



## PRESS RELEASE

### Notice of the convocation of the ordinary and extraordinary Shareholders' Meeting 29-30 April 2021

**Milan, 30 March 2021** – The ordinary and extraordinary Shareholders' Meeting of A2A S.p.A. is convened at the company's registered office in Brescia, at via Lamarmora 230, for 29 April 2021, at 11:00 am, on first call and, if necessary, on second call for 30 April 2021, same time and place (attendees may attend via teleconference), to discuss and vote on the following

#### AGENDA

##### Ordinary part

1. Financial Statements at 31 December 2020.
  - 1.1 Approval of the financial statements for the year ended December 31, 2020; Reports of the Board of Directors, the Board of Statutory Auditors and Independent Auditors. Presentation of the consolidated financial statements ending 31 December 2020. Presentation of the Consolidated Non-financial Statement pursuant to Legislative Decree 254/2016 and related Supplement – Integrated Financial Statements 2020.
  - 1.2 Allocation of the year's profit and distribution of dividends.
2. Report on the compensation policy and fees paid pursuant to art. 123-ter of Legislative Decree no. 58 (24 February 1998), as subsequently amended and supplemented.
  - 2.1 Resolutions pursuant to Section I (Compensation Policy).
  - 2.2 Resolutions pursuant to Section II (Fees paid to the members of the Boards of Directors and Auditors, to General Managers and to other key executives).
3. Authorization to purchase and dispose of treasury shares, subject to revocation, if not used, of the previous authorization resolved by the Shareholders' Meeting of 13 May 2020.

##### Extraordinary part

1. Approval of the Merger by Incorporation of "A2A Telecommunications S.r.l." into "A2A S.p.A."; related and consequent resolutions.
2. Approval of the Merger by Incorporation of "Suncity Energy S.r.l." into "A2A S.p.A."; related and consequent resolutions.

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

Entitled to intervene at the Shareholders' Meeting are those entitled to vote at the end of the accounting day of 20 April 2021 (Record date) and for which the Company received, by the end of the third open market day (26 April 2021) prior to the date set for the Shareholders' Meeting on first call, the related communication by the authorized intermediaries provided for by current regulations. The foregoing is without prejudice to the entitlement to intervene and vote if the communication reached the Company after the above deadlines, as long as by the beginning of the meeting. Those who confirm ownership of the shares after such Record date shall not have the right to take part in the Meeting and vote.

Pursuant to Art. 106, paragraph 4, of Law-Decree no. 18 of 17 March 2020, converted, with amendments, by Law no. 2 of 24 April 2020, as last amended by Art. 3, paragraph 6 of 31 December no 183 converted with amendments by Law Decree no. 21 of 26 February 2021, shareholders with voting rights will be enabled to take the floor at the Shareholders' Meeting exclusively through the intermediary of Computershare S.p.A., the Representative designated by the Company under Art. 135-*undecies* of Legislative Decree no. 58/1998, who shall be appointed as proxy according to the procedure and conditions specified below.

No procedures for voting by mail or electronically are envisaged.

Pursuant to Art. 106, paragraph 2, of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 2 of 24 April 2020, the Shareholders' Meeting shall take place solely via appropriate telecommunication channels to allow participants to be identified, take the floor and



exercise their voting right, without the need for them to be in the same place as the Chairman and the Secretary who draws up the minutes. Instructions for taking part in the Shareholders Meeting via telecommunications channels will be made known by Company to Computershare S.p.A., to the Directors and Statutory Auditors, as well as to others with rights to intervene, distinct from those with voting rights.

#### **Company-designated representative**

Pursuant to Art. 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 2 of 24 April 2020, when shareholders with voting rights want to take the floor at the Shareholders' Meeting, they must:

i) be represented, pursuant to Art. 135-*novies*, of Legislative Decree no. 58/1998, by a proxy and/or subproxy granted to Computershare S.p.A., Company's Designated Representative under Art. 135-*undecies*, Legislative Decree no. 58/1998. To that end, a proxy/subproxy form should be downloaded from Company's website ([www.a2a.eu](http://www.a2a.eu) "Governance" – "Shareholders' meetings" section), filled and submitted to Computershare S.p.A. pursuant to the instructions appearing on the form itself. Given the current crisis, proxies may be granted up until 28 April 2021. Similarly, shareholders with voting rights may revoke, within that same term, the proxy/subproxy and any voting instructions conferred.

ii) Pursuant to Art. 135-*Undeciesundecies* of Legislative Decree no. 58/1998, appoint with a special power of attorney with voting instructions, with no expenses accruing to the principal except for submission costs, Computershare S.p.A. as the Company's Designated Representative on one or more items in the agenda by using the specific form provided (to be filled and submitted in hard copy or electronic format) available in the Company's website ([www.a2a.eu](http://www.a2a.eu) in the "Governance" – "Shareholders' meetings" section), by the end of the second open market day prior to the date set for the Shareholders' Meeting, including for calls subsequent to the second, and therefore also in second call (i.e. within 27 April 2021 or 28 April 2021, respectively). The proxy form, with instructions for completing and submitting it, is available on the Company's website ([www.a2a.eu](http://www.a2a.eu) "Governance" – "Shareholders meetings" section). The proxy shall be valid only for motions for which voting instructions were conferred. The proxy and voting instructions may be rescinded within the term mentioned above.

The Designated Representative will be ready to address your questions and concerns at 0246776814 or via email at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders will kindly note that Company reserves the right to supplement and/or modify the above instructions due to any intervening need arising out of the current epidemiological crisis caused by COVID-19, which developments are not currently foreseeable.

#### **Share capital**

Pursuant to article 5 of the current Articles of Association, the share capital is Euro 1,629,110,744.04 represented by 3,132,905,277 ordinary shares with a nominal value of Euro 0.52 each. Pursuant to article 6 of the current Articles of Association, the shares are indivisible and each share entitles to one vote, with the exception of treasury shares held by the Company (23,721,421 at the date of this notice), for which, pursuant to the law, the voting right is suspended and without prejudice to the provisions of article 9 of the current Articles of Association regarding shareholding limits and shareholders' agreements.

#### **Right to ask questions on agenda items**

Pursuant to Art. 127-*ter* of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, shareholders with voting rights may ask questions on the points in the agenda even before the Meeting by sending them - before the end of the seventh open market day prior to the scheduled first call meeting date, and therefore within 20 April 2021 – to the Secretary's Office of the Company via facsimile to number +39 02 77208142 or via e-mail to [assemblea2021@pec.a2a.eu](mailto:assemblea2021@pec.a2a.eu), writing "Domanda Assemblea A2A S.p.A. 29-30 April 2021" [Questions for A2A S.p.A.'s Meeting of 29-30 April 2021] in the heading. The legitimacy to exercise this right is certified by sending - to the fax number or e-mail address mentioned above - a copy of the specific notice issued by the intermediaries who keep the accounts on which the applicants'



shares are registered. The transmission may also take place after the submission of the questions, provided that it is within the term set forth in Art. 127-ter, paragraph 1-bis, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (third subsequent day, i.e. 23 April 2021).

In order to allow shareholders with voting rights to appoint proxies and give voting instructions to the Designated Representative, the answers to the questions received prior to the Shareholders' Meeting by the eligible parties and which are relevant to the items on the agenda will be provided by the Company within the third day prior to the date of the Shareholders' Meeting (26 April 2021) through publication on the Company's website ([www.a2a.eu](http://www.a2a.eu) "Governance" - "Shareholders' meetings" section), and the Company shall have the right to provide a single response to questions having the same content.

#### **Additions to the agenda and presentation of new resolution proposals**

Pursuant to article 126-bis of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated, Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the date of publication of this notice and therefore by 09 April 2021, to integrate the items for discussion, indicating in specific written request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. The questions must be submitted by registered letter with return receipt sent to the address "A2A S.p.A. Segreteria Societaria Corso di Porta Vittoria 4 20122 Milano – Italia" and simultaneously sent by fax to number +39 02 77208142 or to the email address [assemblea2021@pec.a2a.eu](mailto:assemblea2021@pec.a2a.eu), together with the appropriate communication certifying the entitlement to exercise this right, issued by the intermediaries that keep the accounts on which the shares of the requesting shareholders are registered. By the above term, proposing Shareholders shall present, in the same manner, a report outlining the reasons for the resolution proposals on new matters they propose to be discussed, that is the justification related to the additional resolution proposals submitted on matters already on the agenda. The integration of the agenda is not allowed for matters on which the Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1, of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated. Any additions to the list of subjects that the Shareholders' Meeting will have to cover as a result of the aforementioned requests or after the submission of additional resolution proposals on matters already on the agenda shall be reported in the same forms required for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e. By 14 April 2021). Simultaneously with the publication of this information, the reports prepared by those requesting the integration or the additional resolution proposals presented will be made available to the public, in the same manner as for the documentation relating to the Shareholders' Meeting, accompanied by any evaluations of the Board of Directors.

#### **Presentation of resolution proposals by shareholders with voting rights (Art. 126-bis, paragraph 1, third sentence, of the TUF)**

Based on the procedures for attending in the Shareholders' Meeting indicated above, as regards the provisions set forth in Art. 126-bis, paragraph 1, third sentence, of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented, shareholders with voting rights may individually submit proposals for resolutions at the Shareholders' Meeting on items already on the agenda, according to the following procedure:

- the resolution proposals shall be submitted to the Company via the e-mail address ([assemblea2021@pec.a2a.eu](mailto:assemblea2021@pec.a2a.eu)) no later than 14 April 2021; said proposals must be formulated in a clear and complete manner, together with information allowing for the identification of the person that submits them, including a telephone number;
- together with the resolution proposals, the Company must receive the appropriate communication certifying to the legitimacy to exercise this right, issued by the intermediaries who keep the accounts on which the shares of the requesting Shareholders are registered.



The resolution proposals received will be published on the Company's website ([www.a2a.eu](http://www.a2a.eu) "governance" - "Shareholders' meetings" section) by 19 April 2021, in order to allow persons with voting rights to express themselves in an informed manner, also taking into account such new proposals, and for the Appointed Representative to collect any voting instructions also on such proposals. For the purposes identified above, the Company reserves the right to verify the relevance of the proposals with respect to the items already on the agenda, their completeness and their compliance with applicable legislation, as well as the legitimacy of the proposers. In the event of alternative resolution proposals to those formulated by the Board, the Board's proposal shall be put to the vote first (unless it is withdrawn) and, only if it is rejected, the Shareholders' proposals shall be put to the vote. These proposals, even in the absence of a proposal from the Board, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only if the proposal put to the vote is rejected will the next proposal be put to the vote in order of represented capital.

#### **Documentation**

The documentation relating to the Shareholders' Meeting envisaged by the current regulations, together with the resolution proposals relating to the items included in this agenda, is made available to the public, within the prescribed time limits, at the Registered Office, on the Company's website ([www.a2a.eu](http://www.a2a.eu) "Governance" – "Shareholders meetings" section) and at the authorized storage mechanism "1Info" at the address [www.1info.it](http://www.1info.it).

This notice is published by extract in the newspaper "Il Sole 24 Ore" today.

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