

Report  
on compensation  
policy  
and compensation  
paid

**2024**

**2024**



# Contents

## 0. Introduction 5

- 0.1 Foreword 6
- 0.2 Regulatory framework 7
- 0.3 Purpose and contents 7
- 0.4 *Compliance* 9

## 1. Section one 11

- 1.1 *Governance* 12
- 1.2 Approval process of the Directors' compensation 14
- 1.3 Compensation policy: purposes and general principles 14
- 1.4 Structure, composition, and development of the compensation policy: fiscal year 2024 16
- 1.5 Performance results of the 2024 compensation policy, framework and guidelines for the 2025 compensation policy 25
- 1.6 Policy orientation and guidelines for the compensation of the Board of Statutory Auditors 32

## 2. Section two 35

**Part one**  
Comparison data 36

**Part two** 38

- 2.1 Schedule of the compensation of Directors, Statutory Auditors, and Executives with strategic responsibilities 38
- 2.2 Schedule of monetary incentive plans of Directors and Executives with strategic responsibilities 42
- 2.3 Schedule of equity shareholdings held by Directors, Statutory Auditors and Executives with strategic responsibilities 44

**Motions** 46



**0.**

Introduction

## 0.1 Foreword

**T**he Shareholders' Meeting elected the current Board of Directors on 31 March 2022, defining its term of office as covering a period of three fiscal years (2022-2024), i.e. until the Shareholders' Meeting convened to approve the 2024 financial statements. Luc Rémont, co-opted by the Board of Directors on 7th December 2022, was confirmed in his position as Director by the Shareholders' Meeting of 5th April 2023 and is to remain in office until the natural expiry of the term of office of the current administrative body. In addition, following the termination in 2024 of the directors Fabio Gallia and Florence Schreiber, on 15 October 2024 the Board of Directors co-opted Andrea Munari and Caroline Chanavas, who will hold office until the next Shareholders' Meeting, which coincides with the natural expiry of the term of office of the current Board of Directors.

Within the scope of its operations, the Board of Directors established a series of committees (the "**Board Committees**"), including the Compensation Committee, and appointed the respective Chairpersons. As explained later in this Report, the compensation of the members of the Board of Directors was determined by the abovementioned Shareholders' Meeting, upon a motion by the controlling shareholder, whereas that of Directors who perform special functions (Chairman and Chief Executive Officer) and of the members of the various Board Committees and the 231 Oversight Board was determined by the Board of Directors upon proposal by the Compensation Committee and with the input of the Board of Statutory Auditors. Moreover, the Compensation Committee also submitted its proposal and general recommendations about the compensation policy guidelines for **managers**, and specifically for **Top managers**, the members of the Executive Committee reporting directly to the Chief Executive Officer (**Comex**) composed of the directors of the five business areas and of the eight corporate Divisions of the Group, identified in accordance with the criteria set forth in art. 123-**ter** in Legislative Decree nr. 58 of 24 February 1998 (known as TUF) as executives with strategic responsibilities (**Top Managers**.)

Taking the above into account, as well as the fact that the current Board of Directors' term of office will end with the approval of the financial statements for FY 2024, with particular reference to the compensation policy guidelines for the current year described in section 1.5 of this Report on Compensation, the outgoing Board of Directors, having heard the opinion of the Compensation Committee and the Board of Statutory Auditors, deemed it appropriate to outline a framework of compensation policies at least for FY 2025, as a useful and preliminary reference for the new corporate bodies that will be in charge of pursuing the management in the three fiscal years (2025 - 2027), without prejudice to any prerogative of the new corporate bodies themselves in respect of the decisions they may wish to make on the matter. Consequently, with reference to the 2025 compensation policy, should significant changes be deemed appropriate with respect to the approach outlined in this document, the Company reserves the right to provide adequate information to the markets with subsequent notices during the same fiscal year, subject to the proposal of changes also being submitted to the opinion of the Related Party Transactions Committee, should the conditions occur.

## 0.2 Regulatory framework

This Report was developed pursuant to and in implementation of the general regulatory framework of reference on the subject of compensation policy at an EU and national level, and particularly of the provisions of EU Directive 2017/828 (SHRDII), of Art. 123-ter of the TUF as of its latest amendments by Legislative Decree nr. 125/2024 of 6 September 2024 concerning sustainability reporting, and it was prepared in accordance with the guidance provided by the Consob on the subject of compensation policies, as of the latest Resolution Nr. 21623 of 10 December 2020, which amended the Issuers' Regulation published by the Consob itself for the purpose of implementing the TUF. In addition, the principles set forth in Article 5 of the Corporate Governance Code for Listed Companies, 2020 edition, are adopted as general reference guidelines on compensation policies for this Report (with the specifications indicated below) as well as the recommendations suggested by the Corporate Governance Committee. This report is prepared in accordance with the guidelines set out in Article 84-quater of the Consob Issuers' Regulation and in compliance with Annex 3A, Schedule 7-bis, and Schedule 7-ter referred to therein.

## 0.3 Purpose and contents

This Annual Compensation Report provides information aimed at enhancing the knowledge and awareness of shareholders, and in general of the stakeholders, the market, and the Consob with regard to:

### Section one

- The Company's general policy concerning the compensation of directors, Top managers, and managers more in general, and the statutory auditors;
- How said policy contributes to the development of the corporate strategy, to the pursuit of short-, medium-, and long-term interests, and more in general to a sustainable development of the Company from an economic, environmental, and social point of view, in line with the ESG targets defined and pursued by the Company;
- The conditions on which, under extraordinary circumstances, the established policy can be temporarily waived, and the procedures according to which said waiver can be executed and announced to the market;
- *governance* and procedures applied to define, implement, and assess the im-

plementation of the abovementioned policy during fiscal year 2024 and to define the proposal for the compensation policy for fiscal year 2025 and, as far as the Directors participating in the corporate *governance* bodies as well as the members of the Oversight Board and the Statutory auditors are concerned, for the entire duration of the current term of office.

## Section two

- A detailed and analytical breakdown of the items and amounts that make up the 2024 compensation of each Director, listing fixed and variable cash components, any compensation based on financial instruments – if and where adopted-, the correlation between short/medium/long-term targets and results of the company and the variable components of compensation, non-cash benefits, any equity interests held in the Company or its subsidiaries, as well as any other indemnity or type of compensation stipulated in the event of early termination or scheduled termination without renewal of the appointment to the post held;
- a detailed breakdown of the items and the amounts that make up the 2024 compensation of statutory auditors;
- aggregate information about the items and amounts that make up the 2024 compensation of *Top Managers*, listing fixed and variable cash components, possible compensation based on the adopted financial instruments-, the correlation between short/medium/long-term targets and results of the company and the variable components of compensation, non-cash benefits, as well as any other indemnity or type of compensation stipulated in the event of the possible termination if not provided for by the applicable work contract and/or by law.

## 0.4 Compliance

This Report on the Compensation Policy and on Compensation paid in 2024 (**2024 Compensation Report**), drafted by the Company, was approved by the Board of Directors at a meeting held on 19 February 2025 (taking into account the assessments of the Compensation Committee and the input of the Board of Statutory Auditors); Section One of this Report is being submitted for binding vote to the Shareholders' Meeting convened to approve the financial statement for fiscal year 2024, while section two is being submitted to the abovementioned Shareholders' Meeting for advisory vote.

This Report will be made available to the market at least 21 days prior to the date of the abovementioned Shareholders' Meeting and is available on the Company's *website* [www.edison.it](http://www.edison.it) under *Governance*.

### Waivers

Under exceptional and unforeseeable circumstances, in order to ensure market competitiveness and/or preserve the Company's economic sustainability, the compensation policy as submitted to the Shareholders' meeting can be waived, while still complying with the Related Party Procedure adopted by the Company with regard to the regulation of compensation. The Company shall make sure to provide evidence backing said waivers, if and when relevant, by giving due announcement to the market during the course of the fiscal year.



**1.**

Section  
one

## 1.1 Governance

**T**he corporate governance bodies and the individuals involved in managing the compensation of Directors, Top Managers and Statutory auditors are:

- **The shareholders' meeting**, which defines the annual compensation of the Board of Directors relative to the duration of each term of office and, consistent with Article 123-ter of the TUF, must cast a binding vote with regard to the first section of the Compensation Report prepared by the Board of Directors and submitted to the Shareholders' Meeting in connection with the approval of the annual financial statements, as well as an advisory vote with regard to the second section of the report.
- **The Board of Directors**, which decides how the compensation awarded by the Shareholders' Meeting should be allocated among its members, unless already defined by the Shareholders' Meeting, and defines the compensation guidelines indicated in the Report prepared annually by the same and approved by the Shareholders' Meeting. Based on, and consistent with the guidelines set forth in the Compensation Report, the Board of Directors determines the compensation for Directors part of the Committees established by the Board of Directors and the structure and amount of the compensation of any type for Directors who perform special functions (Chairman and Chief Executive Officer). It determines also the reference targets with which the variable annual component of the Chief Executive Officer is correlated, both upon definition and verification, as well as any other medium/long-term incentive plans, including those benefitting the Company's management. In performing this task, the Board of Directors is supported by the Compensation Committee, which submits recommendations regarding compensation issues, and where needed by the Related Party Transaction Committee, and adopts its resolution after hearing the input of the Board of Statutory Auditors.
- **The Chief Executive Officer**, who is entrusted by the Board of Directors with the operational implementation of decisions made in matters concerning compensation for *Top managers* and *managers*, in compliance with the guidelines included in the Compensation Report. The CEO also monitors the correct implementation of said decision, by leaning on the Compensation Committee for support.
- **The Compensation Committee**, established by the Board of Directors, which also defined the Committee's functions (see Section "Governance" of the *2024 Management, Sustainability, and Governance Report* for additional information) and approved its operating regulations. In the exercise of its prerogatives, the Committee relies on the operational support of the *Human Resources & ICT* Department and, when deemed appropriate, the support of qualified external consulting companies different from those normally used by the Company's *management*. The Committee also expresses an opinion on temporary waivers to the compensation policy, when allowed and under exceptional circumstances.

- **The Related Party Transactions Committee** (see Section “Governance” of the *2024 Management, Sustainability, and Governance Report* for additional information) which expresses an opinion upon request of the Compensation Committee on the compensation of directors entrusted with special duties and of managers with strategic responsibilities, in the event that the conditions set forth in art. 13, paragraph 3, letter b of the Consob regulation on third party transactions are not fulfilled, as well as on temporary waivers to the compensation policy.
- **The Board of Statutory Auditors** which performs the functions assigned to it pursuant to Article 2389, Section 3, of the Italian Civil Code. In order to effectively perform these functions, its Chairman and/or other Statutory Auditors are present at the meetings of the Compensation Committee representing the invited body and can also attend the meeting of the Related Party Transactions Committee.
- **The corporate management** which supports the activities of the Compensation Committee with general secretarial service (provided by the *Corporate Affairs & Governance* Department, which performs the same function with respect to the Board of Directors) and supplies the information and data needed to analyze the issues under discussion (provided by the *Human Resources & ICT* Department) by attending Committee meetings upon request and invitation by the Committee itself.

## 1.2 Approval process of the Directors' compensation

With reference to the compensation of the current Board of Directors, which, with the clarifications indicated in the Foreword, was appointed by the Shareholders' Meeting of 31 March 2022, for a term of office ending with the Shareholders' Meeting convened to approve the financial statements for fiscal year 2024, the compensation of the members of the Board of Directors was established by the Shareholders' Meeting for a three-year period at a gross annual amount of €50,000 for each Director, plus a gross attendance fee of €1,800 for each meeting of the Board of Directors attended by a Director. The resolutions of the Shareholders' Meeting were adopted upon a motion by the controlling shareholder, consistent with the amounts applied to the previous Board of Directors.

Subsequently, at the meeting of 3 May 2022, the Board of Directors, having obtained the opinion of the Compensation Committee and that of the Board of Statutory Auditors, in line with the compensation policy submitted to the Shareholders' Meeting of 31 March 2022 and in consideration of the reference *benchmark* for the 2022-2024 period, decided:

- the compensation for members of the Board's Committees (Control, Risk and Sustainability Committee; Compensation Committee, and Related Party transactions Committee) and the 231 Oversight Board;
- the compensation of the Chairman and of the Chief Executive Officer.

## 1.3 Compensation policy: purposes and general principles

The compensation policy aims primarily to **attract and retain the best talent** essential for the company's development in the market sector, **recognize the assigned responsibilities, motivate actions** to achieve **short-, medium- and long-term objectives** focused on **creating sustainable value for the internal and external stakeholders** while respecting the defined risk management policy, and reward the achieved results.

When defining a compensation policy, the following factors are usually taken into account:

- the main features of the compensation policy applied during the previous year;
- the overall macroeconomic scenario and current *trends*, specifically with regard to the labour market;
- *trends* in the compensation and remuneration area with regard to large com-

panies that operate in the domestic and European market and their competitive positioning in terms of the compensation policies adopted by the company, with special *emphasis* on the Italian energy sector; the company usually refers to surveys and *reports on compensation & benefits* released by a specialized external firm, in the comparison with the *panel* of companies represented in them;

- the Company's current financial situation, its short-term and medium-term objectives and the challenges posed by the medium/long-term strategies defined in the Company's plan for the period;
- the compensation policy guidelines set forth by international and EU standards, as well as the ESG (Environmental, Social & Governance) objectives, as specifically incorporated and expressed by the Company in the Section Sustainability of the Management, Sustainability, and Governance Report.

For the purpose of analysing market trends and benchmarking vis-à-vis the market of the competitiveness of the Company's policies and the compensation of managers, with reference to the compensation of the members of corporate bodies and to the compensation of *managers* more in general, besides the benchmarks typically used by the Company, the Compensation Committee can consider on each occasion whether it should secure, at the Company's expense, the support of qualified external consulting companies different from those normally used by the Company's *management*. The Committee availed itself of this option as it was outlining the structure and the amount of the compensation applied in the three fiscal years (2025 - 2027) period to all the members of the Board Committees, of the directors performing specific functions (Chairman and CEO), as well as the 231 Oversight Board.

As was the case in the past, the Compensation Committee used this power to put forward compensation guidelines for Directors holding special duties (Chairman and Chief Executive Officer), the Board Committees and the Oversight Board with reference to the current 2025 fiscal year and, more generally, to the upcoming term of office (Section 1.5 of this document).

## 1.4 Structure, composition, and development of the compensation policy: fiscal year 2024

### Structure of compensation

Taking into account the general purposes stated above, in 2024 the compensation policy was developed based on the reference principles and guidelines defined by the Board of Directors on 12 February 2024 after consulting the Compensation Committee, and having obtained the opinion of the Board of Statutory Auditors. The guidelines and principles of the Compensation policy for 2024 are included in the Compensation Report approved by the Shareholders' Meeting on 27 March 2024.

**Particularly with regard to the members of the governance bodies of the Company**, the compensation policy was developed and structured as follows: the compensation of non-executive Directors, established by the Shareholders' Meeting of 31 March 2022 for the entire duration of the three-year term of office is comprised of a predetermined fixed gross annual amount and an attendance fee for each meeting of the Board of Directors or one of the Committee attended by a Director. No variable compensation tied to corporate results is provided in any form. With regard to non-executive directors, the compensation is commensurate with the required commitment.

- **For Directors entrusted with special functions (Chairman and Chief Executive Officer)**, the cash compensation is structured as follows: a fixed gross annual component and, exclusively for Directors to whom management authority and operational control are being delegated (the Chief Executive Officer), a variable gross annual component. The fixed gross annual is commensurate with the level of responsibility entailed by the function performed and large enough to ensure that the economic package will be sufficiently competitive, even if no variable annual component is disbursed. Besides the variable annual component, the Chief Executive Officer is also entitled to a variable medium-to-long-term component for the 2022-2024 term of office, like some select *Top Managers, senior managers and middle managers* of the Company; the targets that will act as the basis for the variable component of the Long-Term Incentive plan were outlined by the Board of Directors of 26 July 2022 and apply to the CEO and the select managers. As far as the annual variable component is concerned, the Board of Directors' of 12 February 2024 defined the objectives for the same for FY 2024, which are also the benchmark for the targets of top management and for all company managers eligible for short-term variable compensation.

The structure of compensation for the abovementioned persons is outlined in the following paragraphs.

## Chairman compensation

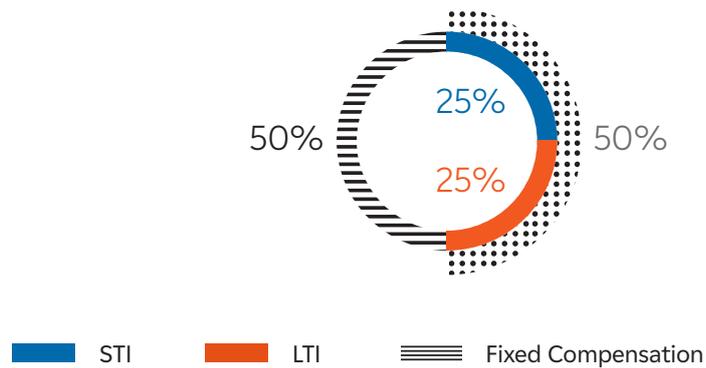
**The compensation of the Chairman was defined by the Board of Directors on 3 May 2022, which confirmed its structure of a single fixed component for the entire duration of the term of office.** The amount was however cut by over 30% vis-à-vis the previous term of office, in light of the evolution of relevant market *benchmarks*. The Compensation Committee has expressed its opinion on this amendment, in compliance with the Related Party Transactions Procedure adopted by the Company. As expressly requested by the Chairman, this component and all other compensation provided for serving as a Director are paid by Edison Spa directly to its Parent Company EDF SA.

## CEO compensation

- **The compensation of the CEO** was also defined by the Board of Directors of 3 May 2022, after acquiring the opinion of the Compensation Committee in compliance with the Related Party Transactions Procedure as well as the opinion of the Board of Statutory Auditors. Its structure and value resulted from a comparison of relevant markets, which also takes into account the corporate economic risk profile in connection with the current remarkable volatility of the Energy *commodities* industry, the growth of the position in connection with the company's growing financial and social profile, and the strategic development plan to be implemented during the term of office at hand. Against this backdrop, the overall amount was increased by about 20% a year vs the previous three-year term of office. The three components have been confirmed, albeit with an increased incidents of variable components, notably the medium- and long-term variable component, vis-à-vis the fixed component. As a result of this, **compensation includes a fixed gross annual compensation, a variable gross annual compensation (MBO), and a medium-term variable cash component (three-year cash LTI, 2022-2024**, similarly to what has been established for *Top Managers* and *Middle Managers* benefitting from an LTI.) **The compensation for the CEO was also established to apply throughout the entire term of office (2022-2024).**
- As a result, the structure of the compensation of the Chief Executive Officer and **the impact of each component on the overall annual compensation** is the following: fixed gross annual compensation around 50%, variable gross annual compensation (MBO) at *target* value around 25%, and variable cash medium-term component (LTI) with annual quota at *target* value 25%.
- **The variable gross annual compensation (MBO)** of the Chief Executive Officer is predetermined based on a **target** value (100%) and a minimum and maximum economic value equal to 75% and 125%, respectively, of the target

---

## Pay mix CEO



value, and is predicated on the achievement of annual economic-financial, industrial and commercial **targets** as well as of targets connected in a more general way to sustainability parameters that are conducive to the strategic development of the company and that are in line with the Company's ESG targets set according to metrics outlined in *2024 Management, Sustainability, and Governance Report*, and they are assigned by the Board of Directors, further to a recommendation by the Compensation Committee and with the input of the Board of Statutory Auditors.

- The CEO is not granted any special benefits, as he receives similar benefits from the company he is employed by (the parent company Transalpina di Energia S.p.A), in line with those provided to the Group's management.
- **The variable medium-term remuneration (LTI)** of the CEO is related to the achievement of targets linked to the company's strategic development over the three-year reference period (2022-2024), which are detailed in the *Long Term Incentive* section of the Report. The set includes economic-financial targets, strategic-business development targets and targets related to ESG parameters adopted and set according to metrics outlined in *2024 Management, Sustainability, and Governance Report*.

## Top management compensation

- For all *management*, including *Top Managers*, the general guidelines of the compensation policy were confirmed for fiscal year 2024. Compensation is divided into three components (fixed compensation, short-term variable compensation and, for Top Managers and for a select group of *senior managers* and young *high-potential managers*, in line with the 2019-2021 period, a medium-long term variable compensation is also applied - LTI program - new cycle 2022-2024.)
- As a result, the structure of the *compensation of the Top Managers* and the impact of each component on the overall annual compensation is the following: fixed gross annual compensation ca. 60%, variable gross annual compensation (MBO) at target value ca. 20%, and variable cash medium-term component (LTI) with annual quota at target value ca. 20%.
- As is the case with the CEO, the variable gross annual compensation of *Top Managers (MBO)* is also predetermined based on a target value (100%) and a minimum and maximum economic value equal to 75% and 125%, respectively, of the *target* value. It is related to the achievement of shared corporate targets similar to those assigned to the CEO (weight 60%) supplemented and completed by specific targets related to the organisational responsibilities delegated to each Top Manager (weight 40%).
- As a rule, the compensation defined for the Chief Executive Officer and for all company employees is deemed to include all compensation that may result from any assignments performed on behalf of and in the interest of the Company, in subsidiaries and/or other investee companies, as well as associations, entities, and foundations.

## Targets for the variable component for 2024 applied to the CEO and benchmark for Top Managers and managers

The following targets have been set for FY2024, taking into account the extreme volatility of the worldwide context induced by the ongoing conflicts:

- **economic and financial targets**, with a combined weight of **45%** (measured by way of indicators based on Ebitda, operating *Cash Flow*, and the trend in operating expenses);
- **operating targets** connected with industrial and commercial indicators, with a combined weight of **25%** composed by development of generation from renewable sources, development of the Energy Services market and increase in the number of end-user contracts sold and improved quality of service in the end-user;
- **social and environmental targets**, with an overall weight of **15%** referring

to the occupational injury rate, both for Company employees and employees of third party companies working for the Company, to the level of engagement of the corporate staff, measured through a dedicated survey carried out among the employees by a qualified external firm and to cutting CO2 emissions –expressed in avoided emissions;

- this basket of annual targets rounded out, like in the previous years, with the addition of a **strategic development target** weighing in at 15%, connected with a qualitative assessment to be provided by the Board of Directors based on specific element and factors. As was the case in the previous years, said elements were identified as the work carried out by the *management* during the year in order to develop the corporate growth strategy in the medium and long term, and as the company's overall contribution to the Group's *performance*.

The assigned operational, management, and social targets also include targets that contribute to reaching the ESG targets taken on by the Company, with specific regard to environmentally and socially strategic targets that are also expressed in the *2024 Management, Sustainability, and Governance Report*. Said targets weigh in at a total **30%** of the basket of targets established within the framework of the 2024 MBO and include the targets linked to the development of power generation from renewables and energy efficiency schemes.

The above mentioned general targets, entrusted to the Chief Executive Officer, represent the benchmark for the common annual objectives for the Company's *Top managers* and its *managers* in general; supplementing specific area and/or personal targets, the common corporate objectives for 2024 weigh in at 60% of overall targets entrusted to *Top managers* and at 20% of those entrusted to the *management* team as a whole.

## Performance results of FY 2024

**The economic and financial results, from the point of view of the overall operating performance achieved by the company over the course of FY 2024, were in line with budget expectations.** This performance was achieved against the backdrop of an external market context marked by persisting unpredictability related to geo-political and economic phenomena and a scenario of falling energy commodity prices compared to the previous year. The industrial and commercial operations **in all business areas also recorded an overall achievement and in many cases exceeded the objectives assigned for the year.**

With specific regard to the results achieved on the common objectives assigned for fiscal year 2024 to the Chief Executive Officer, the Board of Directors meeting of 19 February 2025, upon a recommendation by the Compensation Committee, in compliance with the Related Party Transactions Procedure, and with the input of the Board of Statutory Auditors, has reviewed the data and concluded that the overall *performance* level to be considered in payout quantification for the 2024 MBO of the CEO is 105%; said percentage performance value will also be used as a reference for the quota of common objectives related to the 2024 MBO of *Top managers* and *all managers*, according to the applicable evaluation scale.

This overall performance results from performance levels in line or slightly above the target assigned for the economic-financial objectives and business development objectives, and overall performance levels in line with the target for the other objectives of an industrial and ESG nature.

The pay-out for the payment of the variable MBO component for the Chief Executive Officer and all company employees awarded variable MBO remuneration is included in the 2024 financial statements.

## Closure of 2022-2024 Long Term Incentive cycle

The cash incentive plan (LTI) covering the period 2022-2024, defined by the Board of Directors on 26 July 2022 for the Chief Executive Officer, Top Managers and a selected number of senior managers and young managers with high potential, ended with FY 2024, supplementing the resolutions previously passed by the Board of Directors for Top Management and select corporate staff. Overall, the plan covered 108 persons relevant to the company's development and growth in the medium-long term.

The aforementioned LTI plan was structured around a set of targets related to the Company's strategic development over the three-year time span of the LTI plan itself, taken from the medium-term strategic plan approved by the Board of Directors (Medium-term Plan 2022-2024). These targets include economic-financial result parameters weighing 50% (expressed through the

EBIT and Operating Cash Flow indicators for the period), industrial and commercial development targets weighing 20% (expressed through renewable sources development, electric mobility development and energy community development targets), and social and environmental targets weighing 15% (expressed through CO2 emissions avoided and Gender Diversity development indicators at managerial level). The basket is rounded out by an objective with a weight of 15% linked to economic and financial results over the same period relating to the EDF Group, included and assigned on the basis of the value and contribution that such membership determines on the results and strategic development of the company.

The set of ESG targets (development of renewable energy sources, electric mobility, Energy Communities, avoided CO2 emissions and Gender Diversity at management level) taken together account for 35% of the total targets assigned. The target bonus linked to the LTI programme is defined in relation to the grantees' reference salary and the pay-out level is linked to a non-linear performance scale with 3 levels (minimum level equal to 50% of the target, target level 100% and maximum level equal to 150% of the target level). The payment is subject to the final approval of the results obtained by the Board of Directors at the end of the plan; the payment will only be payable following the approval of the financial statements by the Shareholders' Meeting relating to the last year of the plan's financial year (FY 2024) for the benefit of the beneficiaries who are employed by the company at the date.

The results obtained by the LTI 2022-2024 Plan related to the objectives assigned, approved by the Board of Directors on 19 February 2025, upon recommendation of the Compensation Committee in compliance with the Related Party Transactions Procedure, and with the input of the Board of Statutory Auditors, achieved an overall performance level of 115% on a 0-150% scale.

In particular, with reference to the economic and financial targets expressed through the parameter of operating Cash-Flow and average Ebit for the period, the company achieved results in the three-year period 2022-2024 that were significantly higher than the targets included in the development plan for the same period (+38% Ebit and more than double the Cash Flow). Also with reference to the operational objectives of an industrial, commercial and ESG nature, the results achieved were overall at a level above the minimum level and close to the expected target level; even in a market context that recorded a trend of investment development lower than the speed envisaged in the PNIEC (National Energy and Climate Plan), the company achieved results in the three-year period that were comparable (development of renewable energies) and in some cases higher (development of energy communities, development of female presence among management personnel) than those of the Italian market operators.

The cost of the plan related to the pay-out that will be payable in the year 2025 to the beneficiaries of the plan has been allocated pro-rata in FYs 2022-2024. No monetary and/or equity incentive instruments were assigned to the Chairman and other directors.

## 2025-2027 Long Term Incentive cycle

For the Chief Executive Officer, Top Managers and a restricted number of senior managers and young managers with high potential, in line with the Compensation Policy already adopted in previous years and with market practices for comparable companies, a proposal will be submitted to the Compensation Committee, to be elected after the appointment of the new Board of Directors, for a new three-year cash Long Term Incentive Plan cycle to be presented to the Board of Directors for approval, after hearing the opinion of the Compensation Committee and, subsequently, of the Board of Statutory Auditors.

## Claw-back clauses

No *claw-back* clauses have been introduced concerning the short-term variable component for executive Directors and, in consideration of the contractual employment relation existing between the executive directors in office, the *Top Managers* and the companies representing the shareholding structure, as a result of the rigorous assessment and monitoring process of the results achieved with regard to the variable component, carried out by the Company and verified by bodies independent of *management*. Moreover, the relatively low impact of said variable component in terms of absolute value must also be taken into consideration.

## Benefits and indemnities

As mentioned above, with regard to special *benefits* allocated to the Chairman, considering the responsibilities of his post and the operational modalities with which he performs his duties, no special *benefits* are being provided to the Chairman; as for the *benefits* provided to the current Chief Executive Officer, being an employee of the parent company in secondment at Edison, the same benefits applied by Edison to all its employees are applied, as outlined below. All members of the Board of Directors and of the Board of Statutory Auditors benefit from specific corporate insurance policy for third party liability.

The Company's benefit *policies* common to all managers also apply to *Top Managers*. These policies specifically provide for the award of a company car both for business and personal use, specific pension and health care coverage, insurance for work-related and non-work-related accidents and illness, and life insurance. The maximum insurable amounts covered by these policies are higher than those required currently by the relevant collective bargaining agreement, and are compared with the market of comparable companies by means of specific *benchmarks* provided by specialized external companies.

**The Company is not a party to any agreements with Directors, including the Chief Executive Officer,** calling for the payment of special indemnities in the event of resignation or termination of the appointment/assignment for any reason and/or cause, or if he/ she is removed from office due to a tender offer or if the appointment/assignment is not renewed upon its scheduled expiration, also in the light of the fact that the people with executive offices are at the same time working for the companies that make up the company's shareholding structure -except independent directors. Said professional relations are regulated by specific individual employment contracts, which for what concerns the continuity of the relations are formally separate from and independent of the role as member of Edison's Board of Directors and its cessation. This profile is equally relevant for the executives who may be asked to perform executive duties in the Board of Directors of subsidiaries and associates of Edison, including *Top managers*.

### Succession plans

The Board of Directors has not deemed it necessary to provide for specific succession plans for Directors performing executive duties, in consideration of, among other things, the current shareholding structure and the ample availability of managerial resources within the International Group of the majority shareholder. These elements are deemed sufficient to determine that it is not strictly necessary to identify specific possible replacements beforehand. For what concerns the succession plans for *Top managers* and *managers* holding relevant posts, they are governed by the Company's *management team* within a dedicated internal process and are updated on a regular basis.

## 1.5 Performance results of the 2024 compensation policy, framework and guidelines for the 2025 compensation policy

The Board of Directors, acting further to a favourable opinion by the Compensation Committee and with the input of the Board of Statutory Auditors, developed the following framework and guidelines for the year 2025:

- **General macro-economic scenario:** The global geopolitical scenario continues to be highly uncertain due to the evolution of ongoing conflicts, the expected implementation and impact of new economic policies by the new US administration, and to the political guidelines of the newly elected European Commission in matters of economic, monetary, industrial and environmental policy. In 2025, the economies of the Euro countries are not expected to be particularly dynamic and to be going through difficulties. This reflects in forecasts for the GDP of the entire region to grow by 1.3% (Source: *European Commission, November 2024*) which is lower than the 3.3% growth forecasts for worldwide GDP (Source: *International Monetary Fund, World Economic Outlook Report*). The forecasts on key macro-economic indicators for 2025 suggest a slight increase in the Italian GDP, in the region of 0.08%. (Source: *ISTAT, Italian Institute of Statistics*)
- Based on the preliminary estimates provided by ISTAT, in 2024 Italy recorded a slight growth in terms of GDP vis à vis the previous year (estimated at 0.5%.) The inflation, which post-Covid had reached 8.7% and 6.9% in 2022 and 2023, has dropped to 1.9% in 2024 and is projected to remain stable in 2025 (expected inflation: 2%.) The labour market remains dynamic, as shown by the drop in unemployment rate (expected 6.5% in 2024, down from 7.5% in 2023) which goes hand in hand with an employment rate well above 60%. Against this backdrop, the shortage of supply vs demand remains obvious and translates into a tension in wage dynamics as well as into a voluntary turnover rate unseen in the past two decades on the domestic labour market.
- **The voluntary turnover rate within the entire employee population** on the general Italian market in 2024 is slightly under **7%** (6.6%), which testifies to a dynamic labour market, particularly with regard to professional profiles employable in technical and scientific positions, as well as in technological innovation and business and young, highly educated people (where the turnover rate can be as high as 15-20%.) As far as the managerial population is concerned, the general turnover trend on the Italian labour market was around 4% in the past two years. (Source: *Korn Ferry Outlook 2024*).

As far as the salary dynamics referring to the managerial population are concerned, FY 2024 recorded an increase in annual global salaries of **3.8%**, which was almost 2% higher than the actual annual inflation rate.

The reversal of the trend in the ratio of salary growth and inflation recorded in 2024 initiated, albeit just minimally, the significant spread recorded in the previous two years.

A highly dynamic and tense labour market environment **is expected to continue in 2025**, although inflation is **predicted** to decrease sharply compared to 2022-2023. In terms of salary policies for Management, the latest forecasts for the general market in Italy made by specialised external companies used by the company (Korn Ferry) foresee an **increase in gross annual global compensation of between 3.7% and 3.9%, confirming the recovery trend of purchasing power compared to inflation already started in 2024.**

- Within a general framework undergoing significant transformation, influenced by geopolitical, technological and sustainability issues, the Italian energy industry has experienced major changes in recent years, with continuously evolving trends in both demand and supply.

The sector in Italy has generally confirmed a good economic and operating **performance** with growing results, despite an overall market context characterised by low growth in energy consumption and lower energy commodity prices compared to 2022 and 2023, mainly due to the geopolitical context.

The **carbon neutrality-oriented** energy policies adopted at EU level and in Italy lead to medium-long term scenarios characterised by a growing intensity of electricity consumption, while considering the impact of energy efficiency-boosting measures. A new cycle of significant investment and development in the electricity sector has started and is underway, aimed, in particular, at supporting initiatives and projects for the generation of renewable and low-carbon electricity, new ways of producing and storing electricity (e.g. pumping and batteries), new models of sustainable mobility and energy consumption efficiency, particularly in public and private buildings, innovation of processes and solutions through the adoption of new digital technologies and in the area of energy transport and distribution infrastructures. The figures recorded in 2024 and the investment plans announced by the main players in the energy sector for the coming years confirm this trend of growing investments compared to the previous year. Moreover, the recent opening of the political debate on nuclear energy production, as a further element in support of the decarbonisation strategy, rounds off the overall picture.

- The abovementioned scenario **in the electricity sector confirms the increasingly dynamic and competitive trend of the labour market** in this sector that was recorded in the last 2 years, and makes for reasonable forecasts for possible further developments, driven by the remarkable investment plans that have been announced by major operators and by the momentum linked to the energy transition. This scenario, in a general labour market context which is heavily affected by high rates of *mismatch and turnover*, **exacerbates the difficulties for operators in the industry to find and retain the skills needed to support such development programmes**, leading them **towards more aggressive compensation policies** with particular reference to young graduates with technical-scientific and economic profiles.
- Within the framework of the compensation dynamic outlined above, and in line with the practice implemented in previous years, **in 2024 Edison** adopt-

ed a salary policy with regard to the Directors and *management* in line with the average of comparable companies on the market, and privileged a more competitive salary policy vis-à-vis the rest of the market for young *managers* and resources with a high growth potential but not yet entrusted with managerial responsibilities. Edison has pursued the goal to implement a salary policy that leans towards enhancing its talents and protecting them from the market, particularly *middle managers* and young *managers* in key organisational positions with a high potential for development and enhancement of skills that are relevant to the company. Moreover, the company aims to maintain a balanced, sensible, and fair salary dynamic between the company's *Top managers*, *managers*, and the corporate population in a broader sense. As far as this profile is concerned, the ratio between the average gross annual compensation of all the employees of the company and the Top managers (CEO excluded) is equal to a parameter of about 13X.

The **Company's salary policy** applied to the entire management in **2024**, developed in accordance with the guidelines approved and represented in the 2023 Compensation Report, submitted to the Company's Shareholders' Meeting on 27 March 2024, resulted in a 3.2% structural increase, which is slightly below the general market value of 3.8% and about 4% for the energy market, and below the amount approved by the company for 2024 (4%).

The structural budget containment benefited from the effect of one-off measures (e.g. special 140-year lump-sum premium extended to the entire company population described in the 2023 Compensation Report, with the clarification that the CEO and all the members of Comex, as also indicated in the aforementioned Report, have voluntarily decided to donate their bonus to the EOS Foundation, to support social sustainability initiatives promoted by the Foundation)

The Company's salary policy was completed, with regard to a select group of **senior managers** and young **managers**, with a variable, medium-term cash component (**Long-Term Incentive** programme, 2022-2024), which is outlined above in paragraph 1.4, and a competitive **benefits** package for all managers and employees of the company, and by a corporate contractual **welfare** scheme the company is currently enhancing and extending to the employees of recently acquired companies.

For the benefit of recent graduates and in order to contain voluntary turnover, the company has also enhanced its entry level salary policies and launched a Company Social Housing plan.

The set of salary policies adopted by the Company has enabled it to contain and reduce voluntary turnover in comparison to the previous year and to keep it about 3 points below the general market with reference to the entire company population, and about 2 points with reference to the managerial population.

## Breakdown of the compensation proposal

Consequently, with reference to the compensation policy for FY 2025 the outgoing Board of Directors, having heard the opinion of the Compensation Committee, having also heard the opinion of the Board of Statutory Auditors, at least for the purpose of ensuring a minimal degree of continuity for the current fiscal year, deemed it appropriate to inform the General Meeting of Shareholders of its general indications and guidelines with reference to the definition of the compensation of the Directors who will serve on the next Board of Directors, of the Board of Directors, of the Board Committees and of the Oversight Board, as well as a proposal of remuneration policy for the company management, without prejudice to the power of the new Board of Directors to adopt the most appropriate determinations on the matter in compliance with the governance described in paragraph 1.1 of this Report.

With specific reference to the compensation of the Directors that form the corporate bodies, including directors entrusted with specific functions, first of all, it was deemed appropriate to re-evaluate the competitive positioning of the compensation defined at the beginning of the term of office (2022) which remained unvaried throughout the entire three-year term, in comparison with the reference energy market, taking into account the significant growth of the company's economic-industrial and social profile over the last three years, as confirmed by all the relevant reference indicators (operating result, net result, cash flow and net financial position, investments, commercial portfolio, workforce, volatility and magnitude of economic, industrial, environmental and social risk profiles, etc.) and the equally significant cumulative growth of inflation over the period (+15%). For this purpose, the outgoing Compensation Committee availed itself, as in the past, of the support of a specialised and qualified external company (Willis Tower Watson Italia).

The main evidence that emerged from the analysis, in comparison with a panel of comparable operators in the Italian energy sector, were:

- Confirmed the overall adequacy in value and articulation of the structure of the remuneration attributed to the Directors, the Chairman and the members of the Board Committees and the Oversight Board;
- A positioning of the CEO's remuneration below the market with reference to the values of all the components into which his salary package is divided (fixed compensation, short-term variable compensation - MBO and medium-long term variable compensation - LTI);
- An overall cost of corporate governance that is very competitive and significantly lower than the market median of the panel of reference companies.

## Compensation for Directors, Chairman and CEO

In light of this evidence, the outgoing Board of Directors, upon a proposal of the Compensation Committee, having heard the Board of Statutory Auditors, with reference to the compensation policy for 2025 and more in general for the period of the future term of office for the Directors who serve on the corporate bodies, expresses the following general guidelines and recommendations

- Confirm, deeming it appropriate in value and structure, the general compensation framework for Directors;
- Confirm, deeming it adequate in value and structure, the framework of the compensation attributed to the members of the Board of Directors who will serve on the Board Committees, and to the members of the Oversight Board;
- Confirm, deeming it adequate, the compensation allocated to the Chairman of the Board of Directors, provided that the current responsibilities and delegated powers are confirmed;
- Adjusting the overall compensation of the Chief Executive Officer, setting it taking into account the evidence emerging from the external benchmark mentioned above (WTW), maintaining a structure based on the 3 current components (fixed compensation, annual variable compensation - MBO - and medium-long term variable compensation LTI subject to performance conditions).
- Maintain an overall cost of corporate governance that is competitive with the comparable market benchmark.

## Compensation policies for *Top management and management*

**As far as the compensation policies of the Top Management and management are concerned**, taking into account the salary policy forecasts expressed by the abovementioned market analyses and the general economic framework, it is deemed appropriate to adopt a **budget** for 2025 for the salary policy on the annual cash component between 3.5 and 4% of the reference annual total payroll, slightly higher than the previous year's figure (3.2%) and the general market forecast (3.7 to 3.9%.) This policy takes into account the opportunity to follow the trend that started in 2024 towards a partial and gradual recovery of purchasing power connected to salaries vis à vis the inflation peak of 2022 and 2023 and an extremely dynamic and competitive labour market in general, and energy industry specifically.

This policy must concretely and effectively support the company's ability to retain with a high spirit of belonging and engagement the management that due to their responsibilities in key positions and their high levels of performance guarantees the realisation of the company's short- and medium-term objectives, and at the same time to nurture the cohort of young managers that will fill the key roles in the medium- and long-term future for the re-

alisation of the company's growth and development strategy. The concrete application of this policy will be aimed in particular at curbing the *turnover* of significant managerial resources that are more exposed to it, due to the skills they possess in STEM or in the development of innovative projects.

### 2025 Variable Component Targets for Chief Executive Officer and Reference Shared Goals for *Top Management* and *Management* targets

With regard to the objectives for FY 2025 connected to the short-term variable component (MBO) of the CEO, for the Top Executives and for the entire company management, in general, it is deemed appropriate to confirm the structure of a framework that includes economic/financial, industrial/commercial and social targets, including ESG targets, based on the principles of sustainability of performance and growth of the company including in the medium-long term. The performance levels expected in relation to these targets refer to the amounts approved by the Board of Directors on 6 December 2024 as a reference for the 2025 budget year:

- **economic-financial targets** with an overall weight of **45%** (measured by indicators referring to Ebitda, net financial position and operating costs trend);
- **operational targets** referring to industrial and commercial indicators with a total weight equal to **25%**, consisting of the development of generation from renewable sources (in terms of installed MW), the development of the Energy Services market and the growth of sales contracts and service quality on the end-customer market;
- **social and environmental targets**, with an overall weight of **15%** referring to the index of accidents at work for company personnel and that of external companies working for the company, to indicators measuring employee engagement, assessed by means of a dedicated survey carried out by a qualified external company, and to avoided <sub>CO2</sub> emissions;
- lastly, to complete the set of annual targets, as in previous years, **a strategic development target** was also confirmed, with a weight of **15%**, linked to the Board of Directors' qualitative assessment to be based on specific elements and factors that, as in previous years, were identified in the management's work during the year aimed at developing the company's growth strategy in the medium-long term, and in the company's overall contribution to the Group's performance.

The assigned operational management and social targets also include targets that contribute to the achievement of ESG objectives referring to strategic environmental and social goals and the relative measurement indicators assumed by the Company and also outlined in the Sustainability Report. These targets account for a total

of **30%** in the set of objectives assigned with reference to the 2025 MBO (considering the objectives of developing electricity generation from renewable sources, the objectives referring to the development of energy efficiency contracts and the objective related to avoided CO2 emissions).

The aforementioned general objectives assigned to the Chief Executive Officer constitute a reference point for the annual common objectives of Top Managers and corporate management - in addition to the specific area and/or individual objectives, the common corporate objectives for the 2025 financial year have an incidence of 60% of the overall objectives assigned to Top Managers and 20% for the entire management.

## 1.6 Policy orientation and guidelines for the compensation of the Board of Statutory Auditors

The compensation of the Board of Statutory Auditors currently in office was established by the Shareholders' Meeting on 5 April 2023, based on the indication of the controlling shareholder Transalpina di Energia S.p.A., who confirmed the fixed annual remuneration of € 75,000 gross for the Chairman and € 50,000 gross for each statutory auditor assigned for the previous term. The shareholders' meeting of 5 April 2023 also attributed an attendance fee of € 1,000 for the Chairman of the Board of Statutory Auditors, and € 750 for each of the other two standing auditors, for each meeting of the Board of Statutory Auditors, of the Board Committee and of the Oversight Board in which each of them takes part.

The compensation is to be deemed commensurate with the level of engagement required, the relevance of the position, and the size and scope of the Company and the existing market *practices*.

Said compensation, as established by law, is defined and remains valid throughout the entire term of office of the Board of Statutory Auditors, or until the meeting for the approval of the 2025 financial statements.





**2.**

Section

Two

## Part one

Regarding the structure and organization of the various components of the remuneration for Directors and executives with strategic responsibilities, as well as the correlation of the variable components with the assigned objectives and company results, please refer to Section One of the Report, Paragraph 1.4.

### Comparison data

Here below are provided comparison data between the annual change: a) the total compensation of the Directors and Statutory Auditors; b) the Group's expressed in terms of EBTDA, EBIT, Profit (Loss) for the year attributable to the owners of the parent and Net financial debt; c) the average compensation of Group's employees.

First name and last name	post held	Period during which the post was held		Total compensation 2024 (in thousands euros)	% change
<i>Directors in office at December 31, 2024 (*)</i>					
Marc Benayoun	Chairman	In office from 2019 and confirmed in 2022	(c)	336	0,90
Nicola Monti	Chief Executive Officer	In office from 19/06/2019 and confirmed in 2022	(d)	1692 (l)	95,83
Béatrice Bigois	Director	In office from 2019 and confirmed in 2022	(c)	94	-
Paolo Di Benedetto	Director (a)	In office from 2019 and confirmed in 2022		216	0,93
Andrea Munari	Director (a)	In office from 10/15/24		22	-
Angela Gamba	Director (a)	In office from 28/04/2020 and confirmed in 2022		193	17,68
Xavier Girre	Director	In office from 2019 and confirmed in 2022	(c)	63	-
Nelly Recrosio	Director	In office from 03/31/2022	(c)	63	-
Luc Rémont	Director	In office from 12/7/2022 and confirmed in 2023	(c)	63	3,28
Caroline Monique Chanavas	Director	In office from 10/15/24	(c)	19	-
<b>Total compensation of Directors in office at December 31, 2024</b>				<b>2.761</b>	<b>48,76</b>
<i>Directors terminated at December 31, 2024</i>					
Fabio Gallia	Director (a)	In office from 2019, confirmed in 2022, terminated 5/7/2024		47	-64,12
Florence Schreiber	Director	In office from 2019, confirmed in 2022, terminated 6/18/2024	(c)	41	-52,87
<b>Total compensation of Directors terminated at December 31, 2024</b>				<b>88</b>	
<b>Total compensation of Directors</b>				<b>2.849</b>	<b>37,37</b>
<i>Statutory Auditors in office at December 31, 2024 (b)</i>					
Serenella Rossi	Chairman Board Stat. Aud.	In office in 2020,2021,2022, 2023 and 2024		107	2,88
Lorenzo Pozza	Statutory Auditor	In office in 2020,2021,2022, 2023 and 2024		74	2,78
Gabriele Villa	Statutory Auditor	In office in 2020,2021,2022, 2023 and 2024		72	1,41
<b>Total compensation of Statutory Auditors</b>				<b>253</b>	<b>2,43</b>

#### Notes

(\*) The Company's Board of Directors was appointed by the Shareholders' Meeting on March 31, 2022, except for Luc Rémont, co-opted by the Board of Directors on December 7, 2022 and confirmed by the Shareholders' Meeting on April 5, 2023; Andrea Munari and Caroline Chanavas, both co-opted by the Board of Directors on October 15, 2024, replacing respectively Fabio Gallia and Florence Schreiber. The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2024.

(a) Independent Director

(b) The Company's Board of Statutory Auditors was appointed by the Shareholders' Meeting on April 5, 2023, which confirmed the same members and also approved their emoluments. The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2025.

Group Results	2024 (in thousands euros)	% change	2023 (in thousands euros)
EBITDA	1708	-5,53	1808
EBIT	554	-30,40	796
Profit (Loss) for the year attributable to the owners of the parent	403	-21,75	515
Net financial debt	313	-295,63	-160
<b>The average compensation of Group's employees (in euros)</b>	<b>56.687</b>		<b>54.314</b>

Total compensation 2023 (in thousands euros)	% change	Total compensation 2022 (in thousands euros)	% change	Total compensation 2021 (in thousands euros)	% change	Total compensation 2021 (in thousands euros)
333		353	-15,95	420	0,48	418
864 (h)	5,62	818 (g)	-29,85	1.166 (f)	47,97	788 (e)
94	1,08	93	5,68	88	29,41	68
214	-6,55	229	-2,14	234	4,00	225
-	-	-	-	-	-	-
164	-9,39	181	-1,09	183	45,24	126
63	6,78	59	-4,84	62	-28,74	87
63	28,57	49	-	-	-	-
61	916,67	6	-	-	-	-
-	-	-	-	-	-	-
<b>1.856</b>	<b>3,80</b>	<b>1.788</b>	<b>-15,62</b>	<b>2.153</b>	<b>-15,62</b>	<b>1.712</b>
131	-9,66	145	-	145	2,11	142
87	-	87	9,38	96	54,84	62
<b>218</b>	<b>-</b>	<b>232</b>	<b>-</b>	<b>241</b>	<b>-</b>	<b>204</b>
<b>2.074</b>	<b>2,67</b>	<b>2.020</b>	<b>-15,62</b>	<b>2.394</b>	<b>24,95</b>	<b>1.916</b>
104	-3,70	108	2,86	105	16,67	90
72	-5,26	76	7,04	71	16,39	61
71	-5,33	75	5,63	71	16,39	61
<b>247</b>	<b>-4,63</b>	<b>259</b>	<b>4,86</b>	<b>247</b>	<b>16,51</b>	<b>212</b>

(c) Fees paid directly to EDF SA and not to the individual himself.

(d) Fees paid directly to Transalpina di Energia Spa and not to the individual himself.

(e) Includes variable compensation for 2020 of 220.000 euros.

(f) Includes variable compensation for 2021 of 228.000 euros AND Fees Three-Year Long-Term Monetary Incentive Plan - Period 2019 - 2021 of 368.000 euros.

(g) Includes variable compensation for 2022 of 255.000 euros.

(h) Includes variable compensation for 2023 of 300.000 euros.

(i) Includes variable compensation for 2024 of 263.000 euros and Fees Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 of 863.000 euros.

% change	2022 (in thousands euros)	% change	2021 (in thousands euros)	% change	2020 (in thousands euros)
71,21	1056	6,77	989	44,59	684
43,17	556	19,31	466	94,98	239
241,06	151	-63,44	413	n.s.	19
-133,54	477	358,65	104	-80,00	520
	<b>50.897</b>		<b>52.462</b>		<b>52.462</b>

## Part two

### 2.1 Schedule of the Compensation of Directors, Statutory Auditors and Executives with Strategic Responsibilities

The schedule that follows lists in detail the compensation that Directors, Statutory Auditors and Executives with Strategic Responsibilities earned in 2024, including those who ceased to be in office during the year, for any reason and in any form, attributable to the Company and its subsidiaries and affiliated companies at December 31, 2024.

**Reference period: January 1, 2024 to December 31, 2024 (in thousands euros)**

BENEFICIARY	DESCRIPTION OF POST AND TERM OFFICE			COMPENSATION		
	First and last name	Post held	Period during which the post was held	End of term of office (*)	Fixed compensation	Compensation for serving on Committees
<i>Directors in office at December 31, 2024 (**)</i>						
Marc Benayoun (a)	Chairman	01.01.24 31.12.24	31.12.24	336	-	
Nicola Monti (b)	Chief Executive Officer	01.01.24 31.12.24	31.12.24	566	-	
Béatrice Bigois (c)	Director	01.01.24 31.12.24	31.12.24	64	30	
Caroline Monique Chanavas (d)	Director	15.10.24 31.12.24	31.12.24	14	5	
Paolo Di Benedetto (c) (d) (e) (g)	Director (f)	01.01.24 31.12.24	31.12.24	66	150	
Angela Gamba (c) (d) (e) (g)	Director (f)	01.01.24 31.12.24	31.12.24	66	127	
Xavier Girre	Director	01.01.24 31.12.24	31.12.24	63	0	
Andrea Munari (e)	Director (f)	15.10.24 31.12.24	31.12.24	16	6	
Nelly Recrosio	Director	01.01.24 31.12.24	31.12.24	63	-	
Luc Rémont	Director	01.01.24 31.12.24	31.12.24	63	-	
<b>Total compensation of directors in office at December 31, 2024</b>				<b>1.317</b>	<b>318</b>	
<i>Directors terminated in 2024</i>						
Fabio Gallia (c) (e)	Director (f)	01.01.24 07.05.24	07.05.24	23	24	
Florence Schreiber (d)	Director	01.01.24 18.06.24	18.06.24	29	12	
<b>Total compensation of directors terminated in 2024</b>				<b>52</b>	<b>36</b>	
<b>Total compensation of directors</b>				<b>1.369</b>	<b>354</b>	
<i>Statutory Auditors in office at December 31, 2024 (h)</i>						
Serenella Rossi	Chairman Board Stat. Audit.	01.01.24 31.12.24	31.12.25	92	15	
Lorenzo Pozza	Statutory Auditor	01.01.24 31.12.24	31.12.25	63	11	
Gabriele Villa	Statutory Auditor	01.01.24 31.12.24	31.12.25	62	10	
<b>Total compensation of Statutory Auditors in office at December 31, 2024</b>				<b>217</b>	<b>36</b>	
<b>Total compensation of Statutory Auditors</b>				<b>217</b>	<b>36</b>	
<b>Total compensation of Directors and Statutory Auditors</b>				<b>1.586</b>	<b>390</b>	
<b>Executives with strategic responsibilities (i)</b>				<b>3.281</b> (p)	-	

#### Notes

(\*) The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2024.

(\*\*) Non-cash benefits refer to insurance coverage taken out by the Company on behalf of individuals and the value of compensation in kind.

(\*\*\*) The Company's Board of Directors was appointed by the Shareholders' Meeting on March 31, 2022, except for Luc Rémont, co-opted by the Board of Directors on December 7, 2022 and confirmed by the Shareholders' Meeting on April 5, 2023, Andrea Munari and Caroline Chanavas, both co-opted by the Board of Directors on October 15, 2024, replacing respectively Fabio Gallia and Florence Schreiber. The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2024.

(a) Appointed Director and Chairman of the Board of Directors by the Shareholders' Meeting on March 31, 2022.

(b) Appointed Director by the Shareholders' Meeting on March 31, 2022 and Chief Executive Officer by the Board of Directors held on the same date.

(c) Member of the Control, Risk and Sustainability Committee.

(d) Member of the Compensation Committee.

(e) Member of the Related Party Transactions Committee.

	Variable non equity compensation		Non cash benefits (**)		Other compensation	TOTAL		Fair Value of equity compensation	End of service or employment termination indemnity
	Bonuses and other incentives	Profit sharing							
	-	-	-		-	336	(m)	-	-
	263	(l)	-		863	1.692	(o)	(n)	-
	-	-	-		-	94	(m)	-	-
	-	-	-		-	19	(m)	-	-
	-	-	-		-	216		-	-
	-	-	-		-	193		-	-
	-	-	-		-	63	(m)	-	-
	-	-	-		-	22		-	-
	-	-	-		-	63	(m)	-	-
	-	-	-		-	63	(m)	-	-
	263	-	-		863	2.761		-	-
	-	-	-		-	47		-	-
	-	-	-		-	41	(m)	-	-
	-	-	-		-	88		-	-
	263	-	-		863	2.849		-	-
	-	-	-		-	107		-	-
	-	-	-		-	74		-	-
	-	-	-		-	72		-	-
	-	-	-		-	253		-	-
	-	-	-		-	253		-	-
	263	-	-		863	3.102		-	-
	1.159	(q)	-	146	3.456	8.042	(r)	-	-

(f) Independent Director.

(g) Member of the Oversight Board.

(h) The Company's Board of Statutory Auditors was appointed by the Shareholders' Meeting on April 5, 2023, which confirmed the same members and also approved their emoluments. The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2025.

(i) The data refer to the 13 Comex components and include extraordinary one-off components paid out to a selected number of them.

(l) Variable compensation for 2024 for the position of Chief Executive Officer.

(m) Fees paid directly to EDF SA and not to the individual himself.

(n) Fees paid directly to Transalpina di Energia Spa and not to the individual himself.

(o) Fees Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024. See details in Table 3.2 below

(p) Compensation for employee.

(q) Variable bonus for 2023 for n. 13 Executives with strategic responsibilities. See details in Table 3.2 below.

(r) Including Fees Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 of 3.354 euros. See details in Table 3.2 below

The schedule below shows the details of the items “Fixed compensation” and “Compensation for participation in committees,” of directors and statutory auditors, in the previous schedule.

## Reference period January 1, 2024 - December 31, 2024 (in thousands of euros)

Beneficiary	Description of post and term office			Details of fixed compensation					
	First and last name	Post held	Period during which the post was held	End of term of office (*)	Fixed compensation	Compensation approved by the Shareholders' Meeting (1)	Attendance fees for Board meetings (1)	Fixed compensation for post held of Chairman (2)(A)	Fixed compensation for post held of Chief Executive Officer (2)(B)
<i>Directors in office at December 31, 2024 (**)</i>									
Marc Benayoun (a)	Chairman	01.01.24 31.12.24	(*)	336	50	16	270	-	500
Nicola Monti (b)	Chief Executive Officer	01.01.24 31.12.24	(*)	566	50	16	-	-	500
Béatrice Bigois (c)	Director	01.01.24 31.12.24	(*)	64	50	14	-	-	-
Caroline Monique Chanavas (d)	Director	15.10.24 31.12.24	(*)	14	10	4	-	-	-
Paolo Di Benedetto (c) (d) (e) (g)	Director (f)	01.01.24 31.12.24	(*)	66	50	16	-	-	-
Angela Gamba (c) (d) (e) (g)	Director (f)	01.01.24 31.12.24	(*)	66	50	16	-	-	-
Xavier Girre	Director	01.01.24 31.12.24	(*)	63	50	13	-	-	-
Andrea Munari (e)	Director (f)	15.10.24 31.12.24	(*)	16	10	6	-	-	-
Nelly Recrosio	Director	01.01.24 31.12.24	(*)	63	50	13	-	-	-
Luc Rémont	Director	01.01.24 31.12.24	(*)	63	50	13	-	-	-
<b>Total compensation of Directors in office at December 31, 2024</b>				<b>1,317</b>	<b>420</b>	<b>127</b>	<b>270</b>	<b>-</b>	<b>500</b>
<i>Directors terminated in 2024</i>									
Fabio Gallia (c) (e)	Director (f)	01.01.24 07.05.24	(*)	23	18	5	-	-	-
Florence Schreiber (d)	Director	01.01.24 18.06.24	(*)	29	23	6	-	-	-
<b>Total compensation of directors terminated in 2024</b>				<b>52</b>	<b>41</b>	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total compensation of Directors</b>				<b>1,369</b>	<b>461</b>	<b>138</b>	<b>270</b>	<b>-</b>	<b>500</b>
<i>Statutory Auditors in office at December 31, 2024 (h)</i>									
				Fixed compensation	Compensation approved by the Shareholders' Meeting (4)	Attendance fees for Statutory Auditor meetings (4)			
Serenella Rossi	Chairman Board Stat. Audit.	01.01.24 31.12.24	31.12.2025	92	75	17	-	-	-
Lorenzo Pozza	Statutory Auditor	01.01.24 31.12.24	31.12.2025	63	50	13	-	-	-
Gabriele Villa	Statutory Auditor	01.01.24 31.12.24	31.12.2025	62	50	12	-	-	-
<b>Total compensation of Statutory Auditors in office at December 31, 2024</b>				<b>217</b>	<b>175</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total compensation of Statutory Auditors</b>				<b>217</b>	<b>175</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total compensation Directors and Statutory Auditors</b>				<b>1,586</b>	<b>636</b>	<b>180</b>	<b>270</b>	<b>-</b>	<b>500</b>

### Notes

(\*) The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2024.

(\*\*) The Company's Board of Directors was appointed by the Shareholders' Meeting on March 31, 2022, except for Luc Rémont, co-opted by the Board of Directors on December 7, 2022 and confirmed by the Shareholders' Meeting on April 5, 2023, Andrea Munari and Caroline Chanavas, both co-opted by the Board of Directors on October 15, 2024, replacing respectively Fabio Gallia and Florence Schreiber, to serve until next Shareholder's Meeting.

(A) The fixed annual compensation approved by the Board of Directors on May 3, 2019 in 350,000 euros was reduced to 270,000 euros by the Board of Directors on May 3, 2022 following the March 31, 2022 Shareholders' Meeting that appointed the current Board of Directors.

(B) The fixed annual compensation approved by the Board of Directors on May 3, 2019 in 500,000 euros was then confirmed by the Board of Directors on May 3, 2022 following the March 31, 2022 Shareholders' Meeting that appointed the current Board of Directors.

(a) Appointed Director and Chairman of the Board of Directors by the Shareholders' Meeting on March 31, 2022.

(b) Appointed Director by the Shareholders' Meeting on March 31, 2022 and Chief Executive Officer by the Board of Directors held on the same date.

Details for participation in committees								
Compensation for participation in committees	Honoraria for participating in meetings of the Control, Risk and Sustainability Committee (3)	Attendance fees for meetings of the Control, Risk and Sustainability Committee (3)	Honoraria for participating in meetings of Compensation Committee (3)	Attendance fees for meetings of the Compensation Committee (3)	Honoraria for participating in meetings of the Related Party Transaction Committee (3)	Attendance fees for meetings of the Related Party Transaction Committee (3)	Honoraria for participating in meetings fo the Oversight Board (3)	Attendance fees for meetings of the Oversight Board (3)
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
30	23	7	-	-	-	-	-	-
5	-	-	5	-	-	-	-	-
150	23	9	30	2	30	7	40	9
127	18	5	23	2	23	7	40	9
-	-	-	-	-	-	-	-	-
6	-	-	-	-	4	2	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
318	64	21	58	4	57	16	80	18
24	10	4	-	-	8	2	-	-
12	-	-	10	2	-	-	-	-
36	10	4	10	2	8	2	-	-
354	74	25	68	6	65	18	80	18
Compensation for participation in committees		Attendance fees for meetings of the Control, Risk and Sustainability Committee (4)		Attendance fees for meetings of the Compensation Committee (4)		Attendance fees for meetings of the Related Party Transactions Committee (4)		Attendance fees for meetings of the Oversight Board
15	-	5	-	1	-	4	-	5
11	-	4	-	1	-	3	-	3
10	-	3	-	1	-	3	-	3
36	-	12	-	3	-	10	-	11
36	-	12	-	3	-	10	-	11
390	74	37	68	9	65	28	80	29

(c) Member of the Control, Risk and Sustainability Committee.

(d) Member of the Compensation Committee.

(e) Member of the Related Party Transactions Committee.

(f) Independent Director.

(g) Member of the Oversight Board.

(h) The Company's Board of Statutory Auditors was appointed by the Shareholders' Meeting on April 5, 2023, which confirmed the same members and also approved their emoluments. The term of office expires with the Shareholder's Meeting to approve financial statements as of December 31, 2025.

(1) Compensation approved by the Shareholders' Meeting on March 31, 2022.

(2) Compensation approved by the Board of Directors on May 3, 2022.

(3) Compensation approved by the Board of Directors on May 3, 2022.

(4) Compensation approved by the Shareholders' Meeting on April 5, 2023.

## 2.2 Schedule of Monetary Incentive Plans for Directors and Executives with Strategic Responsibilities.

Reference period January 1, 2024 - December 31, 2024 (in thousands of euros)

BENEFICIARY			BONUSES FO THE YEAR
First and last name	post held	Plan	payed/ payable
Nicola Monti	Chief Executive Officer (from 1.01.2024 to 31.12.2024)	Annual Monetary Incentive Plan 2024 (BoD February 12, 2024)	263
		Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 (BOD May 3, 2022 - July 26, 2022)	863
<b>Total</b>			<b>1.126</b>
<b>Executives with strategic responsibilities</b>			
Compensation in the Reporting Company		Annual Monetary Incentive Plan 2024	1159
		Annual Monetary Incentive Plan 2023	-
		Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 (BOD May 3, 2022 - July 26, 2022)	3.354
Compensation from subsidiaries and affiliates		Annual Monetary Incentive Plan 2024	-
<b>Total</b>			<b>4.513</b>
<b>Total</b>			<b>5.639</b>

### Notes

- (a) Variable compensation for 2024. Compensation paid directly to Transalpina di Energia Spa and not to the person himself.  
(b) Variable compensation for 2023 for the position of Chief Executive Officer, paid in 2024. Compensation paid directly to Transalpina di Energia Spa and not to the individual.  
(c) Deferred compensation for the Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 at target value (100%). Compensation to be paid directly to Transalpina di Energia Spa and not to the individual. Preliminary estimated amount to be determined following the February 19, 2025 Board meeting.  
(d) Variable bonus for 2024 for 13 Executives with Strategic Responsibilities.  
(e) Variable bonus of 2023 paid in 2024 for 13 Executives with Strategic Responsibilities.  
(f) Compensation deferred for the Three-Year Long-Term Monetary Incentive Plan - Period 2022 - 2024 at target value (100%), for 13 Executives with Strategic Responsibilities.

	Deferred	Deferral period	BONUSES OF PREVIOUS YEAR			Still deferred	OTHER BONUSES
			No longer payable	Paid/ Payable			
(a)	-	-	-	300	(b)	-	
(c)	-	-	-			-	
	-	-		300		-	
(d)	-	-	-			-	
	-	-	-	1.191	(e)	-	
(f)	-					-	
	-	-	-	-		-	
	-	-	-	1.191		-	
	-	-	-	1.491		-	

## 2.3 Schedule of shareholdings held by Directors, Statutory Auditors and Executives with Strategic Responsibilities

The schedule below shows the investments held in Edison and its subsidiaries as of December 31, 2023 to December 31, 2024, by directors, statutory auditors and executives with strategic responsibilities, directly as well as through their children, spouses, domestic partners, children of spouses and domestic partners and dependents of spouses and domestic partners or through subsidiaries, trust companies or intermediaries, resulting from the shareholder register, communications received and other information obtained from the members of the governing bodies themselves and control, by general managers and executives with strategic responsibilities.

### Reference period January 1, 2024 to December 31, 2024

First and last name	post held	Investee company	Number of shares held at the end of the previous year (31.12.2023)	Number of shares bought	Number of shares sold	Number of shares held at the end of the current year (31.12.2024)
<i>Directors in office at December 31, 2024</i>						
Marc Benayoun	Chairman		-	-	-	-
Nicola Monti	Chief Executive Officer		-	-	-	-
Béatrice Bigois	Director		-	-	-	-
Caroline Monique Chanavas	Director		-	-	-	-
Paolo Di Benedetto	Director		-	-	-	-
Angela Gamba	Director		-	-	-	-
Xavier Girre	Director		-	-	-	-
Andrea Munari	Director		-	-	-	-
Nelly Recrosio	Director		-	-	-	-
Luc Rémont	Director		-	-	-	-
<i>Directors who resigned their office in 2024</i>						
Fabio Gallia	Director		-	-	-	-
Florence Schreiber	Director		-	-	-	-
<i>Statutory Auditors in office at December 31, 2024</i>						
Serenella Rossi	Chairman Board Stat. Audit.		-	-	-	-
Lorenzo Pozza	Statutory Auditor		-	-	-	-
Gabriele Villa	Statutory Auditor		-	-	-	-
<b>Executives with strategic responsibilities</b>				-	-	-



## Motions

*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*