



## **NOTE CORRECTION DATED 04/10/2025**

We are republishing the 2025 Remuneration Report as the version previously published on 04/07/2025 contained some material typos on pages 53 and 54, essentially due to misalignments with the correct Italian version.

Milan, April 10th 2025



**2025**

**Report on The Remuneration  
Policy and Remuneration Paid**



# 2025

## Report on The Remuneration Policy and Remuneration Paid

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# Letter from the Chair



“We take care of our people every day and share the value with those who create it”

Susanna Dorigoni

Dear Shareholders,

As Chairman of the Remuneration and Appointments Committee (hereinafter Committee), I am pleased to present to you the A2A Report on the remuneration policy for 2025 and on the remuneration paid in 2024 which this year includes an Executive Summary aimed at making A2A's commitment to remuneration for its People increasingly usable and transparent.

2024 was a year characterised by exceptional business performance, which allowed the Group to achieve **extremely satisfactory results**, with an increase of 15% in Group Gross Operating Margin compared to last year and 23% in Group Operating Profit. The positive business performance in the first year of the **2024-2035 Strategic Plan** makes us confident of the path started and the long-term success of A2A, supported by a competitive ecological transition strategy based on the pillars of the **circular economy** and the **energy transition**.

The Group also received significant recognition from the market, with share price appreciation reflecting investors' confidence in the Strategic Plan and long-term growth prospects. Shareholder value creation will be further strengthened by the sustainable increase in the dividend per share, fuelled by the Group's structural growth path.

The past year has also been an important step from the point of view of the Group's progress on ESG issues, which retain a key role in the development of A2A. The company adheres to all the **major ESG indices at a global level**, confirming also in 2024 its constant path of consolidation within the ratings drawn up by MSCI, Standard Ethics, ICI - ESG Identity Corporate Index, CDP and Standard&Poor's. As proof of the Group's commitment to developing best practices in the ESG sphere, A2A has obtained the following awards: Best ESG Rating Award - Milano Finanza; Special Generation Z Award - Oscar di Bilancio 2024; Sustainability Yearbook Member - Standard&Poor's; Leading Companies - EUPD Research Energy; Research & Innovation Award - Top Utility.

2024 results confirm once again the effectiveness of a balanced, well-diversified business model that is attentive to the correct balance between quality of the offer, operational efficiency, innovation and social responsibility.

In this context, A2A maintained the utmost attention to its People, continuing on the path of enhancing the equity and attraction/retention dimension in the Reward sphere. The work of the Committee was able to focus on the continuous improvement of our Remuneration Policy, thanks also to the fundamental ongoing and open dialogue between the Company and its shareholders.

In particular, the Committee's efforts and commitment have led to some significant results, of which I would like to share with you the main areas and aspects:

- **Widespread Share Ownership Plan.** We have drawn up a Widespread Share Ownership Plan involving all employees, which will be submitted for your approval at the Shareholders' Meeting on 29 April 2025. The plan called A2A Life Sharing, reaffirms the sense of sharing value with those who create it of our Life Company and represents a fundamental element of our long-term strategy, fully aligned with ESG (Environmental, Social, Governance) objectives, with a particular focus on S (Social) and G (Governance). It is a key project for the Group's long-term success, which confirms A2A's willingness to share corporate successes with its employees, strengthening the sense of belonging and encouraging everyone's contribution to the achievement of strategic objectives.
- **Equal pay and equal opportunities.** Our commitment to gender equity has produced tangible results, also thanks to the in-depth analyses conducted in recent years on the "Equal Pay Gap" and the "Adjusted Pay Gap". The path has continued in the name of increasingly transparent remuneration policies inspired by the principles of equity and inclusion, ensuring competitive conditions for employees. We will continue to monitor and improve our practices to maintain this standard of absolute excellence, also taking into account the objective of the Strategic Plan to maintain an *Adjusted Pay Gap* of less than 1% by 2035 and which positions A2A as a "lead practice" compared to companies in the sector and on the European scene. Maximum attention has been paid to the gender equality certification process, which in 2024 was extended to 13 Group companies in which over 84% of our people work.
- **Reputation and Employer Branding.** In 2024, the Company achieved extraordinary results also from the point of view of employer branding, with the achievement of the Top Employers certification, which reinforces our reputation for excellence. This result is the result of a constant investment in the well-being of employees and in the enhancement of talents, which is also ensured by the

Remuneration Policy adopted by A2A. Other DE&I-related awards include the Best Company Award - Index Parks, recognition by the UNHCR and the "Welcome. Working for refugee integration". We are also proud to have received the 'The Best First Time Responder Award' at the Workforce Transparency Awards, sponsored by the Thomson Reuters Foundation, in which our corporate practices aimed at fair and transparent human resources management were praised.

- **Welfare:** In 2024, the Company strengthened its welfare plans for the benefit of its people with the "A2A Life Caring" project, a plan to support the parenthood of our employees that includes investments of 120 million euros by 2035. A broad, comprehensive and cross-cutting programme that testifies to the Group's concrete commitment to supporting the birth rate in a historical phase characterised by the country's continuous demographic decline. The plan takes into account all dimensions of parenting and develops along three lines: 'Time', 'Economic Support' and 'Culture'. The agreement provides for an additional month of 100% paid maternity leave for all mothers and a month of 100% paid leave for all new fathers.

The Group will also contribute to the expenses incurred by employees for services related to their children's education - such as books, school fees, nursery schools, babysitters - differentiated by age group and up to the age of eighteen.

- **MBO Bonus Pool Executives.** In 2024, we studied expanding the scope of the bonus pool beneficiaries to include the management population, with the aim of ensuring greater internal equity and more widespread recognition of the value of individual and collective contribution. The new model will go live in 2025 and will ensure better cascading of Business Plan targets with all the Group's People.
- **Link between ESG and incentive systems.** In order to further consolidate the link between the Remuneration Policy and ESG issues, which represents one of the strategic pillars for achieving the long-term objectives set out in the 2024-2035 Business Plan, we considered it a priority to ensure that at least 25% of the short-term variable incentive for First Lines is anchored to quantitative and measurable



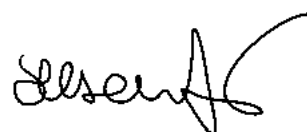
ESG KPIs (10% for the remaining management personnel). Furthermore, with the inclusion of objectives relating to Strategic Projects in the ESG field in the General Manager's profile, the overall weight of the related KPIs is equal to 50%. This reflects our business model that places environmental, social and governance sustainability at the centre through everyone's commitment to integrating responsible practices into business performance.

I find it important to stress once more the Committee's willingness to listen, gather and promptly assess the input provided by investors, through periodic engagement cycles with institutional investors and proxy advisors, as well as with the post-meeting examination of the voting results. In this regard, based on the feedback received and with the aim of consolidating alignment with market best practices, the Committee is considering further actions on the Remuneration Policy in the future. In particular, from an evolutionary perspective, reflections will focus on the

opportunity to introduce a **long-term incentive mechanism based on financial instruments**, with the aim of increasing the alignment of interests between Shareholders and Management, and to further strengthen the long-term orientation through Share Ownership Guidelines. For 2025, moreover, the Committee intends to continue its commitment by further deepening the welfare offer dedicated to its Staff, with the aim of fostering an increasingly welfare-oriented approach.

Thanking Vice-Chair Giovanni Comboni and Board Member Elisabetta Pistis, as well as the Board of Statutory Auditors, who have generously lent the Committee their constant availability, professionalism, passion and experience, I trust in your support for the proposals identified and I thank you, also on behalf of the Board of Directors, for the endorsement you will express of the Remuneration Policy, further renewed following the engagement meetings held with Company stakeholders.

*Chair of the Remuneration  
and Appointments Committee*  
**Susanna Dorigoni**





# Executive Summary

## Principles of the A2A Policy

*A2A's mission is to lead the ecological transition by encouraging virtuous circles between territory, companies, people and institutions with the aim of generating a positive impact on the lives of people, cities and the Planet. We take care of our customers and our people every day and are committed to spreading a new culture that steers individual behaviour towards a sense of community.*

The Remuneration Policy of the A2A Group (hereinafter also the “Group”) is adopted by the Board of Directors, following an investigation and on the proposal of the Remuneration and Appointments Committee, and is defined in line with the business strategy, with the governance model implemented and with the guidelines provided by the Corporate Governance Code of Listed Companies.

### Aims of the A2A Remuneration Policy

- Promoting the **pursuit of corporate targets, sustainable success** and the improvement of **results in the medium to long term**;
- Pursuing **value creation** for all Group stakeholders (shareholders, employees, suppliers, customers, local communities);
- Incentivising responsibilities, actions and behaviour towards **predetermined, measurable goals consistent with the Group's Strategic Plan and Sustainability Plan**;
- **Attracting, retaining and motivating people with high professional qualities, fostering their commitment**;
- Strengthening the **sense of belonging and “teamwork”** by company Management;
- Stimulating actions and behaviour in line with the **Group's values**, in compliance with the **principles of inclusion and diversity, equal opportunities, meritocracy, fairness**, as set out in the A2A Code of Ethics.

#### Remuneration consistent with responsibilities assigned and activities managed

- Remuneration defined according to responsibilities, delegated powers and operations, aligned to the remuneration practices of a reference panel
- Remuneration of Executives with Strategic Responsibility calculated on the basis of the complexity of the activity managed, using internationally certified standard methodology and organisational position evaluation
- Fixed component designed to compensate for work performed even in the absence of the variable component

#### Link between variable remuneration and corporate performance

- Fixed/variable balance appropriate to the strategic objectives and risk management policy, in line with the sector and the characteristics of the company
- Short-term system with mechanism that cancels or significantly reduces the bonus in the event of non-compliant business results
- Long-term system (LTI) with premium conditional on the maintenance of the Group's investment grade
- Predetermined objectives, measurable and linked to economic-financial, productive and operational performance, in line with the business plan
- Maximum limits for variable components, both short and long term
- Significant integration of ESG KPIs into variable components, with differentiated weights depending on company roles

#### Enhancement of meritocracy in compliance with the Code of Ethics

- Periodic measurement of individual performance and behaviour to ensure merit-based remuneration
- Checking and assessing adherence to the company's Code of Ethics, ensuring behaviour aligned with the company's values and our Life&Me Competence Model

## 2025 Remuneration Policy - Additions

The 2025 Remuneration Policy is defined in constant alignment with legal and regulatory provisions, also taking into account the results of the shareholders' meeting vote, the indications of shareholders and proxy advisors, as well as market best practices, with a view to continuous improvement.

A number of changes have therefore been made to this Report, with a view to an ever-better representation of information and greater clarity for all stakeholders. Below is a summary of the main new elements:

### Review of the CEO/GM MBO incentive card

The 2025 Policy introduces some innovations related to the CEO/GM incentive card, with the aim of increasing a **greater focus on the strategic projects** most relevant to the long-term success of A2A and in order to strengthen the alignment and **coherence of the operating mechanism among the recipients** of the MBO system. In particular, the changes introduced are as follows:

- inclusion of the economic-financial KPI FFO/Net Debt<sup>1</sup> in the CEO's sheet. The EBITDA parameter is maintained in the data sheet as a GM;
- in conjunction with the introduction of the MBO Executives Bonus Pool, the incentive strategy of the DG card was also updated. The bonus fluctuations are extended, providing for a minimum threshold equal to 60% of the bonus target and a cap equal to 140% of the bonus target. In order to assess this Policy update, the Remuneration and Appointments Committee reviewed the market practices of the FTSE MIB listed companies, which revealed substantial consistency with them;
- revision of the **project indicators** within the GM's incentive sheet. The Committee considered it reasonable to also consider project KPIs for 2025 related to the **Circular Economy and Energy Transition** strategic drivers, considered most relevant to the sustainable success of the organisation. These objectives are part of the **ESG framework**, therefore, the overall weight of ESG objectives in the DG sheet is **50%**.

### Pay transparency and Gender Pay Gap

The A2A Group ensures a working environment that guarantees **equal opportunities, inclusion and absence of discrimination**: as of 2024, an analysis of **the salary differences between people in comparable roles, not justified by objective elements and not attributable to the correct application of the Remuneration Policy, has been carried out throughout** the Group, **including** the companies AEB and Acinque, with the collaboration of Mercer as an independent expert. The results demonstrate success in applying wage mitigations and applying **gender-neutral remuneration policies**. The broadening of the scope of the analysis - introduced by A2A as from 2023 - and the inclusion of the KPI relating to the Gender Pay Gap within the Group's 2024-35 Strategic Plan confirm the ambition to consolidate the excellent results achieved, further strengthening the **Group's commitment** to the issues of **pay transparency** and **pay equity**.

1. FFO/Net Debt: FFO/Net Debt ratio as defined by S&P. Funds from operations (FFO) determined as: (+) EBITDA (-) Provision for credit devaluation (-) Cash taxes (-) Gross financial expenses per cash. Net Debt determined as: (+) Gross financial debt (+) Debt from IFRS16 (-) Cash and cash equivalents (+) Hybrid nominal value, 50% (+) Decommissioning and Landfill Funds (+) Severance indemnity fund and employee benefits (+) Financial guarantees on unconsolidated debt

### MBO in executive Bonus Pool

Policy 2025 introduces a new MBO Bonus Pool system for Executives with Strategic Responsibility (Key Executives), aligning it with the model already applied to Non-Executives. This innovation was introduced with the aim of:

- (i) Align **individual objectives** with those of the **company**;
- (ii) Enhance **individual excellence**;
- (iii) Ensure **consistency** with the MBO Bonus Pool system of the **non-management population**;
- (iv) Create a structured and reserved space dedicated to the **development of skills**.

The Bonus Pool, defined as the sum of the MBO targets assigned, may vary based on a Correction Factor K (hereinafter referred to as Factor K) linked to EBITDA and Group CAPEX, with an incremental/decremental effect or access gate if it is below a minimum level.

The Key Executives incentive card includes economic-financial objectives (with a weight between 40-50%) different from those considered in Factor K, ESG objectives (with a minimum weight of 25%) and individual objectives (with a weight between 25-35%). The results of the card determine the inclusion in 6 performance bands, with redistribution of the Bonus Pool and cap on the payout. The MBO process includes a phase called Mid-Year Review that allows you to adjust the objectives exceptionally and in certain cases such as: exogenous events, organizational changes, strategic, or priority changes. In the event that this review impacts the objectives of the Key Executives, an authorization step in the Nomination and Remuneration Committee (CRN) is necessary. During the MBO reporting process, after the Manager's evaluation, there is a phase called "Band Distribution Analysis" in which the DG/AD, for the First Lines, can change the resulting band by a positive or negative level, in order to take into account the level of challenge, personal effort and evaluation of skills. In this case, an authorisation step in CRN is required for Key Executives. In the event that the skills assessment is only equal to the minimum level, the payout is expected to be halved.

### Introduction of the Widespread Share Ownership Plan

The Company intends to launch, in line with national and international best Practices, a three-year widespread shareholding plan (2025-2027) in order to encourage the **involvement of our People** in the achievement of **corporate objectives**, affirming, in particular, the value of shareholding as an effective tool to **promote commitment, affiliation and alignment between the interests** of shareholders, management and the generality of employees.

Our Widespread Share Ownership Plan includes two fundamental moments within each cycle: the first provides for the recognition of shares without any additional cost for employees and the second gives them the possibility to purchase by receiving matching shares according to a defined proportionality and according to criteria that are more favorable towards the qualification of Workers/Employees/Managers compared to that of Managers (including Strategic Managers). This Plan will be accompanied by a financial education program and an information/training campaign to encourage more informed participation in the initiative.

## Link between Remuneration Policy and strategy/business model

The A2A strategy is aimed at creating value for all stakeholders and aims to make a significant contribution to the necessary cultural and infrastructural change for the country and communities, thanks to a diversified business model that encompasses the entire energy, environment and water value chain.

Our presence through key services for people's daily lives drives our growing commitment to make our results measurable. We constantly focus and align with ESG criteria, in a logic of integration of economic, social and environmental aspects in corporate decision-making processes, strategy definition, governance and the definition of our business model.

As a **Life Company** we continue our **commitment to the ecological transition**, placing it at the centre of our strategy and services, through major investments in

renewable energy, upgrading and digitisation of infrastructure, limiting the use of landfills, using green hydrogen in the energy mix and reducing water loss.

The Remuneration Policy supports the achievement of the guidelines defined in the Company's **2024-2035 Strategic Plan** by promoting, through an appropriate balancing of performance parameters of the short to long-term incentive systems, the alignment of Management interests to the priority target of creating sustainable value for shareholders in a medium-long term perspective. In support of the Strategic Plan guidelines, the short-term CEO/GM incentive plan includes project KPIs for 2025 linked to the **Circular Economy and Energy Transition** pillars and related **strategic drivers**, which fit into the ESG framework, bringing the overall weight of the related ESG targets in the DG scorecard to 50%. In addition, the Long-Term Incentive Plan includes a specific composite target on ESG issues (overall weight 30%), articulated on specific targets related to decarbonisation processes, energy transition and the circular economy.

### Executive Summary

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Section One - 2025 Remuneration Policy

Section Two - Implementation of the 2024 Remuneration Policy

### As a Life Company we continue our commitment to the ecological transition

Pillars: Circular Economy & Energy Transition								
	KPI MBO/LTI of the CEO/GM	Industrial Growth	Infrastructure	Customers	Synergies	Innovation	Sustainability	People
CEO 2025 MBO	1. Industrial Cash Flow	✓						
	2. FFO/Net Debt	✓						
GM 2025 MBO	1. Ebitda	✓						
	2. Capex	✓	✓					
	3. Circular Economy		✓			✓	✓	
	4. Energy Transition		✓	✓	✓	✓	✓	
	5. Corporate						✓	
	4. Reduction of accidents						✓	✓
	5. DE&I						✓	✓
LTI 2023-2025	1. Operating cash flow	✓						
	2. TSR	✓						
	3. Composite ESG						✓	✓



### Our governance practices include:

- ✓ Variable incentive plans with **predetermined and measurable financial and non-financial targets**, consistent with the Strategic and Sustainability Plan
- ✓ **Long-term incentive** vesting periods **of no less than 3 years**
- ✓ **Malus and clawback** clauses in case of error, wilful misconduct and serious and intentional violations of laws and/or regulations, the Code of Ethics or Company rules
- ✓ **Salary levels in line with market references**, nationally and internationally
- ✓ **Internal Position Evaluation** carried out periodically
- ✓ Structured **engagement plan** to gather expectations and feedback from our shareholders and stakeholders
- ✓ **Fair and transparent** management of human resources



### Our governance practices do NOT provide for:

- ✗ **Variable** remuneration for **Non-executive Directors**
- ✗ **Severance pay** or termination of employment in excess of legal and/or contractual limits

## Alignment with market practices

The preparation of the Guidelines on remuneration and the evaluation of the policies implemented are carried out - as previously indicated - with the support of Mercer, an external advisor specialized and leader in the sector, using salary benchmarks.

The analyses conducted are aimed at defining a remuneration offer capable of ensuring the Group's competitiveness on the market, within the framework of a remuneration policy that can support the ability to attract the best talent and retention of key resources for the company's success. In particular,

remuneration levels are defined on the basis of benchmark analyses that are updated periodically to ensure consistency of remuneration packages.

For Executives with Strategic Responsibilities, specific peer groups are identified, confirmed each year in line with the leading companies included in the Mercer databases on the basis of criteria and methods of comparison with the market reviewed in line with the evolution of the Group, management and operational complexity and the organisational model adopted. In particular, companies deemed significant and comparable with A2A in terms of type of sector and business, size and competitiveness in the labour market are considered.

The peers considered in the analyses carried out for the CEO/GM and Executives with Strategic Responsibilities are as follows:

Panels used for compensation benchmarks

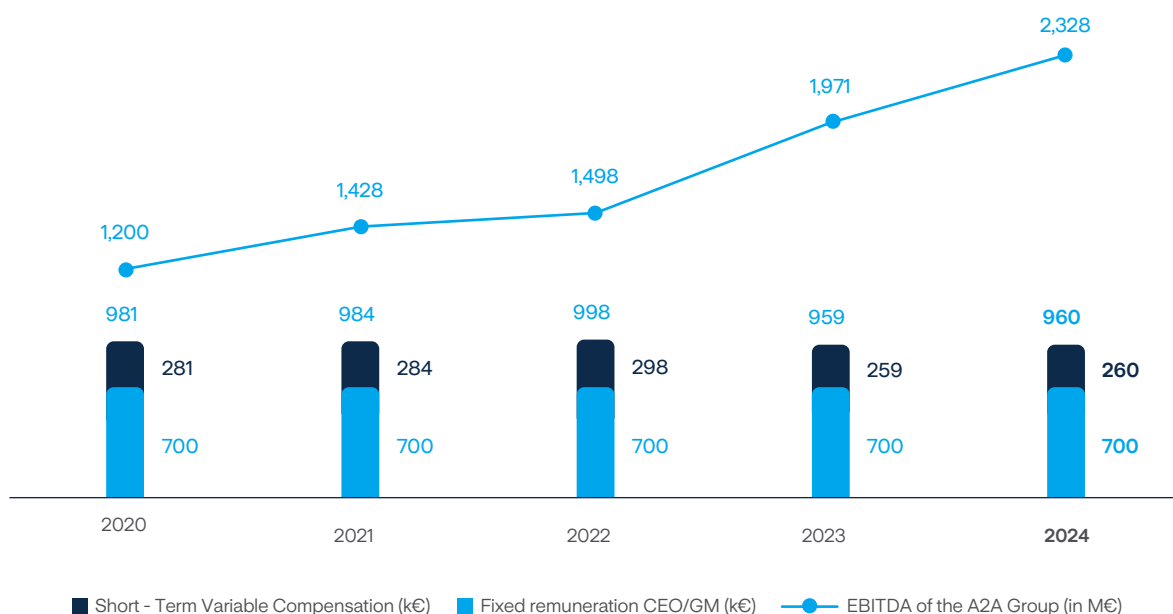
Role	Criteria	Peer group	
CEO/GM	Italian companies belonging to the FTSE MIB index, excluding financial sectors/sectors	<ul style="list-style-type: none"><li>• Acea</li><li>• Enel</li><li>• Eni</li><li>• Erg</li><li>• Hera</li><li>• Iren</li></ul>	<ul style="list-style-type: none"><li>• Italgas</li><li>• Prysmian</li><li>• Saipem</li><li>• Snam</li><li>• Terna</li></ul>
Key Executives	Narrow Energy Market	<ul style="list-style-type: none"><li>• Acea</li><li>• Iren</li><li>• Enel</li><li>• Eni</li><li>• Italgas</li></ul>	<ul style="list-style-type: none"><li>• Snam</li><li>• E-on Italia</li><li>• GE Vernova</li></ul>



## Pay for performance

With a view to increasing transparency towards *stakeholders*, the following tables illustrate the performance of the company's results and their correlation with the remuneration of the CEO and General Manager, with details of both fixed and short-term variable remuneration.

### Comparison of remuneration paid to the CEO and General Manager and company performance, period 2020 - 2024



	2020	2021	2022	2023	2024
A2A Group revenues (in M€)	6,848	11,549	23,156	14,758	12,857
EBITDA of the A2A Group (in M€)	1,200	1,428	1,498	1,971	2,328
Operating profit of the A2A Group (in M€)	554	660	682	1,017	1,317

Note 1: The 2022 figures are "restated" to reflect the IFRS 5 reclassification of the water cycle.

Note 2: The values indicated for the year 2020 refer to the annual remuneration package of Renato Mazzoncini, in office as of May 13, 2020: for this year, for the fixed compensation, the value resolved by the Shareholders' Meeting and the Board of Directors was considered; for the variable compensation, the value re-proportioned on the full year was considered and not the actual pro-rata paid. For 2023 and 2024 variable remuneration, the annual pro-rated value of the assigned LTI was not taken into account as it will only be paid at the end of the three-year period if results are achieved; for CEO/GM, the value of the MBO 2024 was considered.

The tables and the graph show stable remuneration for the Chief Executive Officer and General Manager in the period 2020-2024, to be compared with a significant growth trend in company results in terms of EBITDA and operating income, particularly marked in 2022, 2023 and 2024.

## Working conditions of employees

A2A makes the protection of the working conditions of its employees one of the cornerstones of its policies. To this end, it is recalled that the Group, which operates mainly in Italy, applies the main national contracts for the sector as well as numerous second level agreements.

In particular, respect for the working conditions of employees is embodied in various measures which the Group has been committed to for some time, such as:

- alignment of everyone in the Group to the corporate targets;
- strong focus on female representation both in positions of responsibility and overall

representation included in the targets of Group managers;

- analysis and corrective action to ensure gender equity in pay;
- strengthening welfare instruments and strong focus on parenting needs;
- strict control of injuries, included in the targets of the Group managers;
- improving the quality of life in the workplace and raising awareness of sustainability “good practices” (e.g. separate waste collection with smart bins, water dispensers to contain plastic use, printer reduction, extension of LEED and WELL certifications, etc.);
- raising awareness of health issues, through communication on the importance of prevention and training on healthy lifestyles, as well as tools for monitoring general health status.

### Top Employer 2025

We are proud to have received the **Top Employer 2025 certification**, joining an exclusive club of around **2,400 certified companies worldwide** and only **150 in Italy**. This is an important international recognition, which rewards excellence in human resources management strategies and practices.

The audit assessed 6 People dimensions divided into 20 sections for a total of over 250 areas of investigation, including corporate strategy, change management, work environment, talent acquisition and development, employee well-being and listening. A2A meets international standards in all areas, with **particular success in the categories of diversity, equity, inclusion and sustainability**.

“Top Employers” represents a further step forward in the path of growth and continuous improvement: it is the first stage of a **three-year journey** that offers the Group a significant opportunity for analysis and further development with the **aim of constantly growing as a Life Company**, consolidating A2A’s commitment to valorising people and creating an inclusive and sustainable work environment.

### Executive Summary

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One - 2025  
Remuneration  
Policy

Section Two -  
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Policy

A2A places its people at the centre of its corporate strategy, constantly striving to create a fair, inclusive, healthy and sustainable working environment. The Company adopts best practices to ensure adequate wage growth, reduce pay inequalities, taking into account individual merit, and promote fair employment opportunities. Some important actions carried out by the company fit into this context:

- review of the formalized variable incentive system (MBO), in the context of a Bonus Pool, with extension to the population of employees

with Executive qualifications, already implemented in 2024 and extension to all Managers starting from 2025;

- disclosure of the relationship between the remuneration of the Chief Executive Officer and General Manager and the average remuneration of employees;
- in-depth analysis of the Gender Pay Gap from a Gender Pay Equity perspective;
- introduction of the 2025-2027 Widespread Share Ownership Plan.

### MBO in Bonus Pool



To support the implementation of the new business plan 2024-35 and in the context of the Group's People Strategy, a review of the Performance Management and MBO processes was implemented in 2023 with the aim of:

- **Engaging** A2A people towards targets and results of value to the organisation by developing skills and behaviours functional to the business strategy
- Making performance processes **scalable and adaptable** to A2A different economic-financial and positioning conditions with **sustainable** incentive costs **consistent with business targets and results**
- Increase **the attractiveness of the Company** for high-value resources by creating a participative and inclusive context, but, at the same time, capable of **recognising the value of individual and team performance**

The **highlights** of the MBO model are:

- **Sustainability** of the economic bonus thanks to a very close link to the Company's result (EBITDA)
- **Progressive extension** of the MBO to the management population and part of the white-collar population (consistent with the Professional Model)
- Strengthening the responsibility and **dialogue between Division Head and Co-worker** who become the central actors in the targets-defining process
- Greater focus on **targets that may be addressed directly** by the activities of MBO grantees
- Addition of a **mid-year review**, which allows the review of priorities in increasingly changing contexts
- **Band Distribution Analysis Phase**, which allows you to modify, in line with the Guidelines, the resulting band by one level in positive or negative, in order to take into account the level of challenge, personal effort and assessment of skills

## Pay Ratio 2020-2024

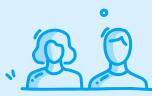


Below are the pay ratios between the remuneration of the CEO and General Manager and the average remuneration of employees, calculated with reference to both fixed remuneration and total remuneration. A2A's remuneration multiple, equal to 20.69 in 2024, is slightly down on the previous year (21.33) as a consequence of an increase in the average remuneration amount of employees and the stability of the salary components of the Chief Executive Officer and General Manager.

	2020	2021	2022	2023	2024
Ratio between the <b>fixed</b> remuneration of the CEO/GM and the <b>average fixed</b> remuneration of employees	19.15	19.16	18.86	18.41	17.90
Ratio between the <b>total</b> remuneration of the CEO/GM and the <b>average total</b> remuneration of employees	22.68	22.67	22.54	21.33	20.69

Note: The values indicated for the year 2020 refer to the annual remuneration package of Renato Mazzoncini, in office as of May 13, 2020; for this year, for the fixed compensation, the value resolved by the Shareholders' Meeting and the Board of Directors was considered; for the variable compensation, the value re-proportioned on the full year was considered and not the actual pro-rata paid. For 2023 and 2024 variable remuneration, the annual pro-rated value of the assigned LTI was not taken into account as it will only be paid at the end of the three-year period if results are achieved; for CEO/GM, the value of the MBO 2024 was considered.

### In-depth analysis of the Gender Pay Gap 2024



A2A strongly believes in the importance of gender pay equality at all levels and therefore provides – for all employees – remuneration offers consistent with market standards and internal practices, in order to ensure an adequate level of both external competitiveness and internal fairness.

For years, A2A has been monitoring, with an increasing level of detail, all indicators relating to gender balance, both in terms of pay (“**gender pay gap**”) and professional development, paying particular attention to the career development of women (e.g. in the context of internal management appointments).

In the specific area of the gender pay gap, although in a context of a non-significant gender pay gap by qualification, further analyses were carried out in 2024, conducted by an independent third party with the Mercer’s “**Equal Pay Gap**” methodology, which not only considers the pay gap between men and women on the Group’s total population (Raw Pay Gap Analysis), but goes on to determine an “**Adjusted Pay Gap**” KPI through a statistical regression method (**Pay Equity Analysis**) that calculates the pay difference between women and men based on those legitimate differentiation factors (e.g., performance, tenure position, city, etc.) and intercepting the bias aspects, i.e. those illegitimate factors to the detriment of pay equity, always taking into account the significance of the analysed samples/clusters.

The analyses conducted covered 14,000 employees of the A2A Group and were extended to the AEB and ACinque Groups for the first time in 2024. This analysis confirmed a very positive Adjusted Pay Gap at Group level (<1%), which positions A2A as a “lead practice” compared to companies in the sector.

Continuing the path towards closing the pay gap to zero, as stated in the Strategic Plan’s objective, the evidence of this work has allowed A2A not only to align itself to the regulatory requirements concerning pay transparency with greater awareness, but also to set up a customised action plan on the individual targets identified, so as to decline mitigation measures with the highest level of detail, **defining a budget and an annual pay review cycle dedicated to women** with remuneration below the average for men in comparable roles (in the absence of legitimate differentiating factors).

## 2025-2027 Widespread Share Ownership Plan



The Plan that the Company intends to launch, in line with national and international best practices, is aimed at stimulating the participation and active involvement of employees in the achievement of the corporate objectives envisaged in the Company's Business Plan, affirming, in particular, the value of shareholding as an effective tool to promote commitment, affiliation and alignment between the interests of shareholders, management and the entire employee population, with a view to enhancing and motivating its resources.

The Plan is aimed at employees with permanent employment contracts and apprenticeships of A2A and its subsidiaries that are part of the A2A full consolidation perimeter, as reflected in the Half-Year Financial Report.

### Operating mechanism

**Adhesion:** A2A will establish an adhesion period (the "Adhesion Period"), during which the Beneficiaries will be able to evaluate the Plan regulations and decide to join them. Membership of the Plan is voluntary.

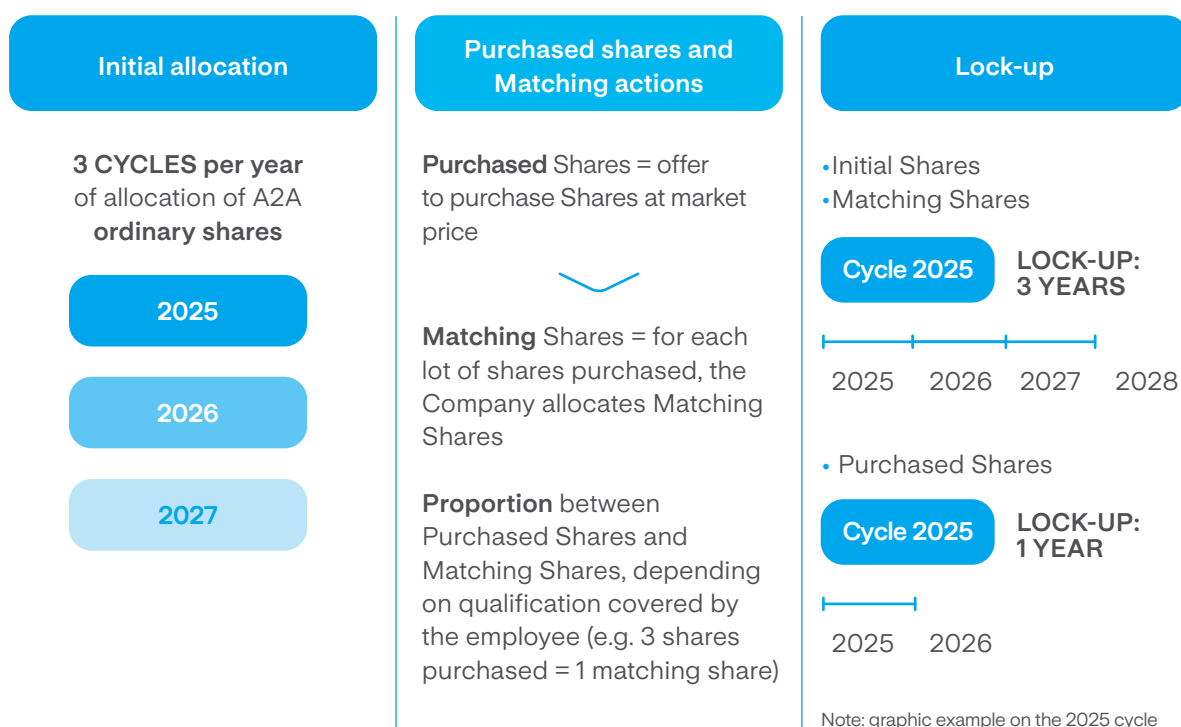
**Initial allocation:** the Plan envisages three annual allocation cycles of A2A ordinary shares (2025/2026/2027).

**Purchased Shares and Matching Shares: at the same time as the assignment of Initial Shares, A2A will recognize to all Beneficiaries the opportunity to invest further in A2A shares at each annual assignment cycle ("Purchased Shares").** For each batch of Purchased Shares, the Company will also grant the Beneficiaries the right to receive additional Shares, in compliance with the proportions established based on the qualification held by each employee ("**Matching Shares**").

In particular, for personnel with a blue-collar qualification, a matching share will be recognised for each share purchased. For staff with middle management and white-collar qualifications, 1 matching action is provided for every 3 actions purchased. For Executives there is 1 matching share for every 5 shares purchased. This mechanism is therefore more rewarding for blue-collar staff than for staff with higher qualifications, also to support the loss of purchasing power caused by the strong inflationary dynamics.

The allocation of the Shares is not subject to the achievement of performance conditions by the Beneficiaries and/or A2A.

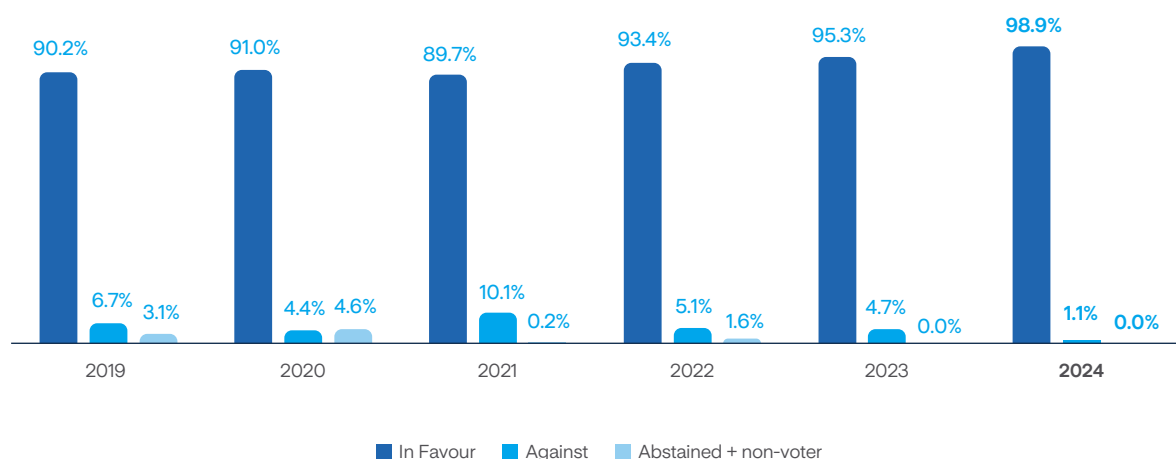
**Lock-up:** Initial Shares and Matching Shares will be subject to a **lock-up period of 3 years**. In line with mapped market practice, the Purchased Shares will instead be subject to a 1-year **lock-up** period.



## The point of view of shareholders and investors

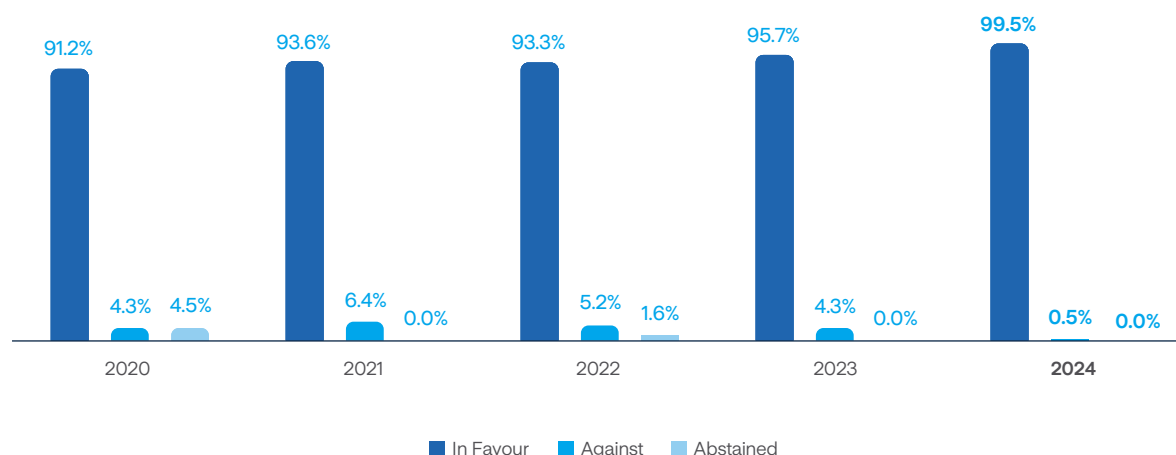
On April 24, 2024, the Shareholders' Meeting voted in favour of Section One of the 2024 Remuneration Report (binding vote).

The figure below illustrates the results of the advisory vote of the Shareholders' Meeting of 2019 (May 13, 2019), 2020 (May 13, 2020), 2021 (April 29, 2021), 2022 (April 28, 2022), 2023 (April 28, 2023) and 2024 (April 24, 2024).



On April 24, 2024, the Shareholders' Meeting also voted in favour of Section Two of the 2024 Remuneration Report (non-binding vote).

The figure below illustrates the results of the advisory vote of the Shareholders' Meeting of 2021 (April 29, 2021), April 28, 2022, April 28, 2023 and April 24, 2024 on Section Two of the Remuneration Report.



A2A ascribes a fundamental importance to the evaluations expressed by each stakeholder and promotes opportunities for discussion with its shareholders, potential investors, analysts and other financial market subjects, in order to ensure due disclosure, acquire opinions and proposals, as well as generally maintain an adequate channel of communication with these subjects.

The discussion with the market contributed to the increase in shareholder support for the Report on Remuneration Policy and Remuneration Paid at the Shareholders' Meeting

of April 24, 2024, which received high approval rates on both Section One (98.9% of votes in favour) and Section Two (99.5%).

In this context, A2A analysed the voting results expressed by the shareholders on the Report and the voting indications expressed by the main proxy advisers, intensifying engagement meetings over the last five years to get an in-depth idea of the opinions of the latter and the feedback received from investors and shareholders, as well as to further investigate some specific issues through an open dialogue.

### Evaluation of a long-term system shared-based and stock ownership guidelines

The Company, taking into account the recommendations expressed by market representatives during the engagement meetings and with a view to continuous alignment with best market practices, reserves the right to evaluate the introduction of a **long-term variable incentive system** (LTI Plan) **based on shares (in whole or in part)** during 2025. Such a system could be aimed at strengthening the link between management remuneration and **long-term sustainable value creation**, while ensuring even greater alignment with shareholder interests. As part of this assessment, the Company will also examine the possibility of expanding the number of beneficiaries of the LTI Plan, involving additional key figures in the organisation, in order to foster a performance culture oriented towards the medium-long term. In addition, the Company will consider the **introduction of Stock Ownership Guidelines** for the recipients of the Plan.



The eventual adoption of the LTI Plan and related measures will be subject to in-depth analysis and will be submitted to the appropriate bodies for deliberation, in accordance with current legislation and corporate governance best practices.



## Summary of 2025 remuneration components

The main remuneration elements offered to recipients of the 2025 Remuneration Policy are summarized in the tables below.

	Fixed annual remuneration (in €)	Non-monetary benefits
<b>Chairman of the Board of Board</b>	<ul style="list-style-type: none"> <li>• Remuneration for the Office as Chair: 250,000</li> <li>• Remuneration as Director: 80,000</li> </ul> <b>Total Remuneration: 330,000</b>	<ul style="list-style-type: none"> <li>• Insurance policies (occupational and non-occupational injury; permanent disability due to illness and life)</li> <li>• Supplementary health coverage</li> <li>• Insurance for civil liability Directors, Auditors and Executives</li> <li>• Car for mixed use with fuel card/road refuelling card depending on motorisation</li> </ul>
<b>Vice-Chair of the Board of Directors</b>	<ul style="list-style-type: none"> <li>• Remuneration as Director: 80,000</li> <li>• Remuneration for responsibility for Internal Audit: 60,000</li> </ul> <b>Total Remuneration: 140,000</b>	<ul style="list-style-type: none"> <li>• Insurance policies for occupational and non-occupational injuries</li> <li>• Insurance for civil liability Directors, Auditors and Executives</li> </ul>
<b>Member of the Board of Directors</b>	<b>80,000</b>	
<b>Chair of the Board of Statutory Auditors</b>	<b>130,000</b>	
<b>Standing Auditor</b>	<b>80,000</b>	
<b>Chair of Internal Board Committees</b>	Audit and Risk Committee: <b>35,000</b> Appointments and Remuneration Committee: <b>30,000</b> ESG and Local Relations Committee: <b>30,000</b> Related Parties Committee: <b>30,000</b>	-
<b>Member of Internal Board Committees</b>	Audit and Risk Committee: <b>25,000</b> Appointments and Remuneration Committee: <b>20,000</b> ESG and Local Relations Committee: <b>20,000</b> Related Parties Committee: <b>20,000</b>	-

	Purposes	Key Features	Values (annual in €)	Innovative elements
 <b>Fixed Remuneration / Gross Annual Salary (RAL)</b>	Remunerate the role to ensure an adequate and competitive basic remuneration	<p>Defined in line with the <b>complexity and responsibilities of the role</b></p> <p>Determined with respect to <b>internal equity</b>, in order to ensure fairness on comparable roles, and to the external market, in order to support an adequate <b>competitive edge</b></p> <p>Takes into account <b>individual performance</b> monitored over a multi-year period</p>	<p><b>Chief Executive Officer (CEO):</b></p> <ul style="list-style-type: none"> <li>Remuneration for the Office of Director: 120,000</li> <li>Remuneration as Director: 80,000</li> </ul> <p><b>Total Remuneration: 200,000</b></p> <p><b>General Manager (GM): 500,000</b></p> <p><b>Key Executives:</b> defined according to role</p>	
 <b>Short-term variable remuneration (2025 MBO Plan)</b>	Reward annual performance, based on objective and measurable indicators	<p>Linked to predetermined annual performance targets</p> <p><b>Performance Indicators - CEO</b></p> <ul style="list-style-type: none"> <li>Industrial Cash Flow of the A2A Group (weight 50%)</li> <li>FFO/Net Debt (weight 50%)</li> </ul> <p><b>Performance Indicators - GM</b></p> <ul style="list-style-type: none"> <li>A2A Group EBITDA (weight 30%)</li> <li>A2A Group Capex (weight 20%)</li> <li>Strategic Projects: <ul style="list-style-type: none"> <li>Circular Economy (weight 12%)</li> <li>Energy Transition (weight 12%)</li> <li>Corporate (weight 10%)</li> </ul> </li> <li>ESG - Social KPIs: <ul style="list-style-type: none"> <li>reduction of injuries (weight 8%)</li> <li>DE&amp;I (weight 8%)</li> </ul> </li> </ul>	<p>An <b>access gate ("Gate")</b> is envisaged for everyone, based on A2A Group Ebitda and A2A Group Capex, and which reduces or voids the remuneration payable if the Group's economic-financial performance is not in line with the budget</p> <p>For everyone, there is also a <b>maximum amount payable ("Cap")</b></p> <p><b>Chief Executive Officer (CEO):</b> value upon 100% achievement of targets <b>45,000</b> (22.5% of fixed remuneration); maximum value <b>54,000</b> (27% of fixed remuneration)*</p> <p><b>General Manager (GM):</b> value upon 100% achievement of targets <b>200,000</b> (40% of Gross Annual Salary); maximum value 280,000 (56% of Gross Annual Salary)*</p> <p><b>Key Executives:</b> defined according to role (average 34% of Gross Annual Salary)</p>	<p><b>CEO/GM:</b></p> <ul style="list-style-type: none"> <li>Replacement of the eco-fin Ebitda/ Net Debt KPI with the <b>FFO/Net Debt</b> indicator</li> <li>Rebalancing the <b>weighting of economic and financial parameters</b></li> <li>Increasing the <b>weight of ESG objectives</b> (including strategic projects) to <b>50 per cent</b> of the GM Scorecard</li> <li>Maximum <b>alignment</b> of Strategic Project objectives with the <b>drivers of the Energy Transition and Circular Economy Business Plan</b></li> <li>Expansion of the GM's <b>pay-out range</b>: Threshold 60% vs. target; Cap 140% vs. target</li> </ul> <p><b>Key Executives:</b></p> <ul style="list-style-type: none"> <li>Introduction of an <b>MBO mechanism in Bonus Pool for Executives</b></li> </ul>
 <b>Long-term variable remuneration (2023-2025 LTI Plan)</b>	<p>Reward medium-term performance on the basis of three-year targets.</p> <p>Foster the convergence of interests towards the creation of sustainable value in the medium-long term by strengthening the retention of key resources</p>	<p>Monetary, closed incentive plan with a time horizon of 2023-2025 with the following targets:</p> <ul style="list-style-type: none"> <li>2023-2025 Operating Cash Flow of the A2A Group (weight 35%)</li> <li>A2A TSR (Total Shareholder Return) positioning compared to a panel of comparable Italian companies (35%)</li> <li>Sustainability, measured on indicators across the Group's businesses (30%)</li> </ul>	<p><b>Access gate ("Gate")</b> based on Investment Grade maintenance</p> <p>There is a <b>maximum amount payable ("Cap")</b></p> <p><b>Chief Executive Officer (CEO) and General Manager (GM): 35%</b> of Fixed Remuneration received as CEO and as GM*</p> <p><b>Key Executives: 28%</b> of Gross Annual Salary</p>	




## Executive Summary

Introduction - Preamble and Regulatory Framework

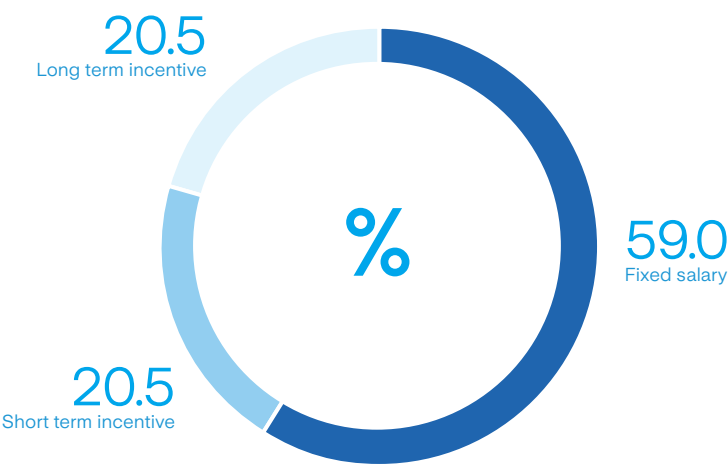
Section One - 2025 Remuneration Policy

Section Two - Implementation of the 2024 Remuneration Policy

\* As part of the approval of the long-term incentive component, in 2023, the Board of Directors, in a logic of containing the overall remuneration for the Chief Executive Officer/General Manager, approved a revision of the short-term variable target amount, which was reduced from 266,667 euro to 245,000 euro (assuming 100% performance of the targets).

	Purposes	Key Features	Innovative elements
 <p><b>Non-compete agreements</b></p>	Protects the company from the transfer of know-how to competing companies as a result of the termination of resources with key skills	<p>As of 2022, A2A may provide, at the date of hire or during the course of employment, non-competition and non-solicitation agreements or options to activate non-competition and non-solicitation agreements.</p> <p>As at the date of this Report, there are no active Consolidated Equities to the CEO-GM and instead there are Consolidated Equity options for 9 Key Executives</p>	
 <p><b>Benefits non-monetary</b></p>	Integrating the remuneration package in a total reward perspective	<ul style="list-style-type: none"> <li>• Insurance policies (occupational and non-occupational injury; permanent disability due to illness and life)</li> <li>• Health coverage provided by the National Collective Labour Agreement applied and supplementary</li> <li>• Insurance for civil liability Directors, Auditors and Executives</li> <li>• Car for mixed use with full electric engine, card for recharging on the road and contribution on wall-box and home recharge</li> <li>• House allowance with economic limits</li> <li>• Meal vouchers / canteen</li> </ul>	Multi-purpose vehicle with <b>full electric motor</b>
 <p><b>Severance payment in the event of termination of office or termination of employment</b></p>	Supports the recruitment and retention of key human resources	<p>To date, there are no agreements between A2A and the Directors in office that provide for indemnities in the event of resignation or termination without just cause.</p> <p>There are contractual provisions available only to the Chief Executive Officer-General Manager for the termination of the directorship and management relationship, in consideration of the fact that the employment relationship of the General Manager and the office of Chief Executive Officer are, due to the nature of the activity involved in the job with respect to that of the office, connected, complementary and inseparable.</p> <p>Remuneration is exclusively due if the relationship is terminated by the Company for reasons other than just cause or by the Chief Executive Officer-General Manager for resignation for just cause due to events that have caused actual and concrete demotion, or due to organizational changes within the Company that have caused a reduction in duties (including the revocation or non-renewal of the office of Chief Executive Officer in the absence of just cause).</p> <p>The agreement provides for the payment of an amount equal to the sum of the indemnity in lieu of notice and the maximum additional indemnity provided for by law in the National Collective Labour Contract applied, in relation to the event of termination of employment. <b>In the event of termination in the year 2025</b>, solely for the reasons indicated above that determine the activation of the contractual provisions, the CEO-General Manager should be paid an amount equal to a total of <b>14 months' pay, including the notice period, of remuneration</b> calculated according to the conventional contractual provisions.</p>	

Pay mix General Manager — Chief Executive Officer 2025



Executive Summary

Introduction - Preamble and Regulatory Framework

Section One - 2025 Remuneration Policy

Section Two - Implementation of the 2024 Remuneration Policy

# Introduction

## Preamble and Regulatory Framework

The Remuneration Policy of the A2A Group (hereinafter also the “*Group*”) is adopted by the Board of Directors of A2A SpA (hereinafter also “*Board of Directors*”), following an investigation and on the proposal of the Remuneration and Appointments Committee (hereinafter also “*Committee*”), and is defined in accordance with the business strategy, with the implemented governance model and with the guidelines of the Corporate Governance Code for Listed Companies.

This Report on the Remuneration Policy and the compensation paid (hereinafter also “*Report*”) approved on 20 March 2025 by the Board of Directors, upon proposal of the Committee, has been drawn up in compliance with Directive (EU) 2017/828 – Shareholder Rights Directive II (SHRD II), pursuant to art. 123-ter of Legislative Decree 58/1998, as most recently amended on December 22, 2021 (Consolidated Law on Finance, or “TUF”), in accordance with article 84-quater of the Issuers’ Regulation, which incorporated the amendments set forth in Resolution 242144 of December 22, 2021 and the Corporate Governance Code of Borsa

Italiana S.p.A. (hereinafter also referred to as the “Corporate Governance Code”), as well as the provisions contained in CONSOB resolution no. 21624 of December 10, 2020 (Amendments to the regulation containing provisions on related party transactions and to the regulation containing rules for the implementation of legislative decree no. 58 of February 24, 1998 on markets, as amended) regarding the transparency of Directors’ remuneration in listed companies.

The Report is divided into two sections on which the Shareholders’ Meeting is called upon to express its opinion, pursuant to art. 123-ter, paragraph 3-ter and paragraph 6 of the TUF; Section One is subject to a binding vote, while Section Two is subject to an advisory, non-binding vote. In particular:

- **Section One** outlines:
  - (i) the policy adopted by A2A and its subsidiaries regarding the remuneration of the executive and non-executive members of the Board of Directors, the General Manager and the Executives with strategic responsibilities



(hereinafter also “Strategic Executives” or “Key Executives”) and the Members of the Supervisory Bodies, without prejudice to the provisions of Article 2402 of the Civil Code;

- (ii) the procedures adopted for the preparation, approval and implementation of the remuneration policy as well as the bodies and individuals involved;

• **Section Two** outlines:

- (i) in analytical and nominal form, the remuneration paid in the financial year 2024 to the executive and non-executive Members of the Board of Directors, to the members of the Board of Statutory Auditors and to the General Manager, for any reason and in any form, by the Company and its subsidiaries/associates;
- (ii) in analytical and aggregate form, the remuneration paid in the financial year 2024 to the Strategic Executives, for any reason and in any form, by A2A and its subsidiaries/associates.

As required by article 84-quater, paragraph 4, of the Issuers’ Regulation, the Report outlines, in specific tables, the figures related to the investments held, directly or through investees, trust companies, or third parties, by: Members of the Board of Directors, members of the Board of Auditors, General Manager and Strategic Executives; Spouses not legally separated and minor children of Members of the Board of Directors, members of the Board of Auditors, General Manager and Strategic Executives.

The information provided in this Report relates to March 20, 2025, the date it was finalised by the Company, unless otherwise indicated.

This Report is made available to the public at the 1Info authorized storage system on the website [www.1info.it](http://www.1info.it), at the Company’s headquarters located in Brescia, Via Lamarmora 230 and on the website [www.gruppoa2a.it](http://www.gruppoa2a.it) (“Investors” “Governance” - “Meetings” section), at least 21 days before the date of the Shareholders’ Meeting called to discuss, with binding resolution, Section One of the document and, with non-binding resolution, Section Two of the document (in compliance with current legislation).



# Section One

## 2025 Remuneration Policy

### A. Preparation, approval and implementation of the Remuneration Policy: procedures, bodies and entities involved

The 2025 Remuneration Policy, defined on the basis of market best practices and in compliance with the principles of fairness, competitiveness, meritocracy, sustainability and transparency, has the aims illustrated in the Executive Summary.

The remuneration structure is, therefore, based on different components and takes the form of the definition of a remuneration package where fixed and variable parts of remuneration are balanced within a broad concept of performance, with targets aimed at generating profit and financial-economic sustainability, together with positive impacts on all stakeholders (shareholders, employees, suppliers, customers, local communities).

A2A's variable remuneration model also aims to enhance and incentivise cohesion and collaboration between people and organizational structures through transversal Key Performance Indicators and by means of a transparent and shared allocation process, also encouraging – with specific targets – inclusion and equal opportunities.

The Policy is reviewed and updated on an annual basis.

The preparation, approval and implementation of the Policy require the involvement and contribution of various bodies and entities depending on the recipient to which it is addressed and specifically:

- Shareholders' Meeting;
- Board of Directors;
- Remuneration and Appointments Committee;

- Chair, Chief Executive Officer and General Manager;
- People and Transformation Department;
- Administration, Finance and Control Department;
- Strategy and Growth Department;
- Communication, Sustainability and Regional Affairs;
- Board of Statutory Auditors.

The following paragraphs describe the process adopted by A2A for defining and approving the Policy, the bodies and individuals involved as well as the aims, principles and fundamental metrics underlying it.

#### Shareholders' Meeting

Regarding remuneration, the Shareholders' Meeting:

- Defines the remuneration of the members of the Board of Directors as Directors. The remuneration is determined when Directors are appointed;
- Defines the remuneration of the Members of the Board of Statutory Auditors. The remuneration is determined when Auditors are appointed;
- Resolution in favour or against (binding vote) on Section One of the Report provided for in article 123-ter, paragraph 3 of the TUF on the Company's policy on remuneration of the Members of the Boards of Directors and Statutory Auditors, General Managers and Key Executives with reference at least to the following year;
- Resolution in favour or against (advisory vote, non-binding) on Section Two of the Report, containing the remuneration paid in the previous year to the Executive and Non-Executive Members of the Board of Directors, the members of the Board of Statutory Auditors, the General Manager and the Key Executives.

### Responsibilities of the Board of Directors

#### On remuneration

the Board of Directors:

- established a **Remuneration and Appointments Committee** and determined the powers and rules of operation thereof, bearing in mind that at least one of the Members of the Committee possesses **adequate knowledge and experience in financial matters or remuneration policies**;



#### In accordance with the articles of incorporation of the Group

the Board of Directors:

- establishes, after consulting with the Remuneration and Appointments Committee, and the Board of Statutory Auditors, the remuneration for the Directors vested with particular offices, powers or functions by the Articles of Association or by the Board of Directors;
- may attribute special offices or special technical-administrative functions to one or more of its members, in this case resolving special compensation and particular remuneration, both upon conferment of the office and subsequently, after consulting with the Remuneration and Appointments Committee and based on the opinion of the Board of Statutory Auditors;
- approves the Remuneration Policy and submits it to the Shareholders' Meeting during approval of the financial statements.

Furthermore, the Board of Directors, with the support of the Remuneration and Appointments Committee and, where necessary, of the competent corporate organizational structures (People and Transformation Department and Administration, Finance and Control Department, Strategy and Growth Department, Communication, Sustainability and Regional Affairs Department) is responsible for the preparation and implementation of:

- the short-term incentive system for the Chief Executive Officer and the General Manager;
- the long-term incentive system for all beneficiaries;

setting performance targets and approving their level of achievement.



## Remuneration and Appointments Committee

### Composition and responsibilities of the Remuneration and Appointments Committee



#### Composition

##### **Susanna Dorigoni**

*Chairman of the Committee, non-executive and independent Director pursuant to the Code and the TUF*

##### **John Comboni**

*Non-executive and independent director pursuant to TUF*

##### **Elisabetta Pistis**

*Non-executive and independent director pursuant to the Code and TUF*

#### Responsibilities of the Committee

Within the scope of its powers, the Committee:

- contributes to the **self-evaluation process of the Board of Directors and its Committees**;
- issues a non-binding written **opinion on the definition of the optimal composition of the Board of Directors and its Committees**;
- carries out investigations and makes proposals regarding preparation, updating and implementation of any **succession plan for the CEO and the other Executive Directors**, which at least identifies the procedures to be followed in the event of early termination of office.



#### Other Committee activities

The Committee also:

- carries out investigations and makes proposals regarding the drafting of the Remuneration Policy, taking due account of the **pursuit of the Company's sustainable success**;
- submits proposals or expresses non-binding written opinions on the **remuneration of Executive Directors** and other Directors who hold specific offices or functions and also on the establishment of performance targets related to the variable component of said remuneration;
- monitors the **actual application of the remuneration policy** and, in particular, verifies the actual achievement of the performance targets;
- periodically assesses, with non-binding written opinion, **the adequacy and overall consistency** of the remuneration policy of **Directors and Key Executives**;
- collaborates with the ESG and Local Relations Committee in defining **ESG targets in the incentive systems**;
- submits proposals regarding the **appointment and remuneration in the corporate boards of investee companies** on the basis of the "Guidelines for the appointment and remuneration of Members of the corporate boards of investee companies";
- formulates proposals to amend the "Guidelines for the appointment and remuneration of the Members of corporate bodies of investee companies".

Number of meetings held in 2024: **13**

Participation rate: **100%**

For the effective performance of its analysis and investigation functions, the Committee may access the company information required and seek the operational support of the competent organisational structures. In the terms established by the Board of Directors and the within the limits of the annual budget approved by the Board of Directors, the Committee, if it deems it appropriate, may also seek the consultancy of external expert companies on issues addressed, provided that they do not maintain relations with the Group such as to affect the independence of judgement.

The Committee shall meet as often as necessary for the proper performance of its duties. For the meetings to be valid, the presence of the majority of the Members in office shall be required. The resolutions may be adopted only with the favourable vote of the majority of Members in office.

Committee meetings are also attended by the Chair of the Board of Statutory Auditors, who may designate another Statutory Auditor to attend in their place. However, they can also be attended by the other Statutory Auditors. The meetings are also attended by the Head of the Corporate Secretariat, who has been identified, on the basis of the corporate competencies

and responsibilities assigned, as the secretary of the Committee, and by the People and Transformation Director for expertise on the issues addressed. If necessary, meetings may also be attended by other members of the Board of Directors or heads of the company functions or third parties, whose presence may be of support to the activities of the Committee. However, no Director may attend meetings in which proposals are formulated to the Board of Directors regarding their remuneration.

The meeting calls contain an indication of the topics on the agenda and shall be sent at least three business days before the date set (except in cases of urgency in which the term is reduced to one day), to each Member of the Committee and members of the Board of Statutory Auditors.

Detailed information on the Committee's operating mechanism is available in the Regulation published on the website [www.a2a.eu](http://www.a2a.eu) ([www.gruppoa2a.it/it/investitori/governance/comitati](http://www.gruppoa2a.it/it/investitori/governance/comitati)).

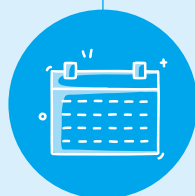
During 2024, the Committee was advised by Mercer and THEA, a leading counterparty specializing in executive compensation issues, which acted independently vis-à-vis the Company.

During 2024, the activities carried out by the Committee, with the support of the People and Transformation Department, with regard to remuneration aspects only, were as indicated below:

Definition of the **proposals for the appointment and remuneration of the Members of the corporate boards of investee companies**, paying particular attention **to gender balance in their composition**, even in the absence of legal requirements;

#### January - March 2024

- **Certification** of the achievement of the **targets assigned to the Chief Executive Officer/General Manager and Key Executives** (financial year 2023);
- Definition of the **model** and **targets of the Chief Executive Officer/General Manager and Key Executives** (financial year 2024);
- Preparation of the **Remuneration Report for 2024** (Sections I and II) to be submitted to the Board of Directors for approval with a view to subsequent submission to the Annual Shareholders' Meeting;
- Project Sharing **Gender Pay Equity**
- Definition of the **General Manager Emergency Replacement Procedure**



#### September - December 2024

- Analysis of positions assigned to Executive Compensation Providers for the A2A Group
- Update Policy on the Remuneration of the Boards of Statutory Auditors of Group Companies;
- **Mid-year Review MBO** of Key Executives;
- Sharing **revision of MBO model Executives 2025** and approval of MBO procedure 2024
- Preparation of the **A2A Widespread Share Ownership Plan**
- **Start certification** of the achievement of the **targets assigned to the Chief Executive Officer/General Manager and Key Executives** (financial year 2024);
- Start defining the **model** and **targets of the Chief Executive Officer/General Manager and Key Executives** (financial year 2024);
- **Succession Planning** Analysis for General Manager;
- Monitoring LTI trends.

#### May - July 2024

- Activities of **benchmarking with regard to the remuneration of the Boards of Statutory Auditors** of Group companies;
- Regular monitoring of active non-compete agreements;
- Induction on the **A2A Group's main compensation instruments**;
- **Group compensation analysis for non-managerial staff**;
- Analysis of the **Shareholders' Meeting vote** and of the **voting policies of corporate investors and proxy advisors**;
- Benchmarking activities **on Key Executives** and investigation for **the update of Key Executives positions**;
- **Widespread Share Ownership Plan Benchmark**.

All meetings were regularly held by prior call sent to all parties concerned and for each meeting, minutes were prepared outlining the issues addressed and the decisions taken. The meetings were always attended by the Board of Statutory Auditors. In some cases, the meetings were also attended by other parties invited by the Committee Chair.

At least 11 meetings are planned for the financial year 2025.

Up until the date of publication of this Report, the activities carried out by the Committee, with the support of the People and Transformation Department, in relation only to remuneration, were as follows:

#### January - March 2025



- **Certification** of the achievement of the **targets assigned to the Chief Executive Officer/General Manager and Key Executives** (financial year 2024);
- Definition of the **model** and the **objectives of the Chief Executive Officer/General Manager and start of MBO definition of Strategic Managers** (financial year 2025);
- Proposal of **sustainability objectives** within the framework of the **MBO 2025**;
- Preparation of the **Remuneration Report for 2025** (Sections I and II) to be submitted to the Board of Directors for approval with a view to subsequent submission to the Annual Shareholders' Meeting;
- **Reporting** of objectives **MBO 2024** for **the Chief Executive Officer**;
- Definition of the **model** and **targets of the Chief Executive Officer/General Manager and Key Executives** (financial year 2025);
- **Widespread Share Ownership Plan**;
- Update **Gender Pay Equity** indicator on Group perimeter, including **Acinque and AEB**.

### Chair, Chief Executive Officer and General Manager

The remuneration policies for executive personnel, including Key Executives, are defined as follows:

- by the Chair limited to the managerial staff exclusively and directly under, after consulting the Chief Executive Officer;
- by the Chief Executive Officer for all Executives with the exception of the General Manager, which is the sole responsibility of the Board of Directors, and of the Executives that report to the Chair of the Board of Directors, which it is consulted by the Chair for. For the Internal Audit Director, a favourable opinion of the Audit and Risk Committee is required, subject to approval by the Board of Directors.

The General Manager is also responsible for managing all contractual and organizational aspects of the other employees of the A2A Group.

### Focus on Policy for the Emergency Replacement of the General Manager

In 2021, the Board of Directors had entrusted the Remuneration and Appointments Committee with the task of assisting it in preparing, updating and implementing the plan for the succession of Executive Directors – by which is meant the figure of the General Manager – in cases of sudden need and to ensure the long-term sustainability and implementation of the approved multi-year Strategic Plans.

The Remuneration and Appointments Committee has therefore defined – through a specific policy approved in May 2022 by the Board of Directors – the procedure to be followed for the management of the emergency succession of the General Manager for any eventuality of his/her early termination with respect to the ordinary term of office, namely:

- Resignation;
- Dismissal;
- Death;
- Inability to perform office duties for more than 3 months.

Following policy approval, the Remuneration and Appointments Committee also reviewed and approved the criteria for the selection of candidates (internal managers) constituting the talent pool to be drawn from in case of need.

Specifically, the Committee annually analyses the assessments of several candidates based on the following indicators:

- Evaluation on critical competences for the role and on soft skills;
- 360° feedback indicator;

identifying a limited number of Top Executives in the aforementioned talent pool on which to prepare and implement training initiatives and services that complement the candidates' experiences and profiles, thus making them better prepared in the event that such a procedure needs to be invoked.

### People and Transformation, Administration, Finance and Control, Strategy and Growth, Communication, Sustainability and Regional Affairs

Activities pertaining to the Remuneration Policy of the Board of Directors and Key Executives also involve:

- People and Transformation Department for technical-specialist assistance on remuneration issues and for the elaboration of support analyses such as, by way of example but not limited to, monitoring of internal remuneration and market trends; studies and benchmarks of market practices and trends; analysis of remuneration levels in terms of internal equity, with particular attention to gender equality issues, as well as competitiveness with respect to markets selected as reference;
- the Administration, Finance and Control Department for the identification and exploitation of quantitative economic-financial parameters underlying the variable incentive systems and the ex-post assessment of their level of achievement.
- The Strategy and Growth Department, for the identification and enhancement of objectives related to the Strategic Plan.
- The Communication, Sustainability and Regional Affairs Department, for the definition and enhancement of ESG parameters in close coordination with the ESG Committee and Relations with the Territories.

### Board of Statutory Auditors

The Board of Statutory Auditors, with regard to remuneration, attends the meetings of the Remuneration and Appointments Committee and expresses the opinions required by current regulations, verifying consistency with the Remuneration Policy adopted by the Company.

## B. Detailed Structure of the Remuneration Policy

The structure of the Policy for the year 2025, described in detail below, reflects the remuneration determinations made by the Shareholders' Meeting in 2023, when the current management and supervisory bodies were appointed, and by the Board of Directors in the three-year period 2023-2025.

What is set forth in this document, therefore, illustrates the Policy approved by the Board of Directors in office at the date of publication and will be implemented during the 2025 financial year by the new Board of Directors and the competent Delegated Bodies, in compliance with what will be decided by the Shareholders at the Shareholders' Meeting.

### B1. Remuneration of the Members of the Board of Directors, excluding the Chair and CEO

The remuneration of the individual Board Directors, not vested with special offices, powers or functions, and of the Vice-Chair consists of:

- the fixed gross annual remuneration, approved by the Shareholders' Meeting upon appointment, received as Member of the Board of Directors and equal to 80,000 euro/year;
- the fixed gross annual remuneration, approved by the Board of Directors, for participation in the Board Committees, is as indicated in the table below. Said remuneration is commensurate with the commitment required and there are therefore different amounts for the Control and Risk Committee, in terms of greater commitment required, and the Chair, in view of the role assigned for work coordination and liaison with the corporate bodies and corporate functions.

Chair of the Board of Directors		330,000 € (including compensation as Director)	
Director		80,000 €	
Board committees			
Control and Risks Committee	Remuneration and Appointments Committee	ESG and Local Relations Committee	Related Parties Committee
Chair: 35,000 € Member: 25,000 €	Chair: 30,000 € Member: 20,000 €	Chair: 30,000 € Member: 20,000 €	Chair: 30,000 € Member: 20,000 €

No attendance tokens are provided for meetings of the Board Committees nor, in consideration of the non-executive role, variable monetary incentive systems based on financial instruments or equity. For the Directors who are members of professional bodies, the 4% contribution, as required by law, is paid entirely by the Company.

## B2. Remuneration of the Chair of the Board of Directors

The remuneration of the Chair of the Board of Directors includes:

- fixed gross annual remuneration, approved by the Shareholders' Meeting, received as Member of the Board of Directors and equal to 80,000 euro/year;
- fixed gross annual remuneration, approved by the Board of Directors, for participation in the Board Committees, is as indicated in the previous table;
- fixed remuneration for the specific office of Chair for 250,000 euro gross/year, in addition to the amount indicated above.

For the Chair no attendance tokens are provided for individual meetings of the Board Committees; moreover, repayment is provided for any remuneration received for participation, as Director, in the Boards of Directors of investees.

The remuneration of the Chair is completed by the provision of non-monetary benefits provided to the managerial staff of the Group (details provided in paragraph c7).

In addition, considering the academic role held by the Chair of the Board of Directors of A2A prior to taking on his current position, the contributions for pension and social security purposes paid by the University where he is enrolled, shall ultimately be borne by the Company, in accordance with the law.

The remuneration of the Chair described above was approved in 2023 by the Board of Directors considering:

- the remuneration practices of companies with similar characteristics to A2A;
- the executive nature and the strategic importance of the Chair;
- the responsibilities, delegations and powers attributed.

## B3. Remuneration of the Chief Executive Officer and General Manager

Following the approval by the General Meeting of Shareholders on April 28, 2023 and subsequently on November 29, 2023, the remuneration package of the Chief Executive Officer-General Manager for 2025 is composed as follows:

### Fixed component

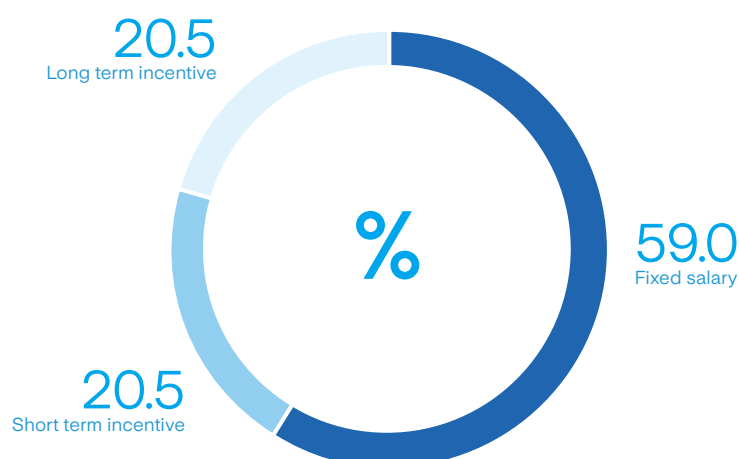
Director	€ 80,000/year, approved by the Shareholders' Meeting
Chief Executive Officer	€ 120,000/year gross
General Manager	€ 500,000/year gross

### Target variable component

Short-term variable (MBO)	€ 245,000/year gross <sup>1</sup> , upon reaching 100% of the short-term objectives, assigned annually by the Board of Directors
Long-term variable (LTI)	€ 245,000/year gross, upon reaching 100% of the long-term objectives (2023-2025), assigned in 2023 by the Board of Directors

1. Reduced in 2023, at the same time as the introduction of the LTI; in 2022 it was EUR 266,667.

## 2025 Pay-mix of the Chief Executive Officer – General Manager



## Short-term variable compensation

The variable short-term annual remuneration for 2025 consists of:

### MBO – CEO/GM

<b>GATE</b>	<b>Ebitda 2025 Capex at 12/31/2025</b>	Reduces by 30% or cancels the compensation payable in the event of the Group's economic and financial performance not in line with the budget of the reference financial year
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#### Chief Executive Officer's Profile (18% on the total MBO CEO+GM)

	KPIs	Weight	Minimum	Target	Maximum
Eco-Fin	Industrial Cash Flow	50%	92.5% Target	Budget	107.5% Target
	Funds from operations (FFO)/Net Debt	50%	Target -0.2%	Budget	Target +0.2%
CEO MBO PAY-OUT			80%	100%	120%

#### General Manager's Profile (82% on the total MBO CEO+GM)

	KPIs	Weight	Minimum	Target	Maximum
Eco-Fin	Ebitda	30%	92.5% Target	Budget	107.5% Target
	Group Capex	20%	85% Target	92.5% Budget	Target
ESG – Strategic Projects	<b>Circular Economy:</b> 1. Water purification 2. Bioenergies	6% 6%	Achievement sum of the individual weighted objectives		
	<b>Energy Transition</b> 1. FER shipyards 2. Electricity customer base growth 3. Boyle (finalization of the Ascopiave deal) operation and consequent reorganisation	4% 4% 4%	Achievement sum of the individual weighted objectives		
	<b>Corporate</b> 1. CSRD 2. Transition Plan 3. Social Housing	4% 4% 2%	Achievement sum of the individual weighted objectives		
	<b>Reduction of injuries</b>	8%	Minimum	Target	Maximum
ESG – SOCIAL KPIs	<b>DE&amp;I</b> 1. Women Managers % Increase 2. Increased presence of women on the Boards of Directors of subsidiaries/affiliated companies 3. % increase in women hired.	2.6% 2.8% 2.6%	Achievement sum of the individual weighted objectives		
	GM MBO PAY-OUT		60%	100%	140%

Executive  
Summary

Introduction -  
Preamble and  
Regulatory  
Framework

**Section  
One - 2025  
Remuneration  
Policy**

Section Two -  
Implementation  
of the 2024  
Remuneration  
Policy



Sustainability is an integral part of A2A's business strategy and consists of:

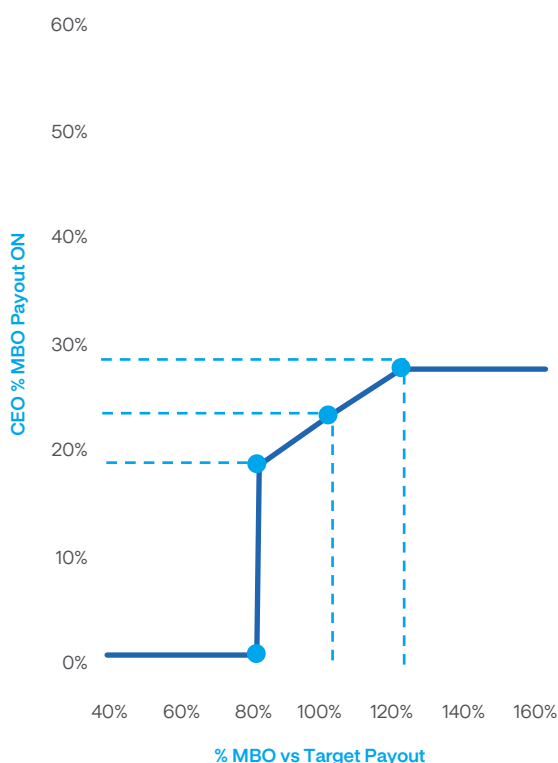
- project indicators linked to the Circular Economy, Energy Transition and Corporate strategic drivers deemed most relevant to the organisation's sustainable success;
- accidents reduction: demonstrating the absolute priority of HSE issues and, in particular, the protection of people's safety; risk minimisation and prevention are fundamental aspects of A2A's operations, which is committed to ensuring continuous improvement in workplace safety, transferring this priority also to the assessment of management performance;
- improvement of DE&I (Diversity Equity & Inclusion): indicators: demonstrating the Group's attention to diversity, equity and inclusion issues and, in particular, to gender balance in the corporate population.

Once the Access Gate has been passed, it is required to achieve a minimum of the targets below which the remuneration shall not be paid; upon exceeding said minimum achievement, the remuneration may vary linearly:

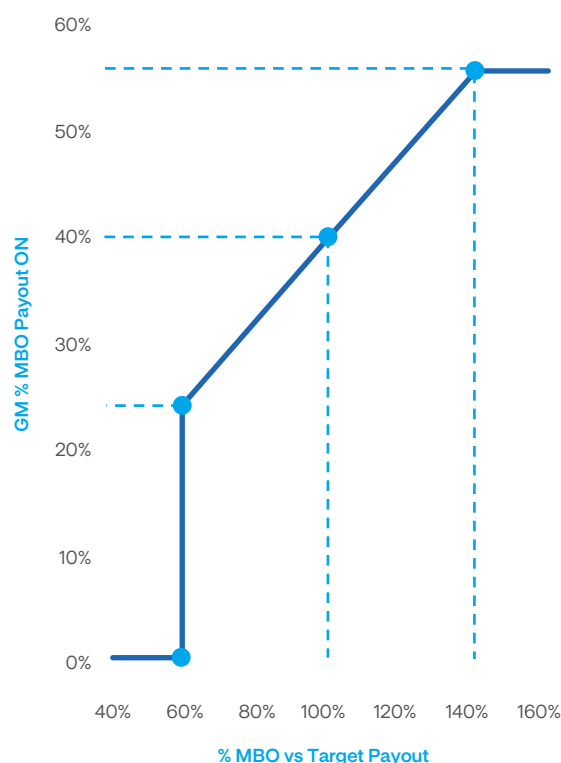
- CEO: between 18% and 27% of the fixed component (equal to 200,000 euro) depending on the level of achievement of objectives;
- General Manager: between 24% and 56% of the fixed component (equal to 500,000 euro) depending on the level of achievement of objectives.

The higher percentages indicated above (27% and 56%) represent a maximum amount above which, even in the presence of over-performance of the Company and the CEO-General Manager, no further increase of the amount due shall be provided.

#### MBO – CEO



#### MBO – General Manager














## Long-term variable compensation

The long-term variable remuneration, approved by the Board of Directors on 16 March 2023 and 19 October 2023 and by the Shareholders' Meeting on 29 November 2023, also addressed to Key Executives, provides for:

- a 3-year target measurement period (2023-2025) with disbursement, based on the achievement of targets, after the approval of the financial statements as at December 31, 2025 by the Shareholders' Meeting;
- a Gate that requires A2A's rating to be maintained as "Investment Grade" by at least one of the rating agencies and cancels the fee payable if this indicator is not maintained<sup>2</sup>;
- the targets indicated in the table below.

LTI data sheet 2023-2025					
	KPIs	Weight	Minimum	Target	Maximum
Eco-Fin	Group Operating Cash Flow accumulated over the three years of the Plan	35%	92.5% Target	Budget	107.5% Target
TSR	A2A TSR placement compared to a panel of listed companies in Italy comparable to A2A (Acea, Enel, Eni, Erg, Hera, Iren, Italgas, Prysmian, Saipem, Snam and Terna)	35%	Median		Third quartile
ESG	Composite ESG KPI	30%	Minimum	Target	Maximum
	LTI PAY-OUT		70%	100%	130%

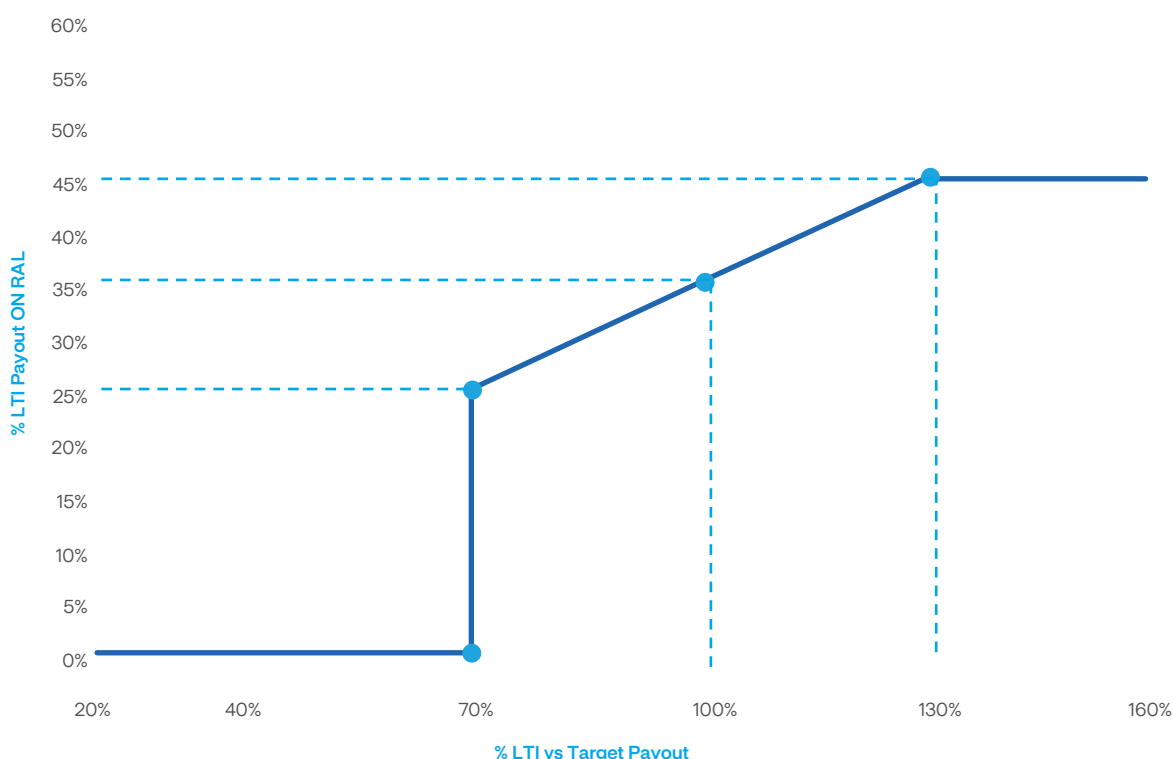
The Composite ESG KPI consists of 7 fundamental objectives for the creation of sustainable value for A2A in the long term. These goals are linked to the **United Nations Sustainable Development Goals ("SDGs")**, which are at the heart of the 2030 Agenda, in particular SDGs 7 (Affordable and clean energy), 8 (Decent work and economic growth), 9 (Industry, innovation and infrastructure), 12 (Responsible consumption and production) and 13 (Climate action).

Composite ESG target KPI	SDG of reference	Weight %
Installed capacity for electricity generation from renewable sources (wind, photovoltaic, hydroelectric) - GW	 	20%
Electricity sold to end customers on the certified free market from renewable sources - GWh	 	20%
Share of energy recovered from industrial processes and from renewable sources, used to feed the district heating network, compared to the share of total energy used for TLR - %	 	20%
Amount of waste treated at material and energy recovery plants of the Group - Mt		10%
Biomethane production from the Group's plants - Sm3	 	10%
Share of Group debt covered by ESG Finance products (Green Bond, Sustainability-Linked Bond) - %		10%
Share of orders from suppliers assessed according to sustainability criteria, compared to total order value - %		10%

2. The Gate will not be taken into account where the loss of the Investment Grade is determined by the implementation of an extraordinary transaction approved by the Board of Directors.

In addition to the Gate, certain targets must be achieved below which the remuneration shall not be paid; upon exceeding said minimum requirement, the remuneration may vary, based on level, between 25% and 46% of the total wage of the General Manager and of the Chief Executive Office:

#### LTI – CEO and General Manager



Moreover, for the Chief Executive Officer, repayment is provided for any remuneration received for participation, as Director, in the Boards of Directors of investees.

#### B4. Remuneration of Key Executives

A2A's existing Macro-Organisation provides for a number of 9 positions attributable to Key Executives. Key Executives shall refer to those individuals who, by virtue of the position held in A2A's organisational structure, have, from time to time, the power and responsibility, directly and indirectly, of planning, directing and controlling the activities of the Company and the Group, by undertaking the role of Head in the following corporate functions:

- Head of the Business Unit Circular Economy;
- Head of the Market Business Unit;
- Head of the Generation Business Unit and Trading;
- Head of People and Transformation;
- Head of Digital&Innovation;

- Head of Administration, Finance and Control Department;
- Head of Strategy and Growth;
- Head of Legal Affairs and Compliance;
- Head of Communication, Sustainability and Regional Affairs.

As of the date of this Report, therefore, the definition of "Executives with strategic responsibilities" also includes the nine managers responsible for the functions mentioned above.

For the sake of completeness, it should be noted that, compared to the previous year, the Head of the Smart Infrastructures Business Unit is currently not among the Executives with Strategic Responsibilities. With reference to this function, A2A is in fact in the process of assessing the relevance and strategic weight of the function itself, also taking into account the recent organisational changes that took place in February 2025.

The 2025 remuneration package for Key Executives is composed as follows:

2025 Remuneration package for strategic executives	
Fixed component	<ul style="list-style-type: none"><li>• Determined based on the role and responsibilities assigned considering the average salary levels applied to roles of comparable complexity, by national companies comparable in size</li><li>• Determined based on professional specialization and technical, and managerial skills required and held</li></ul>
Short-term variable (MBO)	34% of the annual gross fixed amount at target (average value)
Long-term variable (LTI)	28% of the annual fixed gross target amount (average value), upon reaching 100% of the long-term targets (2023-2025), assigned in 2023 by the Board of Directors

Note: the information on the weight of variable components compared to the fixed amount does not include the remuneration package of the Head of the Smart Infrastructures Business Unit, as the evaluation of the strategic nature of the position is ongoing.

With regard to the short-term component, the 2025 Remuneration Policy envisages aligning the MBO system for Executives with the incentive schemes for Non-Executives, introducing the **Bonus Pool MBO mechanism**, with the aim of meeting the goals described above.

**Operation of the MBO Executive Bonus Pool System\***

The Target Bonus Pool is determined by the sum of the MBO Targets of the eligible staff within the Pool. Three pools are planned: 1) Top Management (including Key Executives); 2) A2A Group Executives; 3) Unbundling Company Executives.

This value may increase or decrease based on a Correction Factor, calculated on the performance of two economic-financial targets, subject to annual review: Group EBITDA and CAPEX<sup>3</sup>. The Factor has an incremental or decremental effect on the Bonus Pool, depending on the results achieved. If the Correction Factor is lower than the minimum level, it will also act as an access gate to the system. It is also expected that the Correction Factor may be subject to annual review.

The associated incentive scheme provides:

- **Central economic-financial objectives:** for Key Executives the associated weight is **between 40% and 50%**;
- **ESG objectives:** for Key Executives, the associated weight is **at least 25 per cent**, leaving the possibility for Key Executives to supplement with additional ESG objectives/ projects with ESG value;
- **Individual targets:** for Key Executives the associated weight is **between 35% and 25%**

Sustainability is in fact confirmed as an integral part of A2A’s business strategy, and according to the role played by the Strategic Manager, the ESG targets are broken down as follows:

- **Environmental:**
  - Continuation of work on the Climate Transition Plan (CTP). In particular, drafting and publishing a Group CTP to systematise BU information and provide specific decarbonisation actions and targets for the Group, to be integrated with the Strategic Plan;
  - Implementation in the Business / Staff Units of the action plan identified in the CTP on the year 2025 (e.g. Carbon Capture Utilisation and Storage technologies on CCGT, Smart GridGas, etc).

3. For the Unbundling companies, the economic-financial indicators will refer to the overall perimeter of the Unbundling companies.  
\* For some specific managerial roles, defined and shared with the Remuneration and Appointments Committee, for Compliance / Corporate Governance reasons, the MBO Bonus Pool instrument will not apply, and the traditional MBO will be maintained.

- **Social:**

- KPIs linked to Accidents are maintained to demonstrate the absolute priority of HSE issues and, in particular, the protection of people's safety, since risk minimisation and prevention are fundamental elements of A2A's operations, which is committed to guaranteeing continuous improvement of safety in the workplace, transferring this priority also to the assessment of management performance;
- DE&I indicators in terms of increase in the % of women in positions of responsibility, presence of women on Boards in line with the Gulf/Moscow Law, increase in the % of women hired. These KPIs are maintained over time to demonstrate the Group's attention to diversity, equity and inclusion issues and, in particular, to gender balance in the corporate population.

- **Governance:**

- Training compliance KPIs: demonstrating the focus on compliance and the internal control system, KPIs were introduced linked to the completion of compliance training courses identified as a priority for the Group.
- Adjustment and integration of internal processes (e.g. ERM) related to ESG CSRD reporting. The economic and financial targets will be different from Group Ebitda and Capex in order not to duplicate the effect already acted by the Correction Factor.

Based on the overall achievement percentage, an performance band will be determined to which a maximum payout percentage will correspond. The new MBO system goes beyond the logic of individual achievement percentages,

adopting a pool approach: the payout will thus be determined by redistributing the Bonus Pool Target according to performance bands. The achievement percentage corresponding to the bands and the related payout caps may be updated annually.

If the evaluation of the resource's skills, as part of the Performance Management process, is equal to the minimum level, the payout will be reduced by 50%.

During the reporting period, a Mid-Year Review phase is planned, in which it will be possible to reopen the target sheet in the face of extraordinary events such as:

- events outside the Group, of an exceptional nature and totally unrelated to the scope/ influence of the MBO assignee (e.g. pandemic, war, energy crisis, competitor bankruptcy, regulatory changes, etc.);
- strategic or priority changes;
- organisational changes.

Any change in the objectives assigned to the Key Executives will require an authorization step in the Remuneration and Appointments Committee.

Within the reporting process, there is also a phase of analysis of the distribution of the performance bands within which the Chief Executive Officer can modify the performance band (one level more or less). Any changes in the Key Executives band must be validated by the Remuneration and Appointments Committee with subsequent information to the Board of Directors.

## Summary of the operation of the MBO Bonus Pool system for Executives

### Bonus pool

#### Definition of the bonus pool

Sum of Assigned MBO Targets.

**3 Pools: Top Line (including Key Executives); Executives; Unbundling Executives**

#### Factor Corrective K

Calculated on the **EBITDA and CAPEX performance of the Group\*** and with an **incremental/decremental effect**.

If the K-factor falls below the minimum level, it acts as an **access gate to the system**

### Individual performance

#### Incentive Card

Key Executives MBO CARD	Weight
Eco-Fin Core Objectives	40% - 50%
ESG Targets	25%
Individual Targets	35% - 25%
<b>Total</b>	<b>100%</b>

Eco-Fin targets adjusted by  
Group CAPEX and EBITDA

#### Assignment of performance band

**6 performance bands based on individual performance (% achievement).**

Each band is assigned a **CAP** on the payout

#### Skills assessment

If the assessment of skills in Performance Management is **lower than the minimum level** established, the **payout is halved**

### Review of the card

#### Mid-year review

Review of the objectives sheet in the presence of:

**Exogenous events - strategic or priority changes - organisational changes**

\* Ebitda and Capex will relate to Unbundling companies only.

The **long-term variable remuneration** of Key Executives provides for the same program illustrated for the Chief Executive Officer and General Manager.

### B5. Board of Statutory Auditors

The Remuneration Policy provides for a fixed remuneration, approved by the Shareholders' Meeting, commensurate with the responsibilities, complexity and onerousness of the assignment.

On April 28, 2023, the Shareholders' Meeting determined, for the period of office of the Board of Statutory Auditors, the following gross annual remuneration:

- 130,000 euro for the Chair of the Board of Statutory Auditors;
- 80,000 euro for Statutory Auditors.

For the Statutory Auditors who are members of professional bodies, the 4% contribution, as required by law, is paid entirely by the Company.

## B5. Non-monetary benefits

With the aim of ensuring that the overall remuneration offered is as competitive as possible and in line with the best practices adopted at national level, the total remuneration of Directors, the General Manager and Key Executives is supplemented by non-monetary benefits.

The Directors, excluding the Chair and Chief Executive Officer, and the members of the Board of Statutory Auditors (including the Chair) shall receive as non-monetary benefits:

- insurance policy for occupational and non-occupational injuries;
- insurance for civil liability (Directors, Auditors and Executives).

The Chair, Chief Executive Officer, General Manager and Key Executives will receive non-monetary benefits such as:

- insurance policies (occupational and non-occupational injury; permanent disability due to illness and life);
- supplementary health coverage;
- insurance for civil liability (Directors, Auditors and Executives);
- car for mixed use with a full electric engine, card for recharging on the road and contribution on wall-box and home recharge;
- meal vouchers / canteen

In addition to the above non-monetary benefits, a house allowance in line with the market standards of companies comparable with the Company is attributable for specific needs.

For the General Manager and the Strategic Managers, the same welfare treatments adopted for all Group Managers (e.g. company conventions, A2A Life Caring, etc.) are also made available / usable.

## B6. Indemnities in the event of termination of office or termination of employment

For the Chief Executive Officer-General Manager, considering that the subordinate employment relationship of the General Manager and the position of Chief Executive Officer are, by the nature of the activity involved in the job with respect to that of the office, connected, complementary and inseparable, an agreement is in place for the termination of both the administrative and managerial relationship, which provides the payment of an amount equal to the sum of the indemnity in lieu of notice and the maximum additional indemnity provided for by the National Collective Labour Agreement, in relation to the case of termination of the employment relationship<sup>4</sup>.

This remuneration is due if the relationship is terminated by the Company for reasons other than just cause or by the Chief Executive Officer-General Manager for resignation for just cause due to events that have caused actual and concrete demotion, or due to organisational changes within the Company that have caused a reduction in duties (including the revocation or non-renewal of the office of Chief Executive Officer in the absence of just cause).

As far as the Chair of the Board of Directors, the Directors and the Key Executives are concerned, there are no specific agreements that regulate *ex ante* the economic aspects relating to the termination of office or termination of employment.

The termination of the employment relationship with Key Executives normally occurs (i) by resignations submitted by Key Executives, (ii) following an agreement reached by mutual consent between the Company and the Key Executives or (iii) by unilateral initiative of A2A.

4. This amount will be calculated, with regard to the fixed part, on the basis of the Fixed Remuneration actually received at the time of termination of the employment relationship; with regard to the variable part, on the basis of the average remuneration actually received or accrued in the last three years as Variable Remuneration. Should the termination take place before the end of the third year, as better remuneration, reference shall be made to the better remuneration comprised between 60% of the amount of the Variable Remuneration - as determined above - and the Variable Remuneration actually received in the previous year (if the relationship has lasted less than two years) or the average Variable Remuneration actually received in the previous two years.



In case of termination as a result of resignations submitted by Key Executives, as well as in case of early termination of employment by A2A's one-sided decision, the respective severance indemnity shall apply as provided by law and by the National Collective Labour Agreement (CCNL) for Executives of companies members of the Confservizi associations; therefore, the overall individual severance indemnity, excluding the indemnity paid in lieu of notice, may reach a maximum of 24 months' pay calculated on the basis of the criteria of article 2121 of the Italian Civil Code.

Furthermore, beginning in 2022, the Company may apply non-competition and non-solicitation agreements ("PNC") to be implemented in favour of certain executives, including the General Manager with the following, alternative logics:

- disbursement, during the employment relationship, of an amount up to 100% of a global annual salary (excluding any LTI component where applicable) in a single payment; or
- disbursement of an option (approximately 20% of the GAS for each year) that gives A2A the right to enter into a non-competition and non-solicitation agreement on terms and conditions already provided for (amount up to 100% of total remuneration); or
- disbursement, upon termination of employment, of an amount up to 100% of total pay with quarterly payment;

for a commitment not to carry out activities in competition with the Group during the 12 months following termination of the employment relationship, with a limitation to the Italian territory.

As of the date of this Report, 9 non-competition and non-solicitation agreements in the form of options are in place in favour of the Key Executives.

If the Key Executive signed a Non-compete Agreement, in the event of resignations submitted by the Key Executive and unless otherwise provided in the Non-compete Agreement, the Company shall exercise the aforementioned option within the terms provided for, and then, if necessary, forego said option by the expiry of the Non-compete Agreement, in the event of the subsequent stipulation of

agreements aimed at regulating, in a specific and overall manner, the termination of the Key Executive.

In the event of resignations submitted by the Key Executive, if A2A and the Key Executive should sign a private deed in order to regulate the conditions of exit, this private deed in order to govern the clauses usually envisaged in these types of agreements and in particular, (i) non-solicitation obligations, (ii) waiver by Key Executive, following the agreement reached having an innovative and transactional nature, of any and all claims against the Company and the Group, in respect of waivers of liability for the role and offices held, (iii) waiver of the option (Non-compete Agreement), (iv) the Key Executive has been granted any contributions, including monetary contributions (of amounts ordinarily applied in previous employment terminations following resignations) to take account of the waivers, any expenses actually incurred by Key Executive, as well as any charges related to the advance notice, provided that the overall value of the whole is less than the narrow threshold envisaged by the A2A Procedures for Transactions with Related Parties, and (v) at the request of the Key Executive, commitments to transfer the company car to the person indicated by the Key Executive and the transfer of company devices at book value.

The application of the above, in the event of termination in the year 2025, would result in:

- for the Chief Executive Officer-General Manager, the payment of an amount equal to 14 months total and inclusive of the notice period of remuneration calculated according to the contractual rules;
- for Key Executives, the payment of an amount depending on individual seniority calculated according to the criteria of Article 2121 of the Civil Code (minimum 10 and maximum 36).

## B7. Deferral of cash components and claw-back and malus clauses

With regard to the variable component of remuneration, claw-back clauses are provided for, within the time limits established by the laws in force and regardless of the termination of the employment relationship, which allow the Company to take steps to return all or part of the variable components of remuneration (or not to pay them, also withholding, in the context of *malus* clauses, the components subject to deferment).



These controls are put in place if it is ascertained that the sums allocated have been determined on the basis of targets whose achievement is attributable to wilful or grossly negligent conduct or, in any case, carried out in violation of the reference standards (corporate, legal, contractual) or have been achieved on the basis of data that subsequently turned out to be manifestly incorrect.

A2A also reserves the right not to proceed with any disbursement in respect of individuals who have carried out conduct in breach of company regulations (with particular regard to the Code of Ethics, the Organization Model pursuant to Legislative Decree 231/01 and the Anti-Corruption Model), contractual or legal, or of malicious or seriously negligent conduct committed to the detriment of the Company.

The application of these ex post mechanisms is in any case without prejudice to any other action or remedy permitted by law to protect the interests of the Company.

Therefore, from 2021, the A2A Policy envisages ex-post correction mechanisms in the form of claw-back clauses, which allow the Company to ask for the restitution - or rather not to make payments in the context of *malus* clauses - of all or part and within three years from bonus pay-out, of the variable components of remuneration paid to individuals who, with wilful misconduct or gross negligence, have altered the data used to achieve the targets or have behaved in breach of corporate, contractual or legal regulations.

*Malus* and claw-back clauses are applicable to both the short-term and long-term variable component.

To date, there are no mechanisms for deferment in the payment of the fixed or variable component. Considering the size of the long-term variable remuneration, as well as the structure envisaged for the latter (closed plan with a three-year vesting period and payment only after the approval of the financial statements for the year 2025), the Company did not deem it necessary to include a deferral mechanism.

## Exceptions to the Remuneration Policy

Exceptionally and in a non-recurring manner, pursuant to paragraph 3-bis of article 123-ter of the TUF updated in 2019 and by article 84-quater of the Issuers Regulation updated in 2020, the Board of Directors of A2A, subject to compliance with the procedural conditions under which the waiver may be applied and limited to the individual elements of the Policy set out below, on the proposal of the Remuneration and Appointments Committee, subject to the prior favourable opinion of the Related Parties Committee and having consulted the Board of Statutory Auditors, may waive the contents of the Policy illustrated in this Report. The sole purpose of this provision is to guarantee the pursuit of the long-term interests and sustainability of the Group as a whole, to ensure the Company's ability to compete in the market.

Exceptional circumstances taken into account may include the following:

- extraordinary transactions (e.g. restructuring, reorganisation or reconversion) and changes to the Group's organisational, management and administrative structure that were not foreseeable and consequently not planned in the definition of the 2024-2035 Strategic Plan;
- exogenous shocks (including those of a regulatory/normative nature) of an unforeseeable and extraordinary magnitude, such as to impact on the economic-financial results and value creation in the long term with economic effects - on the Group's net profit - in excess of 10%;
- repeals or substantial scheduled date changes of the 2024-2035 Strategic Plan;
- the need to recruit - due to unforeseen events - managers from the labour market using instruments to compensate for other variable remuneration already accrued by the manager at his or her previous workplace, but which cannot be achieved or recovered.

In the presence of such exceptional circumstances, the Company therefore reserves

the right to temporarily derogate from the Policy most recently approved by the Shareholders' Meeting on the following elements:

- variable incentive programs;
- one-off monetary bonuses and allocation of certain benefit allowances, exclusively within a logic of attraction/retention of key employees.

These exceptions, aimed at protecting the exclusive interest of the Company, may act on the above-mentioned elements of the remuneration policy either for the better or for the worse, in the presence of the above-mentioned exceptional circumstances. If the clause is applied, the Remuneration and Appointments Committee, in accordance with the procedure envisaged for transactions with related parties and with the possible support of the People and Transformation

Department and the Administration, Finance and Control Department, will assess any impact on the Policy in order to submit, subject to the favourable opinion of the Related Parties Committee and having consulted the Board of Statutory Auditors, for approval by the Board of Directors any proposal to amend and waive the Policy, provided that it is consistent with the philosophy and principles of the same expressly referred to herein. Approval of such a waiver by the Board requires abstention from the BoD debate and related resolutions by any interested parties.

All detailed information on the possible application of waivers to this Remuneration Policy will be reported in the Second Section of the Report on Remuneration Policy and Remuneration Paid for the year following the application of the waiver.

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# Section Two

## Implementation of the 2024 Remuneration Policy

This section of the Remuneration Report provides:

- a representation of each of the items that make up the remuneration for the previous year (2024) for Members of the Management and Supervisory Bodies, the General Manager and Key Executives;
- an analytical illustration of remuneration paid in the previous year (2024) and a comparison of performance goals achieved with those expected.

The Shareholders' Meeting of 28 April 2023, which appointed a Board of Directors consisting of 12 Members for the three-year

period 2023 – 2025, resolved on a fixed annual gross remuneration received as a Member of the Board of Directors equal to €80,000/year.

At the meeting on May 12, 2023, also in continuity with the past and fully consistent with the Company's Remuneration Policy, the Board of Directors, on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, decided on the gross annual remuneration to award the Chairs and Members of the Internal Board Committees. In the course of 2024, the Committee proposed a review of these fees as described in the first section.

Board committees			
Control and Risks Committee	Remuneration and Appointments Committee	ESG and Local Relations Committee	Related Parties Committee
Chair: 35,000 € Member: 25,000 €	Chair: 30,000 € Member: 20,000 €	Chair: 30,000 € Member: 20,000 €	Chair: 30,000 € Member: 20,000 €

On October 11, 2023, the Board of Directors, on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, resolved, in continuity with the previous mandate, to grant:

- Roberto Tasca - for the position of Chair of the Board of Directors - a remuneration of 250,000 euro gross/year and non-monetary benefits similar to those provided for general company executives;
- Renato Mazzoncini - for the position of Chief Executive Officer - a remuneration of 120,000 euro gross/year, with a variable amount of 80,000 euro gross/year upon achievement of the maximum level of targets.

Lastly:

- On 20 February 2024, the Board of Directors of A2A resolved to award an annual

compensation of €60,000 to Vice President Comboni for the role of functional reporting for the Internal Audit Function, effective from the approval of the Shareholders' Meeting of 24 April 2024;

With respect to the foregoing, described is the remuneration paid in 2024 to:

- Members of the Board of Directors;
- Members of the Board of Statutory Auditors;
- General Manager;
- Key Executives.

All disclosures provided below are annexed (Tables 1 and 3b), according to the standard established by Consob.

## A1 Comparison of the annual change in remuneration, Company results and employee remuneration

In accordance with the new Issuers' Regulation and with Annex 3A, Schedule 7-bis, Section II, Part One, par. 1.5 - the table below illustrates the comparative information, for the last five years, of the performance of the Company's results, the total remuneration of the Company's main Officers, Directors and Statutory Auditors, and the average gross annual remuneration of the Group's employees.

	2020	2021	2022	2023	2024	Change % 2024 vs. 2023
Revenues (M€)	6,848	11,549	23,156	14,758	12,857	-13%
Gross Operating Margin (M€)	1,200	1,428	1,498	1,971	2,328	18%
Result Operating (M€)	554	660	682	1,017	1,317	29%
Remuneration of the Chair of the Board of Directors	330,000	330,000	330,000	330,000	330,000	0%
Remuneration of the Directors	80,000	80,000	80,000	80,000	80,000	0%
Remuneration of the CEO and GM	980,655	983,880	998,506	959,309	960,100	0%
Remuneration of the Chair of the Board of Statutory Auditors	130,000	130,000	130,000	130,000	130,000	0%
Remuneration of the Statutory Auditors	80,000	80,000	80,000	80,000	80,000	0%
Average overall remuneration for employees	43,244	43,342	44,299	44,975	46,399	3%

Note 1: 2022 figures for the trend in revenues, the gross operating profit and the operating result are "restated" to reflect the IFRS 5 reclassification of the water cycle.

The remunerations shown in the table above are annual and for:

- the Chair of the Board of Directors: include the remuneration for the role of Director and for the office of Chair. Do not include remuneration for participation in Committees;
- the Directors: do not include remuneration for participation in Committees. They do not include any payments of the 4% contribution, paid in full by the Company, required by law for Directors enrolled in professional pension funds;
- Chief Executive Officer and General Manager: include the remuneration for serving as Board Director, the fixed and variable remuneration (excluding LTI) for serving as CEO and the fixed and variable remuneration provided for the General Manager. They do not include grossed up expenses for the Chief Executive Officer.

## A2 Members of the Board of Directors, excluding the Chief Executive Officer

In 2024, each Board Director was paid following amounts:

- gross fixed remuneration, approved by the Shareholders' Meeting, received as Board member and equal to 80,000 euro/year, pro-rated for the period of office in 2023;
- a fixed gross amount, approved by the Board of Directors, for participation in the Board Committees, according to the scheme above, pro-rata for the term of office.

In addition to the previous amounts, in accordance with the resolution of the Board of Directors, the Chair was granted remuneration of 250,000 euro/year for the specific office assigned.

Considering the academic role held by the Chairman of the Board of Directors of A2A prior to undertaking his current position, pension and social security contributions paid by the university where he is enrolled, pursuant to the law, ultimately remain the responsibility of the Company.

Moreover, in line with what is indicated in the 2024 Remuneration Report, the Vice-Chair of the Board of Directors Giovanni Comboni was paid, in addition to the remuneration received as Director, a gross annual remuneration of 60,000 euro<sup>5</sup> for his responsibility for "Internal Audits".

In accordance with the Articles of Association of A2A, members of the Board of Directors were paid an amount equal to the reimbursement of expenses actually incurred by virtue of their office.

For the Directors who are members of professional bodies, the 4% contribution, as required by law, was paid entirely by the Company.

The annexed table (1a) also indicates, for Directors, including the Chair, the value of non-monetary benefits recognized.

## A3 Members of the Board of Statutory Auditors

Members of the Board of Statutory Auditors were paid the following remuneration, approved by the Shareholders' Meeting of April 28, 2023.

In particular, the following were paid:

- to the Chair, a fixed gross remuneration of 130,000 euro/year;
- to the Statutory Auditors, a fixed gross remuneration of 80,000 euro/year.

For Statutory Auditors who are members of professional bodies, the 4% contribution, as required by law, was paid entirely by the Company.

Finally, in accordance with the Articles of Association of A2A, members of the Board of Statutory Auditors were paid an amount equal to the reimbursement of expenses actually incurred by virtue of their office.

The annexed table (1b) also indicates, for the Chair and for the Statutory Auditors, the value of non-monetary benefits recognized.

## A4 Chief Executive Officer

In 2024, the following amounts were paid to the Chief Executive Officer:

- a fixed gross remuneration, approved by the Shareholders' Meeting, received as Board Member and equal to 80,000 euro/year;
- fixed gross remuneration, approved by the Board of Directors for the specific office assigned, amounting to 120,000 euro/year.

As stated in the 2024 Remuneration Report, variable annual remuneration included:

- for the entire population assigned variable incentives, including the Chief Executive Officer, an "access gate", based on EBITDA of the Company in 2024 and Capex at 12/31/2024, that reduced by 30% or annulled the remuneration payable in the event of the Group's economic and financial performance being lower than the minimum level envisaged for the reference year;

5. The amount paid in 2024 is a total of €53,808 as indicated in Table 1/a "Compensation to the Board of Directors" as the compensation was increased from €40,000 to €60,000 on 24 April 2024.

- for the Chief Executive Officer, two targets:
  - Industrial Cash Flow, set as target on the budget value for the reference year and with +/-5% fluctuation;
  - Net Debt/Ebitda, set, as target, at 2.6x with a range of 2.7x (corresponding to the minimum achievement of the target) and 2.5x (corresponding to the maximum achievement of the target)<sup>6</sup>.

Following the introduction of the LTI, the target variable remuneration of the CEO was reduced from 66,667 euro to 45,000 euro.

For the Chief Executive Officer, as described in the 2024 Remuneration Report, in addition to the “access gate”, it was also necessary to achieve a minimum level of the targets below which the remuneration could not be paid; upon exceeding said level, the remuneration could vary linearly

between 18% and 27% of the total fixed emolument (200,000 euro) depending on the extent to which targets are achieved. The 27% of the overall emolument (54,000 euro) represents a maximum amount (“Cap”) above which, even in the presence of over-performance of the Company and the CEO, no further increase of the amount due shall be provided.

At the beginning of 2025, the Board of Directors, with the support of the Remuneration and Appointments Committee, verified and certified the level of achievement of the aforementioned targets by calculating the resulting overall % achievement (equal to 120.0%), against which variable remuneration was paid to the Chief Executive Officer equal to 54,000 euro, as illustrated in the following table showing the performance targets achieved compared to those expected:

Indicator description	Weight	Performance scale			Achievement		
		Minimum	Target	Maximum	Actual	Achievement %	Pay-Out
Industrial Cash Flow (2024 budget)	50%	-278.8	-259.3	-239.9	301.33	120%	27,000
Net Debt / Ebitda (2024 budget)	50%	2.7	2.6	2.5	2.2	120%	27,000

## A5 General Manager

In 2024, as fixed component, the General Manager was paid fixed remuneration of 500,000 euro/year.

As stated in the 2024 Remuneration Report, variable annual remuneration included:

- for the entire population assigned variable incentives, including the General Manager, an “access gate”, based on EBITDA of the Company in 2024 and Capex at 12/31/2024, which reduced by 30% or annulled the remuneration payable if the Group’s economic-financial performance is not in line with the budget of the year of reference;
- for the General Manager, the following goals:
  - Ebitda (weight 20%), set as target on the budget value for the reference year and with +/-7.5% fluctuation;
  - Capex (weight 20%), set as maximum (120%) on the budget value, as minimum on 85% of the budget value and as target (100%) on the linear interpolation between minimum and maximum<sup>7</sup>;
  - Strategic Projects (weight 37%): 8 projects of major strategic importance envisaged in the Business Plan;

6. Ebitda and Capex do not include the differential contribution from new acquisitions (M&A transactions). Net Debt / Ebitda includes the differential contribution from new acquisitions (M&A transactions), excluding those above 500 million, and the portion of Ebitda from this source (“acquired” Ebitda), for the purposes of calculating the ratio, shall be pro-forma on 12/12.

7. Ebitda and Capex do not include the differential contribution from new acquisitions (M&A transactions). Net Debt / Ebitda includes the differential contribution from new acquisitions (M&A transactions), excluding those above 500 million, and the portion of Ebitda from this source (“acquired” Ebitda), for the purposes of calculating the ratio, shall be pro-forma on 12/12.

- Sustainability (weight 23%): regarding:

- improvement of DE&I KPIs (increase in the % of women in management compared with the previous year; increase in the presence of women on the Boards of Directors of subsidiaries/ investee companies compared with the previous year; increase in the % of women hired compared to the previous year);
- reducing accidents by keeping the accident frequency index value below the previous year's result, maintaining a severity index below a predefined threshold<sup>8</sup>;
- focus on investments aimed at sustainable development.

Indicator description	Weight	Performance scale			Achievement		
		Minimum	Target	Maximum	Actual	Achievement %	Pay-Out
Economic-financial							
Ebitda (2024 budget)	20%	1,896.25	2,050	2,203.75	2,327.68	120%	48,000
Capex (2024 budget; maintenance and development)	20%	1,211	1,318	1,425	1,512.35	120%	48,000
Specific – Strategic Projects							
8 projects of major strategic importance envisaged in the Business Plan, periodically monitored by the Board of Directors	37%	Weighted average			111.65%		82,620
Sustainability							
Reduction of injuries <sup>8</sup>	7.7%	16.67	15.74	14.95	0%		0
ESG KPIs	7.7%	1	2	3	120%		9,240
Water network development							
Development of charging infrastructure network		1,200	1,500	1,800	0%		0
DE&I KPIs	7.6%	Weighted average			120%		18,240

At the beginning of 2025, the Board of Directors, with the support of the Remuneration and Appointments Committee, verified and certified the level of achievement of the aforementioned targets by calculating the resulting overall % of achievement (equal to 103.05%), against which variable remuneration was paid to the General Manager equal to 206,100 euro as illustrated in the previous table showing the performance targets achieved compared to those expected.

8. Despite having achieved a very positive Accident Index, the fatal accident in December 2024 closed the Gate to the target resulting in a zero payout.



## A6 Key Executives

A2A's Macro-Organisation as at 12/31/2024 provides for a number of 8 positions attributable to Key Executives.

Key Executives shall refer to those individuals who, by virtue of the position held in A2A's organisational structure, have, from time to time, the power and responsibility, directly and indirectly, of planning, directing and controlling the activities of the Company and the Group, by undertaking the role of Head in the following corporate functions:

- Head of the Business Unit Waste;
- Head of the Market Business Unit;
- Head of the Generation Business Unit and Trading;
- Head of the Business Unit Smart Infrastructures;
- Head of People&Transformation;
- Head of Digital&Innovation;

- Head of Administration, Finance and Control Department;
- Head of Strategy&Growth.

As at 12/31/2024, therefore, there are 8 positions (covered by 6 holders) attributable to Key Executives. The figures shown take into account 3 Strategic Executives who left during the financial year 2024 due to voluntary resignations.

In 2024, the following remuneration amounts were paid to Key Executives:

- a total of 2,334,135 euro as a fixed component;
- a total of 883,470 euro as a variable component against an average achievement of the targets assigned equal to 109.62%.

A total of 269,385 euro was also disbursed as a non-competition and non-solicitation agreement.

During 2024, a non-competition agreement was activated for a Strategic Executive for a period of 9 months, amounting to EUR 187,500. This amount was disbursed in February 2025.

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## Figure 1 Remuneration paid to Members of the Management and Supervisory Bodies, General Managers and other Key Executives

Figure 1/A Remuneration to the Board of Directors (amounts in €)

(A)	(B)	(C)		(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Surname Name	Position	Period in office		End of term	Fixed remuneration	Remuneration for participation in Committees (*)	Non-equity variable remuneration		Non- monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for end of term or termination of employment
		from	to				Bonuses and other incentives	Profit sharing					
Tasca Roberto (**)	Chair A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	250,000						250,000		
	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	26,904.00 <sup>(*)</sup>			25,444		132,348		
Comboni Giovanni	Vice-Chair A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025							-		
	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	19,690.00 <sup>(*)</sup>			219		99,909		
	Responsibility for the Internal Audit function of A2A S.p.A.	01.01.2024	12.31.2024	-	53,808						53,808		
Mazzoncini Renato	CEO A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	120,000		54,000				174,000		
	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000						80,000		
Bombana Elisabetta Cristiana	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	23,453.00 <sup>(*)</sup>			219		103,672		
Cariello Vincenzo	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	46,594.00 <sup>(*)</sup>			219		126,813		
D'Amico Maria Elisa	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	19,690.00 <sup>(*)</sup>			219		99,909		
Dorigoni Susanna	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	26,904.00 <sup>(*)</sup>			219		107,123		
Lavini Fabio	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	19,690.00 <sup>(*)</sup>			219		99,909		
Motta Mario Gualtierio Francesco	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	23,453.00 <sup>(*)</sup>			219		103,672		
Pistis Elisabetta	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	39,380.00 <sup>(*)</sup>			219		119,599		
Speranza Maria Grazia	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	43,143.00			219		123,362		
Zunino Alessandro	Director A2A S.p.A.	01.01.2024	12.31.2024	12.31.2025	80,000	33,452.00			219		113,671		
(I) Remuneration from company preparing the Financial Statements					1,383,808	322,353	54,000		27,634	-	1,787,795		
(II) Remuneration from Subsidiaries and Associated Companies													
(III) Total					1,383,808	322,353	54,000		27,634	-	1,787,795		

(\*) Remuneration for participation in Committees (see "Committees" page).

(\*\*) Fixed compensation does not include pension and social security contributions, paid by the University to which he belongs considering the academic role held by the Chair of the Board of Directors of A2A prior to his current appointment and which, pursuant to Article 13 of Presidential Decree 382/80, remain the responsibility of A2A. Non-Monetary Benefits include the value of the unallocated and monetised car at the value of the annual fee.

**(\*) Breakdown of Remuneration for participation in Committees (amounts in €)**

<i>(1) Of which:</i>	
ESG AND TERRITORY RELATIONS COMMITTEE (Chair)	26,904.00
<i>(2) Of which:</i>	
REMUNERATION AND APPOINTMENTS COMMITTEE	19,690.00
<i>(3) Of which:</i>	
CONTROL AND RISKS COMMITTEE	23,453.00
<i>(4) Of which:</i>	
ESG AND LOCAL RELATIONS COMMITTEE	19,690.00
RELATED PARTIES COMMITTEE (Chair)	26,904.00
<i>(5) Of which:</i>	
RELATED PARTIES COMMITTEE	19,690.00
<i>(6) Of which:</i>	
REMUNERATION AND APPOINTMENTS COMMITTEE (Chair)	26,904.00
<i>(7) Of which:</i>	
ESG AND LOCAL RELATIONS COMMITTEE	19,690.00
<i>(8) Of which:</i>	
CONTROL AND RISKS COMMITTEE	23,453.00
<i>(9) Of which:</i>	
ESG AND LOCAL RELATIONS COMMITTEE	19,690.00
REMUNERATION AND APPOINTMENTS COMMITTEE	19,690.00
<i>(10) Of which:</i>	
CONTROL AND RISKS COMMITTEE	23,453.00
RELATED PARTIES COMMITTEE	19,690.00
<i>(11) Of which:</i>	
CONTROL AND RISKS COMMITTEE (Chair)	33,452.00

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**Figure 1/B Remuneration to the Board of Statutory Auditors (amounts in €)**

(A)	(B)	(C)		(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Surname Name	Position	Period in office		End of term	Fixed remuneration	Remuneration for participation in Committees	Non-equity variable remuneration		Non- monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for end of term or termination of employment
		from	to				Bonuses and other incentives	Profit sharing					
<b>Muzi Silvia</b>	Chair	01.01.2024	12.31.2024	12.31.2025	130,000				278		130,278		
<b>Dalocchio Maurizio</b>	Standing Auditor	01.01.2024	12.31.2024	12.31.2025	80,000				219		80,219		
<b>Segala Chiara</b>	Standing Auditor	01.01.2024	12.31.2024	12.31.2025	80,000				219		80,219		
(I) Remuneration from company preparing the Financial Statements					290,000				716	-	290,716		
(II) Remuneration from Subsidiaries and Associated Companies													
<b>(III) Total</b>					<b>290,000</b>				<b>716</b>	<b>-</b>	<b>290,716</b>		

**Figure 1/C Remuneration to Key Executives (amounts in €)**

(A)	(B)	(C)		(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Surname Name	Position	Period in office		End of term	Fixed remuneration for participation in Committees	Remuneration for participation in Committees	Non-equity variable remuneration		Non- monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for end of term or termination of employment**
		from	to				Bonuses and other incentives	Profit sharing					
Key Executives (8)*					2,334,135		883,470		106,359	269,385	3,593,349		566,386

\* The table includes data on all persons who held the position of Key Management Personnel during the financial year 2024, including the 3 terminated Executives.

\*\* Employee severance indemnity paid in line with the criteria set out in the applicable national collective bargaining agreement. In particular, as indicated in the Report, the amounts shown in the table have been determined taking into account the calculation criteria and the amount of the indemnity in lieu of notice, and they include end-of-service entitlements, the severance pay relating to the Employee Severance Fund (TFR), and the amount paid for non-compete commitments.

**Figure 1/D Remuneration to the General Manager (amounts in €)**

(A)	(B)	(C)		(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Surname Name	Position	Period in office		End of term	Fixed remuneration	Remuneration for participation in Committees	Non-equity variable remuneration		Non- monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for end of term or termination of employment
		from	to				Bonuses and other incentives	Profit sharing					
<b>Mazzoncini Renato</b>	General Manager	01.01.2024	12.31.2024		500,000		206,100		21,121		727,221		
(I) Remuneration from company preparing the Financial Statements					500,000		206,100		21,121	-	727,221		
(II) Remuneration from Subsidiaries and Associated Companies													
<b>(III) Total</b>					<b>500,000</b>		<b>206,100</b>		<b>21,121</b>	<b>-</b>	<b>727,221</b>		

**Figure 2: Monetary incentive plans in favour of members of the Administrative Body, General Managers and other Key Executives**

(A)	(B)	(1)	(2)			(3)			(4)
Surname Name	Position	Plan	Bonuses in the year			Bonuses in previous years			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/ Paid	Deferred	Deferral period	No longer payable	Payable/ Paid	Deferred	
Mazzoncini Renato	Chief Executive Officer								
(I) Remuneration from company preparing the Financial Statements		STI plan 2024	54,000 Resolution 3/20/2025						
(II) Remuneration from Subsidiaries and Associated Companies									
(III) Total			54,000						
Mazzoncini Renato	General Manager								
(I) Remuneration from company preparing the Financial Statements		STI plan 2024	206,100 Resolution 3/20/2025						
		2023-2025 LTI Plan		245,000	Three-year			245,000	
(II) Remuneration from Subsidiaries and Associated Companies									
(III) Total			206,100						
Key Executives	-								
(I) Remuneration from company preparing the Financial Statements		STI plan 2024	883,470 Resolution 3/20/2025						
(II) Remuneration from Subsidiaries and Associated Companies		2023-2025 LTI Plan		490,333	Three-year			461,400*	
(III) Total			883,470						
Total			1,143,570						

\* present value in the 2024 Compensation Report equal to 646,800, adjusted following changes in the Key Executives during the course of the 2024 fiscal year (e.g., resignations / new holders).

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### Figure 3: Scheme related to information on the shareholdings of Members of the Management and Supervisory Bodies, General Managers and other Key Executives

The following tables outline the shareholdings of all parties that in 2024 held, even for a fraction of the year, offices as Member of the Management and Supervisory Bodies, General Manager or Key Executive.

#### Figure 3/1 Shareholdings of members of the Management and Supervisory Bodies and General Managers

Surname Name	Position	Investee company	Number of shares held at the end of 2023	Number of shares purchased in 2024	Number of shares sold in 2024	Number of shares held at the end of 2024 (or at the date of termination of office if before)
Mazzoncini Renato	Chief Executive Officer and General Manager	A2A S.p.A.	150,000	48,500	-	198,500
Guerra Cristina	Spouse of Renato Mazzoncini	A2A S.p.A.	550	-	-	550
Bombana Elisabetta Cristiana	Director	A2A S.p.A.	-	2,600	-	2,600
Lavini Fabio	Director	A2A S.p.A.	30,000	-	-	30,000

#### Figure 3/2 Shareholdings of other Key Executives

Number of key executives	Investee company	Number of shares held at the end of 2023	Number of shares purchased in 2024	Number of shares sold in 2024	Number of shares held at the end of 2024 (or at the date of termination of office if before)
8 holders	A2A S.p.A.	36,000	130,000	95,000	71,000





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**Key concept:**  
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**Graphic design and layout:**  
MGP // MERCURIO GP



