

SHAREHOLDERS' MEETING ORDINARY AND EXTRAORDINARY SESSION

REPORTS OF THE BOARD OF DIRECTORS
AND MOTIONS FOR RESOLUTIONS TO THE
SHAREHOLDERS' MEETING

Shareholders' Meeting
April 3, 2025

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Calling to Shareholders' Meeting

(Published on February 28, 2025)

CALL NOTICE OF SHAREHOLDERS' MEETING

The ordinary shareholders of Edison S.p.A. are called to a meeting, convened in ordinary and extraordinary session, on first calling, at the Company's registered office in Milan, Foro Buonaparte 31, without prejudice to what is indicated in the following paragraphs 2 and 3 on

Thursday, April 3, 2025, at 11.00 a.m.

to resolve upon the following

Agenda

Ordinary session

Financial Report

1. Financial Statements at December 31, 2024.
2. Allocation of the year's profit.

Report on compensation policy and on compensation paid

3. "Section One" – Compensation policy regarding the period 2024-2025. Approval.
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5. Determination of the number of Directors.
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Extraordinary session

Amendments of the Bylaws

10. Integration of Article 21 (Corporate Accounting Documents Officer) of the Bylaws to regulate the appointment process and the professional requirements for the manager who issues the certification referred to in Article 154-bis, paragraph 5-ter of Legislative Decree No. 58 of 24 February 1998, concerning sustainability reporting.

1. Legitimate entitlement to attend the Shareholders' Meeting by holders of voting rights

Those who, based on the information of the intermediary, are holders of voting rights at the end of the accounting day of the **second business day before the date set for the Shareholders' Meeting on first call, and therefore, at the end of Tuesday April 1, 2025 (Record Date)**, are entitled to take part in the Shareholders' Meeting and to

exercise the voting right, according exclusively to the methods indicated in paragraph 2. Those who obtain voting rights subsequent to the Record Date shall not have the right to participate and to vote, while any disposal of shares subsequent to the Record Date will have no effects for the purposes of this entitlement. Entitlement is attested to by a communication made by the intermediary, in favour of the party with voting rights, in accordance with its accounting entries proving the registration of the crediting of shares at the end of the date specified above. The communication must be received by the Company in compliance with applicable regulations, by the beginning of the Shareholders' Meeting proceedings.

2. Participation and Vote by proxy exclusively through the Representative Appointed by Edison S.p.A.

As determined by the Company and permitted by Article 10, Section 3 of the Bylaws, **those entitled to exercise voting right shall participate at the Shareholders' Meeting and exercise the voting right only through the representative appointed** by the Company pursuant to Article 135-*undecies*.1 of Legislative Decree no. 58/1998 and subsequent amendments ("**TUF**"), identified in **Computershare S.p.A.** (hereinafter the "**Appointed Representative**" or "**Computershare**").

The proxy to the Appointed Representative can be conferred:

- i) pursuant to Article 135-*undecies* of the TUF directly by the person holding the voting right;
- ii) in derogation of Article 135-*undecies*, paragraph 4 of the TUF, by the person delegated pursuant to Article 135-*novies* of the TUF by the person holding the voting right;

by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company (hereinafter, respectively, the "**Proxy**" and the "**Proxy Form**").

The conferral of the Proxy does not involve expenses, with the exception of transmission or shipping expenses.

The Proxy Form will be available **from Friday February 28, 2025** from the Company's registered office and on its website (<https://www.edison.it/en/shareholders-meeting-april-2025>).

The Proxy can also be conferred via a digital document with electronic signature.

The Proxy Form must be sent to the Appointed Representative, accompanied by the **voting instructions** for all or some of the items on the agenda, through one of the following alternative methods:

- a) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficiomilano@pecserviziititoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder - (Ref. "Proxy to the Shareholders' Meeting of April 3, 2025 Edison SpA");

- b) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficiomilano@pecserviziotitoli.it in the event that the Proxy Grantor is a Digital Signature Holder - (Ref. "Proxy to the Shareholders' Meeting of April 3, 2025 Edison SpA");
- c) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it - (Ref. "Proxy to the Shareholders' Meeting of April 3, 2025 Edison SpA"). In this case, the hard copy of the Proxy Form, together with the voting instructions and the documents indicated below, shall be sent via ordinary mail service to Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milano, as soon as possible.

Together with the Proxy Form, the delegating person or the sub-delegating person must send a copy of a valid identity document and, if a legal entity, also evidence of the powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The transmission of the Proxy Form with methods and terms different than those mentioned above, as well as the only use of ordinary mail service, will not ensure to the delegating person or the sub-delegating person the correct submission of the Proxy.

The Proxy, with the associated voting instructions and the related documents, must be received by the Appointed Representative by the end of the second stock market trading day before the Shareholders' Meeting (and therefore **by Tuesday April 1, 2025**). The Proxy and voting instructions can be revoked by means of a written declaration, issued with the same methods, by the same deadline as above.

The Proxy is not effective with regards to proposals for which voting instructions have not been conferred.

It should be noted that, considering the exercise the voting right only through the Appointed Representative, in the event unknown circumstances are verified, or in the event of an amendment or addition to the proposals presented at the Shareholders' Meeting, Computershare, as Appointed Representative, cannot be authorised to express a vote inconsistent with that indicated in the instructions received.

It should also be noted that no provision is made for expressing a vote electronically or by correspondence.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-april-2025>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776829/14, as well as at the email address ufficiomi@computershare.it.

3. Participation of the subjects entitled also by means of telecommunication

As determined by the Company and permitted by Article 10, Section 5 of the Bylaws in the event of participation and vote by proxy exclusively through the representative appointed, the participation at the Shareholders' Meeting of the **subjects entitled** (Chairman, directors, statutory auditors, the Representative Appointed himself and the common representative of the saving shareholders), may also take place, as well as at the Company's registered office, **by means of telecommunication** that guarantee their identification, according to the instructions communicated to them individually by

the Company, without it being in any case necessary for the Chairman and the secretary of the meeting to be in the same place, and without prejudice, in consideration of the provisions of Maxima 187 of the Milan Board of Notaries, to the presence of the secretary of the meeting at the Company's registered office.

4. Right to add to the agenda or submit resolution proposals on matters already on the agenda pursuant to Art. 126-bis, paragraph 1, first sentence, of the TUF

Pursuant to Article 126-bis, paragraph 1, first sentence of the TUF, those shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within 10 days of the publication of the call notice, and therefore **by Monday March 10, 2025**, to add to the list of matters to be discussed, specifying in the request the additional topics they are submitting, or submit resolution proposals on matters already on the agenda.

Adding to the agenda is not permitted for topics on which the Shareholders' Meeting passes resolutions, according to the law, on proposal of the directors or on the basis of a project or a report they have prepared, other than those pursuant to Article 125-ter, paragraph 1, of the TUF.

The requests, to be submitted in writing, must be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company, along with the communication of the intermediary attesting to ownership of the investment **on the date of the request**:

- (a) to the certified e-mail address:
assemblea.azionisti@pec.edison.it;
- (b) by sending a registered letter with return receipt to the address:
Edison S.p.A.
(Ref. "Corporate Affairs & Governance - Addendum to the Agenda of Edison SpA Shareholders' Meeting, April 3, 2025")
Foro Buonaparte, 31
20121 MILAN - Italy.

Requesting shareholders must also send the Company, with the same methods and **within the same term of Monday March 10, 2025**, as specified above, a report indicating the justification of the resolution proposals on the new matters for which discussion is proposed, or the justification relating to the additional resolution proposals submitted on matters already on the agenda.

Any additions to the agenda or the submission of additional resolution proposals on matters already on the agenda will be disclosed at least fifteen days before the date scheduled for the Shareholders' Meeting (therefore **by Wednesday, March 19, 2025**), in the same forms as those set forth for the publication of this notice. At the same time, the reports prepared by those requesting an addition to the agenda and/or submitting additional resolution proposals, accompanied by any assessments of the Board of Directors, will be made available to the public at the registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2025> and on the "eMarket Storage" authorised storage mechanism (www.emarketstorage.com).

Further information may be found on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2025>).

5. Submission of individual resolution proposals on matters already on the agenda pursuant to Art. 135-undecies.1, paragraph 2, of the TUF

Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence of the TUF, those entitled with voting rights may **individually submit resolution proposals** on the matters on the agenda, or proposals whose submission is otherwise permitted by law, by the fifteenth day prior to the date of the Shareholders' Meeting on first call (**by Wednesday March 19, 2025**):

- a) to the certified email address:
assemblea.azionisti@pec.edison.it.
- b) by sending a registered letter with advice of receipt to the address:
Edison S.p.A.
(Ref. "Corporate Affairs & Governance – Individual proposals on matters already on the agenda of Edison SpA Shareholders' Meeting, April 3, 2025")
Foro Buonaparte, 31
20121 MILAN – Italy.

Entitlement to submit individual resolution proposals is subject to receipt by the Company of the communication of the intermediary attesting to ownership of the investment **on the date of the request and until the Record Date**.

Filings of proposals must be accompanied by the personal data of the subject entitled with voting rights (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company.

Any individual resolution proposal shall be announced via publication on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2025>) within two days following the aforementioned deadline (i.e. **by Friday March 21, 2025**).

It should be noted that, considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative, **no resolution proposals may be presented directly during the Shareholders' Meeting**.

6. Appointment of the Board of Directors

Nominations and other proposals for the appointment of the Board of Directors may be submitted by all the holders of voting rights in the same manner and within the same time deadlines as set forth in paragraph 5 above.

Any entries posted to the account of the filing shareholder subsequent to the proposals' filing date will have no effect on the eligibility to exercise this right.

Together with the nominations, the following documents shall be filed for each candidate:

- a) an affidavit stating that he/she accepts the nomination and will accept the post if elected;

- b) an affidavit attesting that there are no reasons making him/her unelectable or incompatible or which would cause him/her to be removed from office or interdicted, and that he/she has the qualifications required for this post pursuant to the relevant regulations and the Bylaws;
- c) an affidavit attesting that he/she meets the integrity requirements of the applicable regulations and the Bylaws;
- d) an affidavit attesting that he/she meets the independence requirements of Article 148, Section 3, of the TUF, as referring to Article 147-ter, section 4 of the TUF, and of Article 2, Principle VI and Recommendations 6 and 7 of the Corporate Governance Code; and
- e) a curriculum vitae providing exhaustive information about his/her personal and professional background, with a listing of any posts held in administration and control bodies at other companies.

Those entitled with voting rights are asked to accompany their nominations with a comment regarding the diversity policies pursued.

Nominations for appointment and any additional proposal for the election of the Board of Directors will be made available to the public, within the deadline referred to in paragraph 5 above, at the Company's registered office and on its website at the address <https://www.edison.it/en/shareholders-meeting-april-2025>, and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

Any change that may occur in the communicated data prior to the date when the Shareholders' Meeting is effectively held shall be promptly communicated to the Company.

For the purpose of submitting proposals, it should be noted that Edison's Bylaws requires that the Board of Directors shall be comprised of a minimum of 5 (five) Directors and a maximum of 13 (thirteen) Directors, who must meet the requirements of the relevant laws and regulations in force from time to time.

The composition of the Board of Directors must be compliant with the requirements of gender balance provisions and, therefore, at least $\frac{2}{5}$ (two-fifths) of the elected Directors must belong to the less represented gender (such number is to be rounded up to the nearest whole number).

Furthermore, at least 1 (one) Director, if the Board of Directors has at most 7 (seven) members, or at least 2 (two) Directors, if the Board of Directors has more than 7 (seven) members, must also meet the independence requirements set forth for Statutory Auditors by art. 148, paragraph 3 of the TUF and, considering that Edison adheres to the *Corporate Governance Code*, must be independent according to the criteria indicated in the Code (Article 2, Principle VI and Recommendations 6 and 7).

Considering that the procedure of voting nominations will not concern single candidates, but all the members to be elected as a whole, the proposals for the appointment of the Board of Directors must indicate the entire composition of the Board of Directors, and therefore they must contain a number of nominations between five and thirteen.

For further information about the criteria in terms of the diversity, composition of the Board of Directors and the number of posts compliant with the office, please refer to the report of the Board of Directors, available to the public at the Company's registered

office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2025> and in the authorised storage mechanism "eMarket Storage" (www.emarketstorage.com).

7. Order of voting proposals

In the event of proposals for resolutions on the items on the agenda, submitted by Shareholders pursuant to paragraphs 4, 5 and 6 as alternatives to those submitted by the Board, the Board proposal will be first put to a vote and, only if this proposal is rejected or even without a proposal from the Board, will the Shareholders' proposals be put to a vote. These proposals will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholder who owns the largest percentage of share capital. Only if the proposal put to a vote is rejected, the additional proposals will be put to the vote following the descending order of the capital held by the proposer.

8. Right to ask questions before the Shareholders' Meeting

Considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative pursuant Article 135-undecies.1, paragraph 3 of the TUF, the right to ask questions on the items on the agenda pursuant to Article 127-ter of the TUF is allowed to those entitled to vote exclusively before the Shareholders' Meeting.

Questions, to be submitted in writing, must be accompanied by the personal data of the subject entitled with voting rights (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company **within 7 (seven) open stock market trading days before** the date set for the Shareholders' Meeting on first call and, therefore, **by Tuesday March 25, 2025**:

- a. to the certified e-mail address:
assemblea.azionisti@pec.edison.it.
- b. by sending them to the address:
Edison S.p.A.
(Ref. "Corporate Affairs - Questions for the Shareholders' Meeting April 3, 2025 Edison SpA").
Foro Buonaparte, 31
20121 MILAN – Italy.

Parties who certify that they own shares (at the date of **Monday, April 1, 2025 - Record Date**), are entitled to receive a response, by sending, **within Friday 28, 2025**, the certification of the intermediary for the exercising of said right or the copy, or references, of the communication of the intermediary for participation in the Shareholders' Meeting.

In order to facilitate the organization of the responses, the requests must contain the reference to the page number of the associated Directors' Report or any other document made available for the Shareholders' Meeting.

A response shall be provided to the questions received from legitimately entitled persons and which concern the items on the agenda, at least **3 days before the Shareholders' Meeting on first call, and therefore starting from Monday, March**

31, 2025, through publication in the appropriate section of the Company's website. The Company may provide a single response to questions with the same content.

9. Composition of Share Capital

The subscribed and paid-up share capital of Edison S.p.A. is 4,736,117,250.00 euros divided into 4,626,557,357 ordinary shares and 109,559,893 savings shares, all with a par value of 1 euro. Each ordinary share is attributed 1 (one) vote. Holders of savings shares are not entitled to vote in ordinary and extraordinary shareholders' meetings.

10. Documentation and information

The report of the Board of Directors illustrating the items on the agenda concerning the appointment of the Board of Directors and the amendments of the Bylaws is made available to the public at the Company's registered office and on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2025> as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) simultaneously with the publication of this notice, and therefore on **Friday February 28, 2025**.

The Annual Financial Report at December 31, 2024, which includes the Draft Financial Statements, the Consolidated Financial Statements and the Report on Operations (including in its turn the Consolidated Sustainability Report and the Report on Corporate Governance and on the Company's Ownership Structure) together with the Auditing Reports and the Report on compensation policy and on compensation paid, are made available to the public **from Friday February 28, 2025**, at the Company's registered office, on the website of Edison Spa (<https://www.edison.it>), and at the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

The 2024 Report of the Board of Statutory Auditors, pursuant to Art. 153 of legislative decree 58/1998, will be available to the public **by Thursday March 13, 2025** in the same manner as above.

Shareholders are entitled to obtain copies.

Further information may be obtained from Corporate Affairs & Governance by calling 02.62227465.

This notice is published on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2025>) and in excerpt in the daily newspaper "Il Sole 24 Ore," as well as sent through eMarket SDIR, and to the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Pursuant to European Regulation 2016/679 and Legislative Decree 196/2003 and subsequent amendments and additions, the Data Controller is Edison S.p.A. Full information on data processing in connection with the exercise of rights related to the Shareholders' Meeting is provided at www.edison.it ("Governance" / "Ordinary and Extraordinary Shareholders' Meeting April 2025 / Shareholders' Rights").

Milan, February 28, 2025

The Board of Directors
By: Nicola Monti
Chief Executive Officer

ORDINARY SESSION

FINANCIAL REPORT

Items 1 and 2 on the Agenda

Financial statements at December 31, 2024

Allocation of the year's profit

Dear Shareholders,

Your Company's separate financial statements at December 31, 2024 show a profit of 399,301,569.02 euros. If you concur with the criteria adopted to prepare the financial statements and the accounting principles and methods applied, we recommend that you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having reviewed the Company's separate financial statements at December 31, 2024, which show a profit of 399,301,569.02 euros, the Group's consolidated financial statements at December 31, 2024, which show a profit of 403 million euros, and the Management, Sustainability, and Governance Report at December 31, 2024;
- considering the Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to art. 153 of Legislative Decree No. 58/1998 (TUF);
- considering the Reports of the Independent Auditors on the separate and consolidated financial statements at December 31, 2024;
- considering the Reports of the Independent Auditors on the consolidated sustainability report at December 31, 2024
- taking into account the provisions of art. 2430 of the Italian Civil Code regarding the legal reserve, as well as art. 25 of the Bylaws regarding the preferred dividend due to savings shares and the increase compared to the dividend of common shares;
- considering that as at April 3, 2025 capital was 4,736,117,250.00 euros, divided into 4,626,557,357 common shares and 109,559,893 savings shares, all with a nominal value of 1 euro each;

resolves

FIRST RESOLUTION

- i) to approve the Company's separate financial statements for the year ended December 31, 2024, as a whole, and the individual items contained therein, which show a profit of 399,301,569.02 euros, rounded to 399,301,569 euros in the financial statements.

SECOND RESOLUTION

- ii) to allocate 5% of net income for the year, amounting to 399,301,569.02 euros to the statutory reserve for a total of **19,965,078.45 euros**
- iii) to allocate the net income of 379,336,490.57 euros remaining after its partial use for allocation to the legal reserve referred to in point ii) above:
- a) to dividends for the 109,559,893 savings shares:
- 5% of the nominal value, i.e. 0.050 euros per share, to a preferred dividend for 2024, for a total of **5,477,994.65 euros**
 - 4% of the nominal value, i.e. 0.040 euros per share, taking into account the extent of the dividend assigned to common shares referred to under point (b) and the increase of the dividend assigned to savings shares compared to common shares equal to 3% of the nominal value for a total of **4,382,395.72 euros**
- for a total of 0.090 euros for each savings share and therefore for a grand total of **9,860,390.37 euros****
- b) to a dividend for the 4,626,557,357 common shares:
- 6% of the nominal value, i.e. 0.060 euros per share, for a total of **277,593,441.42 euros**
- c) to retained earnings for the remaining amount, taking into account what is proposed under points (ii) and (iii) a) and b) above **91,882,658.78 euros**

As a result of the above resolutions, a total amount of **0.060 euros** will be distributed to each common share and a total amount of **0.090 euros** to each savings share.

The dividend for the savings shares and for the common shares will be paid on **Wednesday April 30, 2025**, with an ex-dividend date of Monday April 28, 2025, and record date of Tuesday April 29, 2025.

Milan, February 19, 2025

The Board of Directors
By: Nicola Monti
Chief Executive Officer

REPORT ON COMPENSATION POLICY AND ON COMPENSATION PAID

Items 3 and 4 on the Agenda

“Section One” – Compensation policy regarding the period 2024-2025.

Approval

“Section Two” - Compensation paid in 2024. Advisory vote

Dear Shareholders,

the report on compensation policy for the period 2024-2025 and on compensation paid by Your Company in 2024 (the **2024 Compensation Report**) was developed pursuant to and in implementation of the provisions of Article 123-ter of Legislative Decree 58/1998, as of its latest amendments by Legislative Decree nr. 125/2024 of 6 September 2024 concerning sustainability reporting (known as TUF). The report was prepared in accordance with the guidance provided in Article 84-quarter, introduced by the Consob in the Issuers' Regulations for the purpose of implementing the TUF, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations. In addition, the principles set forth in Article 5 of the Corporate Governance Code for Listed Companies, 2020 edition (to which the Company adheres), and the recommendations of the Corporate Governance Committee are adopted as general reference guidelines on compensation policies for this Report.

The Shareholders' meeting is required to:

- i) approve “Section One” of the 2024 Compensation Report, which outlines the compensation policies adopted by Your Company in 2024 and proposed for 2025 (which for directors, including those holding particular offices, covers the entire period of the new mandate), based on the information provided in the report, for the members of the Board of Directors (including executives with special duties, also as members of the Board Committees), executives with strategic responsibilities and the members of the Board of Statutory Auditors, as well as the procedures followed for adopting and implementing said policy. The resolution is binding;
- ii) vote on the “Section Two” of the 2024 Compensation Report, which, by name for the members of the Board of Directors and Control Bodies and, in aggregate form, for executives with strategic responsibilities, indicates the remuneration paid in 2024 for any reason and in any form by the Company and its subsidiaries or associated companies. The resolution is not binding.

If you agree with its contents, we propose you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having taken note of the 2024 Compensation Report prepared by the Board of Directors, in application of the provisions of Article 123-ter of Legislative Decree 58/1998, as of its latest amendments by Legislative Decree nr. 125/2024 of 6 September 2024 concerning sustainability reporting, and of the provisions set forth in Article 84-quater introduced by the Consob in the Issuers' Regulations, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations;
- having examined "Section One" and "Section Two" of the 2024 Compensation Report;
- in consideration of the Corporate Governance Code for listed companies, to which the Company adheres;
- having obtained the favourable opinion of the Compensation Committee;

resolves

FOURTH RESOLUTION

to approve "Section One" of the 2024 Compensation Report.

FIFTH RESOLUTION

in favour of "Section Two" of the 2024 Compensation Report."

Milan, February 19, 2025

The Board of Directors
By: Nicola Monti
Chief Executive Officer

BOARD OF DIRECTORS

Items 5, 6, 7, 8 and 9 on the Agenda

Determination of the number of Directors

Appointment of the Board of Directors

Appointment of the Chairman of the Board of Directors

Determination of the term of office of the Directors

Determination of the compensation of the Board of Directors

Dear Shareholders,

With the approval of the 2024 financial statements, the term of office of the Board of Directors currently in office, elected by the Shareholders' Meeting on March 31, 2022 for a three-year period ending with the Shareholders' Meeting convened to approve the 2024 financial statements, is coming to an end.

Therefore, the Shareholders' Meeting is invited to elect the Board of Directors, after determining the number of members, according to the terms and provisions of art. 14 of the Bylaws.

According to the Bylaws, the Board of Directors should have at least 5 (five) and at most 13 (thirteen) Directors, who must meet the requirements laid out by the law and regulations on the matter.

The composition of the Board of Directors must, firstly, comply with the requirements of gender balance provisions. In this regard, it is noted that art. 147-ter, paragraph 1-ter of the TUF requires that at least 2/5 (two-fifths) of the elected Directors belong to the less represented gender and that, as required by art. 144-undecies 1, paragraph 3 of Consob Issuers' Regulation, if the application of the said criterion does not result in a whole number of Directors belonging to the less represented gender, such number is to be rounded up to the nearest whole number.

Secondly, art. 147-ter of the TUF requires at least 1 (one) Director, if the Board of Directors has at most 7 (seven) members, or at least 2 (two) Directors, if the Board of Directors has more than 7 (seven) members, to meet the independence requirements set forth for Statutory Auditors by art. 148, paragraph 3 of the TUF.

In addition, it should be borne in mind that, with regard to composition and independent Directors, the Corporate Governance Code, which Edison follows, states the principle that *"the number and expertise of non-executive Directors shall be such as to ensure that they have a significant impact on the adoption of Board resolutions and guarantee effective monitoring of operations"*. The Code also requires that a significant component of the non-executive Directors be independent according to the criteria indicated in the Code (article 2, principle VI and recommendations 6 and 7); it also recommends that the Board of Large Companies subject to Concentrated Ownership include at least 1/3 (one third) of independent Directors and that the number and

expertise of independent Directors be adequate to the Company's needs and to the functioning of the Board of Directors and its Committees.

In the light of the above, and taking into account the rules that the Board of Directors itself has established by adopting Guidelines that also provide criteria in terms of the composition of the body and the results of the self-assessment carried out, the outgoing Board of Directors suggests that shareholders who intend to make proposals in this regard take into account the following indications:

- the number of non-executive Directors should be adequate to the needs of the Company and the functioning of the Board of Directors and the Board Committees, considering that the current Board Committees, all composed of three members, are the Control, Risk and Sustainability Committee and the Compensation Committee, which only include non-executive directors, the majority of whom are independent, one of whom acts as Chairman, and the Related-Party Transactions Committee, composed only of independent directors;
- the number of independent directors exceeds 3 (three);
- the independent Directors should be qualified as such also on the basis of the independence criteria set forth in the Corporate Governance Code. Therefore, the independent Directors must acknowledge whether aside from meeting the independence requirements set forth by law, they also meet the independence requirements set forth in the Corporate Governance Code;
- with regard to gender balance, the minimum percentage of 2/5 (two-fifths) of the least represented gender must be respected, with a greater balance between genders and directed towards a progressive reduction in the age of birth.

As for the professional requirements, when choosing the directors to be elected, it is suggested - as is currently the case - to direct the choice towards candidates that ensure both plurality and complementarity of professional skills and experience. In particular, it is recommended that candidates to be appointed should have knowledge of the different business sectors of the Company (energy production; gas procurement and gas infrastructure market; energy efficiency services market, retail market and value-added services for the end consumer) and/or have acquired the professional and managerial experience, including at an international level, necessary for the proper management of the Company, with characteristics that are also oriented towards innovation, including digital innovation, and the economic and regulatory-institutional context, and able to contribute to Edison's mission of being a responsible energy operator and a leader in the sustainable energy transition.

Moreover, in order to allow for an adequate configuration of the Board Committees with particular regard to the Control, Risks and Sustainability Committee and the Compensation Committee, when appointing new Directors, care must be taken to appoint people with the specific professional skills required by the Corporate Governance Code and therefore with adequate experience in accounting and finance, and/or risk management and/or compensation policies, as is already the case at present.

Finally, nominations must take into account that the proposed Directors can devote the necessary time to perform their duties effectively, also taking into account their possible

participation in the Board Committees, and any other offices held on corporate bodies in other companies, bodies, associations of relevance.

Therefore, without prejudice to the fact that each Director is responsible for assessing, upon acceptance of the appointment, whether performing it is compatible with any other existing duties and activities, it should be borne in mind that, according to the Guidelines on Operation, it is considered compatible with the position of Director of Edison to hold no more than 5 (five) positions of administration or control in listed companies, in financial, insurance or banking companies, or in companies of significant size that are not part of the group to which Edison belongs, of which a maximum of 3 (three) positions in listed companies, including foreign companies. For these purposes, companies whose consolidated shareholders' equity exceeds 3 billion euros or whose consolidated turnover exceeds 5 billion euros are to be considered large companies.

Proposals must be accompanied, per the Bylaws, by the documents required pursuant to applicable legislation and regulations, and be filed at the Company's head office in the manner stated in the Notice of the Meeting, which should be referred to for the details. In addition, the Shareholders are asked to accompany their nominations with a comment that explains the consistency between the proposed candidate profiles and the recommended criteria.

It should be noted that Edison's Bylaws does not include appointing mechanisms based on lists submitted by those who are holders of a qualified participation, because the mechanism of appointing based on lists is applicable, as ruled by the Consob, only to companies "*with shares that actually have the opportunity of contributing to the election of management and control entities, which do not include savings shares*".

Considering that the procedure of voting nominations will not concern single candidates, but all the members to be elected as a whole, the proposals for the appointment of the Board of Directors must indicate the entire composition of the Board of Directors, and therefore they must contain a number of nominations between five and thirteen.

The Directors in office may be re-elected, taking into consideration the maximum time limit recommended by the Corporate Governance Code regarding the possession of the independence requirement (equal to nine financial years, even if not consecutive, in the last twelve financial years) by independent directors who are in office.

The Directors remain in office for a period of 3 (three) years, unless the Shareholders' Meeting establishes a shorter duration for the Board of Directors on election, and their term of office ends at the Shareholders' Meeting convened to approve the financial statements relating to the last year of their term. The Shareholders' Meeting may also pass resolutions in this regard. The Directors' term of office concludes due to the term coming to an end when the new Board of Directors has been elected.

Lastly, with respect to the compensation of the Board of Directors, which by law is determined by the Shareholders' Meeting, please recall that the proposals must be in line with the compensation policies set forth in the 2024 Compensation Report which is reviewed by this same Shareholders' Meeting, to which reference is made. The compensation due to Directors who are asked to perform specific functions (Chairman and Chief Executive Officer) and to those appointed to the Committees or other Company bodies is instead determined by the Board of Directors itself, on the proposal

of the Compensation Committee also taking into account comparable market benchmarks, always in compliance with the compensation policies specified above.

It should be noted that, with reference to the three-year term of office ending with the approval of the financial statements for the year 2024, the remuneration of the Directors currently in office was determined at the beginning of the same office by the Shareholders' Meeting for each Director in a fixed gross compensation of 50,000 euros on an annual basis, plus a gross attendance fee of 1,800 euros for each Board meeting in which the Director participates. The Board of Directors then decided, based on the proposal of the Compensation Committee, upon on the compensation for Directors with specific functions, including Committee and Oversight Board members and the relative attendance fees.

With respect to what is laid out above, the next Shareholders' Meeting convened to approve the 2024 financial statements will thus need to:

- determine the number of members of the Board of Directors;
- elect the new Board of Directors, with regard to the proposals submitted by the Shareholders entitled to do so;
- elect the new Chairman of the Board of Directors, to be selected from amongst the Directors elected;
- determine the duration of the term of office of the Board of Directors;
- determine the compensation of the Board of Directors in line with the compensation policy guidelines of the 2024 Compensation Report, subject to the vote of this same Shareholders' Meeting.

It will then be the task of the newly appointed Board of Directors to define the compensation to be attributed to the directors who hold specific offices within the Board itself (Chairman and Chief Executive Officer) and to appoint the directors of the Board Committees and the members of the Oversight Board, defining their compensation, always in line with the compensation policy guidelines contained in the Compensation Report.

Taking into account the procedures for participation in the Shareholders' Meeting and the exercise of voting rights by those entitled exclusively through the Appointed Representative, decided by Company in accordance with the provisions of the Bylaws, without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, of the TUF in relation to shareholders who, also jointly, represent at least one fortieth of the share capital, those entitled to vote may, pursuant to Article 135-undecies.1, paragraph 2 of the TUF, submit proposals regarding the above-mentioned aspects, no later than the fifteenth day prior to the date of the Shareholders' Meeting, i.e. by Wednesday 19 March 2025.

The proposals, accompanied by the relative documentation, will be made available to the public at the registered office and on Edison's website (www.edison.it) as soon as they become available, but no later than two days after the aforementioned deadline, i.e. by Friday 21 March 2025.

Edison will inform the public without delay of the election of the Directors by means of a press release issued through eMarketSDIR and published on Edison's website, as well as through the authorised storage mechanism "eMarketStorage".

Now, therefore, the Shareholders' Meeting is invited to pass the following resolutions.

FIFTH RESOLUTION

Determination of the number of Directors

SIXTH RESOLUTION

Appointment of the Board of Directors

SEVENTH RESOLUTION

Appointment of the Chairman of the Board of Directors

EIGHTH RESOLUTION

Determination of the term of office of the Directors

NINTH RESOLUTION

Determination of the compensation of the Board of Directors

Milan, February 19, 2025

The Board of Directors
By: Nicola Monti
Chief Executive Officer

EXTRAORDINARY SESSION

AMENDMENTS OF THE BYLAWS

Item 10 on the agenda

Integration of Article 21 (Corporate Accounting Documents Officer) of the Bylaws to regulate the appointment process and the professional requirements for the manager who issues the certification referred to in Article 154-bis, paragraph 5-ter of Legislative Decree No. 58 of 24 February 1998, concerning sustainability reporting.

Dear Shareholders,

The report provided below is prepared pursuant to Article 125-ter of the Legislative Decree No. 58 dated 24 February 1998, as subsequently amended (TUF), Article 72, paragraph 1-bis of Consob Regulation No. 11971 dated 14 May 1999, as subsequently amended (Consob Regulation), and in accordance with Annex 3A of the same Consob Regulation.

The report aims to illustrate the integration proposal of Article 21 (Corporate Accounting Documents Officer) of the social statute (Bylaws) of Edison S.p.A. (Edison or the Company), referred to item 10 on the agenda of this extraordinary meeting.

The report will be made available to the public at the Company's office, on its website (www.edison.it) as well as on the authorised storage mechanism 'eMarket Storage' at the address www.emarketstorage.it in accordance with the terms set out in the regulatory provisions in force.

* * *

Article 154-bis, paragraph 5-ter of Legislative Decree no. 58 of 24 February 1998 (TUF), introduced by Article 12, paragraph 1, letter d) of Legislative Decree no. 125 of 6 September 2024, adopted in implementation of Article 13 of Law no. 15 of 21 February 2024, implementing Directive 2022/2464/EU of the European Parliament and of the Council of 14 December 2022 (*Corporate Sustainability Reporting Directive* or CSRD), requires large companies obligated to report on sustainability, which constitute public interest entities, such as Edison S.p.A., ensure that the Chief Executive Officer and corporate accounting documents officer (**Documents Officer**), or another manager with specific expertise in sustainability reporting (**Sustainability Certification Officer**), confirm, through an appropriate report, that the sustainability report is prepared in compliance with the reporting *standards* provided for by the applicable regulations, including the information to be provided in accordance with EU Regulation 2020/852 on taxonomy. The certification is issued according to a model established by Consob regulation.

Should the person responsible differ from the Officer in charge, Article 154-bis of the TUF mandates that the Board of Directors appoint the individual overseeing sustainability report certification, '*according to the methods and adhering to the professional criteria detailed in the Bylaws*', after obtaining the obligatory opinion from the supervisory body.

Consequently, it is proposed to incorporate into Article 21 of the Bylaws a regulation concerning the position of the Sustainability Certification Officer, stipulating that he/she:

- is appointed by the Board of Directors, subject to the obligatory consultation of the Board of Statutory Auditors;
- is selected from managers with specific expertise in sustainability reporting and thus from relevant individuals: (i) equipped with the professional skills required for the Corporate Accounting Documents Officer, or with (ii) proven multi-year experience in environmental, social, or corporate conduct sectors and in managing the related risks, impacts and opportunities at companies listed on regulated markets;
- is revocable by the Board of Directors.

In order to facilitate the understanding of the proposal, a table is provided where:

- (i) the left-hand column shows the current text; and
- (ii) the right-hand column shows the proposed text, highlighting changes compared to the current text,

it being understood that any articles not mentioned are unchanged.

Text in force	Proposed text
Article 21 (Corporate Accounting Documents Officer)	Article 21 (Corporate Accounting Documents and Certification of the Sustainability Report Officer)
1. When required by the applicable laws and regulations in force from time to time, the Board of Directors, after receiving the mandatory input of the Board of Statutory Auditors, shall appoint a Corporate Accounting Documents Officer, selecting an executive with proven, multi-year experience in the areas of accounting, finance and/or control working at companies with shares traded on regulated markets. The Board of Directors shall also have the right to dismiss the Corporate Accounting Documents Officer.	UNCHANGED
	2. When required by the applicable laws and regulations in force from time to time, the Board of Directors, after receiving the mandatory input of the Board of Statutory Auditors, shall appoint a Certification of the Sustainability Report Officer, in accordance with the law, if different from the Corporate Accounting Documents Officer, as referred to in the preceding paragraph. In this latter case, the person must possess specific expertise in sustainability reporting and thus should be selected from among the managers: (i) equipped with the professional skills required for the Corporate Accounting Documents

	Officer, or with (ii) proven multi-year experience in environmental, social, or corporate conduct sectors and in managing the related risks, impacts and opportunities at companies listed on regulated markets. The Board of Directors shall also have the right to dismiss the Certification of the Sustainability Report Officer.
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The Board of Directors is of the opinion that the proposed amendment to the Statute illustrated and justified herein does not grant the right of withdrawal to the Company's shareholders, as none of the prerequisites set forth in the law are met.

Now, therefore, if you agree with the proposal, you are invited to pass the following resolutions.

Motions for resolutions to the Shareholders' Meeting

TENTH RESOLUTION – Extraordinary shareholders' meeting

“The Shareholders' Meeting,

- considering Article 154-*bis*, paragraph 5-*ter* of Legislative Decree no. 58 of 24 February 1998 (TUF), introduced by Article 12, paragraph 1, letter d) of Legislative Decree no. 125 of 6 September 2024, adopted in accordance with Article 13 of Law no. 15 of 21 February 2024, implementing Directive 2022/2464/EU from the European Parliament and the Council dated 14 December 2022 (*Corporate Sustainability Reporting Directive* or CSRD);
- having examined the Board of Directors' Report on the item;
- acknowledged the proposals to amend Article 21 of the Bylaws;

resolves

- to approve the additions affecting Article 21 (Corporate Accounting Documents Officer) of the Bylaws of the Bylaws, both in the title and main content of the article, including the insertion of paragraph 2 as outlined below, highlighting the changes introduced:

Text in force	Proposed text
Article 21 (Corporate Accounting Documents Officer)	Article 21 (Corporate Accounting Documents and Certification of the Sustainability Report Officer)
1. When required by the applicable laws and regulations in force from time to time, the Board of Directors, after receiving the mandatory input of the Board of Statutory Auditors, shall appoint a Corporate	UNCHANGED

<p>Accounting Documents Officer, selecting an executive with proven, multi-year experience in the areas of accounting, finance and/or control working at companies with shares traded on regulated markets. The Board of Directors shall also have the right to dismiss the Corporate Accounting Documents Officer.</p>	
	<p>2. When required by the applicable laws and regulations in force from time to time, the Board of Directors, after receiving the mandatory input of the Board of Statutory Auditors, shall appoint a Certification of the Sustainability Report Officer, in accordance with the law, if different from the Corporate Accounting Documents Officer, as referred to in the preceding paragraph. In this latter case, the person must possess specific expertise in sustainability reporting and thus should be selected from among the managers:(i) equipped with the professional skills required for the Corporate Accounting Documents Officer, or with (ii) proven multi-year experience in environmental, social, or corporate conduct sectors and in managing the related risks, impacts and opportunities at companies listed on regulated markets. The Board of Directors shall also have the right to dismiss the Certification of the Sustainability Report Officer.</p>

- to delegate to the Board of Directors, and on its behalf to the legal representatives *pro tempore*, individually, all necessary powers for the execution of this resolution; in particular to introduce to the above resolutions any amendments/additions that are necessary and/or appropriate, also as a result of a request from any competent authority, or that may be required for registration in the Register of Companies and to file the new text of the Bylaws.

Milan, February 19, 2025

The Board of Directors
By: Nicola Monti
Chief Executive Officer