontinued operations whose carrying amount will be recovered principally through sale rather than continuous use are measured at the lower of their carrying amount and fair value less costs to sell. A disposal group is a group of assets to be disposed of together as a group in a single transaction together with the liabilities directly associated with those assets that will be transferred in that transaction. Discontinued operations on the other hand consist of a significant component of the Group such as a separate major line of business or a geographical area of operations or a subsidiary acquired exclusively with a view to resale.
In accordance with IFRS, the figures for non-current assets held for sale, disposal groups and discontinued operations are shown on two specific lines in the statement of financial position: non-current assets held for sale and liabilities directly associated with non-current assets held for sale. Assets held for sale also include any portion of goodwill allocated to the CGU or group of CGU to which the disposal group belongs. This allocation is made on the basis of the relative value of the disposal group compared to that of the CGU/Group of CGU.

Non-current assets held for sale are not depreciated or amortized and are measured at the lower of carrying amount and fair value less costs to sell; any difference between carrying amount and fair value less costs to sell is recognized in the income statement as an impairment losses.

The net profit or loss arising from discontinued operations, and only discontinued operations, pending the disposal process, any gains or losses on disposal and the corresponding comparative figures for the previous year or period are recognized in a specific line of the Income Statement: "Profit (loss) from discontinued operations".

2.7.2 Use of estimates and judgement by management

Preparing the financial statements and notes requires the use of estimates and assumptions in determining certain assets and liabilities and measuring contingent assets and liabilities. The actual results could differ from such estimates.

Estimates have been used in assessing the recoverability of assets, to determine certain sales revenue, in provisions for risks and charges, in loss allowances and other provisions for impairment losses, amortization and depreciation, the measurement of derivatives, employee benefits and taxes. The underlying estimates and assumptions are regularly reviewed and the effect of any change is immediately recognized in the income statement.

The Group believes climate change risks are an implicit element in the application of the methodologies and models used to make estimates, evaluations and measurements of certain items in the financial statements. Management believes that the main areas of the consolidated financial statements at December 31, 2025, the valuation of which is subject to the use of estimates and judgement by management, also with reference to climate change risks, are those subject to impairment tests (property, plant and equipment, intangible assets and goodwill) and the provisions for risks, with specific reference to decommissioning provisions, and contingent liabilities. For further details, please refer to the specific paragraph "ESRS E1 - Climate change" contained in the Sustainability Statement in the Report on Operations, as well as the paragraph on the Impairment test contained in Note 4 of the Explanatory Notes.

The following is a brief description of the accounting policies that, in relation to the Group, require more subjectivity on the part of the directors in the preparation of estimates and for which a change in the conditions underlying the assumptions used could have a significant impact on the financial data.

Impairment of non-financial assets

Property, plant and equipment, intangible assets and goodwill are impaired when their carrying amount exceeds their recoverable amount, which is the higher of their fair value less costs to sell and their value in use.

With the exception of the gas network businesses, the recoverable amount is determined, in terms of value in use, by discounting the cash flows expected from the use of the asset ('Discounted Cash Flow'), of a CGU or a Group of CGU, over the explicit duration of the plan, as well as the value expected from its disposal at the end of its useful life or its terminal value. In the case of the gas networks, the recoverable amount is also determined using the VIR criterion, calculated on the basis of the RAB value.

Impairment tests on these assets are carried out in accordance with the criteria set out in IAS 36 and described in more detail in Note 4, 'Impairment test of non financial assets'.

The impairment test requires a high degree of judgement by management with regard to the following aspects:

- Identification of Cash Generating Units (CGU);
- Allocation of goodwill to CGU or Groups of CGU;
- Identification of impairment indicators for assets or CGU that do not include goodwill;
- Forecasts of future cash flows, which are based on the updated 2024–2035 Strategic Plan approved by the Directors;
- Determination of the normalized cash flows or the realizable value of the assets used to estimate the terminal value;
- Determination of the long-term growth rates and discount rates applied to the forecasts of future cash flows;
- In the case of the Reti Gas CGU Groups, the estimate of the Residual Industrial Value.

The forecasts contained in the Strategic Plan are sensitive to future trends and volatility in energy markets and macroeconomic scenarios, as well as to adverse weather events, potential changes in regulations, and new authorisation and legislative measures.

To address the uncertainties inherent in the estimate, in compliance with the requirements of the ESMA Recommendation of October 14, 2025, concerning the focus on consistency between financial reporting and sustainability reporting (CSRD/ESRS), sensitivity analyses were carried out on the forecast values used for the assessment of the recoverable value of the CGU Groups. These analyses, conducted internally, concerned three plan variables identified as significant for the most impacted CGU Groups, such as: the variability of hydroelectric production, the inclusion of Waste To Energy in the Emissions Trading System and the variability of the PUN. These risks, and their estimated impact at the EBITDA level, were used as a basis to assess the potential impact they may have on the results of the impairment test.

Moreover, for the purpose of preparing the impairment test, the company avails itself of the support of an expert external to the A2A Group which has, among other things:

- analyzed the relevant components and assumptions of the economic-financial projections drawn up by the Group's management, carried out comparisons and checks regarding the correctness of the sources and assumptions used, developed the assumptions regarding the growth rate beyond the Plan horizon for the determination of the normalized flows up to the end of the useful life of the plants;
- estimated the discount rate consistent with the cash flows considered, i.e. post-tax weighted average cost of capital (WACC). In detail, the WACC rate used was estimated according to the criteria widely used in valuation practice and in line with last year's impairment testing in order to reflect current market valuations with reference to the present value of money, country risk and the specific risks associated with the asset;
- provided assistance in preparing specific sensitivity analyses that considered the risks previously mentioned.

Management is of the opinion that the estimates of the recoverable amounts are reasonable, albeit subject to changes in the factors underlying the estimates on which these recoverable amounts have been calculated could produce different measurements. For further details on the way in which impairment testing was carried out and the results of such testing, reference is made to the specific paragraph.

Useful lives of non-financial assets

Depreciation and amortization charges are a significant cost for the company. Non-current assets are depreciated or amortized on a straight-line basis over the useful lives of the assets. The useful lives of the company's non-current assets are established by the directors, with the assistance of expert appraisers, when they are purchased. The company periodically reviews technological and sector changes, dismantling/closure charges and the recovery amount of assets to update their residual useful lives. This periodic update could lead to a change in the period of depreciation or amortization and hence also in the depreciation or amortization charge in future years.

Revenue recognition

Revenues from sales include the estimate of accrued revenues related to gas and electricity consumed by customers and not yet subject to periodic reading at December 31, 2025 and the estimate of revenues accrued for gas and electricity consumed by customers and not yet billed at December 31, 2025, in addition to the revenues already billed to customers based on the periodic consumption readings made during the year. The processes and methods for evaluating and determining these estimates are based on sometimes complex assumptions that by their nature imply recourse to the opinion of the directors, in particular with regard to recognition of accrued revenues, as the methods used by the A2A Group to estimate the quantities of consumption between the date of the last reading and December 31, and therefore to value the revenues accrued during the year, are based on assumptions and complex calculation algorithms that concern various information systems. Furthermore, the estimate of consumption not subject to periodic reading is made by taking as reference the historical profile of each user, adjusted on the basis of climatic correction factors provided by the Regulatory Authority for Energy, Networks and the Environment (also "ARERA"), to incorporate other variables that can have an impact on consumption.

Expected credit losses

The assessment of the existence of impairment losses is made at each reporting date, using different criteria depending on the characteristics of the receivables being analysed in relation to the reference business, the nature of the counterparty and the value. In accordance with IFRS 9, the approach adopted is forward-looking, focusing on the probability of future losses, even in the absence of events that would suggest the need to write down a credit position (Expected Losses) and is based on assumptions regarding the risk of default and the measurement of expected losses. In making these assumptions and selecting the inputs to calculate the expected loss, management uses its professional judgement, based on the Company's past experience, current market conditions, as well as forward-looking estimates at the end of each reporting date.
In particular, receivables that are individually significant are expected to be subject to a specific analysis aimed at assessing their recoverability, while the write-down of receivables not subject to specific valuation is determined by applying the specific unpaid ratio of the business.

Provisions for lawsuits

In certain circumstances it is not easy to identify whether a legal or constructive present obligation exists. The directors assess these situations case by case, together with an estimate of the economic resources required to settle the obligation. Estimating such provisions is the result of a complex process that involves subjective judgements on the part of company management. When the directors are of the opinion that it is only possible that a liability could arise, the risks are disclosed in the section on commitments and contingent liabilities without making any provision.

Liabilities for landfills

The liabilities for landfills provision represents the amount set aside to meet the costs which will be incurred for the management of the period of closure and post-closure of landfills currently in use. The future outlays, calculated for each landfill by a specific appraisal updated annually, were discounted in accordance with the provisions of IAS 37.

Decommissioning provisions

The decommissioning provision represents the amount allocated to meet the dismantling and restoration costs that will have to be incurred for the reclamation of the sites on which some plants are located, as required by individual concessions, surface right contracts or specific laws. The obligation, based on financial and engineering assumptions, is calculated by discounting the expected future cash flows that the Group believes it must pay against the various obligations assumed. This liability is quantified by management on the basis of the technology existing at the valuation date and is reviewed, at least every three years, taking into account the development in the techniques of storage, dismantling and restoration of the site, as well as the continuous evolution of existing laws on health protection and environmental protection. The value of the obligation is discounted at each closing in accordance with the provisions of IAS 37.

Determination of the fair value of derivative financial instruments

The fair value of financial instruments, both on interest rates and on exchange rates, is derived from market quotations. In the absence of quoted prices in active markets, forecast price curves based on simulation models developed internally by the company are used.

The fair value of commodity contracts is determined using directly observable market inputs where available.

The method used to calculate the fair value of the instruments in question includes the assessment of non-performance risk if deemed relevant. However, the actual results of derivatives could differ from the measurements made.

Employee benefits

Some of the Group's employees benefit from pension plans that offer social security benefits based on their remuneration history and their years of service. Some employees also benefit from the coverage of other post-retirement benefit plans. The calculations of costs and liabilities associated with these plans are based on estimates made by actuarial consultants, who use a combination of statistical-actuarial factors, including statistical data relating to past years and forecasts of future costs. Estimates also include mortality and retirement rates, assumptions regarding future discount rates, wage growth rates, inflation rates, and an analysis of healthcare cost trends. These estimates can differ significantly from the actual results owing to changes in economic and market conditions, increases or decreases in pension rates and the lifespan of participants, as well as changes in the effective cost of medical care. These differences may have a significant impact on the quantification of social security expenditure and other related charges.

The full effects of any changes in these actuarial assumptions are recognized in a specific equity reserve. For further details on the main actuarial assumptions adopted, please refer to note 21 "Employee benefits".

Leasing

Given the complexity required for the valuation of leasing contracts, combined with their long-term duration, the application of IFRS 16 requires significant recourse to professional judgement. In particular, this was necessary to:

- apply the definition of leasing to cases typical of the sectors in which the Group operates;
- identify the service component in leasing contracts;
- evaluate any renewal and termination options provided for in the contracts in order to terminate the duration of the contracts, jointly examining the probability of exercising these options and any significant improvement on the underlying assets;
- identify any variable payments that depend on indices or rates to determine whether changes in the latter may have an impact on future lease payments as well as on the amount of the asset consisting of the right-of-use asset;
- identify the implicit interest rate of the lease when this cannot be easily determined: the Group uses the Incremental Borrowing Rate (IBR) at the lease start date (estimated on a quarterly basis), to calculate the present value of the payments due. In the absence of observable inputs, the Group estimates the IBR on the basis of the Group's average financing rate that reflects the duration and contractual conditions of the lease, using the risk-free rate adjusted for the credit spread.

Business combinations

The recognition of business combination transactions implies the valuation of assets and liabilities acquired at fair value, according to the most up-to-date valuation techniques (Multi-Period Excess Earnings, Discounted Cash Flow, etc.). This valuation includes the making of complex estimates by management, which mainly concern future forecasts related to the acquired businesses (business plans, regulatory and regulatory developments, macroeconomic scenarios, etc.), the valuation of any financial instruments included in the business combinations (e.g. put or earn-out) and discount rates.

Current taxes and future recovery of deferred tax assets

The uncertainties that exist regarding the way of applying certain tax regulations have led the company to taking an interpretative stance when providing for current taxes in the financial statements; such interpretations could be overturned by official clarifications on the part of the tax authorities.
Deferred tax assets are accounted for on the basis of the taxable profit expected to be available in future years. Assessing the expected taxable profit for the purpose of accounting for deferred taxation depends on factors that can vary over time, and may lead to significant effects on the measurement of deferred tax assets.

Assessment of the existence of control requirements

According to the provisions of IFRS 10, control is obtained when the Group is exposed to variable returns, or holds rights to such returns, arising from the relationship with the investee company and has the ability to affect those returns, through the exercise of its power over the investee company. Power is defined as the current ability to direct the relevant activities of the investee by virtue of existing substantive rights. The existence of control does not depend solely on the possession of the majority of voting rights, but rather on the substantial rights of each investor in the investee company. Consequently, management's judgement is required to assess specific situations that determine substantive rights that give the Group the power to direct the relevant activities of the investee company in order to influence its returns. For the purposes of assessing the control requirement, management analyses all the facts and circumstances, including any agreements with other investors, also with reference to the vote or the appointment of directors, the rights deriving from other contractual agreements, potential voting rights (call options, warrants, put options assigned to non-controlling interests, etc.) and other legal provisions.

These other facts and circumstances may be particularly relevant in the context of this assessment, especially in cases where the Group holds less than the majority of the voting rights, or similar rights, of the investee company. In addition, even if it holds more than half of the voting rights of another company, the Group considers all relevant facts and circumstances in assessing whether it controls the investee company. The Group reviews the existence of the conditions of control over an investee company when the facts and circumstances indicate that there has been a change in one or more elements considered for the verification of the existence of control.

Application of "IFRIC 12 - Service Concession Arrangements"

The Group, as a concessionaire, applies IFRIC 12 to "public-to-private" service concession arrangements, in which a public authority (i.e. the grantor) transfers to a concessionaire the right to manage the infrastructure used to provide public services.

In particular, management assesses whether the agreements for "public-to-private" concession services are within the scope of IFRIC 12 based on the following:

- the grantor controls or regulates which services the concessionaire must provide with the infrastructure, to whom it must provide them and at what price; and
- the grantor controls, through ownership, or otherwise, any significant residual interest in the infrastructure at maturity.

Hedge accounting

Hedge accounting is applied to derivatives in order to reflect the effects of the Group's risk management strategies in the financial statements. To this end, the Group documents at the inception of the transaction, the relationship between the hedging instrument and the hedged item, as well as the risk management objectives and strategy. In addition, the Group assesses, both at the inception of the report and on a systematic basis, whether hedging instruments are highly effective in offsetting changes in the fair value or cash flows of hedged items.

Based on management's judgement, the assessment of effectiveness based on the existence of an economic relationship between the hedging instruments and the hedged items, the dominance of credit risk in changes in value and the hedge ratio, as well as the measurement of ineffectiveness, are assessed by means of a qualitative assessment or a quantitative calculation, depending on the specific facts and circumstances and the characteristics of the hedging instruments and the hedged items. With respect to cash flow hedges of future transactions, management assesses and documents that they are highly probable and present an exposure to changes in cash flows that impacts the Income Statement.

2.8

Business Units

The A2A Group operates in the production, sale and distribution of gas and electricity, district heating, environmental services and the integrated water cycle.
These sectors are in turn attributable to the "Business Units" specified in the following diagram, identified following the reorganization carried out by management with the establishment of the new Circular Economy Business Unit, into which, in addition to the former Waste operating segment, the Integrated Water Cycle, District Heating and Heat Management businesses – previously included within the Smart Infrastructures operating segment – have been merged. This reorganization made it possible to optimize their integration and to adopt new solutions to make further progress on the path to decarbonization. As a result of this reorganization, the figures for the financial year 2024 have been consistently pro forma. The reorganization of the Circular Economy Business Unit had no impact on the impairment testing process, as the Integrated Water Cycle and District Heating businesses were, and remain, separate CGU and CGU Groups, respectively, for the purposes of the assessment.

Generation and Trading

- Thermoelectric, hydroelectric and other renewable plants
- Energy management

Market

- Sale of electricity and natural gas
- Energy Efficiency
- Electric mobility

Circular Economy

- Waste collection and street sweeping
- Processing
- Disposal and energy recovery
- Integrated water cycle
- District heating services
- Heat management services

Smart Infrastructures

- Electricity grids
- Gas networks
- Development and management of technology infrastructures for integrated digital services
- Public lighting

Corporate

- Corporate services

This breakdown into Business Units reflects the organization of financial reports regularly analysed by management and the Board of Directors in order to manage and plan the Group's business.

2.9
Results sector by sector

million euro

12.31.2025	Generation and Trading	Market	Circular Economy	Smart Infrastructures	Corporate	Eliminations	Income statement Reported
	01.01.25	*01.01.25*	*01.01.25*	*01.01.25*	*01.01.25*	*01.01.25*	*01.01.25*
	31.12.25	*31.12.25*	*31.12.25*	*31.12.25*	*31.12.25*	*31.12.25*	*31.12.25*
Revenue	**9,009**	**7,219**	**2,280**	**1,168**	**383**	**(5,996)**	**14,063**
- of which inter-sector	*4,763*	*149*	*357*	*371*	*356*	*(5,996)*	
Operating expenses	**(8,176)**	**(6,679)**	**(1,231)**	**(514)**	**(249)**	**5,996**	**(10,853)**
- of which inter-sector	*(517)*	*(4,930)*	*(438)*	*(108)*	*(3)*	*5,996*	
Personnel expenses	*(105)*	*(76)*	*(445)*	*(96)*	*(196)*		*(918)*
Gross Operating Profit (Loss) - EBITDA	**728**	**464**	**604**	**558**	**(62)**		**2,292**
% of revenues	*8.1%*	*6.4%*	*26.5%*	*47.8%*	*(16.2%)*		*16.3%*
Depreciation of Property, plant and equipment and amortization of intangible assets	(253)	(105)	(270)	(242)	(85)		(955)
Impairment losses of fixed assets		(1)	(3)	(7)	(2)		(13)
Other provisions for risks	(19)	(1)	1	1	(1)		(19)
Impairment losses on trade receivables		(68)	(2)				(70)
Operating Profit (Loss) - EBIT	456	289	330	310	(150)		1,235
% of revenues	*5.1%*	*4.0%*	*14.5%*	*26.5%*	*(39.2%)*		*8.8%*
Net financial income (expenses)							(143)
Profit (loss) before taxes							1,092
Income taxes							(310)
Profit (loss) after taxes from continuing operations							782
Profit (loss) from discontinued/ held for sale operations							
Non-controlling interests							(32)
Group net profit of the year							**750**
Gross capex (1)	**341**	**119**	**516**	**535**	**173**	**(3)**	**1,681**

(1) See the items "Capex" in the schedules on Property, plant and equipment and Intangible assets presented in Notes 1 and 2 to the balance sheet.

million euro

12.31.2024	Generation and Trading	Market	Circular Economy	Smart Infrastructures	Corporate	Eliminations	Income statement Reported
	01.01.24	*01.01.24*	*01.01.24*	*01.01.24*	*01.01.24*	*01.01.24*	*01.01.24*
	31.12.24	*31.12.24*	*31.12.24*	*31.12.24*	*31.12.24*	*31.12.24*	*31.12.24*
Revenue	**8,519**	**6,670**	**2,149**	**852**	**353**	**(5,686)**	**12,857**
- of which inter-sector	*4,529*	*145*	*335*	*352*	*324*	*(5,685)*	
Operating expenses	**(7,428)**	**(6,135)**	**(1,135)**	**(387)**	**(238)**	**5,686**	**(9,637)**
- of which inter-sector	*(470)*	*(4,701)*	*(395)*	*(104)*	*(16)*	*5,686*	
Personnel expenses	(105)	(73)	(432)	(86)	(196)		(892)
Gross Operating Profit (Loss) - EBITDA	**986**	**462**	**582**	**379**	**(81)**		**2,328**
% of revenues	*11.6%*	*6.9%*	*27.1%*	*44.5%*	*(22.9%)*		*18.1%*
Depreciation of Property, plant and equipment and amortization of intangible assets	(253)	(85)	(267)	(201)	(78)		(884)
Impairment losses of fixed assets	(1)		(11)	(1)	(1)		(14)
Other provisions for risks	(30)	11	(12)	3	(3)		(31)
Impairment losses on trade receivables		(80)	(3)	(1)	2		(82)
Operating Profit (Loss) - EBIT	702	308	289	179	(161)		1,317
% of revenues	*8.2%*	*4.6%*	*13.4%*	*21.0%*	*(45.6%)*		*10.2%*
Net financial income (expenses)							(106)
Profit (loss) before taxes							1,211
Income taxes							(319)
Profit (loss) after taxes from continuing operations							892
Profit (loss) from discontinued/ held for sale operations							
Non-controlling interests							(28)
Group net profit of the year							**864**
Gross capex (1)	**370**	**115**	**460**	**456**	**112**	**(1)**	**1,512**

(1) See the items “Capex” in the schedules on Property, plant and equipment and Intangible assets presented in Notes 1 and 2 to the balance sheet.

million euro

12.31.2025	Generation and Trading	Market	Circular Economy	Smart Infrastructures	Corporate	Eliminations and adjustments	Total Group
	31.12.2025	*31.12.2025*	*31.12.2025*	*31.12.2025*	*31.12.2025*	*31.12.2025*	*31.12.2025*
Capital Employed							
Net fixed capital	**3,013**	**495**	**3,860**	**4,390**	**6,512**	**(6,035)**	**12,235**
- Property, plant and equipment	2,745	57	2,711	2,295	364	(37)	8,135
- Intangible assets and goodwill	403	449	1,403	2,218	141	(2)	4,612
- Shareholdings and other non-current financial assets	44	7	30	-	6,054	(6,000)	135
- Other non-current assets/liabilities	28	(14)	24	(76)	14	2	(22)
- Deferred tax assets/ liabilities	210	21	124	(7)	61	1	410
- Provisions for risks, charges and liabilities for landfills	(402)	(16)	(383)	(13)	(26)	1	(839)
- Employee benefits	(15)	(9)	(49)	(27)	(96)	-	(196)
Net Working Capital and Other Current Assets/ Liabilities	**(614)**	**546**	**65**	**(329)**	**64**	**(3)**	**(271)**
Net Working Capital:	**(572)**	**678**	**125**	**(18)**	**(116)**	**(23)**	**74**
- Inventories	181	1	57	71	2	(1)	311
- Trade receivables	2,597	1,734	653	257	91	(878)	4,454
- Trade payables	(3,350)	(1,057)	(585)	(346)	(209)	856	(4,691)
Other current assets/ liabilities:	**(42)**	**(132)**	**(60)**	**(311)**	**180**	**20**	**(345)**
- Other current assets/ liabilities:	(51)	(132)	(57)	(290)	79	20	(431)
- Net current tax assets/ liabilities	9	-	(3)	(21)	101	-	86
Assets/Liabilities held for sale	-	-	-	-	-	-	-
Total capital employed	**2,399**	**1,041**	**3,925**	**4,061**	**6,576**	**(6,038)**	**11,964**

million euro

12.31.2024	Generation and Trading	Market	Circular Economy	Smart Infrastructures	Corporate	Eliminations and adjustments	Total Group
	31.12.2024	*31.12.2024*	*31.12.2024*	*31.12.2024*	*31.12.2024*	*31.12.2024*	*31.12.2024*
Capital employed							
Net fixed capital	**2,874**	**447**	**3,522**	**4,218**	**5,986**	**(5,630)**	**11,417**
- Property, plant and equipment	2,635	56	2,459	2,180	296	(43)	7,583
- Intangible assets and goodwill	408	436	1,314	2,171	120	-	4,449
- Shareholdings and other non-current financial assets	15	8	37	-	5,630	(5,590)	100
- Other non-current assets/liabilities	17	(52)	23	(76)	19	2	(67)
- Deferred tax assets/ liabilities	218	20	134	(12)	60	1	420
- Provisions for risks, charges and liabilities for landfills	(402)	(13)	(395)	(15)	(30)	1	(854)
- Employee benefits	(17)	(8)	(50)	(30)	(109)	-	(214)
Net Working Capital and Other Current Assets/ Liabilities	**(228)**	**607**	**(15)**	**(171)**	**(69)**	**(8)**	**116**
Net Working Capital:	**(404)**	**711**	**68**	**15**	**(79)**	**(32)**	**279**
- Inventories	202	-	55	58	5	(2)	318
- Trade receivables	1,830	1,947	609	242	79	(1,064)	3,643
- Trade payables	(2,436)	(1,236)	(596)	(285)	(163)	1,034	(3,682)
Other current assets/ liabilities:	**176**	**(104)**	**(83)**	**(186)**	**10**	**24**	**(163)**
- Other current assets/ liabilities:	158	(98)	(77)	(186)	91	24	(88)
- Net current tax assets/ liabilities	18	(6)	(6)	-	(81)	-	(75)
Assets/Liabilities held for sale	**-**	**-**	**-**	**394**	**-**	**-**	**394**
Total capital employed	**2,646**	**1,054**	**3,507**	**4,441**	**5,917**	**(5,638)**	**11,927**

2.10

Notes to the statement of financial position

It should be noted that the scope of consolidation at December 31, 2025, has changed compared to December 31, 2024, as already described in the section "Scope and Criteria of Consolidation" to which reference should be made for further details.

In 2025, the A2A Group completed the Purchase Price Allocation (hereinafter "PPA") following the acquisition of 90% of Duereti S.r.l. acquired at December 31, 2024.
As a result of the completion of the PPA, the Group restated the figures at December 31, 2024.
For further details of the transaction and the consequent statement of financial position and income statement effects on the figures restated at December 31, 2024, reference is made to Note 2.5 (Transactions IFRS 3 Revised) in the paragraph "General Information" of the Consolidated Financial Statements.

Assets

Non-current assets

1) Property, plant and equipment

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation acquisitions 2025	Changes						Balance at 12.31.2025
			Capex	Other changes	Disposals and sales	Impairment losses/ Reversal	Deprec.	Total changes	
Land	162	10	7			(2)		5	177
Buildings	591	5	29	23	(1)	(1)	(36)	14	610
Plant and machinery	5,235	7	384	221	(9)	(1)	(451)	144	5,386
Industrial and commercial equipment	71		20	(1)			(14)	5	76
Other assets	178		35	58			(42)	51	229
Landfills	10			3			(2)	1	11
Assets under construction and payments on account	1,006	1	665	(343)	(1)	(2)		319	1,326
Leasehold improvements	158		26	(69)	(9)		(13)	(65)	93
Right-of-use assets	172			101			(46)	55	227
Total	**7,583**	**23**	**1,166**	**(7)**	**(20)**	**(6)**	**(604)**	**529**	**8,135**
of which:									
Historical cost	17,029	23	1,166	45	(137)			1,074	18,126
Accumulated depreciation	(8,598)			(52)	117		(604)	(539)	(9,137)
Impairment losses	(848)					(6)		(6)	(854)

Changes during the period include the first-time consolidation effect of 23 million euro, following the acquisitions of the companies Sesto Energia S.r.l., 2B S.r.l., Cr Rinnovabili Cutro 1 S.r.l., Aren03 S.r.l., Aren05 S.r.l., S2SE Cinque S.r.l., Aren01 S.r.l. and Novito Acque S.r.l..

The other changes in the period recorded an increase of 529 million euro as follows:

- increase of 1,166 million euro for capex in the year as further described below;
- decrease of 604 million euro for the depreciation charge for the year;

- decrease of 20 million euro arising from disposals in the year, net of accumulated depreciation;
- a net decrease for other changes of 7 million euro, attributable to an increase of 101 million euro in rights-of-use asset in accordance with IFRS 16, a decrease of 69 million euro due to reclassifications to other items in the financial statements, a decrease of 40 million euro due to grants on investments from previous reporting periods, a decrease of 8 million euro due to tax assets for investments in new capital goods pursuant to Article 1, paragraph 1051, of Italian Law No. 178/2020, an increase of 6 million euro for decommissioning, and an increase of 3 million euro due to environmental landfills;
- decrease of 6 million euro as a result of impairment losses made during the year on assets no longer considered functional to the A2A Group's business.

Capex may be analyzed as follows:

- for the Circular Economy Business Unit, capex amounted to 390 million euro and mainly concerned: 190 million euro for work on the Group's waste treatment and disposal plants; 122 million euro for the development of district heating networks; 34 million euro for the acquisition and equipping of mobile waste collection vehicles; 33 million euro for work on the Group's waste treatment and conversion plants into biogas;
- for the Smart Infrastructures Business Unit, investments totaled 349 million euro and primarily included: 312 million euro for the development and maintenance of electricity distribution systems, the expansion and renovation of the medium and low voltage grid, and the installation of new electronic meters; 18 million euro for interventions on the electric vehicle charging network;
- for the Generation and Trading Business Unit, the increase was 328 million euro and primarily included: 190 million euro for investments in thermoelectric power plants; 96 million euro for investments in renewable energy plants; 29 million euro for investments in hydroelectric power plants; and 11 million euro for design costs, primarily due to the development of new renewable energy and telecommunications plants.
- for the Corporate Business Unit, investments totaled 90 million euro, primarily consisting of 80 million euro in building renovations, primarily in the Milan, Bergamo, Brescia, and Rome areas, and 10 million euro in telecommunications equipment.
- for the Market Business Unit, the increase was 9 million euro related to the customer energy efficiency plan and improvements to the electric vehicle charging network.

Property, plant and equipment “Rights-of-use asset” totaling 227 million euro (172 million euro at December 31, 2024), recognized in accordance with IFRS 16 and for which the outstanding payable to lessors at December 31, 2025 amounted to 231 million euro (175 million euro at December 31, 2024). Below is a breakdown of “Rights-of-use asset” deriving from operating and financial leases at December 31, 2025:

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation acquisitions 2025	Changes			Balance at 12.31.2025
			Other changes	Deprec.	Total changes	
Land	44	-	2	(6)	(4)	40
Buildings	58	-	8	(16)	(8)	50
Plant and machinery	13	-	76	(6)	70	83
Industrial, commercial equipment and other goods	11	-	2	(5)	(3)	8
Vehicles	46	-	13	(13)	-	46
Total	**172**	**-**	**101**	**(46)**	**55**	**227**

2) Intangible assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation acquisitions 2025	Changes						Balance at 12.31.2025
			Capex	Recl./ Other changes	Disposals/ Sales	Impairment losses	Amort.	Total changes	
Industrial patent and intellectual property rights	42	-	14	2	-	-	(22)	(6)	36
Concessions, licences, trademarks and similar rights	2,267	20	337	81	(3)	(6)	(243)	166	2,453
Assets under development	181	1	96	(98)	(1)	(1)	-	(4)	178
Other intangible assets	447	1	68	6	-	-	(86)	(12)	436
Total intangible assets	**2,937**	**22**	**515**	**(9)**	**(4)**	**(7)**	**(351)**	**144**	**3,103**

“Intangible assets” changed due to the effect of first-time consolidation of 22 million euro, following the acquisitions of the companies Sesto Energia S.r.l., 2B S.r.l., Novito Acque S.r.l., Cr Rinnovabili Cutro 1 S.r.l., Aren01 S.r.l., Aren03 S.r.l., Aren04 S.r.l., Aren05 S.r.l., Aren06 S.r.l., Green Frogs S.r.l. and S2SE Cinque S.r.l..

The other changes in the period recorded an increase totaling 144 million euro as follows:

- increase of 515 million euro for Capex made in the period as further described below;
- a decrease of 351 million euro for the amortization charge for the period;

- net decrease of 9 million euro due to other changes, due to a 13 million euro decrease following grants on investments from previous years and a 4 million euro increase due to reclassifications from other financial statements items;
- decrease of 7 million euro following impairment tests performed during the year;
- decrease of 4 million euro arising from disposals in the period, net of accumulated amortization.

Capex of "Intangible assets" relate to the following:

- for the Smart Infrastructures BU, capex amounts to 185 million euro and concerns: 127 million euro for development and maintenance work on the gas distribution plants and the replacement of low and medium pressure underground piping; 58 million euro for the implementation of information systems;
- for the Circular Economy BU, capex amounting to 123 million euro was allocated as follows: 105 million euro for work on the water transport and distribution network, sewer networks, and purification plants, and 17 million euro for the implementation of information systems;
- for the Market BU, the increase is 110 million euro: 66 million euro for the capitalization of costs incurred for managing contracts with customers following the application of the IFRS 15 and 44 million euro for the implementation of information systems;
- for the Corporate Business Unit, capex of 83 million euro in the related to the implementation of information systems;
- for the Generation and Trading Business Unit, the increase was 14 million euro and related to the implementation of information systems and design costs, mainly due to the development of new renewable energy and telecommunications facilities.

The item "Other intangible assets" amounted to 436 million euro at December 31, 2025 (447 million euro at December 31, 2024) and includes:

- 317 million euro for Customer lists related to the acquisition of customer portfolios by Group companies. These values are amortized based on an estimate of the benefits that will arise in future years, taking into account indicators such as the retention rate and churn rate relating to specific types of customers.
- 87 million euro deriving from acquisitions of Companies operating in the photovoltaic business: the increase in value is linked to the existing agreement with the Energy Services Manager, which allows the affiliated companies to benefit from incentive tariffs for a period of 20 years, which are considerably higher than those existing on the market;
- 30 million euro relating mainly to deferred charges and costs and surface rights and/or easements;
- 2 million euro for acquisitions of the Agripower Group: the increase in value is linked to the existing agreement with the Energy Services Manager, which allows the affiliated companies to benefit from incentive tariffs, which are considerably higher than those existing on the market.

3) Goodwill

At December 31, 2025, goodwill amounted to 1,509 million euro, as following table:

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation acquisitions 2025	PPA Effect	Changes		Balance at 12.31.2025
				Reclassifications/ Other Changes	Other changes	
CGU groups:						
A2A Reti Elettriche	649				-	649
A2A Ambiente	473				-	473
A2A Reti Gas	41			(10)	(10)	31
A2A Vendita Gas	81				-	81
A2A Calore	27		10		10	37
A2A Vendita Energia Elettrica	9				-	9
A2A Generazione Rinnovabili	227				-	227
Total	**1,507**	**-**	**10**	**(10)**	**-**	**1,507**
First-time consolidation effect						
Biomax a.r.l	5			(5)	(5)	-
Sesto Energia S.r.l.		10	(10)		-	-
Integra impianti S.r.l.		2			2	2
Total	**5**	**12**	**(10)**	**(5)**	**(3)**	**2**
Total Goodwill	**1,512**	**12**	**-**	**(15)**	**(3)**	**1,509**

It should be noted that the goodwill amounts recognized in the financial statements published at December 31, 2024 have been restated following the completion of the PPA process for the acquisition of Duereti S.r.l., which took place on December 31, 2024.

The effects of the changes on the value of goodwill with respect to the financial statements published at December 31, 2024 are detailed below:

millions of euro

	Balance at 12.31.2024	PPA Effect	Balance at 12.31.2024 restated
CGU groups:			
A2A Reti Elettriche		649	649
A2A Ambiente	473		473
A2A Reti Gas	41		41
A2A Vendita Gas	81		81
A2A Calore	27		27
A2A Vendita Energia Elettrica	9		9
A2A Generazione Rinnovabili	227		227
Total	**858**	**649**	**1,507**
First-time consolidation effect			
Due Reti S.r.l.	890	(890)	-
Biomax a.r.l.	5		5
Total	**895**	**(890)**	**5**
Total Goodwill	**1,753**	**(241)**	**1,512**

For changes that occurred during the reporting period, please refer to the section 'General information' 2.5 Transactions IFRS 3 Revised.

During the year 2025, the A2A Group completed the following transactions:

- acquisition by A2A Calore & Servizi S.p.A. of 100% of Sesto Energia S.r.l., a company owning a cogeneration plant located in the Municipality of Sesto San Giovanni. The acquisition of the investment resulted in the recognition of goodwill for 18 million euro. This goodwill was re-expressed (pursuant to IFRS 3) through the Purchase Price Allocation process which, at the conclusion of the analysis, allocated 11.5 million euro to intangible assets for the valuation of the authorization, 3 million euro to deferred tax liabilities and 10 million euro to goodwill allocated to the Heat CGU;
- acquisition by Acinque Innovazione S.r.l. of 100% of the company Integra Impianti S.r.l., a company operating in the energy efficiency and photovoltaic systems sector. The acquisition of the investment resulted in the recognition of goodwill for 2 million euro. This acquisition is part of the provision of IFRS 3 and at December 31, 2025, the Purchase Price Allocation has not yet been completed, but will be completed in the timing envisaged by the standard.

In relation to the provisions of IFRS 3, with reference to the previous year acquisition of Duereti S.r.l., a company operating in electricity distribution, the Group completed the Purchase Price Allocation process, as further described in paragraph 2.5 (Transactions IFRS 3 Revised) of the 'General information' section of the Consolidated Financial Statements.

During the financial year, the Purchase Price Allocation was also concluded related to the acquisition made in the previous financial year by Agripower S.p.A. of 100% of Biomax Società Agricola a r.l., a company operating in the production of electricity from biogas, as described in more detail in paragraph 2.5 (Transactions IFRS 3 Revised) of the paragraph ‘General information’ of the Consolidated Financial Statements.

During the year, the Group finalized a non-recurring transaction for the sale of certain municipalities belonging to the Gas Networks CGU, resulting in a reduction in the scope of the concession.
In accordance with IAS 36, following the disposal of part of a CGU to which goodwill had been allocated, the Group allocated to the disposed portion a share of the goodwill originally allocated to that CGU, amounting to 11 million euro.

4) Impairment test of non-financial assets (property, plant and equipment, intangible assets and goodwill)

The update to the 2024–2035 Strategic Plan, which forms the basis for the impairment tests, was approved by the Board of Directors on November 11, 2025. The methodology and results of the impairment tests were approved by the Board of Directors at its meeting held on March 17, 2026.

The update to the Strategic Plan maintains the Group’s industrial growth objectives as set out in the March 2024 Plan.
In particular, the Plan is based on two main trends, Circular Economy and Energy Transition, to which all the Group's Business Units contribute.

The main targets identified by the update of the 2024-2035 Strategic Plan are:

- 23 billion euro of investments, of which:
  - 16 billion euro for Energy Transition;
  - 7 billion euro for the Circular Economy;
- EBITDA: 2.4 billion euro by 2028 and 3.6 billion euro at the end of the Plan period;
- Ordinary profit equal to 0.7 billion euro in 2028 and more than 1.1 billion euro by 2035;
- NFP/EBITDA always less than 2.8x over the plan;
- the Group's commitment to maintain its current credit rating is confirmed.

For the sole purpose of the impairment test, the 2024-2035 Strategic Plan, in line with the provisions of IAS 36, has been appropriately amended to exclude the impact of future improvements and optimizations, as described in more detail below. In particular, the calculation of value in use excluded EBITDA and CAPEX amounts related to non-recurring transactions, M&A and developments in the pipeline. Based on the nature of the businesses involved, management deemed it reasonable to use an explicit plan horizon coinciding with the approved Strategic Plan (10 years).

The technical support for the impairment test was entrusted to an external expert who estimated the discount rate consistent with the cash flows considered, i.e. post-tax weighted average cost of capital (WACC). In detail, the WACC rate used was estimated according to the criteria widely used in valuation practice and in line with last year's impairment test in order to reflect current market valuations with reference to the current value of money, country risk and the specific risks associated with the asset. The discount rate of unlevered cash flows was estimated as the Weighted Average Cost of Own Capital (WACC), representing the expected return from the company's lenders and shareholders for use of own capital.

With the exception of the electricity and gas network businesses, as detailed below, the recoverable amount is determined, in terms of value in use, by discounting the cash flows expected from the use of the asset ('Discounted Cash Flow'), of a CGU or a Group of CGU, over the explicit duration of the plan, as well as the value expected from its disposal at the end of its useful life or its terminal value. In the case of the electricity and gas networks, the recoverable amount is also determined using the VIR criterion, calculated on the basis of the RAB value.

In compliance with the requirements of the ESMA Recommendation of October 14, 2025, concerning the focus on consistency between financial reporting and sustainability reporting (CSRD/ESRS), sensitivity analyses were carried out on the forecast values used for the assessment of the recoverable value of the CGU Groups. These analyses, conducted internally, concerned three plan variables identified as significant for the most impacted CGU Groups, such as: the variability of hydroelectric production, the inclusion of Waste To Energy in the Emissions Trading System and the variability of the PUN.

These risks, and their estimated impact at the EBITDA level, were used as a basis to assess the potential impact they may have on the results of the impairment test.

The recoverable amount of each CGU/Group of CGU was then compared with the corresponding Net Invested Capital. In the hypothesis in which the recoverable value is lower than the carrying amount, the latter is written down to the extent applicable. Management is of the opinion that the estimates of such recoverable amounts are reasonable, albeit subject to changes in the factors underlying the estimates on which these recoverable amounts have been calculated could produce different measurements. For further details on the way in which impairment testing was carried out and the results of such testing, reference is made to the specific paragraph.

Property, plant and equipment and intangible assets

Property, plant and equipment, whether owned or leased, generally have highly specialized characteristics and are used almost exclusively for the production of products in the various operating segments in which the Group operates.

Intangible assets primarily consist of software licences, intangible assets related to IFRIC 12 concessions, and intangible assets identified and measured in the context of business combinations. These intangible assets may belong to a single CGU or to groups of CGU, as described above.

When preparing the financial statements for the year ended December 31, 2025, management verified whether there were any indications that the CGU to which property, plant, and equipment and intangible assets are allocated may have suffered an impairment loss. The analyses conducted did not reveal any indicators of impairment, with the exception of the "Thermoelectric Generation" Cash Generating Unit, which had been impaired in previous years.

The activity of the Thermoelectric Generation" Cash Generating Unit is aimed at the production of electricity from gas-fired thermoelectric power plants (CCGT). The A2A Group operates CCGT plants with a total installed capacity of 6.9 GW.

The value in use of this CGU was determined from a single indefinite useful life scenario.

For the purposes of the impairment test the Enterprise Value of the assets (Value in Use) was compared with the relative Carrying Amount at December 31, 2025.

No impairment loss was identified during the impairment test as the recoverable value is higher than the net capital employed.

In this context, it is noteworthy that the CGU has not been subject to reversals of impairment losses, as a detailed analysis revealed that the surplus value is entirely attributable to the Monfalcone CCGT plant, which is currently under construction.

CGU 12.31.2025	Recoverable Value	WACC 2025 post tax (1)	Balance WACC (2)
Thermoelectric Generation CGU	Value in use	6.2%	8.8%

CGU 12.31.2024	Recoverable Value	WACC 2024 post tax (1)	Balance WACC (2)
Thermoelectric Generation CGU	Value in use	6.7%	9.6%

(1) Nominal post-tax discount rate applied to future cash flows.
(2) Rates resulting from the sensitivity assessment made by the expert in order to achieve balance between the value in use and carrying amounts subjected to impairment testing.

Goodwill and corporate assets

It is important to point out that, when compared to the total amount recognised in the financial statements, the goodwill resulting from the acquisitions of Sesto Energia S.r.l. and Integra Impianti S.r.l. has not been subjected to testing, as these acquisitions took place in the 2025 financial year.
The goodwill identified following business combination transactions has been allocated to the following CGU groups.

The following table shows the tested goodwill values.

CGU Groups with Goodwill	Value in millions of euro at 12.31.2025	Recoverable Value	WACC 2025 post-tax (1)	Growth rate g 2025	Balance WACC (2)
A2A Reti Elettriche	649	Value in use	5.5%	2.0%	5.7%
A2A Ambiente	473	Value in use	6.2%	2.0%	11.9%
A2A Reti Gas	31	Value in use	n.d.	0.0%	n.d.
A2A Vendita Gas	81	Value in use	6.0%	0.0%	50.0%
A2A Generazione Rinnovabili	227	Value in use	5.6%	0.0%	14.0%
A2A Calore	27	Value in use	5.0%	0.0%	6.0%
A2A Vendita Energia Elettrica	9	Value in use	6.0%	0.0%	12.0%
Total	**1,497**				

(1) Nominal post-tax discount rate applied to future cash flows.
(2) Rates resulting from the sensitivity assessment made by the expert in order to achieve balance between the value in use and carrying amounts subjected to impairment testing.

CGU Groups with Goodwill	Value in millions of euro at 12.31.2024	Recoverable Value	WACC 2024 post-tax (1)	Growth rate g 2024	Balance WACC (2)
A2A Ambiente	473	Value in use	6.8%	0.0%	11.8%
A2A Reti Gas	41	Value in use	n.d.	0.0%	n.d.
A2A Vendita Gas	74	Value in use	6.7%	0.0%	54.7%
A2A Generazione Rinnovabili	227	Value in use	5.9%	0.0%	13.9%
A2A Calore	24	Value in use	5.6%	0.0%	5.7%
A2A Vendita Energia Elettrica	7	Value in use	6.7%	0.0%	12.5%
Total	**846**				

(1) Nominal post-tax discount rate applied to future cash flows.
(2) Rates resulting from the sensitivity assessment made by the expert in order to achieve balance between the value in use and carrying amounts subjected to impairment testing.

In addition to the discount rate sensitivity analyses, following the ESMA recommendations of October 14, 2025, the consistency between financial and sustainability reporting was enhanced in the forward-looking assumptions used to measure the recoverable amount of the CGU Groups. To this end, three sensitivity analyses were carried out: the impact of the variability of hydroelectric generation, the inclusion of WTE in the Emissions Trading System, and the impact of the variability of the PUN.

As can be seen from the sections below, no impairment loss was recognized for the individual CGU Groups.

“A2A Reti Elettriche” Cash Generating Unit Group

The “A2A Reti Elettriche” CGU Group includes the Group's electricity distribution and metering activities. In particular, it deals with the design and construction of electricity networks, their operation and maintenance, as well as the management of requests for connection and quality control and continuity of service.
At December 31, 2025, the goodwill associated with this CGU Group amounts to 649 million euro and relates to A2A S.p.A.’s acquisition of 90% of Duereti S.r.l., which received the transfer from e-distribuzione S.p.A. of the business unit responsible for electricity distribution in 128 municipalities (110 in the province of Milan and 18 in Valtrompia, Brescia).

This goodwill was allocated to the CGU Group at the end of the Purchase Price Allocation process carried out during the reporting period.
The recoverable value of the goodwill attributed to the “A2A Reti Elettriche” CGU was determined using a “Discounted cash flow” multi-scenario, considering both finite useful life scenarios and indefinite useful life scenarios, in which it is assumed that the underlying concessions will be renewed. The discount rate used was derived on the basis of regulatory parameters consistent with the most recent parameters set by the Authority.

No impairment loss was noted during the impairment testing as the recoverable value exceeds the net capital employed including the value of goodwill recorded.

"A2A Ambiente" Cash Generating Unit Group

The "A2A Ambiente" Cash Generating Unit Group operates in the solid urban waste segment and in the special and hazardous waste segment, performs collection and street sweeping activities in the municipalities of Milan, Brescia, Bergamo, Lodi and Como and is the owner of waste-to-energy and industrial plants (in the municipalities of Milan, Brescia, Bergamo, Filago, Corteolona, Cremona, Parona, Como and Crotone) and manages the Acerra and Trezzo waste-to-energy plants. It also has several waste treatment plants and a number of landfills.
The A2A Group’s Consolidated Financial Statements at December 31, 2025 include goodwill of 473 million euro associated with this CGU Group. Of this goodwill, 227 million euro arises from the acquisition of the Ecodeco Group which took place between 2005 and 2008 (the former Ecodeco Cash Generating Unit) and 5 million euro from the merger between ASM Brescia S.p.A. (subsequently incorporated into AEM S.p.A., with simultaneous change of its name into A2A S.p.A.) and BAS S.p.A., 30 million euro as the residual value of the goodwill of the former LGH Group at the end of the PPA process for the then acquisition of 51% of the Group, 2 million euro to the allocation to the CGU in 2019 of a residual portion of the goodwill recorded following the consolidation of the Acinque Group and 5 million euro as residual goodwill at the conclusion of the PPA activity for the acquisition of the company Electrometal S.r.l. (merged at December 31, 2023 into A2A Ambiente S.p.A.) and 204 million euro as goodwill recognized upon completion of the PPA process for the acquisition of Tecnoa S.r.l. (merged at December 31, 2023 into A2A Ambiente S.p.A.).

In determining the value in use, calculated using the Discounted Cash Flow method, an indefinite useful life scenario was considered.

For this CGU Group, a sensitivity analysis was prepared that considers the impact of the variability of CO_2 emissions on cash flows, resulting from the tons of waste treated by municipal waste-to-energy plants. This sensitivity analysis confirms that the recoverable amount exceeds the carrying amount.

In conclusion, in addition to the sensitivity analyses highlighted in the previous tables focused on equilibrium scenarios, further analyses were conducted, which demonstrated that, keeping all other factors constant, a 0.25% increase in WACC confirms recoverable values higher than the carrying amounts.

"A2A Reti Gas" Cash Generating Unit Group

The "A2A Reti Gas" CGU Group includes the Group's gas distribution and metering activities. In particular, it deals with the design and construction of gas networks, their operation and maintenance, as well as the management of requests for connection and quality control and continuity of service.
The goodwill associated with the "A2A Reti Gas" CGU Group, amounting to 31 million euro, derives primarily from various acquisitions made by Unareti S.p.A. in recent years, involving companies operating as gas distributors (the business is primarily concentrated in Lombardy and Piedmont).
The recoverable amount of the net invested capital was calculated by adding to the RAB (calculated by applying a premium of 10% to the Residual Industrial Value) the net working capital values at December 31, 2025, net of the tax effect. This methodology provides a better approximation of the expected cash flows from gas distribution assets.

"A2A Vendita Gas" Cash Generating Unit Group

The goodwill arising from the consolidation of the "A2A Vendita Gas" CGU Group, amounting to 81 million euro, refers to the area involved in selling gas to end customers (residential and business) and was impairment tested. It should be noted that the "A2A Vendita Gas" CGU Group consists of the portion of goodwill arising from the merger between BAS S.p.A. and A2A S.p.A. for 7 million euro, for 31 million euro to the allocation to the CGU of a portion of the goodwill recorded following the consolidation of the Acinque Group and for 43 million euro of a portion of goodwill allocated to the CGU Group following the consolidation of the AEB Group.
In determining the value in use, calculated using the Discounted Cash Flow method, an indefinite useful life scenario was considered.

In conclusion, in addition to the sensitivity analyses highlighted in the previous tables focused on equilibrium scenarios, further analyses were conducted, which demonstrated that, keeping all other factors constant, a 0.25% increase in WACC confirms recoverable values higher than the carrying amounts.

"A2A Calore" Cash Generating Unit Group

The goodwill arising from the consolidation of the "A2A Calore" CGU Group, amounting to 27 million euro, is held by a number of companies of the A2A Group active in the production, distribution and sale of district heating. Specifically, this goodwill is primarily comprised of 21 million euro from the merger between BAS S.p.A. and A2A S.p.A., 4 million euro for the allocation to the CGU Group in 2019, of a portion of the goodwill recognized as a result of the consolidation of the Acinque Group, and 2 million euro for the allocation to the CGU Group of the goodwill generated from the acquisition of Termica Cologno S.r.l. in the previous year.

In determining the value in use, calculated using the Discounted Cash Flow method, an indefinite useful life scenario was considered.

In conclusion, in addition to the sensitivity analyses highlighted in the previous tables focused on equilibrium scenarios, further analyses were conducted, which demonstrated that, keeping all other factors constant, a 0.25% increase in WACC confirms recoverable values higher than the carrying amounts.

It is noted that the reorganisation of the Business Units during the reporting period, which saw district heating and heat management services transferred to the ‘Circular Economy’ Business Unit, had no impact on the impairment analyses, as the CGU retained its autonomy.

"Generazione Rinnovabili” Cash Generating Unit Group

The activity of the "Generazione Rinnovabili"’ CGU Group relates to the management of the Group's hydroelectric, photovoltaic and wind power plants and the consequent production of electricity. The total installed capacity is about 2.6 GW.

The goodwill allocated to the "Generazione Rinnovabili” CGU Group, amounting to 227 million euro, refers for 65 million euro to the allocation of goodwill generated from the acquisition of the Octopus Renewables portfolio, for 17 million euro to the allocation of goodwill for the acquisition of the Rovere portfolio, for 144 million euro to the goodwill allocated for the acquisition of the Ellisse portfolio, and for the remaining part to the allocation of a portion of the goodwill recognized as a result of the consolidation of the Acinque Group.

The recoverable value of the goodwill attributed to the CGU Group during the impairment test, was determined by considering a finite useful life scenario. At the end of the plan explicit period, the liquidation value of the net capital employed was taken into account.

Two sensitivity analyses were prepared for this CGU Group: the first considers the impact on cash flows of the variability in hydroelectric production resulting from fluctuations in hydroelectric production volumes based on historical data series; the second sensitivity analysis considers the impact on cash flows of the variability in plan prices resulting from fluctuations in energy prices over the plan period, estimated using a Monte Carlo simulation. These sensitivity analyses confirm recoverable values that are higher than the carrying amounts.

In conclusion, in addition to the sensitivity analyses highlighted in the previous tables focused on equilibrium scenarios, further analyses were conducted, which demonstrated that, keeping all other factors constant, a 0.25% increase in WACC confirms recoverable values higher than the carrying amounts.

"Vendita Energia Elettrica" Cash Generating Unit Group

The “Vendita Energia Elettrica” CGU Group is active in the retail sale of electricity to end customers (residential and industrial).
The goodwill arising from the consolidation of the "Vendita Energia Elettrica" CGU Group, amounting to 9 million euro, refers, for 7 million euro, to the allocation to the CGU Group of a portion of the goodwill recognized following the consolidation of the AEB Group, the results of which were consolidated in 2020, and, for 2 million euro, to the goodwill generated by the acquisition of a company belonging to the Acinque Group.
In determining the value in use, calculated using the Discounted Cash Flow method, an indefinite useful life scenario was considered.

In conclusion, in addition to the sensitivity analyses highlighted in the previous tables focused on equilibrium scenarios, further analyses were conducted, which demonstrated that, keeping all other factors constant, a 0.25% increase in WACC confirms recoverable values higher than the carrying amounts.

Finally, the recoverable amount of all CGU/Groups of CGU was compared with the carrying amount of all CGU/Groups of CGU, including corporate assets. This comparison did not reveal any need to recognize a second-level impairment loss.

5) Equity-accounted investments and other non-current financial assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025	of which included in the NFP	
					12.31.2024 restated	12.31.2025
Equity-accounted investments	25	-	27	52	-	-
Other non-current financial assets	88	-	79	167	13	84
Total Equity-accounted investments and other non-current financial assets	**113**	**-**	**106**	**219**	**13**	**84**

The following table provides details of the changes in the value of "Equity-accounted investments":

Equity-accounted investments

millions of euro

	Total
Balance at 12.31.2024	**25**
First-time consolidation effect acquisitions 2025	
Changes:	
- acquisitions and capital increases	
- measurement at equity	
- impairment losses	
- reversals	28
- dividends received from equity-accounted investments	(1)
- sales and decreases	
- other changes	
- reclassifications	
Total changes	**27**
Balance at 12.31.2025	**52**

The value of "Equity-accounted investments" amounted to 52 million euro, up 27 million euro from the previous year as a result of the reversals for 28 million euro mitigated by the collection of dividends of 1 million euro.
The reversals for the reporting period, amounting to 28 million euro, mainly relate to the reversal of the impairment loss recognized on Ergosud for an amount of 25 million euro and the measurement at equity of the investments in Metamer, Geco and Fratelli Omini for a total amount of 2 million euro. With regard to this item, no critical issues arose, and there are no elements that constitute an impairment indicator such as to require specific checks on the recoverability of the assets.

During the financial year, the Group performed an impairment test on the investment in Ergosud in accordance with the provisions of IAS 36. The analysis was conducted with the technical support of an external expert on the basis of the cash flows of the update of the approved 2024-2035 Strategic Plan. For the sole purpose of the impairment test, the Strategic Plan, in line with the provisions of IAS 36, has been appropriately amended to exclude the impact of future improvements and optimizations. In particular, the calculation of value in use excluded Ebitda and Capex amounts related to non-recurring transactions, M&A and developments in the pipeline. At the end of the explicit period of the plan (2035), a terminal value of perpetuity close to zero was included. In view of the characteristics of the business and the approved plan, it was considered reasonable to consider an explicit plan period of more than 5 years.
The technical support for the impairment test was entrusted to an external expert who estimated the discount rate consistent with the cash flows considered, i.e. post-tax weighted average cost of capital (WACC). In detail, the WACC rate used was estimated according to the criteria widely used in valuation practice and in line with last year's impairment test in order to reflect current market valuations with reference to the present value of money, country risk and the specific risks associated with the asset.

The following are the methods and main assumptions used in estimating the recoverable value of the equity investments.

Investment	Recoverable amount	WACC 2025 post tax	WACC 2024 post tax	g-rate
Ergosud	Value in use	6.20%	6.70%	-

Based on the analyses carried out, the estimated recoverable amount for the 50% investment in Ergosud is 25 million euro.

For other investments recorded in this item, no critical issues have emerged and there are no elements that constitute an impairment indicator such as to require specific verifications on the recoverability of assets.

The details of the investments are provided in annex no. 2 "List of Equity-accounted investments".

"Other non-current financial assets" showed a balance of 167 million euro at December 31, 2025, and mainly refer to investments made in innovative start-ups through Corporate Venture Capital projects and advances paid on equity investments for future development projects of renewable energy power plants.
At December 31, 2025, "Other non-current financial assets" include, in addition to the aforementioned items, 15 million euro in respect of the request to deposit in a special current account the sums seized by the Court of Taranto as part of the ongoing proceedings against the subsidiary Linea Ambiente S.r.l.; 2 million euro in respect of investments in other companies, for details of which see Annex 3, "List of investments in other companies."

6) Deferred tax assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025
Deferred tax assets	**420**	**2**	**17**	**439**

"Deferred tax assets" amounted to 439 million euro (420 million euro at December 31, 2024), a net increase of 19 million euro, of which 17 million euro refers to the change for the year and 2 million euro refers to first-time consolidations.

The item includes the net effect, as detailed in the table below to which reference is made, of deferred tax liabilities and deferred tax assets for IRES on changes and provisions made solely for tax purposes. The recoverability of "Deferred tax assets" recorded in the financial statements is considered likely, as the future plans envisage taxable income sufficient to use the deferred tax assets. At December 31, 2025, the amounts relative to deferred tax assets/deferred tax liabilities have been expressed as net (“offsetting”) as per IAS 12 standards.

The following table sets out the main deferred tax assets and liabilities.

The following table sets out the main deferred tax assets and liabilities.

Detail of deferred tax (assets and liabilities)	Balance at 12.31.2024 restated	First-time consolidation effect Acquisitions 2025	Provisions (A)	Uses (B)	Other (D)	Total (A+B+C+D)	Adjustment to Equity	Other changes /Reclass.	Balance at 12.31.2025 restated
Deferred tax liabilities									
Changes in property, plant and equipment	305	-	-	(29)	-	(29)	2	(4)	274
Application of the financial instrument standard (IFRS 9)	-		-	-	-	-	1	-	1
Measurement differences of intangible assets	147	-	-	(12)	3	(9)	-	(23)	115
Post-employment benefits (TFR)	2		-	-		-	-	-	2
Goodwill	4	-	-	-		-	-	-	4
Other deferred tax liabilities	3	1	-	(1)	(2)	(3)	2	-	3
Total deferred tax liabilities (A)	**461**	**1**	**-**	**(42)**	**1**	**(41)**	**4**	**(27)**	**398**
Deferred tax assets									
Taxed risk provisions	156	-	16	(9)	(1)	6	-	-	162
Changes in property, plant and equipment	430	2	10	(28)	-	(18)	-	(11)	403
Application of the financial instrument standard (IFRS 9)	-	-	-	-	-	-	4	-	4
Bad debts provision	43	-	20	(19)	-	1	-	-	44
Changes in intangible assets	7	-	-	-		-	-	-	7
Grants	15	-	-	(1)	-	(1)	-	-	14
Goodwill	172	-	-	(12)	-	(12)	-	-	160
Other deferred tax assets	58	-	4	(19)	1	(14)	(1)	-	43
Total deferred tax assets (B)	**881**	**2**	**50**	**(88)**	**-**	**(38)**	**3**	**(11)**	**837**
Net effect deferred tax assets/ liabilities (B-A)	**420**	**1**	**50**	**(46)**	**(1)**	**3**	**(1)**	**16**	**439**

7) Derivatives and other non-current assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025	of which included in the NFP	
					12.31.2024 restated	12.31.2025
Other non-current assets	128	-	(8)	120	-	-
Non-current derivative assets	2	-	-	2	2	2
Total derivatives and other non-current assets	**130**	**-**	**(8)**	**122**	**2**	**2**

"Other non-current assets" were down by 8 million euro compared to December 31, 2024. The change for the reporting period, amounting to 8 million euro, primarily comprises:

- for 9 million euro the increase in security deposits;
- for 16 million the decrease in tax credits for tax facilitations provided by construction bonuses expiring beyond the following year;
- for 7 million euro the decrease in receivables for prior-year items related to the water business;
- for 6 million euro the increase in deferred assets.

"Non-current derivative assets" amounted to 2 million euro and refer to interest rate hedging instruments.

Current assets

8) Inventories

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025
- Materials	*147*	*1*	*11*	*159*
- Material obsolescence provision	*(27)*		*(2)*	*(29)*
Total materials	120	1	9	130
- Fuel	194		(25)	169
- Others	4		8	12
Raw and ancillary materials and consumables	**318**	**1**	**(8)**	**311**
Third-party fuel	**-**	**-**	**-**	**-**
Total inventories	**318**	**1**	**(8)**	**311**

"Inventories" amounted to 311 million euro (318 million euro at December 31, 2024), net of the relative obsolescence provision for 29 million euro (27 million euro at December 31, 2024).
The inventories reflect an overall reduction of 8 million euro, which includes a 1 million euro increase due to first-time consolidation effects and a reduction of 9 million euro owing to changes during the year, as outlined below:

- 9 million euro related to the increase in inventories of materials, including the allocation to the material obsolescence provision;
- 25 million euro attributable to the decrease in fuel inventories due to the seasonality effect (inventories include the inventories of fuels for the production of electricity and the inventories of gas for the sales and storage activities thereof);
- 8 million euro mainly attributable to the increase in CO_2 quotas.

The industrial portfolio gas inventory is considered recoverable based on the price underlying the signed contracts and with delivery in the period in which the relevant supply is expected.

9) Trade receivables

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025
Trade receivables – invoices issued	1,773	2	(92)	1,683
Trade receivables – invoices to be issued	2,146	1	896	3,043
(Impairment losses on trade receivable)	(276)	-	4	(272)
Total trade receivables	**3,643**	**3**	**808**	**4,454**

At December 31, 2025, these items show an increase of 808 million euro, net of the effect of the first-time consolidations for the period, amounting to 3 million euro. In detail, the changes of the period were as follows:

- for 807 million euro, the increase in trade receivables from customers, net of the positive effect of the first-time consolidations in the period amounting to 3 million euro. Trade receivables from customers at December 31, 2025 amounted to 4,363 million euro (3,552 million euro at December 31, 2024);
- for 3 million euro the decrease in receivables from associates. At December 31, 2025, this item had a balance of 7 million euro (10 million euro at December 31, 2024);
- for 4 million the increase in receivables from the municipalities of Milan and Brescia. At December 31, 2025, receivables from the municipalities of Milan and Brescia amounted to 84 million euro (80 million euro at December 31, 2024).

The change in trade receivables is mainly attributable to the increased activity of the trading portfolio in the last quarter of the year.

The "Impairment losses on trade receivable", calculated in compliance with IFRS 9, is equal to 272 million euro (276 million euro at December 31, 2024) and shows a decrease of 4 million euro. This provision is considered adequate to cover the risks to which it relates.

The changes in the Impairment losses on trade receivable are outlined in the following table:

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Provisions	Uses	Other changes	Balance at 12.31.2025
Impairment losses on trade receivable	276	-	69	(73)	-	272

Provisions for the year amounted to 69 million euro, a decrease of 13 million euro compared to the previous year (82 million euro at December 31, 2024) due to a lower credit exposure to customers.

Different criteria are applied in evaluating the existence of impairment losses on trade receivables, depending on the characteristics of the receivables under consideration.

The following is the aging of trade receivables:

millions of euro

	12.31.2025	12.31.2024
Trade receivables of which:	**4,454**	**3,643**
Current	**1,043**	**1,091**
Past due of which:	**646**	**682**
Past due up to 30 days	*85*	*111*
Past due from 31 to 180 days	*91*	*137*
Past due from 187 to 365 days	*97*	*105*
Past due over 365 days	*367*	*329*
Invoices to be issued	**3,043**	**2,146**
Impairment losses on trade receivable	**(272)**	**(276)**

10) Derivatives and other current assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Current derivative assets (commodity derivatives)	**866**	**-**	**(225)**	**641**	*1*	*1*
Other current assets of which:	**430**	**1**	**(7)**	**424**	**-**	**-**
- receivables from Cassa per i Servizi Energetici e Ambientali	82		10	*92*		
- advances to suppliers	12		12	*24*		
- tax receivables	*132*	*1*	22	*155*		
- receivables related to future years/periods	59		(14)	*45*		
- water cycle BU receivables	18		(18)	-		
- receivables from social security entities	3		(1)	*2*		
- Ecobonus credit	6		9	*15*		
- receivables for security deposits	43		(39)	*4*		
- receivables for RAI fee	5		-	*5*		
- other sundry receivables	70		12	82		
Total derivatives and other current assets	**1,296**	**1**	**(232)**	**1,065**	**1**	**1**

“Derivatives and Other current assets” showed a balance of 1,065 million euro compared to 1,296 million euro at December 31, 2024, a decrease of 231 million euro, net of the first-time consolidation effect for 1 million euro.

"Current derivatives assets" amounted to 641 million euro (866 million euro at December 31, 2024), a decrease of 225 million euro due to a reduction in fair value measurement due to a lower average difference between subscription prices and market prices.
Receivables from Cassa per i Servizi Energetici e Ambientali, amounting to 92 million euro (82 million euro at December 31, 2024), mainly refer to receivables for equalizations pertaining to both the period 2025 and to outstanding receivables for equalizations pertaining to previous years and receivables for tariff components, net of collections made in the current year.
Tax receivables, equal to 155 million euro (132 million euro at December 31, 2024), mainly relate to receivables from the tax authorities for withholding taxes (mainly referring to tax credits for Ecobonus) and excise duties.

Receivables related to future years amounted to 45 million euro (59 million euro at December 31, 2024) and mainly refer to the advance payment of water derivation fees, software licence fees and insurance premiums.
The Ecobonus receivable, amounting to 15 million euro (6 million euro at December 31, 2024), relates to receivables accrued but not yet recorded in the tax account.
Receivables for security deposits amounted to 4 million euro (43 million euro at December 31, 2024).

11) Current financial assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes of the year	Balance at 12.31.2025	of which included in the NFP	
					12.31.2024 restated	*12.31.2025*
Other financial assets	32	-	(8)	24	32	24
Total current financial assets	**32**	**-**	**(8)**	**24**	**32**	**24**

“Current financial assets” amounted to 24 million euro (32 million euro at December 31, 2024). This item mainly refers to financial receivables from third parties.

12) Current tax assets

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes of the year	Balance at 12.31.2025
Current tax assets	**45**	-	**78**	**123**

At December 31, 2025, this item amounted to 123 million euro (45 million euro at December 31, 2024) and refers to current IRES and IRAP credits, to IRES and IRAP credits for amounts requested for reimbursement on payments from previous years and to the residual credit for Robin Tax, paid in previous years.

13) Cash and cash equivalents

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes of the year	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Cash and cash equivalents	1,549	4	326	1,879	1,549	1,879

"Cash and cash equivalents" at December 31, 2025 represent the sum of the Group's bank and postal asset balances. The effect of the first-time consolidation of acquisitions in 2025 amounted to 4 million euro. The increase of 326 million euro for the year is mainly due to the issuance in 2025 of three bonds with a nominal value of 1,155 million euro and the disbursement of a bank loan with the European Investment Bank with a nominal value of 200 million euro, partially offset by the repayment of a 300 million euro bond and the 600 million euro syndicated loan for the acquisition of Enel electricity grids.

This item includes term current accounts, in the amount of 16 million euro, related to trading on commodity derivative platforms.

14) Assets held for sale

millions of euro

	Balance at 12.31.2024 restated	First-time consolidation effect acquisitions 2025	Changes of the year	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Assets held for sale	405	-	(405)	-		

At December 31, 2024, "Assets held for sale" referred to the reclassification, in accordance with IFRS 5, of the value of the assets and credit items of certain ATEM related to gas distribution, which were acquired by Ascopiave under a preliminary purchase agreement signed on December 19, 2024 and closed on July 1, 2025. Reference should be made to the section 'Significant events during the period' for further details.

Equity and liabilities

Equity

Equity, which amounted to 6,490 million euro at December 31, 2025 (6,092 million euro at December 31, 2024), is set out in the following table:

millions of euro

	Balance at 12.31.2024 restated	Changes	Balance at 12.31.2025
Equity attributable to the owners of the parent:			
Share capital	1,629	-	1,629
Treasury shares	-	(10)	(10)
Reserves	3,041	507	3,548
Group Net Profit	864	(114)	750
Total Equity attributable to the owners of the parent	**5,534**	**383**	**5,917**
Non-controlling interests	558	15	573
Total equity	**6,092**	**398**	**6,490**

The change of the Equity was overall positive for 398 million euro. The profit of the year had a positive effect of 750 million euro, offset by the dividend distribution of 313 million euro and an increase in non-controlling interests amounting to a total of 15 million euro. Finally, there is a net positive change in Cash flow hedge derivatives and IAS 19 reserves for a total of 14 million euro, as well as an increase in the Treasury Share for a total of 10 million euro as a result of the implementation of the Distributed Shareholding Plan approved by the Shareholders' Meeting of A2A S.p.A. on April 29, 2025.

15) Share capital

"Share capital" amounted to 1,629 million euro and consists of 3,132,905,277 ordinary shares each of nominal value 0.52 euro.

16) Reserves

16.1) Treasury shares

The "Treasury shares" at December 31, 2025 amounted to 10 million euro, no value at December 31, 2024, and refers to 4,147,087 treasury shares purchased in support of the 2025-2027 "A2A LIFE Sharing" distributed shareholding plan and for current management purposes (including investment and liquidity management) and for industrial projects consistent with the strategic lines that the Group intends to pursue in relation to which the opportunity of stock exchange is realized.

16.2) Other reserves

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025
Reserves	**3,041**	**44**	**463**	**3,548**
of which:				
Change in the hedging reserve	(15)	-	9	(6)
Tax effect	4	-	(4)	-
Hedging reserves	**(11)**	**-**	**5**	**(6)**
Change in the IAS 19 reserves - Employee Benefits	(55)	-	12	(43)
Tax effect	12	-	(3)	9
IAS 19 reserves - Employee Benefits	**(43)**	**-**	**9**	**(34)**
Change in fair value reserve	9		(1)	8
Tax effect	(3)	-	1	(2)
Fair value reserves	**6**	**-**	**-**	**6**

Reserves, which amounted to 3,548 million euro (3,041 million euro at December 31, 2024), consist of the legal reserve, extraordinary reserves, and the retained earnings carried forward of subsidiaries.
This item also includes the negative cash flow hedge reserve of 6 million euro, which refers to the period-end measurement of derivatives qualifying for hedge accounting, net of the tax effect.
The balance also includes negative reserves of 34 million euro arising from the adoption of IAS 19 "Employee Benefits" which requires actuarial profits and losses to be recognized directly in an equity reserve.
Included within this item is the fair value reserve of financial assets, net of the associated tax effect, totalling 6 million euro.
The item includes the equity reserve deriving from the first application of IFRS 9 equal to 32 million euro, and in particular the impairment of trade receivables according to the expected losses model.

The reserve related to the first hybrid subordinated perpetual bond issuance in Green use of proceeds format, with a nominal value of 750 million euro, amounts to 742 million euro, net of issuance expenses and the tax effect on them. The bond, placed at an issue price of 99.460% and characterized by a non-call period of 5.25 years, will have a perpetual maturity. This bond will pay a fixed annual coupon of 5.000% until the first reset date on September 11, 2029. However, the nature of the instrument allows A2A to defer the payment of interest over time at any point.

From that date, unless early redemption has taken place, the security will accrue interest per annum equal to the five-year Euro Mid Swap reference rate increased by an initial margin of 225.8 basis points, increased by a further margin of 25 basis points from September 11, 2034 and by a subsequent increase of a further 75 basis points from September 11, 2049.

The reserves also include the reserve related to the payment of the first and second tranches of coupons for 47 million euro, net of the tax effect of 11 million euro.

Reconciliation between A2A S.p.A. Net Profit for the year and the Group Net Profit

millions of euro

	12.31.2025	12.31.2024
Profit (loss) for the year of A2A S.p.A.	**644**	**788**
Contribution from subsidiaries	712	558
Derecognition of gains and intragroup margins	9	3
Derecognition of infra-group dividends	(589)	(468)
Equity valuation of shareholdings in associates and joint ventures	2	2
Other changes	4	9
Profit (loss) for the year	**782**	**892**
Non-controlling interests	32	28
Group Net Profit	**750**	**864**

Reconciliation between the equity of A2A S.p.A. and Equity attributable to the owners of the parent

millions of euro

	12.31.2025	12.31.2024
Equity pertaining to A2A S.p.A.	**5,319**	**5,017**
Contribution of subsidiaries to Group SE	1,240	1,156
Derecognition of gains and intragroup margins	(108)	(104)
Equity valuation of shareholdings in associates and joint ventures	7	6
Other changes	32	16
Consolidated equity	**6,490**	**6,092**
Minorities' share	(573)	(558)
Equity attributable to the owners of the parent	**5,917**	**5,534**

Dividends

Dividends distributed are stated net of the portions attributable to treasury shares held in the portfolio on the respective record dates. The Group waived the collection of these amounts, which were allocated to the ‘Retained earnings’ reserve. The dividend for the 2024 financial year, amounting to 0.10 euro per share, for a total of 313 million euro, was approved by the Shareholders’ Meeting held on April 29, 2025.
During the reporting period, coupons totalling 38 million euro were paid to holders of perpetual hybrid bonds.

Capital management

The objectives identified by the Group in relation to capital management are to ensure business continuity, to create value for stakeholders, and to support the Group's development. In particular, the Group aims to maintain an adequate level of capitalization that enables it to generate a satisfactory financial return for shareholders and to secure access to external sources of financing, including by achieving an appropriate credit rating.
In this context, the Group manages its capital structure and makes adjustments to it if changes in economic conditions so require. There were no material changes to the objectives, policies or processes during 2025.

17) Group net profit

Positive result for 750 million euro.

18) Non-controlling interests

millions of euro

	Balance at 12.31.2024 restated	Changes	Balance at 12.31.2025
Non-controlling interests	**558**	**15**	**573**

"Non-controlling interests" amounted to 573 million euro at December 31, 2025 (558 million euro as at December 31, 2024) and represent the portions of capital, reserves and profit/loss attributable to non-controlling interests, mainly relating to the other shareholders of Acinque S.p.A. for 276 million euro (of which 10 million euro relates to profit/loss for the year) and of Ambiente Energia Brianza S.p.A. for 252 million euro (of which 20 million euro relates to profit/loss for the year).

Liabilities

Non-current liabilities

19) Non-current financial liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Non-convertible bonds	4,503	-	543	5,046	4,503	5,046
Payables to banks	1,525	-	(701)	824	1,525	823
Financial payables for rights of use	133	1	56	190	133	191
Payables to other lenders	156	-	-	156	156	156
Total non-current financial liabilities	**6,317**	**1**	**(102)**	**6,216**	**6,317**	**6,216**

“Non-current financial liabilities” amounted to 6,216 million euro (6,317 million euro at December 31, 2024), a decrease of 102 million euro, net of the first-time consolidation effect of the year for 1 million euro.

“Non-convertible bonds” amounting to 5,046 million euro (4,503 million euro at December 31, 2024) relate to the following bonds, which are accounted for at amortized cost:

- 299 million euro, maturing in October 2027 and coupon of 1.625%, the nominal value of which is equal to 300 million euro;
- 76 million euro, Private Placement in yen maturing in August 2036 and fixed rate of 5.405%, the nominal value of which is equal to 14 billion yen;
- 398 million euro, maturing in July 2029 and coupon of 1.00%, the nominal value of which is equal to 400 million euro;
- 497 million euro, maturing in July 2031 and coupon of 0.625%, the nominal value of which is equal to 500 million euro;
- 496 million euro, maturing in October 2032 and coupon of 0.625%, the nominal value of which is equal to 500 million euro;
- 496 million euro, maturing in November 2033 and coupon of 1%, the nominal value of which is equal to 500 million euro;
- 498 million euro, maturing in March 2028 and coupon of 1.5%, the nominal value of which is equal to 500 million euro;
- 645 million euro, maturing in September 2030 and coupon of 4.5%, the nominal value of which is equal to 650 million euro; Includes the change in the fair value of the portion of the bond loan hedged by Fix-to-Float derivatives;

- 495 million euro, maturing in February 2034 and coupon of 4.375%, the nominal value of which is equal to 500 million euro;
- 498 million euro, maturing in January 2035 and coupon of 3.625%, the nominal value of which is equal to 500 million euro. Includes the change in the fair value of the portion of the bond loan hedged by Fix-to-Float derivatives;
- 154 million euro, maturing in October 2030 and coupon of 2.875%, the nominal value of which is equal to 155 million euro;
- 494 million euro, maturing in May 2032 and coupon of 3.25%, the nominal value of which is equal to 500 million euro.

The increase in the non-current component of “Non-convertible bonds”, equal to 543 million euro compared to December 31, 2024, is essentially due to the reclassification to the item “Current financial liabilities” of the bond maturing in 2026 (600 million euro), the decrease in the EURJPY exchange rate applied to the Private Placement in yen and the issue of three bonds:

- Blue bond of 155 million euro issued in October 2025, maturing in October 2030 and coupon of 2.875%;
- Bond of 500 million euro issued in November 2025, maturing in May 2032 and coupon of 3.25%;
- Bond of 500 million euro issued in January 2025, maturing in January 2035 and coupon of 3.625%.

“Payables to banks” amounted to 824 million euro. This item recognized the principal portion of loans granted by the European Investment Bank in the amount of 597 million euro and by various credit institutions in the amount of 227 million euro.
The decrease of 701 million euro compared to the previous year is mainly attributable to the repayment of a syndicated loan with a nominal value of 600 million euro for the acquisition of Enel electricity grids and the reclassification of capital portions maturing in the next twelve months to current liabilities, partially offset by the disbursement of a loan from the European Investment Bank with a nominal value of 200 million euro.

"Non-current Financial payables for rights of use" amounted to 190 million euro. This item increased by 56 million euro compared to December 31, 2024, net of the 1 million euro impact of initial consolidation.

"Payables to other lenders" amounted to 156 million euro (156 million euro at December 31, 2024) and primarily refer to a loan granted by Cassa Depositi e Prestiti with a nominal value of 150 million euro.

For an analysis of the maturity dates of each item of these payables, please refer to the special detailed table in the "Other information" section in chapter 6) Financial Risk Management in paragraph d. Liquidity risk, while for further analysis of the division between fixed-rate and variable-rate payables, please refer to the special detailed table in paragraph b. Interest rate risk.

The following table shows the comparison, for each long-term debt category, between the book value and the fair value, as well as the portion maturing in the following 12 months, as better described in note 26) Current financial liabilities. For listed debt instruments, the fair value is determined using the market price, while for unlisted securities the fair value is determined using valuation models for each category of financial instrument and using market data relating to the closing date of the financial period, including the credit spreads of the A2A Group. Please note that this table does not contain the valuation of financial payables for rights of use.

in millions of euro

	Nominal value	Carrying amount	Current portion	Non-current portion	Fair value
Bonds	5,703	5,714	668	5,046	5,470
Loans from banks and other lenders	1,311	1,316	336	980	1,182
Total	**7,014**	**7,030**	**1,004**	**6,026**	**6,652**

20) Deferred tax liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Net changes in the year	Balance at 12.31.2025
Deferred tax liabilities	**-**	**4**	**25**	**29**

"Deferred tax liabilities" amounted to 29 million euro at December 31, 2025 (zero at December 31, 2024), an increase of 25 million euro, net of the 4 million euro impact of the first-time consolidations of the year.

This item reflects the net effect of deferred tax liabilities and deferred tax assets for IRAP, which cannot be offset against the related deferred tax assets.

21) Employee benefits

At December 31, 2025, the balance of this item amounted to 196 million euro (214 million euro at December 31, 2024) with changes as follows:

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Provisions	Uses	Other changes	Balance at 12.31.2025
Post-employment benefits (TFR)	95	-	43	(11)	(41)	86
Employee benefits	119	-	-	(6)	(3)	110
Total employee benefits	**214**	**-**	**43**	**(17)**	**(44)**	**196**

In addition to post-employment benefits (TFR), employee benefits include the calculation of the electricity and gas discount, additional monthly payments, length-of-service bonuses, and the pension supplement paid by the Premungas pension fund to eligible employees.

The change during the year is attributable for 43 million euro to provisions for the year, for 17 million euro to the decrease due to disbursements for the year and for 44 million euro to the net decrease mainly related to payments for the year to pension funds. In addition, actuarial valuations for the year include the decrease resulting from actuarial gains/losses for 13 million euro.

Technical valuations were carried out on the basis of the following assumptions:

millions of euro

	2024	2025
Discount rate	from +2.69% to +3.38%	from +2.52% to +3.96%
Annual inflation rate	2.0%	2.0%
Annual seniority bonus increase rate	2.0%	2.0%
Annual rate of increase in tariff concessions	0.5%	0.5%
Annual additional months increase rate	0.0%	0.0%
Annual cost of electricity increase rate	2.0%	2.0%
Annual cost of gas increase rate	0.0%	0.0%
Annual salary increase rate	from 1.0% to 2.5%	from 1.0% to 2.5%
Annual post-employment benefits increase rate	3.0%	3.0%
Average annual increase rate of supplementary pensions	1.125%	1.13%
Annual turnover frequencies	from 4.0% a 5.0%	from 4.0% a 5.0%
Annual post-employment benefits advance frequencies	from 2.0% a 2.5%	from 2.0% a 2.5%

It is noted that:

- the annual discount rate used to determine the present value of the bond has been derived, in line with paragraph 83 of IAS 19, from the Iboxx Corporate AA index recognized at the measurement date. For this purpose, the yield with duration comparable to the duration of the work group evaluated was chosen;

- the annual rate of salary increase applied exclusively to companies with fewer than 50 employees on average in 2006 was determined on the basis of the reference data communicated by Group companies;
- the annual rate of Post-employment benefits increase, according to art. 2120 of the Civil Code, is equal to 75% of inflation plus 1.5 percentage points;
- the annual advance and turnover frequencies are derived from historical experiences of the Group and the frequencies arising from the experience of the Actuary on a significant number of similar companies;
- for the demographic technical bases, it is noted that:
  - for “death”, the tables TG62 (Premungas), AS62 (Electricity and gas discount) and RG48 (other plans) were used;
  - for "inability", the INPS tables divided by age and gender were used;
  - for “retirement”, the 100% parameter was used upon reaching the requirements of AGO (Obligatory General Insurance) in accordance with LD no. 04/2019;
  - for the “probability of leaving the family”, the table in the INPS model was used for projections to 2010 updated;
  - for the "frequency of the various structures of surviving nuclei and average age of members", the table in the INPS model was used for projections to 2010.

Below is a sensitivity analysis illustrating the effects on the defined-benefit actuarial liability resulting from changes, reasonably possible at the end of the reporting period, to each individual material actuarial assumption used in estimating the aforementioned liability.

millions of euro

	2025				2024			
	Electricity Discount	Gas Supply Discount	Additional months	Post-employment benefits (TFR)	Electricity Discount	Gas Supply Discount	Additional months	Post-employment benefits (TFR)
Mortality rate increased by 10%	83	1			94	1		
Mortality rate decreased by 10%	78	1			89	1		
Turnover rate +1.00%				86				96
Turnover rate -1.00%				86				96
Inflation rate +0.25%				86				97
Inflation rate -0.25%				85				95
Discount rate +0.25%	78	1	5	85	88	1	6	95
Discount rate -0.25%	83	1	6	87	94	1	6	97
Inflation rate +0.5%				2				2
Inflation rate -0.5%				2				2
Discount rate +0.5%				2				2
Discount rate -0.5%				2				2

The sensitivity analysis presented above was carried out using a methodology that extrapolates the effect on the defined benefit actuarial liability resulting from a reasonable change in a single assumption, while keeping all other assumptions unchanged.

22) Provisions for risks, charges and liabilities for landfills

millions of euro

	Balance at 12.31.2024 restated			Balance at 12.31.2025		
	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Decommissioning provisions	287	37	324	290	39	328
Landfill closing and post-closing expense provisions	159	30	189	147	35	182
Tax provisions	37	-	37	25	-	25
Personnel lawsuits and disputes provisions	48	-	48	45	-	45
Other risk provisions	256	-	256	242	17	259
Provisions for risks, charges and liabilities for landfills	**787**	**67**	**854**	**748**	**91**	**839**

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Provisions	Releases	Uses	Other changes	Balance at 12.31.2025
Decommissioning provisions	324	4	4	(2)	(21)	19	328
Landfill closing and post-closing expense provisions	189	-	7	(9)	(13)	8	182
Tax provisions	37	-	1	(10)	-	(3)	25
Personnel lawsuits and disputes provisions	48	-	3	(1)	(6)	1	45
Other risk provisions	256	-	35	(9)	(16)	(7)	259
Provisions for risks, charges and liabilities for landfills	**854**	**4**	**50**	**(31)**	**(56)**	**18**	**839**

"Provisions for risks, charges, and liabilities for landfills" amounted to 839 million euro at December 31, 2025, a decrease of 19 million euro, net of the 4 million euro contribution from the first consolidations of the year.

The "Decommissioning provisions," which amounted to 328 million euro, include expenses for the dismantling and restoration of production sites. Changes during the year included utilizations of 21 million euro to cover expenses incurred during the year under review, provisions of 4 million euro, surpluses of 2 million euro, and other increases of 19 million euro, attributable to updated appraisals and changes in inflation and discount rates.

The “Landfill closing and post-closing expense provisions”, which amounted to 182 million euro, refer to all the costs that will have to be incurred in the future for the sealing of the landfills in cultivation at the reporting date and for the subsequent post-operative management, as required by current regulations. Changes at December 31, 2025 included utilizations of 13 million euro, which represent actual disbursements during the year, net allocations of 2 million euro related to adjustments to the provisions for landfills following the update of the appraisals and inflation and discount rates, as well as other increases of 8 million euro.

"Tax provisions", which amounted to 25 million euro, refer to provisions for pending litigation with the tax authorities or territorial entities for direct and indirect taxes, levies and excises. The decrease of 12 million euro is attributable to the settlement of a dispute that is no longer ongoing.

"Personnel lawsuits and disputes provisions", which totalled 45 million euro, refer to litigation with third parties for 37 million euro and employees for 4 million euro to cover liabilities that may arise from pending litigation, and lawsuits with Social Security Institutions for 4 million euro related to social security contributions that the Group believes it will not be required to pay and are the subject of specific disputes.

“Other risk provisions”, which amounted to 259 million euro, refer to provisions relating to public water derivation fees for 162 million euro, to the mobility provision for the costs arising from the corporate restructuring plan for 11 million euro, as well as other provisions for 86 million euro. The main components of these provisions are net allocations of 26 million euro, of which 27 million euro related to additional charges for hydroelectric derivation surcharges, uses of 16 million euro, as well as other decreases of 7 million euro.

23) Derivatives and other non-current liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Non-current derivative liabilities	19	-	17	36	19	36
Other non-current liabilities	328	-	(174)	154	133	12
Total derivatives and other non-current liabilities	**347**	**-**	**(157)**	**190**	**152**	**48**

At December 31, 2025, this item decreased by 157 million euro compared to the balance at the end of the previous year.
“Other non-current liabilities”, which showed a balance of 154 million euro, refer to security deposits from customers, for 123 million euro, to liabilities pertaining to future years for 14 million euro, as well as other non-current liabilities for 17 million euro.
“Non-current derivative liabilities” amounted to 36 million euro (19 million euro at December 31, 2024) and refer to the fair value measurement of the hedging derivative relating to the yen bond maturing in 2036.

Current liabilities

24) Trade payables

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Advances and payables to customers	43	-	(17)	26		
Payables to suppliers	3,639	4	1,022	4,665		
Total trade payables	**3,682**	**4**	**1,005**	**4,691**	-	-

"Trade payables" amounted to 4,691 million euro and compared to the closing of the previous year, showed an increase of 1,005 million euro, excluding the changes related to the first-time consolidations for 4 million euro. The increase in payables to third-party suppliers is mainly attributable to the increase in commodity trading transactions with bilateral counterparties.

25) Derivatives and other current liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Current derivative liabilities *(commodity derivatives)*	767	-	(76)	691	-	-
Other current liabilities of which:	624	6	330	960	8	155
Payables to personnel	135	-	7	142		
Payables to pension and social security institutions	56	-	3	59		
Payables to Cassa per i Servizi Energetici e Ambientali	160	-	186	346		
Tax payables	125	-	-	125		
Payables to customers for work to be performed	47	1	(6)	42		
Payables to customers for interest on security deposits	4	-	-	4		
Payables for liabilities of competence of following years	9	1	2	12		
Payables for collections to be allocated	12	-	3	15		
Payables for RAI fee	7	-	1	8		
Payables to insurance companies	3	-	4	7		
Payables for environmental compensation	5	-	-	5		
Sundry payables	61	4	130	195	8	155
Total derivatives and other current liabilities	1,391	6	254	1,651	8	155

“Current derivative liabilities” amounted to 691 million euro (767 million euro at December 31, 2024) and refer to the fair value valuation of commodity derivatives. The decrease is mainly attributable to a decrease in fair value valuation due to a lower average difference between subscription prices and market prices.

"Other current liabilities" mainly refer to:

- payables to Cassa per i Servizi Energetici e Ambientali for 346 million euro (160 million euro at December 31, 2024), regarding the payable for the tariff components, invoiced and not yet paid, as well as the payable for equalization liabilities related both to prior years and the year in question;
- payables to employees for 142 million euro (135 million euro at December 31, 2024), relating to payables to employees for the productivity bonus accrued during the year, as well as the expense for holidays accrued but not taken at December 31, 2025;
- Tax payables for 125 million euro, unchanged from the previous year, refer to excise duties, withholdings, and VAT;
- payables to social security institutions of 59 million euro, an increase of 3 million euro compared to December 31, 2024, and relate to the Group's debt position with social security institutions;
- payables to customers for work to be performed during the next financial year in the amount of 42 million euro (42 million euro at December 31, 2024);
- payables for collections to be allocated for 15 million euro (12 million euro at December 31, 2024);
- payables for liabilities associated with subsequent financial years totaling 12 million euro (9 million euro at December 31, 2024);
- payables for RAI license fees of 8 million euro (7 million euro at December 31, 2024);
- payables for insurance of 8 million euro (3 million euro at December 31, 2024);
- payables for environmental compensation of 5 million euro (5 million euro at December 31, 2024).

26) Current financial liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Non-convertible bonds	354	-	314	668	354	668
Payables to banks	554	-	(221)	333	554	333
Financial payables for rights of use	42	-	(2)	40	42	40
Payables to other lenders	5	-	(2)	3	5	3
Total current financial liabilities	**955**	**-**	**89**	**1,044**	**955**	**1,044**

"Current financial liabilities" amounted to 1,044 million euro (955 million euro at December 31, 2024) and showed a net increase of 89 million euro.

"Non-convertible bonds" amounted to 668 million euro and show an increase of 314 million euro. During the year, a bond maturing in June 2026 with a nominal value of 600 million euro was reclassified from "Non-current financial liabilities", partially offset by the redemption at maturity of a bond with a nominal value of 300 million euro in February 2025. At December 31, 2025, the calculation of interest coupons amounted to 69 million euro (54 million euro at December 31, 2024).

Current “Payables to banks”, which amount to 333 million euro, comprise the principal portion of loans granted by the European Investment Bank, for 68 million euro, by various credit institutions, for 261 million euro, and accrued interest, net of the amortized cost of 4 million euro.
The reduction of 221 million euro compared to the end of the previous year is mainly related to the portions repaid in the year and the reduction in the use of “Hot money” lines, partly offset by the reclassification from “Non-current financial liabilities” of residual loans maturing in the next twelve months.

“Current financial payables for rights of use” amounted to 40 million euro, a decrease of 2 million euro compared to the previous year.

Current “Payables to other lenders” amounted to 3 million euro, a decrease of 2 million euro compared to the previous financial year, mainly attributable to the accrued interest on the loan granted by Cassa Depositi e Prestiti for a nominal value of 150 million euro.

27) Current tax liabilities

millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes	Balance at 12.31.2025
Current tax liabilities	120	-	(83)	37

“Current tax liabilities” amounted to 37 million euro (120 million euro at December 31, 2024) representing a decrease of 83 million euro compared to the previous year-end.

28) Liabilities directly associated with assets held for sale

in millions of euro

	Balance at 12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Changes in the year	Balance at 12.31.2025	*of which included in the NFP*	
					12.31.2024 restated	*12.31.2025*
Liabilities directly associated with assets held for sale	11	-	(11)	-	-	-

At December 31, 2025, "Liabilities directly associated with assets held for sale" had a value of zero. At December 31, 2024, this item amounted to 11 million euro and included the value of debts and liabilities related to certain gas distribution ATEM, acquired by Ascopiave.

2.11

Net financial debt

(pursuant to Communication ESMA/32-382-1138)

29) Net financial debt (pursuant to Communication ESMA/32-382-1138

The following table provides details of net debt:

millions of euro

	Notes	12.31.2024 restated	Effect of first-time consolidation of 2025 acquisitions	Change	12.31.2025
Bonds - non-current portion	19	4,503	-	543	5,046
Bank loans - non-current portion	19	1,525	-	(701)	824
Non-current payables to other lenders	19	156	-	-	156
Non-current financial payables for rights of use	19	133	1	56	190
Other non-current liabilities (*)	23	152	-	(104)	48
Total medium/long-term debt		**6,469**	**1**	**(206)**	**6,264**
Other non-current assets (**)	7	(2)	-	-	(2)
Total medium/long-term financial receivables		**(2)**	**-**	**-**	**(2)**
Total non-current net debt		**6,467**	**1**	**(206)**	**6,262**
Bonds - current portion	26	354	-	314	668
Bank loans - current portion	26	554	-	(221)	333
Current amounts due to other providers of finance	26	5	-	(2)	3
Current financial payables for rights of use	26	42	-	(2)	40
Other current liabilities	25	8	-	147	155
Total short-term debt		**963**	**-**	**236**	**1,199**
Financial assets – related parties	11	(1)	-	-	(1)
Other current financial assets	11	(31)	-	8	(23)
Other current assets (**)	10	(1)	-	1	-
Total short-term financial receivables		**(33)**	**-**	**9**	**(24)**
Cash and cash equivalents	13	(1,549)	(4)	(326)	(1,879)
Total current net debt		**(619)**	**(4)**	**(81)**	**(704)**
Net financial debt as per ESMA communication		**5,848**	**(3)**	**(287)**	**5,558**
Non-current financial assets	5	(9)	-	(71)	(80)
Non-current financial assets - related parties	5	(4)	-	-	(4)
Net financial debt		**5,835**	**(3)**	**(358)**	**5,474**

(*) include hedging financial derivatives for 36 million euro; 19 million euro as of December 31, 2024.
(**) refer to financial derivatives hedging interest rates on loans.

The Group net financial position was 5,474 million euro.
Insofar as the disclosure about indirect financial debt is concerned, the Group has identified financial commitments due within one year in connection with employee benefits, decommissioning provisions and liabilities for landfills, tax disputes and reverse factoring, amounting to 112 million euro.

Pursuant to IAS 7 “Statement of Cash Flows”, the following are the changes in financial assets and liabilities:

			Non-cash Flow			
	12.31.2024 restated	Cash flow	First-time consolidation effect	Change in fair value	Other changes	12.31.2025
Bonds	4,857	736	-	(13)	134	5,714
Financial payables	2,415	(1,033)	1	-	163	1,546
Other liabilities in NFP	160	-	-	38	5	203
Financial assets including IFRS 16	(45)	46	-	-	(109)	(108)
Other assets in NFP	(3)	11	-	1	(11)	(2)
Net liabilities deriving from financing activities	**7,384**	**(240)**	**1**	**26**	**182**	**7,353**
Cash and cash equivalents	(1,549)	(326)	(4)	-	-	(1,879)
Net financial debt	**5,835**	**(566)**	**(3)**	**26**	**182**	**5,474**

2.12
Notes to the income statement

For changes in the scope of consolidation as at December 31, 2025, please refer to the section "Scope and Criteria of Consolidation".

Moreover, the economic figures at December 31, 2025 are not consistent with the previous year due to the following extraordinary transactions in 2024:

- acquisition by A2A S.p.A. of 90% of the Duereti S.r.l., a company operating in electricity distribution, with consequent line-by-line consolidation;
- acquisition in May 2024 by A2A Rinnovabili S.p.A. of 70% of the company Parco Solare Friulano 2 S.r.l. with consequent line-by-line consolidation;
- acquisition in September 2024 by Agripower S.p.A. of 100% of Biomax Società Agricola a r.l., a company operating in the production of electricity from biogas, with consequent line-by-line consolidation;
- incorporation of the company A2A Trezzo Ambiente S.r.l. held 86% by A2A Ambiente S.p.A. and 4% by A2A Calore & Servizi S.r.l. with consequent a line-by-line consolidation of the company;
- incorporation in July 2024 of TEXELERA S.c. a r.l., held 51% by A2A S.p.A., with consequent line-by-line consolidation of the company.

30) Revenue

Revenue for the year amounted to 14,063 million euro (12,857 million euro at December 31, 2024), which was therefore an increase of 1,206 million euro (9.4%).

Details of the more significant items are as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Total industrial portfolio revenues	12,165	11,089	1,076	9.7%
Total trading portfolio revenues	41	52	(11)	(21.2%)
Total revenue from services	1,533	1,429	104	7.3%
Total revenue from sales and services	**13,739**	**12,570**	**1,169**	**9.3%**
Other income	**324**	**287**	**37**	**12.9%**
Total revenue	**14,063**	**12,857**	**1,206**	**9.4%**

The change is mainly due to the increase in electricity sales volumes in the retail segment, as well as the contribution from the consolidation of the company Duereti.

Further details of the main items are as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Sales and distribution of electricity ind.	8,041	7,154	887	12.4%
Sale and distribution of gas ind.	3,551	3,436	115	3.3%
Sale of heat	274	268	6	2.2%
Sale of water	99	95	4	4.2%
Sale of materials	69	62	7	11.3%
Sale of environmental certificates ind.	82	44	38	86.4%
Connection contributions	49	30	19	63.3%
Total industrial portfolio revenue	**12,165**	**11,089**	**1,076**	**9.7%**
Total trading portfolio revenue	**41**	**52**	**(11)**	**(21.2%)**
Total revenue from services	**1,533**	**1,429**	**104**	**7.3%**
Total revenue from sales and services	**13,739**	**12,570**	**1,169**	**9.3%**
Reintegration of costs – S. Filippo del Mela plant (Essential Unit plant)	58	66	(8)	(12.1%)
Damage compensation	14	13	1	7.7%
Contributions - Cassa Servizi Energetici ed Ambientali	14	6	8	n.s.
Incentives for production from renewable sources (feed-in tariff)	46	66	(20)	(30.3%)
Rents receivable	6	6	-	0.0%
Other revenue	186	130	56	43.1%
Other income	**324**	**287**	**37**	**12.9%**
Total revenue	**14,063**	**12,857**	**1,206**	**9.4%**

The item “Other income” increased by 37 million euro, mainly due to the gain related to the sale of certain gas distribution ATEM to Ascopiave.

Further details on the reasons for the performance of revenues relating to the various Business Units can be found in the paragraph “Result by sector”.

It is also noted that revenues from the industrial portfolio include 683 million euro of revenues generated abroad in the European Community.

31) Operating expenses

"Operating expenses" amounted to 10,853 million euro (9,637 million euro at December 31, 2024), representing an increase of 1,216 million euro.

The main components of this item are as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Total expenses for raw materials and consumables industrial portfolio	7,772	6,947	825	11.9%
Total trading portfolio expenses	7	4	3	75.0%
Total expenses for services	2,728	2,267	461	20.3%
Total expenses for raw materials and services	**10,507**	**9,218**	**1,289**	**14.0%**
Total other operating expenses	**346**	**419**	**(73)**	**(17.4%)**
Total operating expenses	**10,853**	**9,637**	**1,216**	**12.6%**

"Total expenses for raw materials and services" amounted to 10,507 million euro (9,218 million euro at December 31, 2024), increasing by 1,289 million euro.

This increase was mainly due to the combined effect of the following factors:

- increased purchases of raw materials and consumables in the industrial portfolio by 825 million euro, attributable to the increase in costs for energy and fuel purchases of 714 million euro, the increase in expenses related to the purchase of environmental certificates of 73 million euro, the increase in purchases of materials of 10 million euro, and the increase in inventories of fuels and materials of 26 million euro;
- increased trading portfolio expenses of 3 million euro;
- increased expenses for transport, maintenance and repairs, and other services of 461 million euro.

For further information, the following table sets out details of the more significant components:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Purchases of power and fuel	7,222	6,508	714	11.0%
Purchases of materials	202	192	10	5.2%
Purchases of water	3	3	-	-
Hedging losses on operating derivatives	2	1	1	100.0%
Hedging gains on operating derivatives	(4)	(5)	1	(20.0%)
Purchases of emission certificates and allowances	322	249	73	29.3%
Change in inventories of fuel and materials	25	(1)	26	n.s.
Total expenses for raw materials and consumables industrial portfolio	**7,772**	**6,947**	**825**	**11.9%**
Total trading portfolio expenses	**7**	**4**	**3**	**75.0%**
Delivery and transmission expenses	1,733	1,303	430	33.0%
Maintenance and repairs	212	232	(20)	(8.6%)
Other services	783	732	51	7.0%
Total expenses for services	**2,728**	**2,267**	**461**	**20.3%**
Total expenses for raw materials and services	**10,507**	**9,218**	**1,289**	**14.0%**
Leasehold improvements	76	90	(14)	(15.6%)
Contributions to territorial entities, consortia and ARERA	15	15	-	-
Taxes and duties	45	41	4	9.8%
Damages and penalties	16	11	5	45.5%
Other expenses	194	262	(68)	(25.9%)
Total other operating expenses	**346**	**419**	**(73)**	**(17.4%)**
Total operating expenses	**10,853**	**9,637**	**1,216**	**12.6%**

The item "Other services" totalling 783 million euro includes, among others, communication costs of 46 million euro (in the previous year, they amounted to 47 million euro).

Trading margin

The following table sets out the results arising from the trading portfolio; these figures relate to trading in electricity, gas and environmental certificates.

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Revenue	10,987	5,811	5,176	89.1%
Operating expenses	(10,953)	(5,763)	5,190	90.1%
Total trading margin	**34**	**48**	**(14)**	**(29.2%)**
of which net revenue	41	52	(11)	(21.2%)
of which net expenses	(7)	(4)	(3)	75.0%
Total trading margin	**34**	**48**	**(14)**	**(29.2%)**

The trading margin was positive for 34 million euro, a decrease of 14 million euro compared to December 31, 2024.

During 2025, the energy market continued its path of progressive normalization, supported by a stable availability of LNG, climatic conditions that limited demand peaks, and structurally lower volatility than in the three-year period 2022–2024.

In this context, the smaller amplitude of price excursions reduced the overall profit capture opportunities typical of trading activity. Despite this, the continuity of brokerage operations, price quotation and market making activities allowed the portfolio to achieve a positive economic result, albeit within a less favorable context than in the years with higher volatility.

32) Personnel expenses

Net of capitalized expenses, personnel expenses at December 31, 2025 amounted to 918 million euro (892 million euro at December 31, 2024).

"Personnel expenses" may be analysed as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Wages and salaries	708	671	37	5.5%
Social security charges	234	223	11	4.9%
Post-employment benefits (TFR)	43	41	2	4.9%
Other costs	60	77	(17)	(22.1%)
Total personnel expenses before capitalizations	**1,045**	**1,012**	**33**	**3.3%**
Capitalized personnel expenses	(127)	(120)	(7)	5.8%
Total personnel expenses	**918**	**892**	**26**	**2.9%**

Personnel expenses, amounting to 918 million euro, increased by approximately 26 million euro (+2.9%). The change is due to the higher number of FTE (Full-Time Equivalent) in 2025 compared to the previous year, as a result of recruitment during 2025 to support business development and the integration of the Duereti workforce. The remainder of the increase is attributable to the combined effect of salary increases for contractual renewals, merit increases, and lower charges for mobility and redundancy incentives.

The table below shows the average number of employees by category:

	12.31.2025	12.31.2024	Changes
Managers	206	201	5
Middle Managers	998	951	47
White-collar workers	6,895	6,593	302
Blue-collar workers	6,780	6,640	140
Total	**14,879**	**14,385**	**494**

At December 31, 2025, the average per capita labour cost, excluding the effects of the consolidation of the company Duereti, which took place on December 31, 2024, amounted to 61.95 thousand euro. In the previous year, it was 62.01 thousand euro.

At December 31, 2025, the Group had 14,959 employees. At December 31, 2024, the Group had 14,777 employees.

Other personnel expenses include approximately 1 million euro (12 million euro at December 31, 2024) in costs related to the overall cost of the corporate restructuring plan related to future employee redundancies, and 5 million euro (4 million euro at December 31, 2024) in provisions related to the new corporate welfare plan for Group employees called "A2A Life Caring," aimed at supporting parenting through the recognition of contributions for employees' children up to 18 years of age in the areas of education, training, and work-life balance.

33) Gross operating profit (loss) - EBITDA

As a result of the above changes, consolidated “Gross operating profit (loss) - EBITDA” at December 31, 2025 amounted to 2,292 million euro (2,328 million euro at December 31, 2024).

For further information, please refer to the description in the paragraph "Analysis of the main business sectors" in the Report on Operations.

34) Depreciation, amortization, provisions and impairment losses

"Depreciation, amortization, provisions and impairment losses" totalled 1,057 million euro (1,011 million euro at December 31, 2024), representing an increase of 46 million euro.

The following table provides details of the individual items:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Amortization of intangible assets	351	304	47	15.5%
Depreciation of property, plant and equipment	604	580	24	4.1%
Net impairment losses of fixed assets	13	14	(1)	(7.1%)
Total amortization, depreciation and impairment losses of non-current assets	**968**	**898**	**70**	**7.8%**
Provisions for risks	19	31	(12)	(38.7%)
Impairment losses on trade receivables	70	82	(12)	(14.6%)
Total depreciation, amortization, provisions and impairment losses	**1,057**	**1,011**	**46**	**4.5%**

“Depreciation, amortization and impairment losses” totalled 968 million euro (898 million euro at December 31, 2024), representing an overall increase of 70 million euro.

"Amortization of intangible assets" amounted to 351 million euro (304 million euro at December 31, 2024). The item includes higher amortization of 47 million euro, of which 26 million euro relates to the integrated water service, gas distribution and metering, the implementation of information systems, and new customer lists, and 21 million euro relates to the consolidation of Duereti S.r.l..

"Depreciation of property, plant and equipment" showed an increase of 24 million euro compared to December 31, 2024 and included:

- higher depreciation of 29 million euro, mainly relating to the investments which went into production after December 31, 2024;
- higher depreciation of 28 million euro for the consolidation of the Duereti company;
- lower depreciation of 40 million euro due to revision of useful life of plants;
- higher depreciation of 7 million euro for rights of use.

Impairment losses for the year amounted to 13 million euro (14 million euro at December 31, 2024) and mainly related to the cancellation of projects no longer in the core business and the impairment losses of assets no longer considered functional to the Group’s activities.

“Provisions for risks” had a net effect of 19 million euro (net effect of 31 million euro at December 31, 2024) due to the provisions for the year of 49 million euro relating to the provision for derivation fees public water for 28 million euro, to provisions for closure and post-closure costs of landfills and decommissioning for 11 million euro and to other provisions for 10 million euro, adjusted by surpluses mainly following the release of tax provisions, closure and post-closure expense provisions on landfills and other provisions for 30 million euro.

For further information, reference is made to note 22) Provisions for risks, charges and liabilities for landfills.

The "Impairment losses on trade receivable" amounted to 70 million euro (82 million euro at December 31, 2024). There were lower provisions for bad debts, amounting to 12 million euro, mainly relating to the gradual protection segment, which includes micro-enterprises and households.

35) Operating profit (loss) - EBIT

“Operating profit (loss) - EBIT” amounted to 1,235 million euro (1,317 million euro at December 31, 2024).

36) Finance income and expenses

The “Finance income and expenses” amount to 143 million euro (net expense of 106 million euro at December 31, 2024).

Details of the more significant items are as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Finance income	52	113	(61)	(54.0%)
Finance expenses	(223)	(221)	(2)	0.9%
Portion of income and expenses when shareholdings are carried at equity	28	2	26	n.s.
Net finance income (expenses)	**(143)**	**(106)**	**(37)**	**34.9%**

“Finance income” amounted to 52 million euro (113 million euro at December 31, 2024) and may be analyzed as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Bank income	29	47	(18)	(38.3%)
Realized on financial derivatives	-	5	(5)	(100.0%)
Capital gains on disposal of financial assets	-	1	(1)	(100.0%)
Other finance income	23	60	(37)	(61.7%)
Total finance income	**52**	**113**	**(61)**	**(54.0%)**

The decrease of 18 million euro in income from credit institutions is mainly attributable to a fall in the interest rates applied, resulting from the effects of the European Central Bank’s monetary policy decisions.

"Finance expenses", which amounted to 223 million euro, increased by 2 million euro compared to December 31, 2024, and may be analyzed as follows:

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Interest on bond loans	125	112	13	11.6%
Interest charged by banks	52	50	2	4.0%
Interest on Cassa Depositi e Prestiti loans	6	4	2	50.0%
Decommissioning costs	11	10	1	10.0%
Other finance expenses of which:	32	46	(14)	(30.4%)
Discounting charges	*15*	*13*	*2*	*15.4%*
Finance expenses (IFRS16)	*6*	*4*	*2*	*50.0%*
Foreign exchange losses	-	-	-	
Other expenses	*11*	*29*	*(18)*	*(62.1%)*
Total finance expenses before capitalizations	**226**	**222**	**4**	**1.8%**
Capitalized finance expenses	(3)	(1)	(2)	n.s.
Total finance expenses	**223**	**221**	**2**	**0.9%**

The increase in bond interest of 13 million euro was mainly attributable to higher expenses for the issuance of the 500 million euro European Green Bond with a coupon of 3.625% issued in January 2025, for the issuance of the 155 million euro Blue Bond in a private placement format with a coupon of 2.875% issued in October 2025, and for the issuance of the 500 million euro European Green Bond with a coupon of 3.25% issued in November 2025, partially offset by lower expenses due to the maturity of two bonds of 300 million euro each (in March 2024 and February 2025). The increased interest payable to credit institutions, amounting to 2 million euro, is mainly attributable to the loan from the European Investment Bank with a nominal value of 200 million euro, disbursed in July.

The Portion of income and expenses when shareholdings are carried at equity amounted to 28 million euro (2 million euro at December 31, 2024) and relates, for 25 million euro, to the write-back of the shareholding in Ergosud S.p.A. following an impairment test, and, for 3 million euro, to the positive valuation of the shareholdings held in certain associated companies.

37) Income taxes

millions of euro

	12.31.2025	12.31.2024	Changes	Percentage change
Current IRES	258	349	(91)	(26.1%)
Current IRAP	57	71	(14)	(19.7%)
Effect of differences - taxes of previous years	(1)	(6)	5	(83.3%)
Total current taxes	**314**	**414**	**(100)**	**(24.2%)**
Deferred tax assets IRES	34	(17)	51	n.s.
Deferred tax assets IRAP	4	(3)	7	n.s.
Deferred tax assets	**38**	**(20)**	**58**	**n.s.**
Deferred tax liabilities IRES	(38)	(68)	30	(44.1%)
Deferred tax liabilities IRAP	(4)	(7)	3	(42.9%)
Deferred tax liabilities	**(42)**	**(75)**	**33**	**(44.0%)**
Total taxes	**310**	**319**	**(9)**	**(2.8%)**

"Income taxes" for the year amounted to 310 million euro (319 million euro at December 31, 2024) and the breakdown is as follows:

- for 258 million euro current IRES for the year;
- for 57 million euro current IRAP for the year;
- for -1 million euro taxes of previous years;
- for 38 million euro deferred tax assets;
- for -42 million euro deferred tax liabilities.

Pursuant to Article 162-bis of Presidential Decree no. 917/1986, the parent company A2A in the 2024 financial year qualifies as a so-called "non-financial holding company". Accordingly, A2A determined the total amount of IRAP for the 2025 financial year by adding to the net production value, determined in accordance with the provisions specific to joint-stock companies (pursuant to Articles 5 and 11 of Legislative Decree no. 446/1997), the difference between:

- interest and similar income
- interest and similar expense

according to the provisions contained in Art. 6, paragraph 9 of Legislative Decree no. 446/1997. The production value thus calculated was subject to the average IRAP rate of 5.56%.

The reconciliation between the tax burden posted in the Consolidated Financial Statements and theoretical tax liabilities, calculated on the basis of theoretical rates applicable in Italy, is as follows:

Reconciliation between the tax burden posted in the Financial Statements and theoretical tax liabilities

	2025	Rate %	2024	Rate %
Pre-tax result	**1,092**		**1,211**	
Theoretical rates based on applicable tax rates[1]	262	24.0%	291	24.0%
Adjustment of prior year taxes			(6)	(0.5%)
Exemptive revaluation (Decree-Law 185/2008)			(37)	(3.1%)
PEX effect Disposal of investment	(10)	(0.9%)		
Permanent differences	17	1.6%	3	1.0%
Other differences	(16)	(1.5%)	8	0.7%
Total taxes charged to Income statement (excluding IRAP)	**253**	**23.2%**	**259**	**21.4%**
Current IRAP	57	5.2%	60	5.0%
Total taxes charged to Income statement	**310**	**28.4%**	**319**	**26.3%**

(1) Taxes have been calculated considering a theoretical IRES rate of 24%,

Global Minimum Tax

The A2A Group falls within the scope of Directive (EU) 2022/2523, implemented in Italy through Legislative Decree No. 209 of 27 December 2023, which introduces the Global Anti-Base Erosion Rules (GloBE) set out in the "Pillar 2" of OECD. These rules, which came into force for tax periods beginning on or after January 1, 2024, provide for the application of a minimum effective tax rate of 15% to multinational groups with consolidated revenues of 750 million euro or more in at least two of the four preceding financial years.

In order to determine any Top-up Tax, the GloBE rules require the calculation of an Effective Tax Rate (ETR) for each jurisdiction in which the Group operates, based on the ratio of the Adjusted Covered Taxes to the GloBE Income of the entities present in that jurisdiction.

For the first years of application, the OECD has established specific simplification provisions known as the 'Transitional Country-by-Country Reporting Safe Harbour', which have been transposed into Italian law.

Under the rules of the simplified transitional regimes, the supplementary tax in a given jurisdiction can be considered zero if one of the following tests is met, based on the data from the Group's qualified Country-by-Country Report and qualified financial statements:

- De minimis test: total revenues of less than 10 million euro and pre-tax profit (loss) of less than 1 million euro in the jurisdiction;
- Simplified ETR test: simplified effective tax rate equal to or higher than the transitional threshold (16% for the 2025 financial year and 17% for the 2026 and 2027 financial years);
- Ordinary profit test: the pre-tax profit (loss) in the jurisdiction is equal to or less than the amount of the Substance-based Income Exclusion (SBIE).

Application to the A2A Group

The Group conducted a detailed analysis of all jurisdictions in which it operates for the purpose of applying the Pillar 2 provisions. For the current year ending December 31, 2025, the Group verified the applicability of the simplified transitional arrangements based on the data from the qualified Country-by-Country Report, prepared using qualified financial statements that comply with the requirements of the legislation.

The analysis carried out showed that all jurisdictions in which the Group operates met the criteria of at least one of the simplified transitional regime tests. Therefore, the Top-up Tax for these jurisdictions was considered to be zero for the reporting period, in accordance with the transitional provisions set out in the GloBE legislation.

The Group will continue to monitor developments in the regulatory framework and in the interpretative guidance issued by the OECD and the relevant tax authorities, in order to ensure full compliance with the Pillar 2 provisions in subsequent reporting periods.

Finally, the Group has also applied the temporary exception introduced in May 2023 by the IASB through the 'Amendments to IAS 12 Income Taxes: International Tax Reform – Pillar II Model Rules', concerning the accounting requirements for deferred taxes under IAS 12; consequently, no information regarding deferred tax assets and liabilities arising from the application of the Pillar II legislation is provided here.

38) (Profit) loss for the year attributable to non-controlling interests

The "(Profit) loss for the year attributable to non-controlling interests" is 32 million euro and mainly includes the portion attributable to minority interests of the Acinque Group and the AEB Group. In the previous year, the item showed a balance of 28 million euro.

39) Group net profit

The "Group net profit" was positive for 750 million euro (positive for 864 million euro at December 31, 2024).

2.13

Earnings per share

40) Earnings per share

	January 01, 2025 December 31, 2025	January 1, 2024 December 31, 2024
Earnings (loss) per share (in euro)		
- basic	0.2395	0.2759
- basic from continuing operations	0.2395	0.2759
- basic from assets held for sale	-	-
- diluted	0.2395	0.2759
- diluted from continuing operations	0.2395	0.2759
- diluted from assets held for sale	-	-
Weighted average number of outstanding shares for the calculation of earnings (loss) per share		
- basic	3,131,499,128	3,132,905,277
- diluted	3,131,499,128	3,132,905,277

2.14

Note on related party transactions

41) Note on related party transactions

The definition of “related parties” is included in the international accounting standard describing the disclosures, which must be made for related party transactions in financial statements (revised IAS 24).

Relationships with parent companies and their subsidiaries

On October 5, 2007, the Municipalities of Milan and Brescia signed a Shareholders’ Agreement to regulate the ownership structure of A2A S.p.A.; this gave the Municipalities joint control over the company.

Specifically, the merger effective January 1, 2008, regardless of the legal structure established, was considered a joint venture, whose joint control was exercised by the Municipalities of Milan and Brescia, each of which owned a share equal to 27.5%.

On June 13, 2014, the Shareholders’ Meeting modified the company’s governance system, passing from the original two-tier system, adopted in 2007, to a “traditional” system of management and control through the appointment of the Board of Directors.

In December 2014, the Municipalities of Milan and Brescia sold a total shareholding of 0.51% of A2A S.p.A., while in the first two months of 2015, the Municipalities of Milan and Brescia sold an additional shareholding of 4.5% of A2A S.p.A..

On October 4, 2016, the Municipalities of Milan and Brescia renewed for another three years, with effect from January 1, 2017, the Shareholders' Agreement signed on December 30, 2013, concerning 1,566,452,642 ordinary shares representing 50% plus two shares of the share capital of A2A S.p.A.. On May 20, 2016, the two Municipalities had proceeded to sign an appendix to the Agreement, which envisaged reducing from six months to three months the term of the agreement, during which it is possible to terminate the same.

On October 26, 2016, the Municipality of Milan received from the Municipality of Brescia the proposal, approved by the Council of said Municipality on October 25, 2016, to partially amend the shareholders' agreement relating to A2A S.p.A. existing between the two Municipalities. In particular, said proposal requires the commitment of the two Municipalities to maintain syndicated and bound, in the new agreement, a number of shares held by them in equal measure, equal to 42% of the share capital of A2A S.p.A.. On November 4, 2016, the Council of the Municipality of Milan, after having favourably examined the proposal of the Municipality of Brescia of a partial amendment to the shareholders' agreement, submitted to the Municipal Council the proposal of the new shareholders' agreement for the final determinations of competence.

On January 23, 2017, the Milan City Council approved the new Shareholders' Agreement between the Municipality of Milan and the Municipality of Brescia regarding the shareholding in A2A S.p.A. and has undertaken the commitment not to proceed with the disposal of any shares owned by the Municipality of Milan.

On August 2, 2019, the Municipality of Milan, also on behalf of the Municipality of Brescia, announced that the aforementioned Shareholders' Agreement was not subject to termination. Consequently, the agreement is to be considered renewed with effect from February 1, 2020 to January 31, 2023.

On August 2, 2022, the Municipality of Milan, also on behalf of the Municipality of Brescia, announced that the aforementioned Shareholders' Agreement was not subject to termination. Consequently, the agreement is to be considered renewed with effect from February 1, 2023 to January 31, 2026.

On August 4, 2025, the Municipality of Milan, also on behalf of the Municipality of Brescia, announced that the aforementioned Shareholders' Agreement was not subject to termination. Consequently, the agreement is to be considered renewed with effect from February 1, 2026 to January 31, 2029.

At the date of approval of these consolidated Financial Statements at December 31, 2025, each of the two shareholders hold 25% of the share capital plus one share (overall equal to 50% plus two shares), which allows the two municipalities to maintain control over the Company.

The A2A Group companies and the Municipalities of Milan and Brescia routinely entertain commercial relationships related to the supply of electricity, gas, heat, and potable water, management of public lighting systems and street lights, management of water purification and sewers, garbage collection and street sweeping and video surveillance.

Similarly, the A2A Group companies entertain commercial relationships with the companies controlled directly and indirectly by the Municipalities of Milan and Brescia, for example, Metropolitana Milanese S.p.A., ATM S.p.A., Brescia Mobilità S.p.A., Brescia Trasporti S.p.A. and Centrale del Latte di Brescia S.p.A., supplying them with electrical energy, gas, heat, water purification and sewer service at market rates appropriate to the supply conditions and providing the services required. Note that these companies are considered related parties in the preparation of the financial statement schedules pursuant to Consob Resolution 15519 of July 27, 2006.

The relationships between the Municipalities of Milan and Brescia and the A2A Group, in relation to granting the services associated with public lighting, street lights, management and supply of electricity, gas, heat, and water purification and sewer service are regulated by special conventions and specific contracts.

The relationships between the companies controlled by the Municipalities of Milan and Brescia, which refer to the supply of electricity, are at arm's length conditions.

Relationships with subsidiaries and associates

The parent company A2A S.p.A., operates like a centralized treasury for the majority of the subsidiaries.

Relations between the companies are regulated through current accounts between the parent company and the subsidiaries, on which rates are applied, at market conditions, based on variable Euribor, with specific spreads for companies. For the financial year 2025, A2A S.p.A. and its subsidiaries have adopted the VAT procedure of the Group.

Note that for IRES purposes, A2A S.p.A. files for tax on a consolidated basis, together with its main subsidiaries, in accordance with arts. 117-129 of DPR 917/86. To this end, with each of the subsidiaries joining, a special contract was drawn up to regulate the tax advantages/disadvantages transferred, with specific reference to the current entries. These contracts also govern the transfer of any excess of ROL as set forth by prevailing legislation.

The parent company provides the subsidiaries and associates with administrative, fiscal, legal, management and technical services in order to optimize the resources available in the company and to use the existing expertise in terms of economic convenience. These services are governed by specific service contracts stipulated annually. A2A S.p.A. also makes office space and operating areas at its own premises available to subsidiaries and associates, as well as associated services. These are provided at market conditions.

The company A2A gencogas S.p.A., for a monthly fee related to the actual availability of the thermoelectric plants, provide to the Parent Company the power generation service.

As of July 1, 2018, the Acinque Group's related-party transactions with related parties of the A2A Group are shown as related parties.

As of November 1, 2020, the AEB Perimeter's related-party transactions with related parties of the A2A Group are shown as related parties.

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The information on corporate governance and ownership structures required by article 123-bis of Legislative Decree no. 58/1998, as amended, is contained in a separate document 'Report on Corporate Governance and Ownership Structures for the year ended December 31, 2025' which forms an integral part of the financial statements documentation.

In compliance with the requirements of the “Regulation on provisions relating to related party transactions” adopted by Consob with Resolution no. 15519 of July 27, 2006 and subsequently amended by Resolution no. 17389 of June 23, 2010, by way of a resolution of November 11, 2010 the Management Board approved, following the favourable opinion of the Internal Control Committee, the prescribed procedure for identifying the rules and controls designed to ensure the transparency and substantial and procedural correctness of the related party transactions carried out by A2A S.p.A. directly or through its subsidiaries. The aforementioned Procedure was applied effective January 1, 2011 and subsequently amended on August 1, 2012, November 7 and December 18, 2013 and June 22, 2015.

Following a periodic review, the Procedure was subsequently amended/supplemented and approved by the Board of Directors on June 20, 2016, subject to the favourable opinion of the Audit and Risks

Committee and then updated on June 22, 2017, in view of Consob Resolution no. 19925 of March 22, 2017 and on December 16, 2019, in view of the amendments to art. 192-quinquies of Legislative Decree no. 58 of February 24, 1998 ("TUF") (art. 4 of Legislative Decree no. 49 of May 10, 2019).
Following the Board of Directors' decision on June 25, 2021, and with the approval of the Related Parties Committee established by the resolution on May 13, 2021, the Procedure was revised—effective from July 1, 2021—to align with the Related Parties Regulation, as altered by Consob Resolution no. 21624 on December 10, 2020, in accordance with the so-called 'Shareholders' Rights II' Directive.

Lastly, the Procedure was amended and supplemented on July 30, 2024 by the Board of Directors, effective from August 1, 2024, following a periodic review and with the approval of the Related Parties Committee, established by board resolution on May 11, 2023. The aforementioned procedure can be found on the website www.gruppoa2a.it.

A2A S.p.A has availed itself of the possibility permitted by article 70, paragraph 8 and article 71, paragraph 1-bis of the Issuers' Regulations, and hence of derogating from the requirement to make an information document available to public in the event of significant mergers, spin-offs, share capital increases by means of the contribution of assets in kind, acquisitions and disposals.

Below are the tables with detail of the related party transactions, in accordance with the Consob Resolution no. 15519 of July 27, 2006:

millions of euro

		of which with related parties								
Situation Balance sheet	**Total 12.31.2025**	**Companies associated and subsidiaries of associates**	**Companies related**	**Municipality of Milan**	**Companies controlled directly and indirectly Municipality of Milan**	**Municipality of Brescia**	**Companies controlled directly and indirectly Municipality of Brescia**	**People individuals related**	**Total parties related**	**% effect on the item balance sheet**
Total assets of which:	**21,383**	**9**	**51**	**72**	**25**	**17**	**1**	**-**	**175**	**0.8%**
Non-current assets	*13,527*	*7*	*45*	*-*	*-*	*4*	*-*	*-*	*56*	*0.4%*
Shareholdings	52	7	45	-	-	-	-		52	100.0%
Other non-current financial assets	167	-	-	-	-	4	-	-	4	2.4%
Current assets	*7,856*	*2*	*6*	*72*	*25*	*13*	*1*	*-*	*119*	*1.5%*
Trade receivables	4,454	2	5	72	25	12	1	-	117	2.6%
Current financial assets	24	-	1	-	-	1	-	-	2	8.3%
Total liabilities of which:	**14,893**	**10**	**3**	**1**	**1**	**7**	**-**	**-**	**22**	**0.1%**
Current liabilities	7,514	10	3	1	1	7	-	-	22	0.3%
Trade payables	4,691	10	3	1	1	7	-	-	22	0.5%

millions of euro

Income statement	Total 12.31.2025	of which with related parties: Companies associated and subsidiaries of associates	Companies related	Municipality of Milan	Companies controlled directly and indirectly Municipality of Milan	Municipality of Brescia Municipality of Brescia	Companies controlled directly and indirectly Municipality of Brescia Municipality of Brescia	People individuals related	Total parties related	% effect on the item balance sheet
Revenue	**14,063**	**11**	**23**	**338**	**148**	**49**	**8**	**-**	**577**	**4.1%**
Revenue from sales and services	13,739	11	23	338	148	49	8	-	577	4.2%
Operating expenses	**10,853**	**15**	**21**	**12**	**10**	**8**	**-**	**-**	**66**	**0.6%**
Costs for raw materials and services	10,507	8	21	-	10	-	-	-	39	0.4%
Other operating expenses	346	7	-	12	-	8	-	-	27	7.8%
Personnel expenses	**918**	**-**	**-**	**-**	**-**	**-**	**-**	**2**	**2**	**0.2%**
Net finance income (expenses)	**(143)**	**1**	**27**	**-**	**-**	**1**	**-**	**-**	**29**	**(20.3%)**
Finance income	52	-	-	-	-	1	-	-	1	1.9%
Share of profit (loss) of equity-accounted investees	28	1	27	-	-	-	-	-	28	100.0%

For directors' emoluments, please refer to note 32 “Personnel expenses” of these Explanatory Notes.

It should be noted that during the year, A2A S.p.A. made grants totalling 5 million euro to foundations that have been included on a voluntary basis among related parties. Specifically, these involve: Fondazione AEM, Fondazione ASM, Fondazione LGH E.T.S., Comitato Banco dell’Energia Onlus, Fondazione Brescia Musei, Associazione Centro Teatrale Bresciano and Fondazione Teatro alla Scala.

* * *

With regard to the compensation paid to the corporate governance bodies, reference shall be made to the document “Remuneration Report – 2026” available on the website www.gruppoa2a.it.

2.15

Significant non-recurring events and transactions (pursuant to Consob Communication No. DEM/6064293 of July 28, 2006)

42) Significant non-recurring events and transactions (pursuant to Consob Communication No. DEM/6064293 of July 28, 2006)

On June 30, 2025, the A2A Group and Ascopiave S.p.A. executed the definitive agreement (closing) for the sale of certain ATEM assets related to gas distribution. The transaction became effective as of July 1, 2025. In relation to the above, the A2A Group recorded a non-recurring component of 40 million euro for the sale in question in the income statement under other revenues.

During the financial year, the Group performed an impairment test on the 50%-owned investment in Ergosud S.p.A. in accordance with the provisions of IAS 36.

Following the update of the impairment test, carried out on the basis of the recoverable value consistent with the assumptions of the update of the 2024 2035 Strategic Plan, a reversal of 50% of the investment emerged, which amounted to 25 million euro, and was recorded under the item share of income deriving from the accounting for investments using the equity method.

It should be noted that during 2025, the Group did not enter into any atypical and/or unusual transactions, as defined by CONSOB Communication no. DEM/6064293 of July 28, 2006.

2.16

Guarantees and commitments with third parties

million euro

	12.31.2025	12.31.2024
Guarantees received	1,341	1,146
Guarantees provided	3,008	2,433

Guarantees received

Guarantees received amounted to 1,341 million euro (1,146 million euro at December 31, 2024) and included 541 million euro for sureties and security deposits issued by subcontractors to guarantee the proper execution of the work assigned and 713 million euro for sureties and security deposits received from customers to guarantee the regularity of payments and guarantees received by the ACINQUE Group for 63 million euro and guarantees received by the AEB Group for 24 million euro.

Guarantees provided and commitments with third parties

Guarantees provided amounted to 3,008 million euro (2,433 million euro at December 31, 2024), of which for obligations undertaken in the loan agreements of 6 million euro. These guarantees have been issued by banks for 1,962 million euro, insurance companies for 24 million euro and the parent company A2A S.p.A., as parent company guarantee, for 881 million euro and guarantees provided by the ACINQUE Group for 84 million euro and guarantees provided by the AEB Group for 57 million euro.

2.17
Other information

1) Significant events for the group after december 31, 2025

A2A – Share buyback program

Since January 16, 2026, the share buyback program has continued pursuant to the resolution of the Ordinary Shareholders' Meeting held on April 29, 2025, always with the aim of providing the Company with the share capital necessary to implement the 2025-2027 Widespread Share Ownership Plan called "A2A LIFE Sharing" and to pursue current management objectives (including investment and liquidity management) and industrial projects consistent with the strategic lines that the Company intends to pursue in relation to which the opportunity for share exchanges materialize.

A2A and Sosteneo: a power purchase agreement has been signed for the supply of 130 GWh/year of solar energy

On February 9, 2026, A2A and Ramacca Energia S.r.l., a company belonging to the portfolio managed by Sosteneo SGR S.p.A. (part of the Generali Investments platform), signed a 12-year Power Purchase Agreement (PPA) for the supply of solar energy, equal to about 130 GWh/year, equivalent to the annual consumption of about 48,000 households and almost 60,000 tons of CO_2 avoided.
The agreement establishes the purchase by A2A of the production of a 68 MW photovoltaic plant with an installed capacity that will be built in Sicily – in Ramacca (CT) – with commissioning scheduled for the second half of 2027.

International geopolitical tensions and the Bills Decree

As detailed in greater depth in the section 'Risks and uncertainties' of the Report on Operations, February 2026 was marked by two key events: the international geopolitical crisis and the Bills Decree. These events may have an impact on the Group, particularly in relation to the commodity price scenario.

2) Information on treasury shares

At December 31, 2025, A2A S.p.A. held 4,147,087 treasury shares (no treasury shares at December 31, 2024), representing 0.1324% of the company's share capital for a value of 9,706 thousand euro, purchased to support the 2025–2027 "A2A LIFE Sharing" distributed shareholding plan and for current management purposes (including investment and liquidity management) and for industrial projects consistent with the strategic lines that the company intends to pursue in relation to which the opportunity of stock exchange is realized.

3) Information on non-current assets and liabilities held for sale and discontinued operations (IFRS 5)

The items "Non-current assets held for sale" and "Liabilities directly associated with non- current assets held for sale" had a nil balance at December 31, 2025. At December 31, 2024, they reflected the reclassification of certain assets and the related liabilities pertaining to gas distribution activities relating to certain ATEM areas (in the Provinces of Brescia, Cremona, Bergamo, Pavia and Lodi), which were sold to Ascopiave S.p.A. with effect from July 1, 2025.

4) Rules on public funding (Compliance with art. 1, paragraphs 125 et seq. of Law 124/17)

Pursuant to art. 1, paragraphs 125 and following Law 124/17, as reformulated by art. 35 of Decree Law 34/19, and considering that the Group companies have not received "subsidies, grants, advantages, contributions or aid, whether in cash or in kind, not general and with no consideration, remuneration or compensation", this note is negative.

This is without prejudice to the fact that other information is (also in the wake of the principle pursuant to art. 18 L. 241/1990) available elsewhere, also by virtue of the criterion set forth in paragraph 127 of the same art. 1 L. 124/17, which prescribes to "avoid the accumulation of irrelevant information", as well as what is specified in paragraph 125 quinquies of the same art. 1 L. 124/17 by virtue of which "for State aid and de minimis aid contained in the National Register of State Aid referred to in article 52 of Law No. 234 of December 24, 2012, the registration of aid in the aforesaid system, with consequent publication in the transparency section provided therein, carried out by the entities granting or managing such aid pursuant to the relevant rules, takes the place of the publication obligations placed on the entities referred to in paragraphs 125 and 125-bis".

It should also be noted that the companies of the A2A Group operate (for the most part) in regulated sectors. Therefore, some sums are recognized by public bodies, but not as subsidies/contributions, but as recognition of the activities they provide or as forms of compensation for costs incurred to meet specific regulatory obligations and in any case by virtue of a general regime. Also all these forms of payment have not been indicated: also in compliance with both the literal aspect of the regulations and with the interpretation criteria that the company has identified (see above).

5) Financial risk management

The A2A Group operates in the electricity, natural gas and district heating industry and is exposed to various financial risks in performing its activity:

- commodity risk;
- interest rate risk;
- exchange rate risk not related to commodities;
- liquidity risk;
- credit risk;
- equity risk;
- default and covenant non-compliance risk.

The commodity price risk, related to the volatility of energy commodity prices (gas, electricity, fuel oil, coal, etc.) and prices of environmental securities (EUA/ETS emission rights, green certificates, white certificates, etc.), consists of the possible negative effects that a change in the market price of one or more commodities may have on the cash flows and income prospects of the company, including the exchange rate risk related to the same commodities.

Interest rate risk is the risk of additional financial costs as the result of an unfavourable change in interest rates.

Currency risk not related to commodities is the risk of higher costs or lower revenues because of an unfavourable change in exchange rates between currencies.

Liquidity risk is the risk that financial resources will not be sufficient to meet established financial and business obligations in a timely manner.

Credit risk is the exposure to potential losses deriving from non-performance of commitments by commercial, trading and financial counterparties.

Equity risk is the possibility of incurring losses due to an unfavourable change in the price of shares.

Default and covenant non-compliance risk represent the possibility that loan agreements or bond regulations to which one or more Group companies are party contain provisions allowing the counterparties, banks or bondholders, to ask the debtor for immediate reimbursement of the amounts lent if certain events take place.

Details on the risks to which the A2A Group is exposed are provided below.

a. Commodity risk

a.1) Commodity price risk and exchange rate risk involved in commodity activities

The Group is exposed to price risk, including the related currency risk, on all of the energy commodities that it handles, namely electricity, natural gas, heat, coal, fuel oil and environmental certificates; the results of production, purchases and sales are similarly affected by fluctuations in the prices of such energy commodities. These fluctuations act both directly and indirectly, through formulas and indexing in the pricing structure.

To stabilize cash flows and to assure the Group's economic and financial stability, A2A S.p.A. has an Energy Risk Policy that sets out clear guidelines to manage and control the above risks, based on guidance by the Committee of Chief Risk Officers Organizational Independence and Governance Working Group ("CCRO") and the Group on Risk Management of Euroelectric. Reference was also made to the Accords of the Basel Committee on bank supervision and the requirements laid down in international accounting standards on how to recognize the volatility of commodity price and financial derivatives in the income statement and balance sheet.

In the A2A Group, assessment of this kind of risk is centralized at the holding company, which has established a Group Risk Management Unit. This unit has the task to manage and monitor market and commodity risks, to create and evaluate structured products, to propose financial energy risk hedging strategies, and to support senior management in defining the Group's energy risk management policies.

Each year, the Board of Directors of A2A S.p.A. sets the Group's commodity risk limits approving the PaR and VaR proposed (prepared in the Risk Committee) in conjunction with approval of the Budget/Business Plan; Group Risk Management supervises the situation to ensure compliance with these limits and proposes to senior management the hedging strategies designed to bring risk within the set limits, if exceeded.

The activities that are subject to risk management include all of the positions on the physical market for energy products, both purchasing/production and sales, and all of the positions in the energy derivatives market taken by Group companies.

For the purpose of monitoring risks, industrial and trading portfolios have been separated and are managed in different ways. The industrial portfolio consists of the physical and financial contracts directly relating to the Group's industrial operations, namely where the objective is to enhance production capacity also through the wholesaling and retailing of gas, electricity and heat.

The trading portfolio comprises all contracts, both physical and financial, entered into to supplement the profits made from the industrial activities, i.e. all contracts that are ancillary though not strictly necessary to the industrial activity.

In order to identify trading activity, the A2A Group follows the Capital Adequacy Directive and the definition of assets held for trading provided by International Accounting Standard (IFRS) 9: namely assets held for the purpose of short-term profit taking on market prices or margins, without being for hedging purposes, and designed to create a high-turnover portfolio.

Given that they exist for different purposes, the two portfolios have been segregated and are monitored separately with specific tools and limits. More specifically, the trading portfolio is subject to particular risk control and management procedures as laid down in Deal Life Cycle documents.

Senior management is systematically updated on changes in the Group's commodity risk by the Group Risk Management Unit, which controls the Group's net exposure. This is calculated centrally on the entire asset and contract portfolio and monitors the overall level of economic risk assumed by the industrial and trading portfolios (Profit at Risk - PaR, Value at Risk - VaR, Stop Loss).

a.2) Commodity derivatives, analysis of transactions

Derivatives of the industrial portfolio considered hedges

The hedging of price risk by means of derivatives focuses on protecting against the volatility of energy prices on the power exchange (IPEX-EEX), stabilizing electricity price margins on the wholesale market with particular attention being paid to fixed price energy sales and purchases and stabilizing price differences deriving from various indexing mechanisms for the pricing of gas and electricity. To that end, hedging contracts were executed during the year on electricity purchase and sale agreements and on contracts to hedge the fee for the use of electricity transport capacity between the areas of the IPEX market (CCC contracts); hedging contracts were also concluded for the purchase and sale of gas so as to protect sales margins and at the same time keep the risk profile to within the limits set by the Group's Energy Risk Policy.

As part of the optimization of the portfolio of greenhouse gas emission allowances (see Directive 2003/87/EC), the A2A Group has stipulated Future contracts on the ICE ECX (European Climate Exchange) price. Future contracts were also entered into on the EEX stock exchange price of the Guarantees of Origin (GO).

These are considered hedging transactions from an accounting point of view in the event of demonstrable surplus/deficit quotas.

The fair value at December 31, 2015 was 1.7 million euro (-11.2 million euro at December 31, 2024).

Derivatives of the industrial portfolio not considered hedges

Also with a view to optimizing the Industrial Portfolio, Option contracts have been entered into on the price of electricity with delivery in Italy, Futures and Forward contracts on the price of Gas and Futures contracts on the ICE ECX (European Climate Exchange) stock exchange price. These do not qualify as

hedging transactions from an accounting point of view as they fail to meet the requirement set out in the accounting standards.
The fair value at December 31, 2015 was -0.4 million euro (-0.5 million euro at December 31, 2024).

Derivatives of the Trading Portfolio
As part of its trading activity, the A2A Group has taken out Future contracts on major European energy stock exchanges (EEX, ICE) and Forward, Swap and Option contracts on the price of electricity with delivery in Italy and neighbouring countries such as France, Germany and Switzerland. The Group has also entered into Future and Forward contracts on the ICE ECX (European Climate Exchange) stock exchange price and Future contracts on the EEX stock exchange price of the GO. Also as part of trading activities, Future, Forward and Option contracts were also stipulated for the market price of gas (ICE-Endex, CEGH, PEGAS).
The fair value at December 31, 2015 was -51.9 million euro (110.2 million euro at December 31, 2024).

a.3) Energy Derivatives, risk assessment of Industrial Portfolio derivatives

PaR[1] or Profit at Risk, is used to assess the impact that fluctuations in the market price of the underlying have on the financial derivatives taken out by the A2A Group that are attributable to the industrial portfolio. It is the change in the value of a financial instruments portfolio within set probability assumptions as the result of a shift in the market indices. The PaR is calculated using the Montecarlo Method (at least 10,000 trials) and a 99% confidence level. It simulates scenarios for each relevant price driver depending on the volatility and correlations associated with each one, using as the central level the forward market curves at the balance sheet date, if available. By means of this method, after having obtained a distribution of probability associated with changes in the result of outstanding financial contracts, it is possible to extrapolate the maximum change expected over a time horizon given by the accounting period at a set level of probability. Based on this methodology, over the time horizon of the accounting period and in the event of extreme market movements and at a 99% confidence level, the expected maximum negative change in financial derivatives outstanding at December 31, 2025 was 55.997 million euro (100.380 million euro at December 31, 2024).

The following are the results of the simulation with the related maximum variances:

millions of euro

Profit at Risk (PaR)	12.31.2025		12.31.2024	
	Worst case	Best case	Worst case	Best case
Confidence level 99%	(55.997)	93.292	(100.380)	139.448

The A2A Group therefore expects, with a 99% probability, not to have changes compared to the fair value at December 31, 2025 exceeding 55.997 million euro of its entire portfolio of financial instruments due to commodity price fluctuations in the 12 months following. If there are any negative changes in the fair value of hedge derivatives, these would be compensated by changes in the underlying physical.

a.4) Energy Derivatives, risk assessment of Trading Portfolio derivatives

VaR[2] (Value at Risk) is used to assess the impact that fluctuations in the market price of the underlying have on the financial derivatives taken out by the A2A Group that are attributable to the trading

1 Profit at Risk: statistical measurement of the maximum potential negative deviation of the margin of an asset portfolio in case of unfavourable market changes over a given time horizon and with a defined confidence interval.
2 Value at Risk: statistical measurement of the maximum potential drop in the fair value of an asset portfolio in the event of unfavourable movements in the market with a given time horizon and confidence level.

portfolio. It is the negative change in the value of a financial instruments portfolio within set probability assumptions as the result of an unfavourable shift in the market indices. VaR is calculated using the RiskMetrics method with a holding period of 3 days and a confidence level of 99%. Alternative methods are used for contracts where it is not possible to perform a daily estimate of VaR such as stress test analysis

Based on this method, in the case of extreme market movements, with a confidence level of 99% and a holding period of 3 days, the maximum estimated loss on the derivatives in question was 1.359 million euro at December 31, 2025 (1.088 million at December 31, 2024). In order to ensure closer monitoring of activities, VaR and Stop Loss (the sum of VaR, P&L Realized and P&L Unrealized) limits are also set.

The following are the results of the assessments:

millions of euro

Value at Risk (VaR)	12.31.2025		12.31.2024	
	VaR	*Stop Loss*	*VaR*	*Stop Loss*
Confidence level 99%, holding period 3 days	(1.359)	(1.359)	(1.088)	(1.088)

b. Interest rate risk

The Group is exposed to the risk that changes in the interest rate curve result in changes in economic results, cash flows and the value of assets and liabilities measured at fair value. The volatility of financial expenses associated to the performance of interest rates is monitored and mitigated through a policy of interest rate risk management aimed at identifying a balanced mix of fixed-rate and variable rate loans and the use of derivatives that limit the effects of fluctuations in interest rates.

The book value and type of gross debt at December 31, 2025 are shown in the table below:

millions of euro

	12.31.2025			12.31.2024		
	Before hedging	After hedging	% after hedging	Before hedging	After hedging	% after hedging
Fixed rate	5,969	5,778	80%	5,468	5,714	79%
Variable rate	1,291	1,482	20%	1,804	1,558	21%
Total	**7,260**	**7,260**	**100%**	**7,272**	**7,272**	**100%**

At December 31, 2025, the following are the hedging instruments for interest rate risk:

millions of euro

Hedging instrument	Hedged asset	at 12.31.2025		at 12.31.2024	
		Fair value	Notional	Fair value	Notional
IRS	Floating rate loan	1.5	217.0	2.9	321.2
IRS	Fixed rate bonds	(1.7)	475.0	-	-
Total		**(0.2)**	**692.0**	**2.9**	**321.2**

With reference to the accounting treatment, hedging derivatives for interest rate risk can be classified as follows:

millions of euro

Accounting treatment	Type of derivatives	Financial assets				Financial liabilities			
		Notional at		Fair value at		Notional at		Fair value at	
		12.31.25	12.31.24	12.31.25	12.31.24	12.31.25	12.31.24	12.31.25	12.31.24
Cash flow hedge	*IRS*	-	-	-	-	217.0	321.2	1.5	2.9
Fair value hedge	*IRS*	-	-	-	-	475.0	-	(1.7)	-
Total		-	-	-	-	692.0	321.2	(0.2)	2.9

With reference to the accounting treatment of fair value hedge derivatives and the hedged item, the following table shows the net gains and losses recognized in the income statement for the part attributable to interest rate risk:

millions of euro

	2025 Net profits/(losses)	2024 Net profits/(losses)
Fair value hedge instruments	(1.7)	-
Hedged item	2.3	-

Derivatives on interest rates at December 31, 2025 in cash flow hedge refer to the following loans:

Loan	Derivative	Accounting
ACINQUE variable rate bank loan, maturing on August 2029, has a remaining balance of 100 million euro at December 31, 2025.	IRS on 100% of the amount of the loan until December 2027. At December 31, 2025, the fair value was positive for 0.2 million euro.	The loan is measured at amortized cost. The IRS is a cash flow hedge, with 100% recognized in a specific equity reserve.
VOLTA GREEN ENERGY variable rate bank loan, maturity December 2026, residual debt at December 31, 2025 of 0.3 million euro.	IRS on 100% of the amount of the loan until maturity thereof. At December 31, 2025, the fair value was positive for 0.0 million euro.	The loan is measured at amortized cost. The IRS is a cash flow hedge, with 100% recognized in a specific equity reserve.
LA CASTILLEJA ENERGIA variable rate bank loan, maturity December 2034, residual debt at December 31, 2025 of 22.3 million euro.	IRS on 75% of the amount of the loan until December 2030. At December 31, 2025, the fair value was positive for 1.4 million euro.	The loan is measured at amortized cost. The IRS is a cash flow hedge, with 100% recognized in a specific equity reserve.
A2A variable rate bank loan, maturity September 2031, residual debt at December 31, 2025 of 100 million euro.	IRS on 100% of the amount of the loan until October 2026. At December 31, 2025, the fair value was negative for 0.1 million euro.	The loan is measured at amortized cost. The IRS is a cash flow hedge, with 100% recognized in a specific equity reserve.

Derivatives on interest rates at December 31, 2025 in Fair value hedge refer to the following bond:

Bond	Derivative	Accounting
A2A fixed rate bond, maturity September 2030, residual debt at December 31, 2025 of 650 million euro.	IRS on 12% of the amount of the bond until maturity thereof. At December 31, 2025, the fair value was negative for 0.8 million euro.	The portion of the hedged bond is measured at fair value. The change in the fair value measurement of the IRS is recognized in the income statement.
A2A fixed rate bond, maturity September 2030, residual debt at December 31, 2025 of 650 million euro.	IRS on 15% of the amount of the bond until maturity thereof. At December 31, 2025, the fair value was negative for 0.7 million euro.	The portion of the hedged bond is measured at fair value. The change in the fair value measurement of the IRS is recognized in the income statement.
A2A fixed rate bond, maturity January 2035, residual debt at December 31, 2025 of 500 million euro.	IRS on 20% of the amount of the bond until maturity thereof. At December 31, 2025, the fair value was negative for 0.2 million euro.	The portion of the hedged bond is measured at fair value. The change in the fair value measurement of the IRS is recognized in the income statement.
A2A fixed rate bond, maturity January 2035, residual debt at December 31, 2025 of 500 million euro.	IRS on 20% of the amount of the bond until maturity thereof. At December 31, 2025, the fair value was negative for 0.1 million euro.	The portion of the hedged bond is measured at fair value. The change in the fair value measurement of the IRS is recognized in the income statement.
A2A fixed rate bond, maturity January 2035, residual debt at December 31, 2025 of 500 million euro.	IRS on 20% of the amount of the bond until maturity thereof. At December 31, 2025, the fair value was negative for 0.01 million euro.	The portion of the hedged bond is measured at fair value. The change in the fair value measurement of the IRS is recognized in the income statement.

The Group performs sensitivity analysis by estimating the effects on the value of financial statement items relating to the portfolio of financial instruments deriving from changes in the level of interest rates.

In particular, the sensitivity analysis measures the potential impact on the Income Statement and shareholders' equity of different market scenarios that would determine the change in fair value of derivative financial instruments and the change in financial expenses related to the portion of gross debt not hedged.

These market scenarios are obtained by shifting the reference interest rate curve at the reporting date up and down in parallel.

Keeping all other variables constant, the pre-tax result would be influenced by changes in the level of interest rates as follows:

millions of euro

	Effect on the Income Statement (before tax)		Effect on Equity (before tax)	
	-50 bps	+50 bps	-50 bps	+50 bps
Change in financial expenses on gross variable-rate debt after hedging	4.4	(4.4)	-	-
Change in fair value of financial instruments at fixed rate after hedging	(14.9)	14.9	-	-
Change in fair value of derivative financial instruments classified as non-hedge	-	-	-	-
Change in fair value of derivative financial instruments classified as hedge (excluding BCVA as per IFRS 13):				
Cash flow hedge	-	-	(1.2)	1.0
Fair value hedge	16.0	(15.3)	-	-

c. Exchange rate risk not related to commodities

The Group is exposed to the risk that changes in exchange rates with respect to the currency of account may lead to changes in its results of operations and cash flows. In relation to exchange rate risk other than that included in the price of commodities, the hedging instrument at December 31, 2025 is as follows:

millions of euro

Hedging instrument	Hedged asset	at 12.31.2025		at 12.31.2024	
		Fair value	Notional	Fair value	Notional
Cross Currency IRS	Fixed rate bond in foreign currency	(34.1)	98.0	(18.5)	98.0
Total		**(34.1)**	**98.0**	**(18.5)**	**98.0**

With regard to the accounting treatment, it is specified that the hedging derivative above is in cash flow hedge with full recognition in the equity reserve.

In particular, the underlying of the Cross Currency IRS derivative refers to the bond at fixed rate of 14 billion yen with maturity 2036 bullet issued in 2006.

A cross currency swap contract was stipulated for the entire duration of this bond, which converts the principal and interest payments from yen into euro.

At December 31, 2025, the fair value of the hedge was negative for 34.1 million euro.

It should be noted that a 10% positive shift in the EURJPY forward curve, with a consequent depreciation of the JPY, would result in a worsening of the fair value and, consequently, of the impact on shareholders' equity of 3.9 million euro. Conversely, a 10% negative shift in the EURJPY forward curve, resulting in an appreciation of the JPY, would result in an improvement in fair value of 9.8 million euro.

This sensitivity analysis was performed with the aim of calculating the effect of changes in the forward curve of the euro/yen exchange rate on the fair value ignoring any impact on the adjustment due to the BCVA.

d. Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its obligations in a timely manner or that it is able to do so under unfavourable economic conditions due to situations of tension or systemic crisis or to the changed perception of its riskiness by the market. This risk includes: i) the risk related to the company's inability to raise new funds (Funding Risk) and, ii) the risk related to the company's inability to liquidate assets on the market in a timely manner and at market conditions (Liquidity Market Risk).

One of the main factors influencing the market's perceived riskiness is the creditworthiness of A2A assigned by rating agencies. This judgement plays a very important role because it influences the ability of A2A to access sources of financing as well as the related costs. A deterioration in creditworthiness could lead to a limitation of access to the capital market and/or financing costs with a negative impact on the economic, financial and equity situation. A2A has a medium- and long-term rating of BBB (stable outlook) with S&P and Baa2 (positive outlook) with Moody’s.

The profile of the Group's gross debt maturities is as follows:

millions of euro

	Accounting Balance 12.31.2025	Portions maturing within 12 months	Portions maturing beyond 12 months	Portions maturing by 12/31/2027	12/31/2028	12/31/2029	31 December 2030	after
Bonds	5,714	668	5,046	299	498	398	799	3,052
Financial payables for rights of use*	230	40	190	24	22	17	13	114
Loans from banks and other lenders	1,316	336	980	117	113	97	74	579
Total	**7,260**	**1,044**	**6,216**	**440**	**633**	**512**	**886**	**3,745**

It does not include fair value derivatives included in the net financial position.
*Including finance leases

The risk management policy, both in the short and medium/long term, is realized through (i) a debt management strategy diversified by funding sources with a balanced maturity profile, (ii) access to various sources of financing in terms of market and counterparty and (iii) maintenance of financial resources, consisting of both liquidity and committed credit lines, sufficient to meet expected and unexpected commitments over a given time horizon.

At December 31, 2025, the Group had a total of 3,724 million euro, as follows:

- committed revolving credit lines of the Parent Company of 1,780 million euro, of which: a) 800 million euro maturing in 2026, b) 200 million euro maturing in 2028 and c) 780 million euro maturing in 2030, unused;
- revolving committed credit lines by Acinque S.p.A. for 65 million euro;
- cash and cash equivalents totalling 1,879 million euro, including 1,711 million euro at the Parent Company level.

A2A also maintains a Bond Issuance Programme (Euro Medium Term Note Programme), which includes a base prospectus approved by the National Commission for Companies and the Stock Exchange (CONSOB). The total size is 7 billion euro; at December 31, 2025, there are 1,395 million euro available.

Over the years, A2A has undertaken a process of bond issuance with ESG characteristics, in the form of Green Bonds, European Green Bonds, Blue Bonds and Sustainability-Linked Bonds (SLB). For A2A, the failure to meet certain sustainability KPI (ESG) targets can lead to an increase in the financing costs of the SLB to which these KPIs are linked. Similarly, failure to realize investments financed with Green/Blue Bonds may result in a risk of lack of access to certain sources of financing.

In relation to the Sustainability-Linked Bond, issued in 2021 with a term of 10 years and a KPI concerning the Scope 1 CO_2 emission factor, at December 31, 2025, this KPI has been exceeded. As a result, the coupon of the Bond remains unchanged.

The following table represents the repayment schedule of financial liabilities (excluding payables for rights of use and including trade payables). The amounts shown in the table are future cash flows, nominal and non-discounted, determined with reference to the remaining contractual maturities, for the principal and interest portions. The undiscounted nominal flows of derivative contracts on interest rates are also included. Finally, any revocable financial lines used and current accounts payable are due within the next financial year.

millions of euro

Figures at 12.31.2025	**1 to 3 months**	**4 to 12 months**	**beyond 12 months**
Bonds	50	680	5,827
Loans from banks and other lenders	15	333	1,168
Total financial flows	**65**	**1,013**	**6,995**
Payables to suppliers	836	42	11
Total trade flows	**836**	**42**	**11**

Figures at 12.31.2024	1 to 3 months	4 to 12 months	beyond 12 months
Bonds	337	67	5,093
Loans from banks and other lenders	18	172	1,818
Total financial flows	**355**	**239**	**6,911**
Payables to suppliers	712	40	9
Total trade flows	**712**	**40**	**9**

e. Credit risk

Credit risk relates to the possibility that a counterparty, commercial or trading, may be in default, or fail to respect its commitment in the manner and timing provided by contract. This type of risk is managed by the Group through specific procedures (Credit Policy, Energy Risk Management procedure) and appropriate mitigation actions.

This risk is overseen by both the Credit Management function allocated centrally (and the corresponding functions of the operating companies) and the Group Risk Management Organizational Unit responsible for supporting the Group companies with reference to both commercial and trading activities. Risk mitigation is through the prior assessment of the creditworthiness of the counterparty and the constant verification of compliance with exposure limit as well as through the request for adequate guarantees.

The credit terms granted to customers as a whole have a variety of deadlines, in accordance with applicable law and market practice. In cases of delayed payment, default interest is charged as explicitly prescribed by the underlying supply contracts or by current law (application of the default rate as per Legislative Decree 231/2002).

Trade receivables are stated in the balance sheet net of any write-downs; the amount shown is considered to be a correct reflection of the realizable value of the receivables portfolio. For the aging of trade receivables, reference is made to note 7 "Trade receivables".

f. Equity risk

The A2A Group is exposed to equity risk limited to the holding of treasury shares held by A2A S.p.A., which at December 31, 2025 amounted to 4,147,087 shares corresponding to 0.1324% of the share capital, which is made up of 3,132,905,277 shares.

From an accounting standpoint, as provided by IAS/IFRS, the purchase cost of treasury shares is recorded as decrease in shareholders' equity and not even if transferred will the eventual positive or negative difference, with respect to the purchase cost, have effects on the income statement.

g. Covenants non-compliance risk

Bonds, loans, leases and committed revolving bank lines present terms and conditions in line with market practice for each type of instrument. In particular, they envisage:

- negative pledge clauses whereby the parent company undertakes not to pledge its assets and those of its material subsidiaries (as defined in the relevant documentation from time to time), subject to certain exceptions and a maximum permitted threshold, specifically identified;

- cross-default clauses, whereby, in the event of an event of default (exceeding specific materiality thresholds) on a specific financial indebtedness of the parent company and, in some cases, its material subsidiaries (as defined in the relevant documentation from time to time), a default also occurs on other loans or financial debt of the parent company that may become immediately due;
- pari passu clauses, whereby the parent company's bonds and financial obligations have the same level of seniority as its other present and future non-secured and non-subordinated bonds or financial obligations.

The bonds issued by A2A S.p.A. include (i) senior unsecured bonds for a nominal amount of 5,605 million euro (book value at December 31, 2025 equal to 5,636 million euro) issued under the EMTN Programme, which provide investors with a Relevant Event Put option in the event of a change of control of the parent company (Change of Control) or loss of a relevant concession (Concession Event), which would result in a consequent downgrade of the rating to sub-investment grade within the following 180 days (if the company's rating were to return to investment grade within these 180 days, the option cannot be exercised); (ii) a privately placed yen-denominated bond maturing in 2036 for a nominal amount of 98 million euro (book value at December 31, 2025 of 78 million euro) which includes a put option in favour of the investor in the event that the parent company's rating is lower than BBB- or equivalent level (sub-investment grade).

In June 2024, A2A S.p.A. issued its first "hybrid" subordinated perpetual bond with a nominal value of 750 million euro. This bond is characterized by its potentially perpetual duration (with the obligation to be redeemed only in the event of certain events, including, inter alia, the dissolution or liquidation of the company) and by its subordination, according to which the instrument is subordinated to all of the company's financial debts and has a level of "seniority" superior only to that of ordinary shares or other financial instruments qualifying as "equity".

The loans stipulated by A2A S.p.A. with the European Investment Bank (EIB), for a total nominal debt of 581 million euro and a book value of 585 million euro, of which 277 million have a maturity of more than five years, include: i) a credit rating clause (if rated lower than BBB- or equivalent sub-investment grade) that provides for the obligation of A2A to inform EIB in the event of a rating downgrade and, in such circumstance, the right of EIB to request additional guarantees from A2A and, where such guarantees are not provided or are not satisfactory to EIB, the right to request early repayment of the loan, and ii) a change of control clause of the parent company, with the right for the bank to invoke, subject to notice to the company containing the reasons, early repayment of the loan.

A loan of the subsidiary Agripower (formerly Fragea), whose residual debt at December 31, 2025 was 0.9 million euro, is secured by collateral on the property and plant financed.

The committed revolving bank lines of A2A S.p.A., for a total of 1,780 million euro, provide a Change of Control clause which, in the event of a change of control of the parent company causing a Material Adverse Effect, allows the majority of banks lending the line to request the line to be extinguished and any amounts drawn down to be repaid.

Some ACINQUE, and LA CASTILLEJA ENERGIA bank loans include financial covenants, as shown in the relevant table.

A2A Group - Financial covenants at December 31, 2025

Company	*Lender*	Level of reference	Level recognized	Date of recognition
ACINQUE	EIB	Available cash flow/net financial debt >= 14.0%	33.16%	12/31/25
		Financial debt/equity <= 75.0%	50.50%	12/31/25
		Net financial debt/Ebitda <= 3.0	1.96x	12/31/25
ACINQUE	Cassa Centrale Banca - Credito Cooperativo Italiano S.p.A.	Net financial debt/Ebitda <= 4.0	1.96x	12/31/25
		Net financial debt/Equity <= 1.0	36.65%	12/31/25
ACINQUE	Banca Sella	Net financial debt/Ebitda <= 4.0	1.74x	12/31/25
ACINQUE	POOL 100 million euro	Net financial debt/Ebitda <= 4.0	1.97x	12/31/25
ACINQUE	POOL ICCREA 30 million euro	Net financial debt/Ebitda <= 4.0	1.96x	12/31/25
LA CASTILLEJA ENERGIA	CaixaBank	Debt Service Coverage Ratio >= 1.05x or not <1.10x for four consecutive Calculation Dates	1.23x	12/31/25
		Senior Debt / Equity ratio <= 85%	74%	12/31/25

Analysis of forward transactions and derivatives

Tests were performed to determine whether these transactions qualify for hedge accounting in accordance with International Accounting Standard IFRS 9.

In particular:

1) transactions qualifying for hedge accounting under IFRS 9:

can be analysed between transactions to hedge cash flows (cash flow hedges) and transactions to hedge fair value of assets and liabilities (fair value hedges). For the cash flow hedges, the accrued result is included in gross operating margin when realized on commodity derivatives and in the financial balance for interest rate and currency derivatives, whereas the future value is shown in equity. For fair value hedge transactions, the impacts in the income statement are recorded within the same line of the financial statements.

2) transactions not considered as hedges for the purposes of IFRS 9, can be:

a. margin hedges: for all hedging transactions of cash flows or the market value in line with internal risk policies, the accrued result and future value are included in gross operating margin for commodity derivatives and in the financial balance for interest rate and currency derivatives;

b. trading transactions: the accrued result and future value are recognized above gross operating margin for commodities transactions and in financial income and expense for interest rate and currency transactions.

The use of derivatives in the A2A Group is governed by a coordinated set of procedures (Energy Risk Policy, Deal Life Cycle) which are based on industry best practices and designed to limit the risk of the Group being exposed to commodity price fluctuations, based on a cash flow hedging strategy.

The derivatives are measured at fair value based on the forward market curve at the balance sheet date, if the asset underlying the derivative is traded on markets with a forward pricing structure. In the absence of a forward market curve, fair value is measured on the basis of internal estimates using models that refer to industry best practices.

The A2A Group uses "continuous-time" discounting to measure fair value. As a discount factor, it uses the interest rate for risk-free assets, identified in the Euro Overnight Index Average (EONIA) rate and represented in its forward structure by the Overnight Index Swap (OIS) curve. The fair value of the cash flow hedges has been classified on the basis of the underlying derivative contracts in accordance with IFRS 9.

In compliance with the provisions of IFRS 13, the fair value of an over-the-counter (OTC) financial instrument is determined taking into account the non-performance risk. To quantify the fair value adjustment attributable to this risk, A2A has, in line with best market practices, developed a proprietary model called the "bilateral Credit Value Adjustment" (bCVA), which takes into account changes in the creditworthiness of the counterpart as well as the changes in its own creditworthiness.

The bCVA has two addends, calculated by considering the possibility that both counterparties go bankrupt, known as the Credit Value Adjustment (CVA) and the Debit Value Adjustment (DVA):

- the CVA is a negative component and contemplates the probability that the counterparty will default and at the same time that A2A has a receivable due from the counterparty;
- the DVA is a positive component and contemplates the probability that A2A will default and at the same time that the counterparty has a receivable due from A2A.

The bCVA is therefore calculated with reference to the exposure, measured on the basis of the market value of the derivative at the time of the default, the Probability of Default (PD) and the Loss Given Default (LGD). This latter item, which represents the non- recoverable portion of the receivable in the case of default, is measured on the basis of the IRB Foundation Methodology as stated in the Basel 2 accords, whereas the PD is measured on the basis of the rating of the counterparties (internal rating based where not available) and the historic probability of default associated with this and published annually by Standard & Poor's.

Applying the above method did not result in significant changes in fair value measurements.

Instruments outstanding at December 31, 2025

a) On interest and exchange rates

The following analyses show the notional amounts of derivative contracts stipulated and not expired at the reporting date, by maturity:

millions of euro

	Notional value (a)									Value Balance sheet (b)	Progressive effect to the Income statement at 12.31.2025 (c)
	Due within 1 year			Due in 1 to 5 years			Due over 5 years				
	to be received	to be paid	average rate	to be received	to be paid	average rate	to be received	to be paid	average rate		
Interest rate risk management cash flow hedges as per IFRS 9		116			93			8		1.5	-
Interest rate risk management hedges as fair values		-			175	2.35%		300	2.86%		(1.7)
not considered hedges as per IFRS 9											
Total derivatives on interest rates		**116**			**268**			**308**		**1.5**	**(1.7)**
Exchange rate risk management											
considered hedges as per IFRS 9											
- on commercial transactions											
- on non-commercial transactions								98.0		(34.1)	
not considered hedges as per IFRS 9											
- on commercial transactions											
-on non-commercial transactions											
Total derivatives on exchange rates	**-**	**-**		**-**	**-**		**-**	**98.0**		**(34.1)**	**-**

(a) Represents the sum of the notional value of the elementary contracts that derive from any dismantling of complex contracts.
(b) Represents the net receivable (+) or payable (-) recognized in the balance sheet following the measurement of derivatives at fair value.
(c) Represents the adjustment of derivatives to fair value recognized progressively over time in the Income Statement from stipulation of the contract until the current date.

b) On commodities

The following is an analysis of the commodity derivative contracts outstanding at the balance sheet date set up for the purpose of managing the risk of the fluctuations in the market prices of commodities.

Energy product price risk management	Unit of measurement	Volume by Maturity				Notional Value	Fair value	
		Due within 1 year	Due within two years	Due within five years	Due after five years		Value Balance sheet (*)	Progressive effect to income statement (**)
		Quantity				Millions of euro	Millions of euro	Millions of euro
A. Cash flow hedges as per IFRS 9, including:							**1.7**	**-**
- Electricity	TWh	6.1		0.1	0.1	63.8	(0.5)	
- Oil	Bbl							
- Coal	Tonnes							
- Natural Gas	TWh							
- Natural Gas	Millions of cubic metres							
- Exchange rate	Millions of dollars							
- CO_2 emission rights	Tonnes	467,000	271,000			62.5	2.2	
- Guarantees of origin	TWh		1			0.4		
B. considered fair value hedges as per IFRS 9							-	-
C. not considered hedges as per IFRS 9 of which							**(52.4)**	**(162.1)**
C.1 hedge margin							**(0.4)**	**-**
- Electricity	TWh							0.4
- Oil	Bbl							
- Natural Gas	Degrees day							
- Natural Gas	TWh	0.8				26.4	(0.5)	(0.5)
- CO_2 emission rights	Tonnes	185,000	7,000			14.7	0.1	0.1
- Exchange rate	Millions of dollars							
C.2 trading transactions							**(52.0)**	**(162.1)**
- Electricity	TWh	63.0	5.4	1.1	0.7	6,003.3	(26.3)	(71.2)
- Natural Gas	TWh	141.3	38.3	14.0		6,009.2	(25.2)	(90.0)
- CO_2 emission rights	Tonnes	18,463,314	9,883,322	1,878,980		2,542.9	3.4	3.0
- Guarantees of origin	TWh		0.1	0.6	0.6	5.2	(3.9)	(3.9)
- Environmental Certificates	Tep							
Total							**(50.7)**	**(162.1)**

(*) Represents the net receivable (+) or payable (-) recognized in the balance sheet following the measurement of derivatives at fair value.

(**) Represents the adjustment of derivatives to fair value recognized over time in the Income Statement from stipulation of the contract to the present date.

Financial and operating results for derivative transactions at December 31, 2025

Effects on the balance sheet

The following table shows the balance sheet figures at December 31, 2025, for derivative transactions.

million euro

	Note	
Assets		
Non-current assets		**2**
Non-current derivative assets	7	2
Current assets		**641**
Current derivative assets	10	641
Total assets		**643**
Liabilities		
Non-current liabilities		**36**
Non-current derivative liabilities	23	36
Current liabilities		**691**
Current derivative liabilities	25	691
Total liabilities		727

Effect on the income statement

The following table sets out the income statement figures at December 31, 2025 arising from the management of derivatives.

million euro

	Note	Realised during the year (1)	Change in fair value during the year	Amounts recognized in the income
Revenue	30			
Revenue from sales and services				
Energy product price risk management				
And exchange rate risk management on commodities				
- Considered hedges as per IFRS 9		5	-	5
- Not considered hedges as per IFRS 9		748	971	1,719
Total revenues from sales and services		**753**	**971**	**1,724**
Operating expenses	***31***			
Expenses for raw materials and services				
Energy product price risk management				
And exchange rate risk management on commodities				
- Considered hedges as per IFRS 9		(10)	-	(10)
- Not considered hedges as per IFRS 9		(293)	(1,133)	(1,426)
Total costs for raw materials and services		**(303)**	**(1,133)**	**(1,436)**
Total recognized in gross operating income (*)		**450**	**(162)**	**288**
Net finance income (expenses)	***36***			
Finance income				
Interest rate risk management and equity risk management				
Income on derivatives				
- Considered hedges as per IFRS 9		-	-	-
- Not considered hedges as per IFRS 9		-	-	-
Total		-	-	-
Total finance income		-	-	-
Finance expenses				
Interest rate risk management and equity risk management				
Expenses on derivatives				
- Considered hedges as per IFRS 9		1	(2)	(1)
- Not considered hedges as per IFRS 9		1	(2)	(1)
Total		**1**	**(2)**	**(1)**
Total finance expenses		**1**	**(2)**	**(1)**
Total recognized in financial balance		**1**	**(2)**	**(1)**

(1) Made without physical delivery.
(*) The figures do not include the effect of the "net presentation" of the negotiation margin of trading activities

Classes of financial instruments

To complete the analyses required by IFRS 7 and IFRS 13, the following table sets out the various types of financial instrument that are to be found in the various balance sheet items, with an indication of the accounting policies used and, in the case of financial instruments measured at fair value, an indication of where changes are recognized (income statement or equity).

The last column of the table shows the fair value of the instrument at December 31, 2025, where applicable.

million euro

Type of financial instruments	Note	Financial instruments measured at fair value with changes recognized in:			Financial instruments measured at amortized cost	Statement of Financial Position Value	Fair value (*)
		Income statement	Shareholders' equity				
		(1)	(2)	(3)	(4)		
Assets							
Other non-current financial assets							
Financial assets measured at fair value of which:							
- unlisted		2				2	n.d.
- listed							
Financial assets held to maturity							
Other non-current financial assets					165	165	165
Total other non-current financial assets	**5**					**167**	
Non-current asset derivatives	7		2			2	2
Other non-current assets	7				120	120	120
Trade receivables	9				4,454	4,454	4,454
Current asset derivatives	10	638	3			641	641
Other current assets	10				424	424	424
Current financial assets	11				24	24	24
Cash and cash equivalents	13				1,879	1,879	1,879
Liabilities							
Financial liabilities							
Non-current and current bonds	19 and 26	1,143	76		4,495	5,714	5,714
Other non-current and current financial liabilities	19 and 26				1,546	1,546	1,546
Non-current liability derivatives	23	2	34			36	36
Other non-current liabilities	23				154	154	154
Trade payables	24				4,691	4,691	4,691
Current liability derivatives	25	690	1			691	691
Other current liabilities	25				960	960	960

(*) The fair value has not been calculated for receivables and payables not related to derivative contracts and loans as the corresponding carrying amount is a good approximation to this.
(1) Financial assets and liabilities measured at fair value with the changes in fair value recognized in the Income Statement.
(2) Cash flow hedges.
(3) Financial assets available for sale measured at fair value with profit/loss recognized in equity.
(4) Loans and receivables and financial liabilities measured at amortized cost.

Fair value hierarchy

IFRS 7 and IFRS 13 require that fair value classification of financial instruments to be based on the quality of the input source used to calculate the fair value.

In particular, IFRS 7 and IFRS 13 set out three levels of fair value:

- level 1: this level consists of financial assets and liabilities for which fair value is based on (unadjusted) prices for identical assets or liabilities quoted on active official or over-the-counter markets;
- level 2: this level consists of financial assets and liabilities for which fair value is based on inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly;
- level 3: this level consists of financial assets and liabilities for which fair value is based on unobservable market data. This level includes instruments measured on the basis of internal estimates made using proprietary methods based on best sector practice.

An analysis of the assets and liabilities included in the three fair value levels is set out in the following fair value hierarchy table.

million euro

	Note	Level 1	Level 2	Level 3	Total
Assets measured at fair value	5		1		1
Other non-current assets	7		2		2
Current derivative assets	10	595	0	46	641
Total assets		**595**	**3**	**46**	**644**
Non-current financial liabilities	19	76	1,143		1,219
Non-current derivative liabilities	23		36		36
Current derivative liabilities	25	689	1	1	691
Total liabilities		**765**	**1,180**	**1**	**1,946**

As required by IFRS 13, the following table shows, for financial instruments measured at level 3 of the hierarchy, opening and closing balances and changes during the year

millions of euro

	Fair value 12.31.2024	Realized FV change	Unrealized FV change	Fair value change 12.31.2025	Transfers Entrance	 Outgoing	Fair value 12.31.2025
Commodity derivatives considered hedges as per IFRS 9	(2.5)	1.4	0.7	2.1	-	-	(0.4)
Commodity derivatives not considered hedges as per IFRS 9	(6.6)	20.0	32.0	52.0	-	-	45.4
Total	**(9.1)**	**21.4**	**32.7**	**54.1**	**-**	**-**	**45.0**

Sensitivity analysis for financial instruments included in level 3

As required by IFRS 13, the following table sets out the effects arising from changes in the unobservable parameters used in calculating fair value for financial instruments included in level 3 of the hierarchy.

Financial instrument	Parameter	Parameter change	Sensitivity *(millions of euro)*
Commodity Derivatives	Probability of Default (PD)	1%	(0.338)
Commodity Derivatives	*Loss Given Default (LGD)*	25%	(0.283)
Commodity Derivatives	Price of underlying	1%	(0.099)
Commodity Derivatives	Volatility of underlying	1%	(1.279)
Commodity Derivatives	Correlation of underlying	1%	(1.280)

6) Main regulatory provisions regarding concessions and agreements in the sectors of activity in which the A2A Group operates

Large hydroelectric derivation concessions

The national discipline on large derivation hydroelectric concessions (plants with a nominal power greater than 3 MW) originates from R.D. 1775/1933. This regulatory framework was subsequently amended first by electricity sector nationalization Law no. 1643/1962, which resulted in Enel taking over the majority[5] of hydroelectric concessions with the relative recognition of an unlimited duration, and then by the liberalization of the electricity market as a result of Legislative Decree 79/1999 (implementing Directive 96/92/EC), which introduced with art. 12 (and subsequent amendments) the principles of:

- the temporariness of the concessions, establishing a validity period (2029) for concessions without expiration because they are owned by Enel and assigning the term of December 31, 2010 for concessions that have already expired or are expiring by that date;
- contestability of concessions in the event of expiration, forfeiture or renunciation, providing the call for tenders by the competent administration (now the Region) for the allocation of the same for consideration.

Article 11-quater of Law 12/2019 has partially further amended the regulation of large-scale hydroelectric concessions: the new rules provide that the Regions regulate with their own laws the methods, procedures and criteria for the allocation of concessions, which may be entrusted to economic operators identified through a tender, or to public/private joint ventures with selection of the private partner through a tender, or through forms of partnership under Legislative Decree 50/2016 and (now Legislative Decree 36/2023).

Article 7 of Law 118/2022 (Annual Law for the Market and Competition 2021) established that the procedure for awarding the contract must be started within 2 years of the entry into force of the individual Regional Laws and, in any case, no later than December 31, 2023. The duration of the new concessions will have to be between 20 and 40 years, with the possible extension of the maximum period by a further 10 years depending on the complexity of the project proposal and the amount of investment.

Article 11-quater cited (paragraph 1-quinquies), as part of the new process for reallocating expired concessions, stipulates that specific regional regulations (after consultation with ARERA) are established:

- a State fee to be paid on a six-monthly basis to the Regions, comprising a fixed component linked to the average nominal power of the concession and a variable calculated as a percentage of normalized revenues;
- the possible obligation for the concessionaires to supply annually and free of charge 220 kWh per kW of concession power for at least 50% destined to public services of the provincial territories involved in the derivation.

5 With the exception of derivations in the ownership of self-producers, municipal companies and local authorities.

In terms of compensation to outgoing operators, article 11-quater prescribes:

- for wet works: the transfer without compensation of ownership to the Regions, except for the compensation only of investments not yet amortized;
- for dry works, the recognition of a value derived from accounting records or certified appraisal. In the event of non-inclusion in the project of the incoming concessionaire, removal and disposal of movable property is envisaged at the expense of the latter, while immovable property remains the property of the entitled parties.

Lombardy Region approved R.L. 5/2020 (as amended by Regional Law 19/2021), which regulates the modalities and procedures for assigning concessions for large hydroelectric derivations, as well as the preliminary recognition activity. Subsequently, the Lombardy Region adopted Regulation 3/2022 for the preliminary procedures for the assessment of the public interest in relation to the various uses of water, as well as Regulation 9/2022 regulating the timing and procedures for the allocation procedures, challenged with the Superior Court of Public Waters by a number of operators (the judgements are still pending).

Most of A2A S.p.A. large-scale hydroelectric derivation concessions located in Valtellina (for a nominal concession power of around 215 MW) have expired; Lombardy Region with Regional Council Resolution XII/5597 of December 30, 2025 allowed, at certain conditions, the temporary continuation of its operation until December 31, 2026, or shorter term, should the reassignment procedures, not yet started, be concluded at an earlier date and, among other things, confirming the payment of an additional fee and the non-application of the partial exemption from the state fee on the Premadio 1, Grosio, Lovero and Stazzona plants.

With reference to the Resio (BS) concession, owned by Linea Green S.p.A. (a wholly-owned subsidiary of A2A S.p.A.), the Lombardy Region announced with DGR 1602 of December 18, 2023, the start of the reallocation procedure, with the publication of the call for tender on April 22, 2024. The appeals lodged by Linea Green S.p.A., A2A S.p.A., and Elettricità Futura concerning this procedure, in which Linea Green S.p.A. itself and five other operators (one of which is foreign) took part, remain under consideration. The tender procedure is also underway and is expected to be completed in 2026.

Other A2A S.p.A. concessions (plants in Mese in Lombardy, Friuli and Calabria for a total nominal concession capacity of about 348 MW) expire in 2029, as the Gravedona concession of Acinque Innovazione S.r.l. (Acinque Group), also with an expiry date of 2029.

Concessions for thermoelectric power plants

As far as concessions for thermoelectric power plants are concerned, the relevant regulations have evolved in a very heterogeneous manner. For example, with reference to concessions for the derivation of public water for industrial use, the discipline was initially defined by Law no. 2644/1884 and by Royal Decree 1775/1933 to subsequently have an outline on a more local basis also through agreements with specific consortia of reclamation and irrigation.

The granting bodies may be identified alternatively in the Region and in the Province for concessions for the derivation of public water and for those relating to the occupation of state-owned areas and in the Port Authorities for concessions relating to the occupation of maritime state-owned areas.

A2A Energiefuture S.p.A. and A2A gencogas S.p.A. hold the following types of concessions for the operation of their own thermoelectric power plants:

- concessions for the derivation of public water: (i) for the cooling of thermoelectric power plants; (ii) for industrial use; (iii) for other uses;
- concessions for the occupation of: (i) state-owned areas; (ii) maritime state-owned areas.

The duration and any renewal procedures are established by the relevant concession deeds and by the applicable statutory provisions.

Natural gas distribution and metering service

The regulations governing concessions for the distribution of natural gas through local networks, initially contained in the deeds of award stipulated with the municipalities in implementation of laws of principle dated back to the early 1900s, have been the subject of numerous amendments over the years.

The main ones, introduced by Articles 14 and 15 of Legislative Decree 164/2000 (transposing Directive 98/30/EC), defined the criteria for standardizing the sector providing: (i) a maximum duration of 12 years for concessions, (ii) the award of the service by local authorities through a public tender and (iii) the relationship with the operator is regulated by a specific standard contract approved by ministerial decree containing, in particular, the procedures for performing the service, the quality objectives, the economic aspects and the conditions for early termination of the company for failure by the operator.

The Ministerial Decree of January 19, 2011 defined the 177 Minimum Territorial Areas (ATEM) while the subsequent Ministerial Decree of October 18, 2011 identified the Municipalities belonging to each ATEM that will be the subject of a tender whose criteria have been defined by Ministerial Decree 226/2011.

Over the years, the regulations have been subject to many innovations (inter alia, see the Annual Market and Competition Law 2021), especially with reference to the provisions for defining the redemption value to be recognized to the outgoing operator and the valorisation of the assets owned by the Conceding Entities, and the terms within which the tenders must be announced, extended several times, and the penalties originally envisaged for the Conceding Entities in the event of non-compliance have been eliminated. Finally, the same law referenced above required the responsible Ministry to conduct a review of tender evaluation criteria, incorporating considerations of technological innovation and sector development.

As part of the reorganization process of the Group's infrastructure activities, the sale by Unareti S.p.A. and LD Reti S.r.l. of the business unit relating to the gas distribution activity (excluding ATEM Milano 1) to a newly established company, which was simultaneously sold to the Ascopiave Group, became effective from July 1, 2025.[6]. The concessions included in the divested BU therefore contributed to the financial statement values limited to the first 6 months of the year. The remaining natural gas distribution concessions are held by Azienda Servizi Valtrompia S.p.A., RetiPiù S.r.l. (AEB Group), in addition to Lereti S.p.A. and Reti Valtellina Valchiavenna S.r.l.. (two companies of the Acinque Group).

As of December 31, 2025, the main contracts are awarded to the Milan 1 ATEM (where Unareti S.p.A. is the service provider following a tender issued pursuant to Ministerial Decree 226/2011) and the municipalities of Varese, Lecco, Sondrio, and Monza (as well as numerous municipalities in the same provinces and in those of Brescia, Bergamo, and Como).

6 The sale concerned the municipalities of Brescia, Bergamo, Lodi, Pavia and Cremona, along with other smaller ones located in the same provinces.

Concessions for electricity distribution

Pursuant to art. 9 of Legislative Decree 79/1999 (Bersani Decree), electricity distribution is provided under a thirty-year concession issued for the territory of each municipality by the Ministry of Economic Development (now MASE). The Decree established, among other things, a transitional regime for distributors already operating on that date, granting them the option to continue providing the service under concessions issued by March 31, 2001, and valid until December 31, 2030. At the end of the transitional period, the Legislative Decree provides for the issuance of new concessions through tenders to be held no later than five years prior to the expiration date, for areas no smaller than the municipal territory and no more than a quarter of all end customers. The procedures, including the remuneration of the investments made to be recognised to the outgoing concessionaire, will be established with a specific MASE Regulation.

The 2025 Budget Law (art. 1, paragraphs 50-53) has addressed the matter by requiring that MASE, in agreement with the Ministry of Economy and Finance (MEF), on ARERA proposal and with prior agreement concerning the aspects of their competence in the Unified Conference as per article 8 of Legislative Decree 281/97, and after receiving the opinion of the appropriate parliamentary commissions, draft, by June 2025, a MD to define the terms and procedures for the submission by concessionaires of extraordinary multi-year investment plans to improve security, resilience, and quality of service, as well as to enable integration of renewable energy. The MD must also contain criteria for the evaluation and approval of such plans. If MASE, after consulting ARERA and MEF, gives a positive opinion on the operator's proposal, the concession, upon payment of a fee that will be counted in the capital investment and valued at the same rate defined for investments, can be adjusted for a period of no more than 20 years, (thus postponing the expiration to 2050 at the latest).

ARERA Resolution 392/2025/R/eel approved the proposal to be submitted to the MASE, which provides that the extraordinary multi-year investment plans have a duration of 5 years and can be presented in two time windows: a) within 90 days after 5 months from the approval of the MD; b) in January 2028. The extraordinary nature must be assessed by considering the average increase in investments over the plan compared to a baseline, calculated on the average of investments in 2020-2024. The required increase is modulated on the basis of a specific "investment level" indicator calculated as the ratio between the amount of annual investments and the annual depreciation rate: if this indicator is greater than 1, the required increase will be equal to +10/20%, otherwise, instead, to +20/35% and the remodulation period equal to at least 10 years starting from 2030 equal for all distributors. ARERA also requested to eliminate or, in any case, minimize the burden to be paid to the MEF in the face of the remodelling of the concession to protect users and maximize the resources of operators to support new investments.

At the moment, MASE has not yet adopted the MD required by the 2025 Budget Law as at December 31, 2025.

As at December 31, 2025, following the process of reorganizing the Group's infrastructure activities, the concessions for the distribution and metering of electricity are held by Unareti S.p.A.[7], Duereti S.r.l.[8], RetiPiù S.r.l. (AEB Group) and Reti Valtellina Valchiavenna S.r.l. (Acinque Group) and concern the Municipalities of Milan, Brescia, Cremona Seregno and Sondrio (in addition to numerous municipalities in the province of Milano, Brescia and Sondrio).

7 From July 1, 2025, the merger of Camuna Energia S.r.l. and LD Reti S.r.l. became effective (only the business unit relating to the distribution and metering of electricity) in Unareti S.p.A.. The Ministry has ordered the consequent transfers of the two ministerial concession decrees in favour of Unareti S.p.A..

8 On March 9, 2024, e-distribuzione S.p.A. and A2A S.p.A. signed an agreement that provides for the transfer to the newly established company Duereti S.r.l. of the business unit owned by e-distribuzione S.p.A., comprising assets for operating the medium- and low-voltage power distribution network in the provinces of Milan (with the exception of some municipalities in the northern belt) and Brescia (Valtrompia municipalities), starting from January 1, 2025. The Ministry issued the relevant concession decree in favor of Duereti S.r.l..

Integrated Water Service (SII)

In accordance with the provisions of Legislative Decree 152/2006, the SII is organized on the basis of Optimal Territorial Ambits (ATO) defined by the Regions and, as a rule, coinciding with the provincial territory. In compliance with the scope plan and the principle of a single management, the Ambit Government Entity (EGA) decides on the form of management (award by tender, mixed public-private company and in house providing) and, consequently, provides for the award, for 30 years, of the SII in compliance with national regulations on the organization of local public services to networks of economic importance. The direct award may be made to entirely public companies that meet the requirements of European law and are in any case owned by the local authorities covered by the ATO.

LD 201/2011 (so-called 'Salva Italia') entrusted ARERA with the regulatory and control competences in the SII. The Authority has introduced significant innovations, providing for Consolidated Texts on tariff preparation, technical and contractual quality, user fee structure, arrears, social bonus and metering rules.

The SII is applied art. 34 of Law Decree 179/2012 supplemented by Law 115/2015 (Article 8, paragraph 1), which establishes mandatory principles for local authorities for the award of services and regulates the transitional period of pre-existing awards validly absent. In particular, it is envisaged that the award of services provided by listed companies and subsidiaries of listed companies (such as those held by subsidiaries of A2A S.p.A.) will cease upon expiry of the service contract or other acts governing the relationship.

LD 133/2014 ("Sblocca Italia" Decree) provided that, at the time of first application, the EGA, in order to ensure the achievement of the principle of single management within the ATO, provide for the award to the single operator of the area at the end of the existing management, operating on the basis of an award approved in accordance with the legislation pro tempore in force and not declared ceased pursuant to law. The legislator provided for certain exceptions to the establishment of the single operator by the EGA: in particular, in the event that the ATO coincides with the regional territory, it is allowed to award the SII in territorial areas, however, not less than the territory corresponding to the provinces or metropolitan cities.

The Legislative Decree also applies to the SII. 201/2022, as it is a public network service.

The A2A Group carries out the SII activities, through its subsidiaries and safeguarded companies in accordance with Legislative Decree 152/2006, in Brescia and in several municipalities of the province by means of A2A Ciclo Idrico S.p.A.[9] and Lereti S.p.A. (Acinque Group) in Varese and Como, along with several municipalities in the respective provinces[10].

9 The Brescia EGA has begun the investigation process regarding the change in management of concessions previously granted to A2A Ciclo Idrico S.p.A. that have expired and/or been aggregated, following liquidation of their residual value, as defined in application of the ARERA Resolutions, to Acque Bresciane S.r.l., a fully public company established in 2017. There are 35 Municipalities involved.

10 In 2025, the Como ATO initiated the procedure for taking over the Single Area Manager in the safeguarded concessions in the municipalities of Como and Brunate. In the Varese ATO, the concessions of 4 municipalities (Azzate, Luvinate, Casciago and Barasso) expired on December 31, 2024. By Resolution of the Board of Directors no. 46 of December 29, 2025, the EGA of Varese expressed a favourable opinion with respect to the proposal shared by the two Managers to transfer – from Lereti S.p.A. to Alfa S.r.l. – all the Municipalities managed under safeguarding (34) on a single takeover date (2032).

District heating

In Italy, there is no comprehensive legislative framework defining the way in which the district heating service is to be awarded, since neither the national legislator nor the administrative case-law in its rulings have unambiguously considered district heating as a local public service. However, applicable to the service is Legislative Decree 201/2022. In Lombardy, an initial discipline is dictated by Regional Law 26/2003. In such a poorly defined regulatory context, the local authority that considers this service a local public service regulates it using concession schemes and, within the limits set by Legislative Decree 201/2002 and, in previous years, by the legislation in force at the time, also authorization schemes. In other cases, the municipalities do not assume district heating as a public service and, therefore, regulate different aspects such as the use of the subsoil.

When district heating is assumed as a public service, the relationship between the municipality and the operator is governed by agreements (also called service contracts) through which the granting body regulates the service it has entrusted to the municipality. This involves a fee paid to the granting body and clear rules for the provision of the service to users, typically for a long period of time, taking into account the underlying investments, and also granting an exclusive management right.

Legislative Decree 102/2014 (implementing Directive 2012/27/EC on energy efficiency) granted specific regulatory and control powers to ARERA, including in the district heating/cooling sector, in Articles 9, 10, and 16. The subsequent amendment provided for by Article 47 bis of Law 41/2023 also introduced cost-reflective tariff regulation.

ARERA Resolution 638/2023/R/tlr approved the TLR Tariff Method, which defines a transitional economic regulation for 2024, based on a constraint on actual revenues calculated using the avoided cost methodology (gas) for the end customer; subsequent Resolutions 597/2024/R/tlr and 580/2025/R/tlr extended the effectiveness of this method for 2025 and 2026, respectively. The Authority has also intervened, regulating various areas of the service, with the consequent obsolescence of the previous agreements and service charters where present, including:

- price transparency through the definition of minimum contents of supply contracts and the introduction of information obligations for operators;
- commercial quality by introducing specific obligations for operators (compliance with specific and general levels, compensation);
- technical quality in relation to security and continuity and the quality of metering, introducing service obligations and quality standards for the metering of energy supplied to users.

As far as the A2A Group is concerned, the service is managed by A2A Calore e Servizi S.r.l. and by Gelsia S.r.l. (AEB Group), and for the Acinque Group by Agesp Energia S.r.l., Acinque Tecnologie S.p.A. and Acinque Energy Greenway S.r.l.[11] The main municipalities that use the service are Bergamo, Brescia, Milan, Cremona (as well as some municipalities in the same provinces including Crema, Sesto San Giovanni, Cologno Monzese), Lodi, Varese, Como[12], Lecco (here also in the municipalities of Valmadrera and Malgrate)[13], Monza, Seregno and Giussano.

11 Gelsia S.r.l. and Agesp Energia S.r.l. operate district heating services not under a concession but under private initiatives.

12 As of August 1, 2025, the district heating service in the Municipality of Como was entrusted, following a public tender, to Acinque Tecnologie S.p.A.. Until July 31, 2025, the service was in any case managed by the Acinque Group through Comocalor S.p.A..

13 The design, development, and management of district heating in the municipalities of Lecco, Malgrate, and Valmadrera is carried out by Acinque Energy Greenway S.r.l., a company owned by Acinque Tecnologie S.p.A. (70%) and Silea S.p.A. (30%).

Public lighting

The public lighting service includes the management of systems (operation, maintenance and periodic checks) as well as the supply of electricity to supply the lighting points, as well as the implementation of modernization and energy requalification interventions. Even for public lighting, as for district heating, there is no detailed regulatory framework. Local authorities that also identify this service as a local public service of economic importance must comply with Legislative Decree 201/2022 and, therefore, entrust the service in conformity with community principles, also availing itself of the provisions dictated by the Code of Public Contracts under Legislative Decree 36/2023.

As highlighted by the Annex to Ministerial Decree of March 28, 2018 that disciplines the *"Minimum environmental criteria of public lighting services"* (CAM), in implementation of a general principle of the law, the duration of the service to be awarded must be commensurate with the activities included in the contract, the degree of economic exposure envisaged and, therefore, the time needed to amortize the investment plan.

The A2A Group manages the public lighting service[14] through A2A Illuminazione Pubblica S.p.A. (AEB Group) in Milan, Brescia, Bergamo, and Treviso, as well as in numerous municipalities in the provinces of Lombardy, including Busto Arsizio, Seregno, and Cologno Monzese, along with locations in Piedmont and some regions of southern Italy. The service is overseen by Acinque Group companies in Monza and across multiple municipalities in the provinces of Milan, Monza-Brianza, Lecco, Varese, and Messina (Acinque Tecnologie S.p.A.), as well as in Sondrio and certain municipalities of that province (Reti Valtellina Valchiavenna S.r.l.).

Management of the municipal hygiene service

Environmental services are related to the case of local public services of economic importance and the procedures for awarding them are governed by art. 202 of Legislative Decree 152/2006 and Legislative Decree no. 201/2022. The services of collection, transport, sweeping and washing of roads, recovery and disposal of waste are regulated by a specific service contract with the Municipality aimed at defining the essential elements of the award including the duration of management, the economic aspects of the contractual relationship as well as the organizational and management methods of the service and the quantitative and qualitative levels of the services provided. In defining the contractual relationship, the Body takes into account the achievement of objectives of efficiency, effectiveness and cost-effectiveness of the service.

Budget Law 2018 entrusted ARERA with the regulatory and control powers in the waste sector, including mixed, urban and assimilated waste: Resolution 389/2023/R/rif defined the criteria for the recognition of the efficient operating and investment costs of the integrated waste service for the period 2024-2025 (MTR-2), setting the criteria for defining the access tariffs to the treatment plants of mixed waste and OFMSW. With Resolution 397/2025/R/rif, the Authority approved the tariff method for the third regulatory period 2026-2029 (MTR-3). In addition, Resolution 15/2022/R/rif introduced the Consolidated Act for the regulation of the quality of municipal waste management for the period 2023-2025, providing for a set of contractual and technical quality obligations, minimum and homogeneous for all management.

14 Inclusive for some municipalities also the management of traffic lights and votive lamps.

Lombardy Region has organized integrated waste management using the provisions of art. 200, paragraph 7, of Legislative Decree 152/2006, i.e. without the establishment of any Optimal Territorial Ambit (ATO) and attributing to the Municipalities the competences for entrusting the service, which they exercise individually or in associated form. In addition, with Council Resolution XII/2373 of May 20, 2024 (in continuity with what it had already established), the Region complied with the provisions of ARERA Resolution no. 363/2021/R/rif, declaring the treatment plants for mixed waste and OFMSW to be 'additional' (i.e., whose access fees are not determined by ARERA). The Region has, however, strengthened the monitoring obligations of plant operators, reserving the possibility of revising said declaration during the biennial updating of tariffs and following any changes in market conditions and the adoption of the National Waste Management Plan.

ARERA published Resolution no. 385/2023/R/rif on the adoption of the "Standard scheme of the service contract for the regulation of relations between entrusting bodies and managers of the municipal waste service", defining the minimum essential contents required by current legislation, without prejudice to the contractual autonomy of the Parties in regulating further contents, in compliance with current legislation and regulatory measures. Resolution 596/2024/R/rif also approved 'the standard framework for the call for tenders'.

The urban hygiene service is provided by Amsa S.p.A. and by Aprica S.p.A., subsidiaries of A2A Ambiente S.p.A., by Gelsia Ambiente S.r.l. (AEB Group) and by Acinque Ambiente S.r.l. (Acinque Group). The main awards concern Lombardy (municipalities of Milan[15], Brescia, Bergamo, Como, Cremona and Lodi with different deadlines based on the deeds governing the relationship with the individual municipalities) and East Liguria and in Valle d'Aosta[16].

7) Update of the main legal and tax disputes still pending

Adequate provisions are provided where necessary for the disputes and litigation described below.
It is noted that if there is no explicit reference to the presence of a provision, the Group assessed the corresponding risk as possible without appropriating provisions in the financial statements.
It should be noted that certain disputes illustrated in previous financial statements and still pending are not further reported due to the absence of updates or the modification of the previous risk situation.

A2A S.p.A.

Edison reorganization – compensation case for Carlo Tassara: lawsuit for damages against Transalpina dell'Energia and A2A S.p.A.

On April 14, 2022, Carlo Tassara S.p.A. served a new summons on the Court of Milan, requesting that Transalpina Dell'Energia and A2A be ordered, jointly and severally with each other, to pay Carlo Tassara S.p.A. the damages that will be quantified in the course of the proceedings, after ascertaining and declaring the liability of the two companies for the breach of article 106 TUF (Total Tender Offer).

15 Following the award of the tender for the management of the urban hygiene service in the Municipality of Milan, Amsa S.p.A. is the holder of the new assignment commenced on September 28, 2024 for a duration of seven years and with the provision of an option to extend for a further two years.

16 Aprica S.p.A. was also awarded the tender launched by the CSEA Consortium (53 municipalities in the Province of Cuneo – Piedmont), with the start of the service scheduled for April 2026.

In the writ of summons, Carlo Tassara S.p.A. quantifies the damage caused by the write-down of the value of its equity investment in Edison at 316,843,562.97 euro, figure resulting from the theoretical value of the tender offer calculated by Carlo Tassara S.p.A. on the basis of:

a) value of Edison shares recorded in the financial statements by TDE and A2A (1.5003 euro/share);

b) value assigned by Edison in fair value appraisals (1.3 euro/share);

c) highest edict value identified by Consob (0.95 euro/share);

d) market value to be defined by the Court.

The writ of summons provides a description of the facts related to the extraordinary transaction to be ascertained: (i) the avoidance and violation of article 106 of the TUF and (ii) the demonstration of the existence of an alleged pact between the two defendants to depress Edison's value, prior to launching a takeover bid - with the consequent violation of the rule protecting minority shareholders of listed companies and non-achievement of the latter of: (i) control price and (ii) market price of the Edison shares held by Carlo Tassara S.p.A..

In anticipation of the first hearing set for January 11, 2023, A2A entered an appearance and illustrated the grounds for the rejection of the appeal. At the hearing, the judge declared the default of TDE (which did not enter an appearance and did not appear at the hearing) and, on January 12, 2023, with an order outside the hearing, adjourned the case for the definition of the conclusions to July 4, 2023, in order to allow the panel, before considering the merits of the deeded claims, to examine the procedural objections raised by A2A. After said hearing, the parties were able to file their pleadings. On March 1, 2024, a non-definitive sentence was filed, putting the case back on the register for the continuation of the preliminary investigation phase and rejecting the preliminary objections of inadmissibility of the claim, lack of passive legitimacy of A2A and lis pendens. In 2024, two hearings took place on March 12 and June 25. On June 26, 2024, an order was issued rejecting the preliminary inquiries of Carlo Tassara S.p.A., and the hearing for clarifying conclusions was set for March 18, 2025, then deferred with a further provision of March 13, 2025 to April 21, 2026.

The Group, having fulfilled the requirements of the regulations in force, does not consider likely the risk for which it has not allocated any provisions.

Shareholders' Agreement between A2A S.p.A. and Pessina Costruzioni S.p.A. for the management of ASM NOVARA S.P.A.

In March 2013, Pessina Costruzioni established arbitration proceedings against A2A S.p.A. to have the latter declared in breach of the shareholders' agreement signed between the parties on August 4, 2007 with reference to the company ASM NOVARA S.p.A. (now extinct) and to order A2A S.p.A. to pay damages accordingly. With an award filed on June 30, 2015, the board of arbitrators, with the dissenting opinion of the arbitrator appointed by A2A S.p.A., found A2A S.p.A. liable for the breach of the shareholders' agreement and, consequently, ordered it to pay damages, which were settled on an equitable basis.

The Court of Appeal of Milan on November 23, 2016 with Sentence 4337/16 rejected the appeal of A2A S.p.A. for nullity of the award.

The Court of Cassation, with Order 18220 filed on June 26, 2023, accepted the first reason of the appeal notified by A2A S.p.A., considered the remaining reasons absorbed and quashed with adjournment the sentence of the Court of Appeal of Milan.

The company A2A S.p.A. and also the company Pessina Costruzioni resumed the case in the Court of Appeal within the time limit. In the event that A2A S.p.A.'s claim for the nullity of the award is upheld and the Court makes a new decision on the merits of the dispute, by way of a conditional cross-appeal, Pessina has also made a claim for damages in the amount originally requested and greater than the amount recognized by the award in application of the principle of fairness.

At the first hearing on May 22, 2024, the two cases were joined; at the end of the trial, the Court of Appeal, in July 2025, filed Judgement 2265/2025, which upheld the first judgement of the Court of Appeal, albeit for different reasons, and therefore dismissed both the appeal for reinstatement of A2A and that of Pessina Costruzioni, ordering A2A to pay the costs of the dispute.

Derivations of public water for the production of hydroelectricity

With reference to the expired concessions in Lombardy operated under the so-called temporary continuation regime (for A2A S.p.A., the concessions of Grosotto, Lovero, Stazzona, Grosio, and Premadio I are relevant, while for Linea Green S.p.A.-LG, the Resio concession is relevant), and, in particular, regarding the imposition of additional fees, the Court of Cassation ruled (February 2024, Ord. nos. 4800 and 4382), recognising the legitimacy of the provisional tariff (equal to 20 €/kW of nominal power) identified by Regional Council Resolution 5130/2016. The relevant amounts, paid in March 2024, had, however, been fully provisioned as a matter of prudence. On the other hand, the case concerning the so-called final additional fee, instituted in February 2024 before the Superior Court of Public Waters (TSAP), is still pending. With regard to the expired concessions, the Lombardy Region increased the nominal concession power through its Regional Council Resolution no. 5597 of December 30, 2025, which A2A and LG have challenged before the TSAP.

A2A also contested - as contrary to the pro-tempore regulations in force - the annulment of the partial exemption of the State fee ordered by the Lombardy Region for the expired concessions that benefited from it. The Court of Cassation dismissed the appeals relating to the Premadio I (Sent. no. 15990/2020) and Grosio (Ord. no. 4371/2024) concessions, while the judgements are still pending relating to the Lovero and Stazzona concessions, in which A2A has obtained 2nd instance rulings (Superior Court of Public Waters-TSAP sent. nos. 171/2023 and 2/2024) in favour, challenged in Cassation by the Region.

Also in Lombardy, imposed, in alleged implementation of art. 12 of Legislative Decree 79/1999 as amended by Law 12/2019, was the free transfer of electricity, in monetised form (220 kWh per kW of nominal power). The relevant measures were challenged by A2A and LG. In relation to the expired concessions, the Court of Cassation has definitively ruled that the subjection to the gratuitous transfer of energy is legitimate (see Order no. 15888/2024). For concessions that have not expired, litigation is still pending. The Lombardy Region also requested, in alleged implementation of art. 12 of Legislative Decree 79/1999, the payment of the so-called binomio State fee, consisting of a fixed and a variable component. A2A and LG initiated legal actions on the merits, which are still pending before the TSAP and the Court of Cassation.

In December 2023, the Lombardy Region approved the resolution calling for the reassignment by tender of the Resio concession of LG; although the Company submitted a tender offer, it challenged the resolution in court both in defence of its rights and legitimate interests as outgoing concessionaire (making the assets available and enhancing their value), and raising profiles of unreasonableness and illegitimacy of the proceedings and the relevant regional regulation on expired concession reassignment. The subsequent invitation to tender was also judicially challenged.

In Friuli Venezia Giulia, A2A holds concessions in force until 2029. Similarly to Lombardy, a judgment against the imposition of the free energy transfer was initiated, which is still pending at the TSAP on appeal, after a negative first instance sentence (Venice Regional Court of Public Waters sent. no. 2006/2023). An action was also brought against the imposition of the so-called Binomio state fee, still pending at TSAP.

For all disputes relating to hydroelectric concession fees and similar charges, the companies have prudently recognised provisions in the risk fund in case of explicit and specific requests for payments by the public administration, the estimate of the amount to be paid conservatively is considered to be the full amount, whereas in the case of requests that have not yet been formalized but are merely 'foreseeable' in the year, even if the amount is uncertain (as is the case for outstanding adjustments relating to the increase in capacity), the amounts have been recorded on the basis of the best estimate made by the Directors.

Public Prosecutor's Office at the Court of Sondrio – Criminal proceedings R.G.N.R. 1067/2024

Preliminary investigations are underway against certain A2A S.p.A. employees following the death during working hours of an employee of the Company, as a result of an accident that occurred on November 24, 2023.

At present, only known are the allegations made in notices of indictment and minutes of the ATS Montagna contesting violations of the Legislative Decree 81/08 and manslaughter (Article 589 of the Criminal Code). On January 8, 2025, ATS Montagna announced its acceptance to settle the alleged offences through administrative payment. Further developments are expected.

A2A Energiefuture S.p.A.

Inspection at Monfalcone Plant (RGNR 195/17 Public Prosecutor of Gorizia, then RG Court of Gorizia no. 492/2023)

On March 8 and 9, 2017, following orders of the Public Prosecutor of Gorizia, the Monfalcone Plant of A2A Energiefuture S.p.A. was inspected during which surveys and samplings (on coal in stock, on the ashes, on fume treatment residues, emissions from the chimney) and documentary acquisitions (on the servers of the emissions monitoring system, on fuel analysis forms, etc.) were performed. On the same date, the guarantee information has been notified to three employees, regarding an investigation for the offences referred to in Article 452 bis of the Italian Criminal Code. *Environmental pollution*. The suspect employees appointed trusted defenders.
Subsequently, between December 2017 and January 2018, and then in December 2018 and July 2020, the Public Prosecutor of Gorizia proceeded with the acquisition of additional documentation at the plant.

On May 6, 2021 (and subsequently on June 4, 2021), the defenders of the former head of the plant (but not the other two employees who had received information of guarantee) were notified of the conclusion of the preliminary investigation pursuant to article 415 bis of the code of criminal procedure in relation to the crime of environmental disaster pursuant to article 452 quater, paragraph 1, no. 2 and paragraph 2 of the Criminal Code. From the same notification, it emerged that the company was charged with the offence referred to in article 25 undecies, paragraph 1, letter b), in relation to article 5, paragraph 1, letter a) of Legislative Decree 231/01.

In said notice of conclusion of the investigations, it was contested that the seabed in the area in front of the power plant quay had been compromised by coal run-off, the air had been compromised by emissions from the power plant and the balance of the ecosystem had been altered by contamination with heavy metals. A similar notice was served on May 10, 2021 at the Monfalcone power plant.

On July 29, 2021, the defence attorney of the former head of the plant was served with a decree scheduling a preliminary hearing for November 24, 2021 before the Preliminary Investigation Judge (GIP) of Gorizia.

At the hearing of November 24, 2021, the Company's lawyer raised a preliminary objection of the nullity of the notice pursuant to article 415-bis of the Code of Criminal Procedure of the conclusion of the preliminary investigations since not duly notified. The exception was upheld by the Judge who referred the case back to the Public Prosecutor's Office so that it could serve a new notice of conclusion of the preliminary investigations. As a result of this decision, the trial regressed to the preliminary investigation stage.

On July 1, 2022, a new notice pursuant to article 415 bis of the Code of Criminal Procedure of the conclusion of preliminary investigations was served on the defence counsel of the former head of the plant and on the defence counsel of the company. The new notice no longer contemplates the offence referred to in article 452 quater of the Criminal Code, i.e. environmental disaster, but rather that referred to in articles 452 bis and 452 quinquies of the Criminal Code, i.e. environmental pollution/ unintentional crimes against the environment. Consequently, by virtue of the new and different predicate offences referred to by the Public Prosecutor, the charge against the company in relation to administrative liability has also been amended, which now concerns the offence referred to in article 25 undecies, paragraph 1(a) and (c) of Legislative Decree 231/01.

Despite certain formal deficiencies, the notice of the pre-trial hearing set for October 31, 2023 was served to both the natural person and the Company on April 17, 2023.

At that hearing, the Company asserted the notification flaws and the judge decided to renew the notification to the entity only and to continue the two proceedings against a natural person and a legal person as one. Therefore, a new pre-trial hearing was scheduled, which was first discussed on March 5, 2024, continued on March 12, 2024, and then on May 7, 2024. At that hearing, the Judge, with a well-reasoned judgement that became final on August 1, 2024, declared the unusability or nullity of a list of investigative documents against both the legal entity and the natural person.

At the same hearing on May 7, 2024, the Judge pronounced a judgement of non-suit against the legal person (the grounds for which were filed on May 21, 2024) and set a hearing on the merits for September 20, 2024 for the natural person.

At the hearing on September 20, 2024, both witness testimonies and documentary evidence were accepted. Following the conclusion of the discussion in which the defence counsel illustrated the reasons for an immediate declaration of non-punishment in consideration of the submitted documents and, alternatively, the partial statute of limitations, an adjournment was scheduled for February 28, 2025. At the hearing on February 28, 2025, the Court issued an order requesting further examination of the ARPA report (which was favourable to the defence) and postponed the case to the hearing on September 26, 2025. This hearing was then postponed ex officio to January 23, 2026. At the hearing on January 23, 2026, a witness for the Public Prosecutor was heard, so the Judge adjourned the hearing to July 17, 2026 to hear other witnesses for the Public Prosecutor.

San Filippo del Mela power plant - Court of Messina - Criminal proceedings R.G.N.R. 678/2023

The Messina Public Prosecutor's Office is conducting preliminary investigations under the case number 678/2023 RGNR against A2A Energiefuture S.p.A. and one of its employees, for assessments regarding the violation of Article 256 of the Legislative Decree 152/2006 (unauthorised waste management activities) and of Article 25-undecies paragraph 2 letter b) of Legislative Decree 231/2001, as well as towards the employee of Article 452 quaterdecies of the Criminal Code (organized illegal waste trafficking activities). Further developments are expected.

Linea Ambiente S.r.l. – Grottaglie landfill

Court of Taranto - Criminal Proceedings RGNR 2785/18

On March 14, 2019, an employee of A2A Ambiente S.p.A., seconded to Linea Ambiente S.r.l. as the company's Chief Operating Officer, was remanded in custody as part of investigations into the offences referred to in articles 319 and 321 of the Italian Criminal Code with reference to an alleged bribery connected with the issue of Executive Decision no. 45 dated April 5, 2018 by the Province of Taranto for the orographic optimization of the Linea Ambiente S.r.l.'s Grottaglie landfill.

On August 1, 2019, the Court of Taranto - Office of the Judge for Preliminary Investigation - at the request of the Prosecutor's Office, ordered the immediate trial, i.e. without a preliminary hearing being held, of the defendants subject to pre-trial custody, including the employee of A2A Ambiente, against whom the measure of pre-trial custody in prison was replaced by house arrest and, subsequently, with the obligation to stay in the municipality of residence and, finally, with the prohibition of residence in the province of Taranto (even this last measure was later revoked by order of January 24, 2022), setting the first hearing for this purpose on November 4, 2019. The trial ended with the reading of the verdict at the hearing on November 16, 2022. Judgement 3459/2022 was filed on May 15, 2023.

The A2A Ambiente employee was sentenced to eight years in prison plus disqualification penalties. No confiscation order was issued against them; confiscation was applied to another defendant, and part of this sum is attributed as partial consideration for the adoption of Resolution no. 45 of April 5, 2018.

Taranto Court of Appeal 515/2023 R.G. App.

The first Court of Appeal hearing to discuss all appeals submitted by the individual defendants and the Public Prosecutor is scheduled for May 14, 2024.

The Public Prosecutor has lodged an appeal against the initial judgement for not confiscating from the individual defendants the proceeds from the crime amounting to 20,304,974.88 euro (as specified in the seizure decree dated May 18, 2021), and consequently, no conclusive judgement on the refusal of confiscation has been reached, and the Court of Appeal must now decide whether to uphold or amend the ruling of the Court of Taranto.

The Court of Appeal, at the first hearing on February 21, 2024, due to profiles related to the composition of the Board, adjourned the case without hearing to a new Board at the hearing of May 14, 2024.

Even at that hearing, due to persistent issues with the Board's composition, the matter was postponed to November 19, 2024, and subsequently to April 1, 2025. The Court of Appeal then adjourned to June 18, 2025 for discussion of preliminary matters. At that hearing, the Court, upholding the objection raised, declared the immediate trial order issued in 2019 to be null and void and, consequently, annulled the first-instance judgement, ordering that the case files be remitted to the Public Prosecutor, thereby consequently returning the proceedings to the preliminary investigation stage.

As a result of this decision by the Court of Appeal, the Taranto Public Prosecutor's Office was placed in the position of having to choose whether to appeal the judgement to the Court of Cassation or to start again from the last act not affected by nullity and therefore issue a new notice of completion of the investigations pursuant to Article 415-bis of the Code of Criminal Procedure and then request the holding of a new preliminary hearing.

The Public Prosecutor's Office of Taranto, after having lodged an appeal with the Court of Cassation, on December 3, 2025, served a new notice of completion of the investigations pursuant to Article 415-bis of the Code of Criminal Procedure. Subsequently, on February 3, 2026, the defence counsel received notice of the setting of the hearing in the Court of Cassation for March 24, 2026.

Further developments are expected.

Court of Taranto no. 5400/19 R.G. Administrative Responsibility

Precautionary measures

On May 7, 2020, the Guardia di Finanza notified Linea Ambiente S.r.l. of a preventive seizure order issued by the GIP of Taranto on March 12, 2020 in the context of Proceedings no. 2785/18 R.G.N.R. and 5400/19 R.G. Admin. Resp. and deed of execution of preventive seizure pursuant to art. 53 of Legislative Decree 231/01, also valid as guarantee information pursuant to art. 369 of the Italian Criminal Code.

For the first time, Linea Ambiente was informed of the existence of Criminal Proceedings no. 5400/19 R.G. Admin. Resp. of Entities for bribery offences pursuant to article 25, paragraph 2, of Legislative Decree 231/01.

The preventive seizure, on May 7, 2020, was arranged up to the amount of 26,273,298 euro (equal to the presumed profit of the offence). On May 13, 2020 was the notification of appointment of a judicial administrator of the assets seized, including company shares and receivables.

On May 21, 2020, Linea Ambiente proposed a request for review of the seizure order, which was discussed in the Council Chamber on June 9, 2020, and rejected. The cautionary requests have been confirmed.

On June 11, 2020, a decree releasing the Linea Ambiente portions was notified. On September 10, 2020, the company was notified of the conclusion of the preliminary investigations pursuant to article 415-bis of the Code of Criminal Procedure. The notification was repeated, with partial changes, on January 21, 2021. On January 21, 2021, the Taranto Public Prosecutor's Office notified the defence lawyer of Linea Ambiente of an order to release and return 95.004% of the shares in Lomellina Energia held by Linea Ambiente and already placed under preventive seizure. This was done on the basis of a new estimate of the value of the shares made by the judicial administrator and on the fact that after the seizures made by the Guardia di Finanza there remained sums equal to about 5% the value of said shares.

On May 18, 2021, the Taranto Preliminary Investigation Judge (GIP), following the annulment by the Supreme Court of the preventive seizure order notified on May 7, 2020, issued a new preventive seizure order recalculating the "profit from the crime" as 20,304,974.88 euro (compared to the previous amount of 26,273,298.13 euro) by subtracting the "out-of-pocket costs" incurred by Linea Ambiente and quantified as 5,968,323.25 euro. In fact, the Supreme Court found that the original determination was erroneous of the alleged profit, identified by the Judge for Preliminary Investigation in the gross revenue that Linea Ambiente would have derived as a result of the landfill contributions made in the period April 2018 - February 2019, for a total amount of 26,273,398.13 euro. Consequently, the Supreme Court ordered the annulment of the decree and the return of the acts to the GIP of Taranto to comply with the principles of law dictated by the Supreme Court, according to which the profit is only the advantage of immediate and direct causal derivation of the crime. In the new seizure order notified on May 18, 2021, however, according to the Linea Ambiente defence, this principle was again disregarded and therefore on May 27, 2021, an appeal was filed with the Supreme Court against the same, requesting its cancellation. At the hearing on November 10, 2021, the Court declared the appeal inadmissible due to lack of standing because, according to the Court of Cassation, Linea Ambiente should not have been considered as a party to the committal proceedings opened with the sentence of annulment pronounced by the Court of Cassation on the appeal brought by the company's former Operating Director (in other words, according to the Court of Cassation, the judge of the Taranto Magistrate's Court, as judge of the committal, could have ruled only against the original appellant, i.e. the former Operating Director, and not also against the other parties affected by the original decree).

On June 29, 2021, the Linea Ambiente counsel was re-notified of the preventive seizure order issued on May 18, 2021 by the GIP and the minutes of the execution of the same by which it was ordered to release and return to Linea Ambiente 3.352% of the shares held by it in the company Lomellina Energia for an estimated value (by the Judicial Administrator) of 1,617,284.96 euro. In May 2021, the Group complied with the request of the Judicial Administrator to pay the amounts seized up to the amount of 14 million euro. Subsequently, with a measure notified on March 14, 2022, granting the petition filed by the company, the GIP of Taranto ordered that the preventive seizure of Linea Ambiente's shareholding in Lomellina Energia still under seizure (1.644 %) be transferred to the corresponding sum of money (equal to 793,164.55 euro) to be paid to the indicated account. Once this payment had been made, in execution of the said decree, on May 17, 2022 the Guardia di Finanza released from seizure and returned to Linea Ambiente the 1.644 % of the shares it held in Lomellina Energia that had already been seized.

The proceedings of merit

On March 18, 2021, the Linea Ambiente S.r.l. counsel was served with the notice of the preliminary hearing scheduled for June 10, 2021 before the Taranto Preliminary Hearings Judge. In this preliminary hearing, the Municipality of Grottaglie filed a request to join the civil action. At the subsequent hearing on July 22, 2021, the defence of Linea Ambiente S.r.l. objected to the inadmissibility of the civil action of the Municipality of Grottaglie against Linea Ambiente S.r.l.. The Preliminary Hearings Judge (GUP) accepted the objection and consequently declared the inadmissibility of the constitution of a civil party of the Municipality of Grottaglie, also rejecting the request of the latter, carried out in the alternative, to authorize the summons of the company as civil liable party, postponing the proceeding to November 11, 2021 for the continuation of the preliminary hearing. At this hearing, the defence raised a number of preliminary issues and the Judge granted time to respond and adjourned the hearing until January 20, 2022. At the hearing on January 20, 2022, the judge rejected the preliminary objections and adjourned the hearing on March 31, 2022, then to May 31, 2022, for a decision on the preliminary motions; at that hearing, due to the impediment of the Magistrate's Court judge, an adjournment to September 29, 2022 was ordered; at the subsequent hearing on November 17, 2022, the parties requested an adjournment to acquire the conclusions of the proceedings against the natural persons and a new schedule was set. At the hearing of December 22, 2022, the Public Prosecutor delivered their conclusions with a request for committal for trial against the entity, setting the subsequent hearings for the conclusions of the other parties for January 19 and 26 and February 2, 2023; a new hearing was then set for March 30, 2023 for the Public Prosecutor's replies and possible taking of decisions on jurisdiction by the Judge.

At the hearing on March 30, intended for the responses of the Public Prosecutor, after addressing matters related to another defendant, the Judge once again decided to adjourn the session until April 6, 2023, during which Judge Dr Misserini at the Preliminary Hearing Court in Taranto ordered the committal for trial of Linea Ambiente, in accordance with the Legislative Decree 231 of 2001, and of all other defendants in the proceedings in question, both natural and legal persons, before the Taranto Court sitting in a collegial composition – 1st criminal section, for September 13, 2023.

Several hearings have taken place since September 13, 2023, all of which have been postponed due to the incompatibility of some of the members of the board. After the reading at the hearing of February 12, 2024 of the order of the President of the Court concerning the composition of the new board, the Court set a first hearing for March 4, 2024 at which it decided on the constitution of the civil parties, accepted by ordinance a request of the Public Prosecutor to clarify one of the charges, and set a new hearing for October 7, 2024 for the examination of preliminary issues, and, subsequently, for December 2, 2024 and January 13, 2025. During that hearing, the discussion concerned the requests for evidence made by the Public Prosecutor. Consequently, the Court adjourned the matter to the hearing scheduled for April 7, 2025, to address the issues regarding the Public Prosecutor's evidence requests, as well as those related to the defence's evidence requests. There were then further postponements, again due to incompatibility issues of some members of the panel, to October 6, 2025, November 19, 2025 and, finally, February 18, 2026. At that hearing, the Court, having ruled on the preliminary issues, adjourned the proceedings to the hearing of 22 April 2026 for the commencement of the evidentiary phase of the trial, with the examination of the first witnesses indicated by the Public Prosecutor.

Currently, in light of the events that occurred during 2023, the Company considers the risk of confiscation to be likely.

The risk assessment considers several concurrent factors, such as: (i) the referral to court of the Company in Proceeding no. 5400/19 R.G. Admin. Resp.; (ii) the proceedings against the natural person; (iii) the appeal by the Public Prosecutor against Judgement 3459/2022, which had rejected the request for confiscation; (iv) the new value of the sum determined in the seizure decree notified on May 18, 2021, as the profit deriving from the alleged underlying offence. Should the Company be convicted, confiscation of the price or profit of the offence is anticipated.
Currently, in light of the events that have occurred during 2023, the Company considers the risk of confiscation to be probable, even though it is unlikely that the first instance trial will be concluded during 2026, considering the current progression of the process.

Linea Ambiente vs. Province of Taranto – Grottaglie Landfill

In January 2021 (with reiteration in February 2022), the Province of Taranto sent a warning notice for the removal of the waste dumped during the period of validity of DD 45/18, which also constitutes a response to the requests that the company had made in previous years regarding the procedures for fulfilling the obligations resulting from the Sentence of the Council of State no. 5985/2019, which had annulled the substantial variation no. 45/2018. The Province, according to as stated in the meagre communication of 2021, which does not give evidence of the provincial inquiry, does not open the required authorization procedure and indicates to the company: (i) to remove the waste delivered in excess of the authorized quantities, (ii) to restore the landfill profiles in accordance with authorization 426/08 and (iii) to activate the closure activities.

On February 9, 2021, Linea Ambiente met with the Province, expressly reserving the right to challenge the warning, in order to outline a technical path necessary to take appropriate action; in particular, the company illustrated a preliminary investigation path from which all possible solutions could emerge, including a new request for a substantial variant of the current authorization in line with Council of State Sentence 5986/2019.

In view of the flaws in the deed, the Company appealed to the Apulia Regional Administrative Court to have the warning cancelled and notified additional grounds against the February 2022 communication; the Apulia Regional Administrative Court set a hearing on the merits for February 12, 2026. The Company filed the declaration of loss of interest in the decision and the simultaneous request for a declaration of inadmissibility of the appeal, in view of the issuance, on October 10, 2024, by the Apulia Region, of executive decision 560 issuing the Single Authorisation Provision, which essentially extinguished the litigation in question. We are awaiting the filing of the Regional Administrative Court's decision concluding the proceedings.

Lecce Public Prosecutor's Office - Criminal Proceedings no. 6369/2019 R.G.N.R.

On February 26, 2020, at the Rovato headquarters of Linea Ambiente S.r.l., the Brescia Finance Police executed the "Search and Seizure Warrant" issued on February 5, 2020 by the Lecce Public Prosecutor's Office (Public Prosecutor Mignone) in relation to criminal proceedings no. 6369/2019 R.G.N.R..

The Finance Police then acquired a copy of the company's Organisational Model and the deeds and documents relating to the information flows destined for the Linea Ambiente S.r.l. Supervisory Body from November 2014 to January 2019.

The criminal proceedings have been filed against the company Linea Ambiente S.r.l. and the legal representative pro tempore for the offences referred to in articles 452 quaterdecies of the Italian Criminal Code (activities organised for the illicit waste trafficking) and 256 and paragraphs 1 and 3 of Legislative Decree 152/2006 (respectively waste collection, transport and disposal activities in the absence of the prescribed authorization/registration and the construction and management of unauthorized landfills) from which the company's administrative liability derives pursuant to articles 24 and 25 undecies of Legislative Decree 231/2001 and this - the said measure states - "in order to have, with several operations and through the setting up of continuous and organized means and activities, managed and illegally disposed of large quantities of urban waste, creating an illegal landfill, in order to obtain an unfair profit". These alleged offences were supposedly committed in "Rome and Grottaglie from November 1, 2014 to January 28, 2019 with permanence".

Together with the "Search and Seizure Warrant", the Finance Police notified the company "Guarantee and on the right of defence information", from which it emerges that the company AMA S.p.A. of Rome, "owner of the TMB Rocca Cencia and Salario plants in Rome", was also entered in the same proceedings.

The company has been informed that individuals who are legal representatives or directors of Linea Ambiente S.r.l. and AMA S.p.A. during the interested period have received only a first request to extend the preliminary investigations in the same proceedings.

Amsa S.p.A.

Court of Appeal of Milan – Criminal proceedings no. 33490/16 R.G.N.R. - 43494/19 R.G.N.R. – 27023/19 RGGIP 7485/2021 R.G. DIP

On May 7, 2019, the Carabinieri investigative unit of Monza showed up at the Amsa S.p.A. headquarters to notify an order for the exhibition of documents issued by the Milan Public Prosecutor's Office, relating to the documentation concerning three tenders launched by Amsa S.p.A. in 2017-2018, as well as the supplies made to it by a specific supplier. In relation to these proceedings, the Company's Chief Operating Officer and other employees were investigated, as well as three members of a tender judging committee issued by Amsa S.p.A..

No dispute has been raised against Amsa S.p.A. on the basis of the regulations on the administrative liability of legal persons, as Amsa S.p.A. considers itself to be an "injured party" and, in fact, has filed a complaint with the Public Prosecutor's Office through a trusted lawyer.

On December 23, 2019, lawyer of Amsa - as the injured party - was served notice for the setting of the preliminary hearing on February 17, 2020. As a result of this hearing, the Judge for Preliminary Investigation adjourned the hearing to May 25, 2020, setting a provisional schedule for its continuation. The measure in question does not cover the members of the tender committee, whose position has been withdrawn and closed. Filed as civil parties were Amsa S.p.A. and A2A Calore & Servizi S.r.l., as it was found to be an injured party in the same proceedings in relation to agreements made to its detriment by some companies competing in the district heating installation tenders, which tended to distort free competition.

On January 18, 2021, the lawyer of Amsa S.p.A. was served notice of the setting of the preliminary hearing relating to the second line of investigation, registered under number 34213/19 R.G.N.R. - 21296/19 R.G.G.I.P. connected to the first. The preliminary hearing of this second matter was set for March 19, 2021 for the joining of the proceedings.

Amsa also filed as civil party against some of the defendants and in respect of certain allegations in connection with this additional matter. The trial underwent a series of postponements and the discussion of the preliminary hearing ended at the hearing on July 15, 2021 in which the defendants were sent for trial and the first hearing was set for November 18, 2021. At the hearing of July 8, 2021, at the conclusion of the reconnaissance on the requests for alternative rites, the Judge also set the calendar for the treatment of alternative rites, scheduling numerous hearings between September and October 2021.

At the hearing of October 21, 2021, set for the decision on alternative procedures, the Judge, as regards the positions of interest to AMSA, accepted the plea bargains requested by pronouncing a sentence of application of the penalty, while for a defendant who had requested an abbreviated trial, it pronounced a sentence of acquittal.
At the hearing on November 18, 2021, the preliminary issues raised by the defence of the defendants on remand were discussed; at the end of the hearing, the Court reserved its decision and adjourned the proceedings until the hearing on December 10, 2021. At this hearing the Court, in order to withdraw its reservation, rejected the objections raised by the defence and then opened the hearing, inviting the parties to formulate their preliminary requests, on which it reserved the right to decide, adjourning the hearing until January 14, 2022. At this hearing, the Court granted the preliminary investigations, admitted the testimonial and documentary evidence requested and ordered the transcription of telephone and environmental interceptions. The case was postponed to March 14, 2022 for the commencement of the pre-trial investigation, and several hearings for the hearing of witnesses were scheduled until October 2, 2023, when the reading of the verdict is also expected. At the hearing on May 15, 2023, the Public Prosecutor presented their requests for conviction.

At the hearing on October 2, 2023, the Court delivered the verdict, acquitting all individuals still under ordinary trial responsible for conduct causing harm to the two companies acting as civil claimants, because the alleged charges were found to be groundless.

Sentence 13661/2023 of October 2, 2023 with reasons was filed on January 18, 2024. Appeals were lodged.

The first hearing of the appeal has been arranged for May 29, 2025. At that hearing, the Attorney General at the Court of Appeal made his indictment requesting the acceptance of the appeal filed by the Prosecutor's Office. The Court then scheduled the hearings of June 12, June 18 and September 18, 2025 for the conclusions of the defences. The trial was then postponed to October 16, 2025 and, subsequently, to December 5, 2025, and finally to January 15, 2026. At the hearing on January 15, 2026, the Court of Appeal confirmed the first-instance acquittal.

Linea Green S.p.A.

Brescia Public Prosecutor's Office - GIP of Brescia - Criminal Proceedings no. 3891/2020 R.G.N.R.

On September 22, 2020, the person in charge of the technical and operational management of the Isola hydroelectric plant on the Grigna stream in Barzio Inferiore was notified of a request for an extension of the preliminary investigation. The interested party thus learned of the existence of investigations involving the latter in relation to an alleged crime of environmental pollution in conjunction with the legal representative of the company that owns the plant, which does not belong to Linea Green, but to a third company with which Linea Green has signed a management contract.

Subsequently, on March 26, 2021, the Carabinieri from the Forestry Department appeared at the Linea Green offices to acquire documentation and, on that occasion, invited the company's legal representative to appoint a lawyer for the company, since, as shown in the report notified, it was "under investigation for the administrative offence depending on the crime referred to in article 25 undecies paragraph 1 letter a) of Legislative Decree 231/01", i.e. in relation to the offence of environmental pollution referred to in article 452 bis of the Criminal Code.

On October 23, 2024, both the natural person and the entity were notified of the completion of the preliminary inquiries as per Article 415 bis of the Code of Criminal Procedure, in relation to the alleged offences. A preliminary hearing was therefore scheduled before the Brescia Preliminary Investigation Judge for October 3, 2025, with subsequent postponement to January 16, 2026 for discussion of the request for indictment. At the end of that hearing, the Judge, having concluded the discussion, adjourned the hearing to January 23, 2026, for replies and a decision on the request for committal for trial. At the hearing on January 23, 2023, the Preliminary Hearings Judge in Brescia pronounced a judgement of non-suit against both the natural person and the Company because the offence did not exist.

AEB S.p.A.

Court of Monza – Criminal proceedings no. 1931/2021 R.G.N.R.

On July 5, 2021, officers and agents of the Guardia di Finanza of Seregno showed up at the headquarters of AEB S.p.A. in Seregno to execute "personal and local search orders" and "request for delivery - local search order". The proceedings, which in the initial phase was against unknown persons, arise from two complaints presented to the Prosecutor's Office of Monza on November 25, 2019 and on February 10, 2020 by Tiziano Mariani, at the time Municipal Councillor of the Municipality of Seregno, who also filed an appeal with the TAR, now concluded.

The "personal and local search decree", which also contains the "guarantee information" pursuant to art. 369 Criminal Procedure Code to the person subjected to the investigation, concerned the Chair of the Board of Directors of AEB S.p.A. investigated, jointly with other persons not indicated, for the crimes referred to in the art. 353 bis Criminal Code (disturbance of the freedom of the procedure for choosing a contractor), 319 Criminal Code (bribery for an act contrary to the duties of office), 321 Criminal Code (penalties for the briber), committed between "October 2019 and in present permanency.".

At the same time, AEB was served with a "request for delivery and a local search decree" with which the Monza Prosecutor's Office ordered the acquisition of documentation concerning the transaction.

Subsequently, on September 24, 2021, the Finance Police of Seregno, delegated by the Monza Prosecutor's Office, appeared at the A2A Milan headquarters to serve, as part of Procedure no. 1931/2021 R.G.N.R. relating to the merger between the A2A and AEB Groups, a notice of non-repeatable technical checks on the IT supports previously seized.

From the document in question, it emerged that the proceedings were pending not only against certain persons outside the A2A Group, but also against certain persons, other than the current directors of A2A S.p.A., who at the time of the events held positions in A2A S.p.A., Unareti S.p.A. and A2A Illuminazione pubblica S.r.l. in various capacities involved in the project in question. The notice of non-repeatable technical investigations also contained information on guarantees and the right of defence in relation to the investigation concerning the alleged offences under Articles 110 Criminal Code (conspiracy), 353 bis Criminal Code (disturbance of the freedom of the procedure for choosing a contractor), 319 Criminal Code (bribery for an act contrary to the duties of office), 321 Criminal Code (penalties for the corruptor).

On July 5, 2023, the notice of conclusion of the preliminary investigation was served on only some of the natural persons subject to the notice of investigation, which was, moreover, announced in a press release issued by the Monza Prosecutor's Office on July 7, 2023.

As far as A2A is concerned, the notice was served on only one of the original addressees of the notice of investigation (the position of all the original addressees of the notice of investigation, but not of the notice of conclusion of the preliminary investigation, was then filed by decree issued by the Preliminary Hearings Judge and sent to the interested parties by the legal counsel on June 9, 2025).

It appears from the notice that the alleged offences are different from those set out in the previous acts and relate to violations of Articles 353bis Criminal Code (Disturbance of the freedom of the procedure for choosing a contractor), and article 353 of the Criminal Code (Disturbance of the freedom of auctions).

On November 22, 2023, the Monza Prosecutor's Office issued a new press release announcing that it had filed a request for committal for trial against the same persons reached by the notice of conclusion of July 5, 2023 and for the aforementioned offences.

The preliminary hearing before the Preliminary Hearing Judge at the Court of Monza was set for April 5, 2024.

During this hearing, the constitutions of the civil parties took place: the Municipalities of Seregno, Limbiate and Bovisio Masciago and Mr Mariani.

The Municipalities of Desio, Varedo, and Bovisio Masciago have requested an extension to review the proceedings and evaluate the opportunity to constitute a civil party.

The Judge, also due to the need to notify the hearing schedule to all member Municipalities in their capacity as injured parties, postponed the hearing to June 28, 2024.

During the hearing on June 28, the Municipalities of Varedo and Bovisio Masciago, which had already participated in the previous hearing, along with GSD (an in-house company of the Municipality of Desio) and three municipal councillors from Lissone, submitted an application to join the proceedings as a civil party.

The Judge reserved their decision regarding the procedural exceptions raised by the defence lawyers for natural persons during the hearing on September 20, 2024, in which the Preliminary Hearings Judge rejected the objection of territorial incompetence and denied the request to exclude 'public' civil parties (Municipalities, in-house companies, and municipal councillors from Lissone), while the former municipal councillor, Mariani, was removed from the proceedings, considering him not entitled to appear. The Public Prosecutor and the civil parties maintained their request for the case to proceed to trial, while the defence counsel for the Mayor of Seregno articulated the reasons they believed warranted a verdict of no-proceedings.

The Judge then postponed the proceedings, confirming the schedule that was already known: October 18, 2024, November 8 and 15, 2024. At the hearing held on November 15, 2024, the Preliminary Hearings Judge committed all defendants to stand trial on March 17, 2025, before the Court of Monza. After discussion, the Court reserved its decision and set a new hearing for May 12, 2025. At the hearing on May 12, 2025, the Court rejected the preliminary issues raised by the defence and declared the hearing open, postponing the trial to September 22, 2025 to appoint an expert witness to the transcriber and set the hearing on January 12, 2026 for the start of the preliminary hearing. At the hearing on January 12, 2026, the Judge, in view of his imminent transfer to another court, decided to delegate the start of the preliminary investigation to the new Judge assigned to the case, scheduling the hearings for February 25, March 25 and May 20, 2026. On 25 February 2026, the scheduled hearing was held, during which the evidentiary phase of the trial began with the examination of a witness called by the Public Prosecutor. The trial was then adjourned to the hearing of 25 March 2026 for the examination of two further witnesses called by the Public Prosecutor.

I 01351/2020 Procedure for determining fiscal liability before the Court of Auditors of the Lombardy Region

On February 21, 2024, the former Chair of AEB received an invitation from the Lombardy Court of Auditors to provide information in accordance with Article 67 of Legislative Decree 174/16; the initial 45-day deadline was deferred to May 10, 2024. On that date, a memorandum was filed to contest the passive subjection and the charges. The contested facts, as outlined and documented in the file, are the same as those covered by proceedings 1931/2021. The complaint lodged by the Prosecutor with the Court of Auditors concerns the financial damage caused to the local authorities affiliated with AEB.

On October 14, 2024, the former Chair of AEB received a summons from the Public Prosecutor's Office at the Court of Auditors in Milan for the hearing set for March 12, 2025, in anticipation of which they filed briefs and documents within the assigned deadline. At the hearing on March 12, 2025, the Board reserved the right to decide. By order notified to the defence attorneys on April 7, 2025, the Court instructed the CTU (Expert Technical Consultant) to evaluate the business units and the exchange value, and adjourned the hearing for 3 June 2025 for the CTU's oath and the formulation of the question. At the hearing on June 3, 2025, the CTU formally took the assignment and the party-appointed consultants were appointed. The proceedings will resume after the filing of the CTU's report, expected on June 19, 2026.

Court of Milan Business Law Section R.g. 30445/2025 Compensation for damages

R.g. 30445/2025 The Municipality of Lissone and thirteen other municipalities that are shareholders of AEB S.p.A. notified A2A S.p.A., Ambiente Energia Brianza S.p.A. and Unareti S.p.A. and the Chair of the Board of Directors of A2A S.p.A. and AEB S.p.A.. At the time of the facts, a writ of summons was filed before the Court of Milan, Business Law Section, to request, principally, the conviction of the three defendant companies pursuant to Articles 2395, 2043, 2049 of the Italian Civil Code (jointly and severally with the former Chairpersons) to pay compensation for damages arising from (i) the allegedly inconsistent determination of the exchange ratio, (ii) the lower profits received as a result of the allocation of a lower number of shares than due and (iii) the alleged curtailment of shareholders' rights. In the alternative, the Municipalities request that only A2A S.p.A.be ordered to pay compensation for unjust enrichment. After the defendants' entry of appearance filed on November 5, 2025, following the preliminary checks pursuant to Article 171-bis of the Code of Civil Procedure, the Judge authorised the third-party summonses requested by some defendants, consequently deferring the date of the first hearing to September 15, 2026. Consequently, the parties may file supplementary briefs pursuant to Article 171-ter of the Code of Civil Procedure within the terms of July 6, July 24 and September 4, 2026. The summoned third parties must enter an appearance by June 5, 2026 and by June 19, 2026, the Court must carry out the preliminary checks again pursuant to Article 171-bis of the Code of Civil Procedure (a further postponement of the first hearing cannot be ruled out). The outcome of the trial seems to be conditioned by the criminal trial (and by the evidence taken and produced therein, some of which was also produced in the present civil trial) and by the accounting trial.

No provisions have been allocated at present.

A2A Ambiente S.p.A.

Busto Arsizio Public Prosecutor's Office - GIP of Busto Arsizio - Criminal proceedings no. 9079/2021 R.G.N.R. (formerly no. 24/2017 R.G.N.R.) and Criminal Proceedings no. 1961/2023 R.G.N.R. against unknown persons

On February 18, 2021, the Carabinieri - forestry department showed up at the Gerenzano landfill site in execution of investigation activities delegated by the Public Prosecutor's Office of Busto Arsizio within the framework of criminal proceeding no. 24/2017 R.G.N.R. Form 44 (i.e. against unknown persons), to acquire documentation on the plant, then notifying the person in charge of the plant and the head of A2A Ambiente's "Impianti Lombardia" organizational structure of the proceedings for the alleged offences under articles 81 paragraph 2 (continuation), 110 (conspiracy), 452 quater (environmental disaster), 452 septies (obstruction of control) of the Italian Criminal Code.

Gerenzano is a former quarry, later converted into a landfill, located in the territory of the municipality of the same name, which owns it, with an area of about 80 hectares. It is divided into two lots Gerenzano 1 and Gerenzano 2.

Gerenzano 1 is the original unit, dating back to the mid-1960s when waste disposal activities began. At the end of the 1970s, 200 municipalities, including Milan, delivered waste there. In July 1980, the Municipality of Gerenzano and the municipal company of the Municipality of Milan (then AMNU) signed an agreement whereby AMNU exclusively took over the management of the landfill of waste from the Municipality of Milan and 69 other municipalities.

AMNU then built a new controlled landfill and carried out environmental remediation and restoration works (with regional contributions).

The cultivation of Gerenzano 1 by AMNU, later to become AMSA, continued until its final closure in 1988. A new area was then identified where Gerenzano 2 was built and managed by AMSA from 1989 to 1991, the year in which conferring ceased.

In the context of the obligations taken on with the management of the landfill for environmental recovery, AMSA carried out a series of interventions including the impermeable cover, the biogas collection and combustion plant, weir wells and groundwater purging, the treatment plant for emitted groundwater, leachate collection works, a leachate purifier, and environmental recovery interventions.

The operation of the plants in application of the authorization measures will have to continue until the waste is mineralized, as far as biogas is concerned, and until the water table is back in good condition, as far as purging wells are concerned.

As regards the latter activity, AMSA took responsibility for a situation of degradation and pollution that existed prior to its taking over the management of the area, in relation to which it had no responsibility. In 2013, as part of the reorganization of the A2A Group's environmental chain, A2A Ambiente took over from AMSA in the management of the Gerenzano landfill and in the service contract still in force as a result of technical extensions with the Municipality of Milan for the post-mortem management service of the landfill.

On July 1, 2022, the conclusion of the preliminary investigations pursuant to article 415-bis of the Code of Criminal Procedure was notified.

In the notice, the person in charge (at the time of the contested facts, i.e. from May 29, 2015 to November 13, 2020) of the Gerenzano Hub and the person in charge of the "Lombardy Plants" structure (the latter in current permanence) are charged with having caused an environmental disaster in the management of the plant (article 452 quater of the Criminal Code) by means of an unlawful dysfunction of the purification plant of the groundwater emitted by means of a hydraulic barrier so as not to carry out the containment of the contamination of the water table and by means of an unlawful dysfunction of the purification plant for the treatment of the polluting fluids before their discharge into the Bozzente stream and of having obstructed and eluded the environmental supervision and control activities by ARPA (article 452 septies Criminal Code from May 29, 2015 permanently for the person in charge of the facility and from November 21, 2016 for the person in charge of the Hub).

No charges against the company under Legislative Decree 231/01 appear in the notice of conclusion of investigations. On November 10, 2022, the decree was served setting March 2, 2023 as the date of the preliminary hearing. At the preliminary hearing, the defence counsel raised objections concerning the invalidity of the request to proceed to trial due to defects in the notification of the conclusion of the preliminary investigations. The Preliminary Hearings Judge upheld and ordered the return of the documents to the Public Prosecutor, who served a new notice of conclusion of the preliminary investigation a few days later.

At the hearing on February 1, 2024 called to decide on the plea bargaining request made by one of the two individuals, the Preliminary Hearings Judge did not accept it and referred the case back to the Public Prosecutor due to the tenuousness of the agreed penalty.

On November 11, 2024, the decree was served to the defence counsel setting January 8, 2025 as the date of the preliminary hearing. In the decree in question, the offence of environmental pollution, as specified under art. 452 bis of the Criminal Code, was alleged. At the hearing on January 8, 2025, after discussion, the proceedings were deferred to February 26, 2025. At this hearing, the Judge pronounced a judgement of full acquittal.

Concerning the other natural person for whom the Public Prosecutor requested the Preliminary Hearings Judge to close the case on January 13, 2025, the defence counsel submitted the filing order issued by the GIP.

As for the legal entity, no legal challenge has been lodged against it in accordance with the Legislative Decree 231/01. Moreover, following the case dismissal for one defendant and the acquittal of the other, no senior or non-senior individuals have been found to have committed the alleged predicate offence. As a result, the conditions for any potential action against the Company no longer exist.

On February 16, 2024 and on June 20, 2024, police forces and an expert technical consultant carried out an inspection at the Gerenzano landfill site and acquired documentation relating to plant management/operation and emission control data, by delegation of the same Public Prosecutor in charge of the above proceedings, within the framework of new proceedings against unknown persons.

Milan Public Prosecutor's Office – Criminal Proceedings concerning the injury of an employee of a contractor company R.G.N.R. 24347/2022

An injury (loss of two fingers, right thumb and left index finger) occurred on July 23, 2022 at the Novate Milanese plant (at the time owned by A2A Recycling, then A2A Ambiente from December 31, 2023) due to compression of the hands in the press binder to an employee of a contractor (EMAD SERVIZI S.r.l.). The Health Protection Agency (ATS) intervened for the necessary verifications. On January 30, 2023, ATS lifted the seizure of the machinery where the accident occurred and identified the delegated employer for the purpose of conducting the preliminary investigations related to the violation of the Legislative Decree 81/08.

On March 29, 2023, ATS notified the act of contravention and prescription to the defence counsel. ATS identified the existence of two contraventional offences due to the violation of Article 26, paragraphs 2 and 3 (obligations related to contracts for works or services) under Legislative Decree 81/2008. On April 28, 2023, the appointed lawyer informed ATS that compliance with the requirements had been achieved. On May 25, 2023, ATS allowed the delegated employer to pay a penalty of 3 thousand euro, enabling the dismissal of the two contested occupational safety violations (Article 26, paragraphs 2 and 3, first sentence, of Legislative Decree 81/2008). On June 13, 2023, the lawyer also informed ATS of the payment of the penalty.

On December 3, 2024, the employee of A2A Ambiente received the notice of conclusion of the preliminary investigations pursuant to article 415-bis of the Code of Criminal Procedure. According to the notice, the Public Prosecutor has alleged the charge of negligent personal injury (art. 590 para. 1 and 3 of the Criminal Code) against the legal representative of the contracting company and the employee of A2A Recycling (later known as A2A Ambiente) as a "delegated employer"; the latter was initially investigated solely for the contraventional offences noted in art. 26 paragraphs 2 and 3 of Legislative Decree 81/2008 concerning occupational safety, which were extinguished following compliance with ATS requirements and the payment of an administrative sanction.

The notice also reveals that the Public Prosecutor has investigated the companies, including A2A Ambiente, for the offence stipulated under Article 25-septies of Legislative Decree 231/2001 in relation to the offence of negligent personal injury charged against natural persons. Further developments are expected.

Public Prosecutor's Office of Pavia – GIP of Pavia - Proceedings No. 7164/22 R.G.N.R. concerning the fatal accident in Parona

On October 25, 2022, a fatal accident occurred at the Parona plant of Lomellina Energia, involving an employee of a contractor company (SIMIC). The Public Prosecutor ordered investigations into the matter, appointing both a forensic pathologist to determine the cause of death and two technical consultants. The expert report by CTU Prof. Chiandussi was submitted in the second half of October 2023, but the Public Prosecutor postponed the parties' review until December 2023.

On June 5, 2024, the Public Prosecutor requested a third extension of the preliminary investigations; the defence lawyer of one of the suspects opposed the request within the given timeframe. The Preliminary Hearings Judge rejected the opposition and confirmed the new extension of the investigation. On December 31, 2024, ATS Pavia notified the Company's legal representative at the time of the incident and the works manager of an "information notice for criminal proceedings". On February 27, 2025, ATS Pavia notified the Company of ongoing investigations against it concerning liability under Legislative Decree 231/01.

On March 5, 2025, pursuant to Article 415 bis of the Code of Criminal Procedure, the Public Prosecutor issued a notice marking the conclusion of the preliminary investigations, in which four employees of Lomellina Energia and the safety coordinator for the design and execution phases were investigated among others, for the offence under Article 589 of the Penal Code, as well as specific violations of the Legislative Decree 81/08, in consideration of the roles each has undertaken in terms of prevention and health at the workplace. Among others, the same notice was served to Lomellina Energia (which has been merged into A2A Ambiente since December 31, 2023) for the administrative offence mentioned in Article 5, paragraph 1, letter a), Article 25-septies, paragraph 3 of Legislative Decree 231/01. On December 3, 2025, the preliminary hearing was held in which the Pavia GIP, having found the notice pursuant to Article 415 bis of the Code of Criminal Procedure to be null and void due to notification defects, referred the case to the Public Prosecutor so that the notice in question could be re-notified.

A2A Calore & Servizi S.r.l.

Court of Brescia, Business Law Section, RG 222/2025, request for refund of undue payment

RG 222/2025 On December 31, 2024, Azienda Speciale Servizi Territoriali Spedali Civili di Brescia notified a writ of summons to the Ordinary Court of Brescia, with the specialised section for business matters, seeking to ascertain and declare, with consequent conviction:

a) the nullity/non-existence of any contractual relationship between Spedali Civili and ACS from July 1, 2019 and, as a result, to ascertain and declare the right to the repayment of 35,292,513.18 euro as principal and 2,210,477.20 euro as interest (to which interest on the balance and monetary revaluation will be added);

b) the undue nature of the payments made between January 1, 2014 and June 30, 2019, totalling 1,744,206.58 euro as principal and 175,057.05 euro as interest;

c) the obligation to provide information concerning CAPEX and OPEX.

Azienda Speciale Servizi Territoriali Spedali Civili di Brescia held a contract for the provision of the district cooling service commencing in 1998, which expired on 30 June 2019. Following its expiration, due to the essential nature of the service, which could not be interrupted for reasons of continuity of healthcare provision, A2A Calore & Servizi S.r.l. continued to perform the contract at the express request of Azienda Speciale Servizi Territoriali Spedali Civili di Brescia.

Within the time limit granted, A2A Calore & Servizi S.r.l. filed a statement of appearance and defence with a counterclaim, asserting the existence of the contract extension, rejecting all ASST's claims, and, in the alternative and in the further alternative, setting out the legal grounds for retaining the full consideration received over the years. Furthermore, it demonstrated the right to receive a remuneration not only for the past but also starting from January 1, 2024 until the end of the service, as well as claims for damages.

After the entry of appearance and the filing of the counterclaim, on March 7, the Court scheduled a hearing for July 10, 2025.

By the deadline of July 10, 2025, A2A Calore & Servizi S.r.l. notified ASST Spedali Civili di Brescia of an appeal pursuant to Articles 700 and 669-bis of the Code of Civil Procedure in the course of the case to request the termination of the service and, in the alternative, the sentencing of ASST to pay a monthly fee with a request for the issuance of a precautionary measure.

During the hearing on July 10, 2025, the judge invited the parties to consider the possibility of finding a conciliatory solution and for this reason postponed all proceedings to the council chamber set for the discussion of the precautionary procedure on July 22, 2025.

In view of the advisability of verifying the conditions of a settlement, without prejudice to any rights, numerous postponements were arranged upon joint request, which allowed the parties to define on January 26, 2026 a final settlement agreement, to the satisfaction of the reciprocal claims, after having identified adequate remuneration, starting from July 1, 2019 and until the assumption of new determinations by the ASST Spedali Civili di Brescia, also in consideration of the new public tender procedure announced by the same on December 30, 2024.

Agripower

Court of Spoleto - Criminal proceedings RGNR 3329/2024

On January 20, 2025, the forestry police served a notice at the Agripower biogas plant in Castel Ritaldi (PG) to the director with special power of attorney for Agripower's HSEQ and operations organisational structure, identifying him and informing him of investigations against him for the offences referred to in Articles 452 bis and 452 quinquies of the Criminal Code (environmental pollution – negligent crimes against the environment), Article 257, paragraph 1, of Legislative Decree 152/06 (failure to remediate, failure to report) allegedly committed between November 25, 2024 and December 9, 2024 for discharging wastewater into the "Fosso Avilo" watercourse near the Agripower plant.

On November 3, 2025, the natural person's defence counsel was served with a writ of summons for July 3, 2026.

The decree in question also mentions the company Agripower for the administrative offence referred to in Article 25 undecies, paragraph 1, letter c), no. 3 of Legislative Decree 231/01 in relation to the offence of negligent pollution. However, the decree in question was never served on the Company's lawyer, who never even received notice of the conclusion of the investigation.

* * *

The following information is provided in connection with the main litigation of a fiscal nature.

A2A gencogas S.p.A. (formerly Abruzzoenergia S.p.A.) - General IRES/IRAP/VAT audit for fiscal years 2011 and 2015

On January 19, 2016, the Finance Police - Chieti Unit commenced a general audit of A2A gencogas S.p.A. (formerly Abruzzoenergia S.p.A.) for fiscal years 2014 and 2015 for IRES, IREP and VAT purposes. This audit was completed on May 25, 2016. The company submitted comments to the formal notice of assessment by the inspectors. In December 2016, the Revenue Agency of Chieti issued notices of assessment for IRES, IRAP and VAT for the years 2011 and 2012 and, in August 2017, served notices of assessment for IRES, IRAP and VAT for the years 2013 and 2014. The company has proposed a timely appeal against all the deeds notified. The Provincial Tax Commission of Chieti and the Regional Tax Commission of Pescara issued unfavourable rulings for IRES and IRAP. The appeals against the VAT assessment notices for the years 2011-2014 were rejected by the Provincial Tax Commission of Chieti and upheld by the Regional Tax Commission of Pescara. On May 8, 2019, the Company filed an appeal with the Supreme Court for IRES 2011 and 2012. In February 2020, the Company filed an appeal with the Supreme Court for IRES 2013 and 2014 and IRAP 2011-2014 and a counter-appeal with the Supreme Court for VAT 2011 and 2012. On May 5, 2020, the Company filed a counter-appeal with the Supreme Court for 2013-2014 VAT. A risk provision of 2 million euro has been recognized.

A2A S.p.A. - Registration tax for transfer of business unit and sale of the investment Chi.na.co. S.r.l.

On April 4, 2016, the Provincial Directorate I of Milan - Regional Office of Milan 1 - notified the invitation to appear to provide clarifications on a business transfer in the company Chi.na.co. S.r.l. and the subsequent sale of the investment held in it under control for registration tax purposes. The invitation was followed by a contradictory with the Office and subsequent notification by the latter of the notice of liquidation to the acquiring counterparty, which filed an appeal on September 28, 2016. The Provincial Tax Commission of Milan rejected the appeal with sentence filed on July 07, 2017. On February 13, 2018, the acquiring company filed an appeal, which was rejected by the Milan Regional Administrative Court. On April 8, 2019, the Company filed an appeal with the Supreme Court. On February 21, 2020, the Office filed a counter-appeal and a cross-appeal with the Supreme Court. The risks provision recognized for 1.4 million euro was fully used for the payment of the amounts requested with the liquidation notice.

By order of November 21, 2025, the Court of Cassation upheld the Company's appeal.

A2A S.p.A. (merging company of AMSA Holding S.p.A.) - VAT Tax assessments for tax years from 2001 to 2005

In early 2006, the Italian Finance Police – Lombardy Regional Unit, Milan – carried out a tax audit of AMSA Holding S.p.A. (now A2A S.p.A.) for VAT purposes for tax years 2001 to 2005.

The audit ended with the issue of a final report contesting the legitimacy of the ordinary VAT rate, in place of the special rate applied by suppliers for waste disposal and plant maintenance, as well as the subsequent deduction made after the invoices issued for these services were duly paid.

The report was followed by formal notices of assessment from the Tax Revenue Office (Milan 3 Office) for each year audited; appeals were then filed with the Provincial Tax Commission within the term provided by law.

The appeals for 2001 and for 2004 and 2005 were discussed on January 25, 2010 and on February 17, 2010 respectively, with a favourable outcome for the company in all cases. The Tax Revenue Office appealed against the verdict of the first court. The Regional Tax Commission rejected this appeal for all three years, 2001, 2004 and 2005.

For 2001, the Tax Revenue Office filed an appeal with the Supreme Court against which AMSA Holding S.p.A. (now A2A S.p.A.), filed a cross-appeal on November 9, 2012. At the hearing on December 12, 2018, the Company requested that the case be suspended in order to assess the facilitated settlement of the dispute. On May 24, 2019, the company filed an application for a facilitated settlement of pending tax disputes and definitively settled its tax claim.

The outcomes of the 2002 and 2003 disputes were also favourable for the company but the Tax Revenue Office filed an appeal against both sentences. The appeal for 2002 was discussed on November 30, 2010, and by way of a sentence lodged on February 2, 2011 the Milan Regional Tax Commission overturned the sentence of the first court, upholding the Tax Revenue Office's appeal on almost all counts with the exception of the hazardous waste category. The Company filed an appeal with the Supreme Court for 2002. The hearing was held on December 12, 2018 and the appeal was upheld and the judgement was adjourned to the Regional Technical Committee (CTR). On December 23, 2019, the Company filed an appeal for reinstatement in CTR and an appeal for revocation with the Supreme Court. For 2003 the appeal made by the Tax Revenue Office was discussed on November 7, 2011 before the Regional Tax Commission which rejected it with a sentence filed on November 11, 2011. The Tax Revenue Office has not appealed to the Supreme Court for 2003, 2004 and 2005 and the sentence has become final, thereby closing the litigation.

No provisions for risks have been recognized.

A2A Ciclo Idrico S.p.A. – IMU assessment notices of Municipality of Montichiari for the years 2013-2018

On December 4, 2019, the Municipality of Montichiari (BS) issued notices of assessment for IMU purposes for the years from 2013 to 2018 regarding the purification plant located in the territory of the same municipality. On January 29, 2020, the Company filed an appeal with the Provincial Tax Commission, which rejected the appeal. On November 22, 2022, the company filed an appeal, which was rejected by the CGT II degree in Brescia. The company filed an appeal in cassation on January 27, 2025. A risk provision of 1.2 million euro has been recognized.

Linea Ambiente S.r.l. - General IRES/IRAP/VAT audit for fiscal years 2017-2019

On October 13, 2022, the Finance Police - Brescia Economic-Financial Unit - opened a general audit for IRES, IRAP and VAT purposes against the company Linea Ambiente S.r.l. for the tax periods 2017-2019. This audit was completed on October 28, 2022. The tax audit report disputed the deductibility of certain costs incurred by the company during the period audited. On the basis of the notice of assessment issued by the Brescia Finance Police and having unsuccessfully exhausted the attempts to adhere to it, the Brescia Revenue Agency/Provincial Directorate notified the Company (and, with regard to IRES, its consolidating company A2A S.p.A.) of six notices of assessment for IRES for the years 2017/2019, IRAP for the years 2017/2018 and VAT for the years 2017/2019. The company appealed to the competent bodies. A risk provision of 0.747 million euro has been recognized.

A2A S.p.A. – Notice of assessment for VAT purposes for the 2018 tax period

On December 27, 2024, Lombardy Regional Directorate notified a notice of contestation of penalties for VAT purposes relating to the 2018 tax period. In summary, the Revenue Agency considered that the transactions relating to the provision of emission and fuel allowances from the toller to the tollee constituted – respectively – transfers of intangible rights and transfers of raw materials, thus qualifying as taxable transactions for VAT purposes, subject to invoicing. On March 3, 2025, the company filed an appeal with the CGT I degree in Milan. No provisions for risks have been recognized.

A2A S.p.A. – Notice of assessment for VAT purposes for the 2019 tax period

On December 24, 2025, the Lombardy Regional Directorate, Large Taxpayers Office, notified via certified e-mail the notice of dispute regarding VAT penalties relating to the 2019 tax period. In summary, the Revenue Agency considers that the transactions relating to the provision of emission and fuel allowances from the toller to the tollee constituted – respectively – transfers of intangible rights and transfers of raw materials, thus qualifying as taxable transactions for VAT purposes, subject to invoicing. The company is assessing the consequent actions to be taken. No provisions for risks have been recognized.

A2A S.p.A. – Notice of assessment for VAT purposes for 2018 tax period

On March 17, 2025, Lombardy Regional Directorate notified a notice of assessment for VAT purposes relating to the 2018 tax period. In summary, the Revenue Agency considered that the transactions relating to the provision of emission and fuel allowances from the toller to the tollee constituted – respectively – transfers of intangible rights and transfers of raw materials, thus qualifying as taxable transactions for VAT purposes, subject to invoicing. On May 15, 2025, the company filed an appeal with the CGT I degree in Milan. No provisions for risks have been recognized.

Unareti S.p.A. – Notices of assessment for IRES/IRAP purposes for 2018 and 2019 tax periods

On March 14, 2025, the Lombardy Regional Directorate notified notices of assessment for IRES/IRAP purposes relating to the 2018 and 2019 tax periods. On May 12, 2025, the company filed an appeal with the CGT I degree in Milan. The hearing was fixed for October 20, 2025. The Court of First Instance, in a judgement filed on November 17, 2025, dismissed the appeals, with compensation of costs. The Court did not accept the legal interpretation proposed by the Company, citing as its main motivation that the new rule was aimed at raising financial resources. The judgement is in contrast to a consolidated jurisprudential orientation that has always disregarded the simple need for tax revenue as sufficient to justify tax rules that produce harmful effects for the taxpayer. The rules, in fact, must always respect constitutional principles, first and foremost the ability to pay (Article 53 of the Constitution), substantive equality (Article 3 of the Constitution) and proportionality. Nevertheless, according to the Court, this purpose is equally suitable to legitimize a postponement of deductibility in future tax years and its application to all amortization rates and not only to those relating to Decree Law 225/2010. The company is assessing the action to be taken. No provisions for risks have been recognized.

A2A gencogas S.p.A. – Notice of assessment for VAT purposes for the tax period 2018

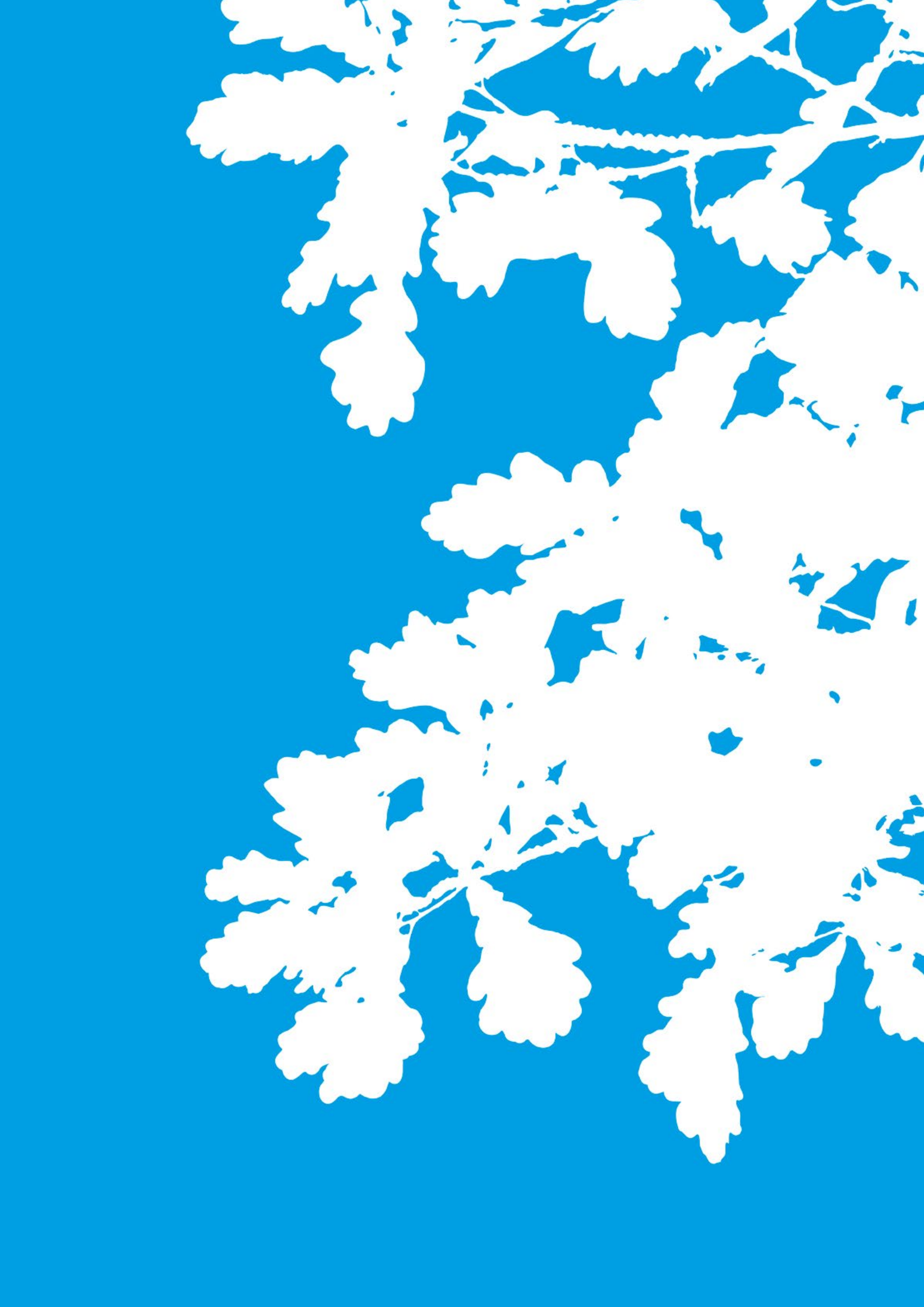
On December 27, 2024, the Lombardy Regional Directorate (RD), Large Taxpayers Office, notified via certified e-mail the notice of dispute regarding VAT penalties relating to the 2018 tax period. In summary, the Revenue Agency considered that the transactions relating to the provision of emission and fuel allowances from the toller to the tollee constituted – respectively – transfers of intangible rights and transfers of raw materials, thus qualifying as taxable transactions for VAT purposes, subject to invoicing. On February 24, 2025, the company filed an appeal with the CGT I degree in Milan.

To date, the amount disputed by the Revenue Agency in the assessment notice relating to 2018 stands at approximately 1 million euro. See the following section for an assessment of the likelihood of an unfavorable outcome.

A2A gencogas S.p.A. – Notice of assessment for VAT purposes for the 2019 tax period

On December 24, 2025, the Lombardy Regional Directorate (RD), Large Taxpayers Office, notified via certified e-mail the notice of dispute regarding VAT penalties relating to the 2019 tax period. In summary, the Revenue Agency considered that the transactions relating to the provision of emission and fuel allowances from the toller to the tollee constituted – respectively – transfers of intangible rights and transfers of raw materials, thus qualifying as taxable transactions for VAT purposes, subject to invoicing. The company is assessing the action to be taken.

The amount disputed by the Revenue Agency in the assessment notice for 2019 amounts to 2.9 million euro.



3
Attachments to the notes to the Consolidated financial statements

3.1

List of companies included in the consolidated financial statements

Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
Area di consolidamento					
Unareti S.p.A.	Brescia	965,250	100.00%	100.00%	A2A S.p.A.
Duereti S.r.l.	Milan	125,000	90.00%	90.00%	A2A S.p.A.
A2A Calore & Servizi S.r.l.	Brescia	150,000	100.00%	100.00%	A2A S.p.A.
A2A Smart City S.p.A.	Brescia	3,448	100.00%	100.00%	A2A S.p.A.
A2A Energia S.p.A.	Milan	3,000	100.00%	100.00%	A2A S.p.A.
A2A Ciclo Idrico S.p.A.	Brescia	70,000	100.00%	100.00%	A2A S.p.A.
A2A Ambiente S.p.A.	Brescia	250,000	100.00%	100.00%	A2A S.p.A.
A2A Montenegro d.o.o.	Podgorica (Montenegro)	100	100.00%	100.00%	A2A S.p.A.
A2A Energiefuture S.p.A.	Milan	50,000	100.00%	100.00%	A2A S.p.A.
A2A gencogas S.p.A.	Milan	450,000	100.00%	100.00%	A2A S.p.A.
TEXELERA S.c. a r.l.	Milan	10	51.00%	51.00%	A2A S.p.A.
A2A LIFE VENTURES S.r.l.	Milan	8,010	100.00%	100.00%	A2A S.p.A.
Novito Acque S.r.l.	Milan	4,170	69.24%	69.24%	A2A Ciclo Idrico S.p.A.
SESTO ENERGIA S.r.l.	Milan	3,000	100.00%	100.00%	A2A Calore & Servizi S.r.l.
A2A Services & Real Estate S.p.A.	Milan	1,050	100.00%	100.00%	A2A S.p.A. (81.33%) Ambiente Energia Brianza S,p,A (8.38%) Acinque S.p.A. (10.29%)
A2A Airport Energy S.p.A.	Milan	5,200	100.00%	100.00%	A2A Calore & Servizi S.r.l.
Retragas S.r.l.	Brescia	34,495	91.60%	91.60%	A2A S.p.A. (87.27%) Unareti S.p.A. (4.33%)

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Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
A2A Alfa S.r.l. in liquidation	Milan	100	70.00%	70.00%	A2A S.p.A.
Azienda Servizi Valtrompia S.p.A.	Gardone Valtrompia (BS)	8,939	74.80%	74.80%	A2A S.p.A. (74.55%) Unareti S.p.A. (0.25%)
Yada Energia S.r.l.	Milan	4,000	100.00%	100.00%	A2A Energia S.p.A.
LaboRAEE S.r.l.	Milan	90	100.00%	100.00%	Amsa S.p.A.
Ecolombardia 4 S.p.A.	Milan	13,515	68.78%	68.78%	A2A Ambiente S.p.A.
Sicura S.r.l.	Milan	1,040	96.80%	96.80%	A2A Ambiente S.p.A.
Sistema Ecodeco UK Ltd	Milton Keynes (UK)	250 (GBP)	100.00%	100.00%	A2A Ambiente S.p.A.
Nicosiambiente S.r.l. in liquidation	Milan	50	99.90%	99.90%	A2A Ambiente S.p.A.
Bioase S.r.l.	Sondrio	677	70.00%	70.00%	A2A Ambiente S.p.A.
Aprica S.p.A.	Brescia	10,000	100.00%	100.00%	A2A Ambiente S.p.A.
Amsa S.p.A.	Milan	10,000	100.00%	100.00%	A2A Ambiente S.p.A.
Bergamo Servizi S.r.l.	Brescia	10	100.00%	100.00%	Aprica S.p.A.
A2A Integrambiente S.r.l.	Brescia	10	100.00%	100.00%	A2A Ambiente S.p.A. (74%) Aprica S.p.A. (1%) Amsa S.p.A. (25%)
A2A Trezzo Ambiente S.r.l.	Brescia	11,000	90.00%	90.00%	A2A Ambiente S.p.A. (86%) A2A Calore & Servizi S.r.l. (4%)

Continue >>

<< Follow

Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
A2A Security S.c.p.a.	Milan	55	99.82%	99.82%	A2A S.p.A. (43.47%) Unareti S.p.A. (17.56%) A2A Ciclo Idrico S.p.A. (9.92%) Amsa S.p.A. (8.65%) A2A gencogas S.p.A. (3.73%) A2A Ambiente S.p.A. (4.10%) A2A Calore & Servizi S.r.l. (2.46%) A2A Energiefuture S.p.A. (1.82%) A2A Energia S.p.A. (0.18%) A2A Energy Solutions S.r.l. (0.18%) Linea Green S.p.A. (0.18%) Linea Ambiente S.r.l. (0.18%) A2A Smart City S.p.A. (0.18%) Acinque S.p.A. (0.18%) Aprica S.p.A. (0.37%) Retragas S.r.l. (0.18%) Lereti S.p.A. (0.18%) Azienda Servizi Valtrompia S.p.A. (0.18%) Acinque Energia S.r.l. (0.18%) Acinque Tecnologie S.p.A. (0.18%) Reti Valtellina Valchiavenna S.r.l. (0.18%) Acinque Farmacie S.r.l. (0.18%) AGRIPOWER S.p.A. (0.18%%) Ambiente Energia Brianza S.p.A. (0.18%) A2A Illuminazione Pubblica S.r.l. (0.18%) RetiPiù S.r.l. (0.18%) Gelsia S.r.l. (0.18%) Gelsia Ambiente S.r.l. (0.18%) VGE 05 S.r.l. (0.18%) renewA21 S.r.l. (0.18%) renewA22 S.r.l. (0.18%) renewA23 S.r.l. (0.18%) renewA24 S.r.l. (0.18%) renewA25 S.r.l. (0.18%) CS Solar2 S.r.l. (0.18%) A2A Rinnovabili S.p.A. (0.18%) Corelli Energia S.r.l. (0.18%) CERVETERI ENERGIA S.r.l. (0.18%) R2R S.r.l. (0.18%) VGE 01 S.r.l. (0.18%) VGE 02 S.r.l. (0.18%) VGE 06 S.r.l. (0.18%) A2A WIND S,r,l (0.18%) A2A Trezzo Ambiente S.r.l. (0.18%) Bioase S.r.l. (0.18%) A2A Airport Energy S.p.A. (0.18%) A2A Services & Real Estate S.p.A. (0.18%) Ecolombardia 4 S.p.A. (0.18%) Acinque Ambiente S.r.l.(0.18%) Duereti S.r.l.(0.18%) A2A E-mobility S.r.l. (0.18%) SESTO ENERGIA S.r.l. (0.18%)
WALDUM TADINUM ENERGIA S.r.l.	Gualdo Tadino (PG)	10	90.00%	90.00%	A2A Ambiente S.p.A.
A2A Energy Solutions S.r.l.	Milan	4,000	100.00%	100.00%	A2A S.p.A.
A2A Rinnovabili S.p.A.	Milan	50,000	100.00%	100.00%	A2A S.p.A.
Fair Renew S.r.l.	Milan	10	60.00%	60.00%	A2A Rinnovabili S.p.A.

Continue >>

<< Follow

Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
renewA21 S.r.l.	Milan	20	100.00%	100.00%	A2A Rinnovabili S.p.A.
renewA22 S.r.l.	Milan	220	100.00%	100.00%	A2A Rinnovabili S.p.A.
renewA23 S.r.l.	Milan	20	100.00%	100.00%	A2A Rinnovabili S.p.A.
renewA24 S.r.l.	Milan	20	100.00%	100.00%	A2A Rinnovabili S.p.A.
renewA25 S.r.l.	Milan	20	100.00%	100.00%	A2A Rinnovabili S.p.A.
Des Energia Tredici S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
CS Solar2 S.r.l.	Milan	15	100.00%	100.00%	A2A Rinnovabili S.p.A.
Solar Italy V S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Cilea Energia S.r.l.	Milan	-	100.00%	100.00%	A2A Rinnovabili S.p.A.
Tosti Energia S.r.l.	Milan	-	100.00%	100.00%	A2A Rinnovabili S.p.A.
Corelli Energia S.r.l.	Milan	-	100.00%	100.00%	A2A Rinnovabili S.p.A.
Gash 1 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Gash 2 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Volta Green Energy S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Mogorella S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Juwi Development 12 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Juwi Development 13 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A Storage S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
Parco Solare Friulano 2 S.r.l.	Milan	10	70.00%	70.00%	A2A Rinnovabili S.p.A.
AREN01 S.r.l.	Milan	1	100.00%	100.00%	A2A Rinnovabili S.p.A.
AREN03 S.r.l.	Milan	1	100.00%	100.00%	A2A Rinnovabili S.p.A.
AREN04 S.r.l.	Milan	1	100.00%	100.00%	A2A Rinnovabili S.p.A.
AREN05 S.r.l.	Milan	1	100.00%	100.00%	A2A Rinnovabili S.p.A.
AREN06 S.r.l.	Milan	1	100.00%	100.00%	A2A Rinnovabili S.p.A.
GREEN FROGS CORREGGIO S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A SOLAR 1 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A SOLAR 2 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A SOLAR 3 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A SOLAR 4 S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A Dome S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
CR Rinnovabili Cutro 1 S.r.l.	Milan	5	100.00%	100.00%	A2A Rinnovabili S.p.A.
VGE 01 S.r.l.	Milan	10	70.00%	70.00%	Volta Green Energy S.r.l.
VGE 02 S.r.l.	Milan	10	100.00%	100.00%	Volta Green Energy S.r.l.
VGE 03 S.r.l.	Milan	10	100.00%	100.00%	Volta Green Energy S.r.l.
VGE 04 S.r.l.	Milan	10	100.00%	100.00%	Volta Green Energy S.r.l.
VGE 06 S.r.l.	Milan	10	100.00%	100.00%	Volta Green Energy S.r.l.

Continue >>

<< Segue

Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
R2R S.r.l.	Milan	10	60.00%	60.00%	A2A Rinnovabili S.p.A.
R2R 01 S.r.l.	Milan	10	100.00%	100.00%	R2R S.r.l.
R2R 02 S.r.l.	Milan	10	100.00%	100.00%	R2R S.r.l.
R2R 03 S.r.l.	Milan	10	100.00%	100.00%	R2R S.r.l.
R2R 04 S.r.l.	Milan	10	100.00%	100.00%	R2R S.r.l.
AST1 S.r.l.	Milan	10	100.00%	100.00%	A2A Storage S.r.l.
AST2 S.r.l.	Milan	10	100.00%	100.00%	A2A Storage S.r.l.
S2SE CINQUE S.r.l.	Milan	2	100.00%	100.00%	A2A Storage S.r.l.
Linea Green S.p.A.	Cremona	7,000	100.00%	100.00%	A2A S.p.A.
Linea Ambiente S.r.l.	Rovato (BS)	1,400	100.00%	100.00%	A2A Ambiente S.p.A.
AGRIPOWER S.p.A.	Milan	600	100.00%	100.00%	A2A Ambiente S.p.A.
DONNA RICCA BIOENERGIA S.r.l. SOCIETA' AGRICOLA	Milan	10	51.00%	51.00%	AGRIPOWER S.p.A.
IUMAGAS BIOENERGY SOCIETÀ AGRICOLA A R,L,	Milan	50	51.00%	51.00%	AGRIPOWER S.p.A.
MARSICA AGROENERGIA S.r.l.	Milan	60	54.02%	54.02%	AGRIPOWER S.p.A.
PONZANO BIOENERGIA SOCIETÀ AGRICOLA A R,L,	Milan	40	51.00%	51.00%	AGRIPOWER S.p.A.
ROBERTA BIOENERGIA S.r.l.	Milan	10	51.00%	51.00%	AGRIPOWER S.p.A.
SAN QUIRICO BIOENERGIA SOCIETÀ AGRICOLA A R,L,	Milan	160	100.00%	100.00%	AGRIPOWER S.p.A.
SCALENGHE BIOGAS SOCIETA' AGRICOLA S.r.l.	Milan	10	87.00%	87.00%	AGRIPOWER S.p.A.
STROVINA BIOENERGIA SOCIETÀ AGRICOLA A R,L,	Milan	40	51.00%	51.00%	AGRIPOWER S.p.A.
TORRE ZUINA SOCIETÀ AGRICOLA A R,L,	Milan	10	51.00%	51.00%	AGRIPOWER S.p.A.
VITTORIA BIOENERGIA S.r.l.	Milan	50	100.00%	100.00%	AGRIPOWER S.p.A.
Biomax Società Agricola a r,l,	Coriano (RN)	102	100.00%	100.00%	AGRIPOWER S.p.A.
Asm Energia S.p.A.	Vigevano (PV)	2,511	45.00%	45.00%	A2A Energia S.p.A.
Acinque S.p.A.	Monza	197,344	41.54%	41.34%	A2A S.p.A.
Lereti S.p.A.	Como	86,450	100.00%	100.00%	Acinque S.p.A.

Continue >>

<< Segue

Company name	Registered office	Share capital (thousands of euro unless otherwise indicated)	% of shareholding consolidated by Group at 12.31.2025 (line-by-line consolidation)	Shareholding %	Shareholder
ComoCalor S.p.A.	Como	3,516	51.00%	51.00%	Acinque S.p.A.
Reti Valtellina Valchiavenna S.r.l.	Sondrio	2,000	100.00%	100.00%	Acinque S.p.A.
Acinque Energia S.r.l.	Lecco	17,100	99.75%	99.75%	Acinque S.p.A.
Acinque Ambiente S.r.l.	Varese	4,500	100.00%	100.00%	Acinque S.p.A.
Acinque Tecnologie S.p.A.	Monza	6,000	100.00%	100.00%	Acinque S.p.A.
Acinque Innovazione S.r.l.	Monza	21,800	100.00%	100.00%	Acinque S.p.A.
Acinque Farmacie S.r.l.	Sondrio	100	100.00%	100.00%	Acinque S.p.A.
Agesp Energia S.r.l.	Busto Arsizio (VA)	1,500	70.00%	70.00%	Acinque S.p.A.
Acinque Energy Greenway S.r.l.	Monza	8,464	70.00%	70.00%	Acinque Tecnologie S.p.A.
Integra Impianti S.r.l.	Erba (CO)	100	100.00%	100.00%	Acinque Innovazione S.r.l. - già Aevv Impianti S.r.l.
A2A E-MOBILITY S.r.l.	Milan	1,000	100.00%	100.00%	A2A S.p.A.
Ambiente Energia Brianza S.p.A.	Seregno (MB)	119,496	34.95%	33.52%	A2A S.p.A.
A2A Illuminazione Pubblica S.r.l.	Brescia	19,000	100.00%	100.00%	Ambiente Energia Brianza S.p.A.
Gelsia S.r.l.	Seregno (MB)	20,345	100.00%	100.00%	Ambiente Energia Brianza S.p.A.
RetiPiù S.r.l.	Desio (MB)	110,000	100.00%	100.00%	Ambiente Energia Brianza S.p.A.
2B S.r.l.	Seregno (MB)	10	100.00%	100.00%	Ambiente Energia Brianza S.p.A.
VGE 05 S.r.l.	Seregno (MB)	1,000	90.00%	90.00%	Ambiente Energia Brianza S.p.A.
Gelsia Ambiente S.r.l.	Desio (MB)	4,671	100.00%	100.00%	Ambiente Energia Brianza S.p.A. (70%) A2A Integrambiente S.r.l. (30%)
CERVETERI ENERGIA S.r.l.	Milan	21	100.00%	100.00%	A2A Rinnovabili S.p.A.
STCS S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
LA CASTILLEJA ENERGIA SL	Madrid (ES)	4	100.00%	100.00%	GLOBAL ONEGA SL
SISTEMES ENERGETICS CONESA I SOCIEDAD LIMITADA	Madrid (ES)	3	100.00%	100.00%	RESPETO AL MEDIO AMBIENTE SL (50%) GLOBAL ONEGA SL (50%)
GLOBAL ONEGA SL	Madrid (ES)	10	100.00%	100.00%	A2A Rinnovabili S.p.A.
RESPETO AL MEDIO AMBIENTE SL	Madrid (ES)	3	100.00%	100.00%	A2A Rinnovabili S.p.A.
A2A WIND S.r.l.	Milan	10	100.00%	100.00%	A2A Rinnovabili S.p.A.

3.2

List of Equity-accounted investments carried at equity

thousands of euro

Company name	Registered office	Share capital	Shareholding %	Shareholder	Carrying amount at 12.31.2025
Equity-accounted investments carried at equity					
PremiumGas S.p.A. in liquidation	Bergamo	120	50.00%	A2A Alfa S.r.l. in liquidation	-
Ergosud S.p.A.	Rome	81,448	50.00%	A2A gencogas S.p.A.	25,358
Metamer S.r.l.	San Salvo (CH)	2,000	50.00%	A2A Energia S.p.A.	3,188
NETCITY S.r.l.	Pescara	500	49.00%	A2A Energia S.p.A.	1,789
SET S.r.l.	Toscolano Maderno (BS)	104	49.00%	A2A S.p.A.	1,384
Messina in Luce S.c. a r.l.	Monza	20	70.00%	Acinque Tecnologie S.p.A. (55%) A2A Illuminazione Pubblica S.r.l. (15%)	11
Serio Energia S.r.l.	Concordia sulla Secchia (MO)	1,000	40.00%	A2A S.p.A.	275
Visano Soc, Trattamento Reflui S.c. a r.l. in liquidation	Brescia	25	40.00%	A2A S.p.A.	-
Blugas Infrastrutture S.r.l.	Mantova	14,300	27.51%	A2A S.p.A.	4,603
ES Energy S.r.l.	Jesi (AN)	10	50.00%	A2A S.p.A.	436
COSMO Società Consortile a Responsabilità Limitata	Brescia	100	52.00%	A2A Calore & Servizi S.r.l.	140
Crit S.c. a r.l.	Cremona	65	33.00%	A2A S.p.A.	21
Bergamo Pulita S.r.l.	Bergamo	10	50.00%	A2A Ambiente S.p.A.	-
Fratelli Omini S.p.A.	Novate Milanese (MI)	260	30.00%	A2A Ambiente S.p.A.	6,942
ASM Codogno S.r.l.	Codogno (LO)	1,898	49.00%	Aprica S.p.A.	2,894
Prealpi Servizi S.r.l. in liquidation	Busto Arsizio (VA)	5,451	12.47%	Acinque S.p.A.	-
Società Agricola Mattioli Energia S.r.l.	Finale Emilia (MO)	20	20.00%	AGRIPOWER S.p.A.	480
G.Eco S.r.l.	Treviglio (BG)	500	40.00%	Aprica S.p.A.	4,017
Total shareholdings					**51,538**

3.3
List of holdings in other companies

thousands of euro

Company name	Shareholding %	Shareholder	Carrying amount 12.31.2025
Shareholdings held for sale:			
Casalasca Servizi S.p.A.	13.88%	Aprica S.p.A.	121
Shareholdings in other companies:			
Immobiliare-Fiera di Brescia S.p.A.	0.91%	A2A S.p.A.	
AQM S.r.l.	7.80%	A2A S.p.A.	
AvioValtellina S.p.A.	0.18%	A2A S.p.A.	
Banca di Credito Cooperativo dell'Oglio e del Serio s.c.	n.s.	A2A S.p.A.	
L.E.A.P. S.c. a r.l.	14.22%	A2A S.p.A.	
Guglionesi Ambiente S.c. a r.l.	1.01%	A2A Ambiente S.p.A.	
S,I,T, S.p.A.	0.19%	Aprica S.p.A.	
Stradivaria S.p.A.	n.s.	A2A S.p.A.	
DI.T.N.E. S.c. a r.l.	1.79%	A2A S.p.A.	
E.M.I.T. S.r.l. in liquidation	10.00%	A2A S.p.A.	
COMIECO	4.32%	A2A Ambiente S.p.A.	
CONAPI S.c. a r.l.	20.00%	A2A Ambiente S.p.A.	
Confidi Toscana S.c. a r.l.	n.s.	Linea Ambiente S.r.l.	
Credito Valtellinese	n.s.	Linea Ambiente S.r.l.	
Futura S.r.l.	1.00%	A2A Calore & Servizi S.r.l.	
Comodepur S.c.p.a. in liquidation	9.81%	Acinque S.p.A.	
T.C.V.V.V. S.p.A.	0.25%	Acinque S.p.A.	
Lago di Como Gal S.c. a r.l.	3.00%	Acinque S.p.A.	
Cantù Arena S.p.A.	2.00%	Acinque Innovazione S.r.l.	
CIAL-CONSORZIO IMBALLAGGIO ALLUMINIO	0.82%	A2A Ambiente S.p.A.	
COREVE	0.78%	A2A Ambiente S.p.A.	
COREPLA-CONSORZIO RECUPERO PLASTICA NAZIONALE	3.04%	A2A Ambiente S.p.A.	
RICREA-CONSORZIO NAZIONALE RICICLO E RECUPERO IMBALLAGGI ACCIAIO	n.s.	A2A Ambiente S.p.A.	
CIC-CONSORZIO ITALIANO COMPOSTATORI	n.s.	A2A Ambiente S.p.A.	
Musa S.c. a r.l.	5.60%	A2A S.p.A.	
Total investments in other companies			**1,782**

3.4

Certification of the consolidated financial statements pursuant

to article 154-bis, paragraph 5 of Legislative Decree no. 58/98

Certification of the Consolidated Financial Statements
pursuant to art. 154-bis, paragraph 5 of Legislative Decree 58/98

1. The undersigned, Renato Mazzoncini, as CEO of A2A S.p.A., and Luca Moroni, as Financial Reporting Manager of A2A S.p.A. also considering the provisions of article 154-bis, paragraphs 3 and 4, of Legislative Decree no. 58 of February 24, 1998, as amended, hereby attest:

   - the adequacy in relation to the characteristics of the company and
   - the effective application

   of administrative and accounting procedures for the preparation of financial statements in the year 2025.

2. It is also certified that:

   2.1 the consolidated financial statements at December 31, 2025:

   a) have been prepared in accordance with International Financial Reporting Standards as endorsed by the European Community pursuant to Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of July 19, 2002;
   b) correspond to the information contained in the accounting ledgers and records;
   c) provide a true and fair representation of the equity, economic and financial situation of the issuer and the whole of the companies included in the scope of consolidation.

   2.2 the Report on Operations includes reliable analysis on the performance, result of operations and the business of the issuer and of all entities included in the consolidated financial statements as well as description of principal risks and uncertainties to which they are exposed.

Milan, 17 March 2026

Renato Mazzoncini (Chief Executive Officer)	Luca Moroni (Financial Reporting Manager)

4
Independent Auditors' Report

(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

A2A Group

Consolidated financial statements as at and for the year ended 31 December 2025

(with independent auditors' report thereon)

KPMG S.p.A.

30 March 2026

KPMG S.p.A.
Revisione e organizzazione contabile
Via Giovanni Battista Pirelli, 38
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Email it-fmauditaly@kpmg.it
PEC kpmgspa@pec.kpmg.it

(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

To the shareholders of
A2A S.p.A.

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of the A2A Group (the "group"), which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated income statement and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended and explanatory notes thereto, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the A2A Group as at 31 December 2025 and of its financial performance and cash flows for the year then ended in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board and endorsed by the European Union, as well as the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the consolidated financial statements*" section of our report. We are independent of A2A S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters

The group's 2024 consolidated financial statements were audited by other auditors, who expressed their unqualified opinion thereon on 31 March 2025.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of property, plant and equipment, intangible assets and goodwill

Notes to the consolidated financial statements: Notes 2.7.2 "Use of estimates and judgement by management" and 4 "Impairment test of non financial assets"

Key audit matter	Audit procedures addressing the key audit matter
The group's consolidated financial statements at 31 December 2025 include property, plant and equipment of €8,135 million, intangible assets of €3,103 million and goodwill of €1,509 million allocated to groups of cash-generating units ("CGUs"). The directors tested the above groups of CGUs for impairment in order to identify any impairment losses resulting from their carrying amount exceeding their recoverable amount. The recoverable amount was calculated using the discounted cash flow model, except for the Reti Gas CGU group, whose recoverable amount is based on the Regulatory Asset Base (RAB). Impairment testing is very complex and entails the use of estimates and assumptions which, by their very nature, are uncertain and subjective, in particular about: • forecasted future cash flows, based on the update to the 2024-2035 strategic plan approved by the Board of Directors on 11 November 2025 (the "updated strategic plan"); • estimated normalised cash flows or realisable value of the assets underlying the estimated terminal value; • discount rates applied to forecast future cash flows; • for the A2A Reti Gas CGU group, the estimated RAB. For the above reasons and due to the materiality of the relevant captions, we believe that the recoverability of property, plant and equipment, intangible assets and goodwill is a key audit matter.	Our audit procedures, carried out partly by involving experts of the KPMG network, included the following: • understanding the process adopted to prepare the impairment test and the forecasts set out in the updated strategic plan and assessing the design and implementation of relevant controls; • analysing the criteria used to identify the CGUs and the groups of CGUs and trace their carrying amounts to the consolidated financial statements at 31 December 2025; • analysing the reasonableness of the key assumptions used to estimate cash flows, including through sector data analyses; • comparing the forecasts used for impairment testing to forecast figures in the updated strategic plan; • comparing actual figures to forecasts to assess any discrepancies and the reliability of the estimation process; • challenging the reasonableness of the discount (WACC) and long-term growth (g-rate) rates; • checking the mathematical accuracy of the model used to calculate the CGUs' and groups of CGUs' value in use; • comparing the CGUs' and groups of CGUs' carrying amount to the recoverable amount determined by impairment testing; • comparing market capitalisation to value in use for second-level impairment testing; • challenging management's sensitivity analysis; • verifying that that the methods used to carry out the impairment test are in compliance with the relevant reporting framework;

Key audit matter	Audit procedures addressing the key audit matter
	• assessing the appropriateness of the disclosures provided in the notes about the impairment test and its compliance with the requirements of IAS 36.

Reporting-date estimated accruals for revenue from sales of electricity and gas

Notes to the consolidated financial statements: Notes 2.7.2 "Use of estimates and judgement by management"

Key audit matter	Audit procedures addressing the key audit matter
Revenue from sales of electricity and gas include sales invoiced on the basis of actual metering and the estimated commodities sold but not yet invoiced at the reporting date. The estimation processes are based on complex assumptions which, by their very nature, require management judgement. In particular, the group's methods for estimating consumption between each customer's latest periodic metering date and the reporting date are based on complex calculation processes that draw on multiple information systems. These processes take into account past consumption and each customer's profile and are adjusted for variables that may affect consumption forecasts. Given the necessary judgement and the complex nature of the assumptions used to estimate accrued revenue, we believe that this issue is a key audit matter.	Our audit procedures included the following: • understanding the process for the recognition of revenue from the supply of electricity and gas not yet invoiced and assessing the operating effectiveness of relevant controls; • checking the algorithms and data used in the information systems to calculate estimated volumes, including by involving our Cyber & Tech Risk specialists; • performing substantive procedures on the electricity and gas volumes considered in the estimation; • checking the accuracy of the selling prices used in the estimation; • comparing the estimates recognised in the consolidated financial statements with the subsequent actual figures; • assessing the appropriateness of the disclosures provided in the notes.

Recognition of the acquisition of Duereti S.r.l.

Notes to the consolidated financial statements: Notes 2.7.2 "Use of estimates and judgement by management" and 2.5 "Transactions as per IFRS 3 revised"

Key audit matter	Audit procedures addressing the key audit matter
On 31 December 2024, the group acquired 90% of Duereti S.r.l., a company operating in the electricity distribution segment, for a total consideration of €1,253 million, including the price adjustment. The accounting for the acquisition in accordance with IFRS 3 was completed on 31 December 2025, resulting in the identification and measurement at acquisition-date fair value of the following assets and liabilities:	Our audit procedures, carried out partly by involving experts of the KPMG network, included the following: • understanding the transaction's main terms by analysing the related contractual documentation; • understanding the process adopted by the group to identify the assets acquired and the liabilities assumed and to allocate the consideration

Key audit matter	Audit procedures addressing the key audit matter
• electricity grids (recognised under property, plant and equipment) of €66 million; • concessions on electricity networks (recognised under intangible assets) of €393 million; • deferred tax liabilities of €129 million. Accounting for this acquisition using the anticipated acquisition method also resulted in the recognition of goodwill of €649 million. Considering the materiality of the recognised assets and liabilities and the subjectivity affecting the assumptions underlying the estimates used to identify the transferred assets and liabilities and to measure their fair value, we believe that this issue is a key audit matter.	transferred as part of the acquisition and assessing the design and implementation of relevant controls; • analysing the appraisal of the expert engaged by management to assist it in measuring the fair value of the assets acquired and liabilities assumed; • checking the appropriateness of the valuation methodologies and parameters used to determine the acquisition-date fair value of the assets acquired and liabilities assumed; • checking the consistency of the accounting treatment applied to the acquisition with the IFRS Accounting Standards; • assessing whether comparative information has been appropriately restated following the finalisation of the business combination accounting; • assessing the appropriateness of the disclosures provided in the notes.

Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board and endorsed by the European Union, as well as the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the measures taken to eliminate those threats or the safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 28 April 2023, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2025 to 31 December 2033.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements at 31 December 2025 to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements at 31 December 2025 have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Opinion and statement pursuant to article 14.2.e)/e-bis)/e-ter) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The parent's directors are responsible for the preparation of the group's reports on operations and on corporate governance and ownership structure at 31 December 2025 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to:

- express an opinion on the consistency of the report on operations and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the consolidated financial statements;
- express an opinion on the compliance of the report on operations, excluding the section that includes the sustainability statement, and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the applicable law;

- issue a statement of any material misstatements in the report on operations and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98.

In our opinion, the report on operations and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 are consistent with the group's consolidated financial statements at 31 December 2025.

Moreover, in our opinion, excluding the section which includes the sustainability statement, the report on operations and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e-ter) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Our opinion on compliance with the applicable law does not extend to the report on operations' section which includes the sustainability statement. Our conclusion on the compliance of this section with the legislation governing its preparation and with the disclosure requirements of article 8 of Regulation (EU) 2020/852 is included in the assurance report prepared in accordance with article 14-bis of Legislative decree no. 39/10.

Milan, 30 March 2026

KPMG S.p.A.

(signed on the original)

Luisa Polignano
Director of Audit

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LIFE COMPANY