



CALLING OF THE ORDINARY SHAREHOLDER'S MEETING

The Shareholder's Meeting of Acea S.p.A. has been called, in ordinary sitting, on **12 April 2024 at 10:00 a.m.**, on first call, at the head office of the company in Rome, Piazzale Ostiense, 2, and on second call if required on 16 April 2024, same time and same place, to discuss and resolve upon the following

Agenda

1. **Separate Financial Statements at 31 December 2023; Board of Directors' Report on Operations and reports of the Board of Statutory Auditors and of the Independent Auditing Firm. Presentation of the Consolidated Financial Statements at 31 December 2023 and information on the consolidated non-financial disclosure under the terms of Italian Legislative Decree no. 254/2016 (2023 Sustainability Report). Resolutions on the approval of the Separate Financial Statements at 31 December 2023.**
2. **Resolutions on the allocation of the result for financial year 2023.**
3. **Report on the Remuneration Policy and the remuneration paid (Section I): 2024 Remuneration Policy.**
4. **Report on the Remuneration Policy and the remuneration paid (Section II): remuneration paid in 2023.**
5. **Appointment of a Director.**

Method of holding the Shareholder's Meeting

The Company — in accordance with the provisions of Art. 106 of Italian Decree Law no. 18/2020 converted by Italian Law no. 27/2020 and subsequent amendments and additions (“**Decree**”) as most recently extended by Italian Decree Law no. 215 of 30 December 2023 converted with amendments by Italian Law no. 18 of 23 February 2024 — has decided to enforce the requirement that participation in the Shareholders' Meeting by those who are entitled to participate takes place exclusively through the Company's **Designated Representative** pursuant to Art. 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998 (“CLF”). For this purpose, the Company has identified Computershare S.p.A., with registered office in Milan and Via Lorenzo Mascheroni 19 (the “Designated Representative”), with the methods described in the section “Representation in the Shareholders' Meeting”.

Without affecting the above, it should be noted that, pursuant to Art. 106, paragraph 2 of Italian Decree, the Directors, Auditors, the Designated Representative itself and the others who are required to attend the Shareholder's Meeting may do so by means of telecommunication that ensure their identification, without it being necessary for the Chairperson, Secretary or Notary to be at the same location.

Right to attend the Shareholders' Meeting: under the terms of Art. 83-*sexies* of Italian Legislative Decree 58/98 (CLF) and Art. 13 of the Articles of Association, the right to attend the Shareholder's Meeting and to cast votes is attested by a communication to the Company, made by the intermediary, in compliance with the accounting records, on behalf of the individual with voting rights, at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting, **that is Wednesday 3 April 2024 (record date)**. Those who only come into possession of shares after this date will not have the right to attend and vote



in the Shareholders' Meeting and may not therefore issue proxies to the Designated Representative. The intermediary's communication pursuant to the present point must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (**that is Tuesday 9 April 2024**). The right to attend and vote if communications are received by the Company after this deadline but before the start of the proceedings for each call of the meeting remains valid.

Representation in the Shareholders' Meeting: Pursuant to Art. 106, paragraph 4 of Italian Decree, participation in the Shareholders' Meeting by those with the right to do so is allowed exclusively by representation, conferring proxy ex Art. 135-*undecies* of the CLF or proxy ex Art. 135-*novies* of the CLF upon the Designated Representative Computershare S.p.A., according to the methods described hereafter and without this implying costs for the shareholders.

Proxy pursuant to Art. 135-*undecies* of the CLF

Shareholders who wish to participate in the Shareholders' Meeting may confer upon the Designated Representative a proxy ex Art. 135-*undecies* of the CLF – with voting instructions – for all or some of the items on the agenda, using the specific proxy form, also in electronic format, prepared by the Designated Representative itself in agreement with the Company and available on the Company website www.gruppo.acea.it, "Shareholders' Meeting 2024" section, which also contains the link to the procedure for forwarding the proxy electronically.

The proxy form with voting instructions must be sent, following the instructions on the form itself and on the Company website, by the end of the second trading day prior to the Shareholders' Meeting, that is **by Wednesday 10 April 2024**, for the first call, or Friday 12 April 2024, for the second call, and the proxy may be revoked within the same deadline.

Proxies thus conferred are only effective for the proposals in relation to which voting instructions have been conferred.

Proxy and/or sub-proxy pursuant to Art. 135-*novies* of the CLF

Alternatively, the Designated Representative may also be conferred proxies and/or sub-proxies pursuant to Art. 135-*novies* of the CLF, in derogation of Art. 135-*undecies*, paragraph 4 of the same CLF, following the instructions given on the form available on the Company website www.gruppo.acea.it, in the "Shareholders' Meeting 2024" section. These proxies and sub-proxies must be conferred **by 18:00 on Thursday 11 April 2024**, for the first call, or no later than 18:00 on Monday 15 April 2024, for the second call.

With the same methods, those with the right to participate may revoke the proxy and/or sub-proxy and the voting instructions conferred within the same deadline. The Designated Representative shall have the right to accept proxies and/or sub-proxies and/or voting instructions after said deadline and until the meeting begins.

The Designated Representative can be contacted for clarifications or information by calling +39 0246776814 – 13 or by sending an e-mail to ufficiomi@computershare.it.

Limitations to voting rights: pursuant to Art. 6 and Art. 13 of the Articles of Association, with the exception of Roma Capitale and its subsidiaries, shareholders which own a stake of more than 8% in the share capital, according to the criteria set forth in points 2 and 3 of Article 6, may not cast votes, not even by proxy, for the number of shares in excess of this limit. The shares for which voting rights cannot be exercised are in any event included in determining the proper constitution of the Shareholder's Meeting.

Share capital: pursuant to Art. 5 of the Articles of Association, the share capital is € 1,098,898,884.00, represented by 212,964,900 ordinary shares with a par value of € 5.16 each. Shares are not divisible and each share gives the right to cast one vote, with the exception of 416,993 treasury shares, for which voting rights



are suspended as per Art. 2357-ter of the Italian Civil Code. Information on the composition of the share capital is available on the company's website www.gruppo.acea.it, in the "Ownership" section.

Method of appointing the Director: under the terms of Art. 15.4 of the Articles of Association, the Shareholders' Meeting appoints the Director, by a relative majority vote, as far as possible observing the rules in force on independence and gender balance, from the non-elected candidates on the same list as that of the outgoing Director. These candidates must have provided, at least ten days before the date scheduled for the Meeting, written confirmation of their candidature as well as the declarations that no reasons exist for their ineligibility or incompatibility and that they hold the requisites prescribed for the office by the laws in force and the Articles of Association.

The above must be sent to the Issuer by certified e-mail to the address adempimentisocietari.corporate@pec.aceaspa.it by **Tuesday 2 April 2024**. The candidatures received and the declarations shall be made available on the company's website www.gruppo.acea.it, and at the authorised storage mechanism linfo, at the address www.linfo.it, by **Wednesday 3 April 2024**.

If this replacement procedure is not possible, a resolution must be passed by a relative majority vote, always observing the representation of the minorities and the minimum number of independent Directors, and observing the legislation in force on gender balance. To this end, shareholders are reminded that those who wish to present candidatures must observe what is provided for in the paragraph "*Presentation of resolution proposals by those with voting rights (ex Art. 126-bis, paragraph 1, third sentence, of the CLF)*". Please note that resolution proposals must be accompanied by the declarations, made by the candidate, on the non-existence of reasons for ineligibility or incompatibility, and the existence of the requisites prescribed for the office by the laws in force and the Articles of Association. Please see the Illustrative Report on this point for all further details.

The Director thus appointed shall hold office for a period equal to that of the other Directors.

Questions regarding the items on the agenda: pursuant to Art. 127-ter, paragraph 1-bis of the CLF, those who have the right to vote can ask questions regarding the items on the agenda before the Shareholder's Meeting, ensuring that the questions are received at least seven trading days prior to the Shareholder's Meeting on first call - in other words by **Wednesday 3 April 2024** - exclusively by e-mail to the address AdempimentiSocietariCorporate@aceaspa.it.

Legitimacy to exercise this right is attested by sending to the above Company addresses a copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. The voting rights held can be attested subsequently to the questions being sent, as long as this is within the deadline pursuant to Art 127-ter, paragraph 1-bis of the CLF (third day following the record date, in other words by **Saturday 6 April 2024**).

In order to enable those with the right to attend to confer proxies and voting instructions on the Designated Representative, the replies to questions regarding items on the agenda will be given by the Company by **Tuesday 9 April 2024**, publishing them on the Company website, with the Company having the right to provide a single reply to questions with the same content.

Additions to the agenda and submission of new resolution proposals: pursuant to Art. 126-bis of the CLF, Shareholders even jointly representing at least one fortieth of the share capital may request additions to the list of items to be discussed, in writing, stating, in an appropriate written request, the further items being proposed by them and submitting resolution proposals for the items already on the agenda. Requests must be submitted within ten days of the publication of this notice of call, namely by **Saturday 23 March 2024**, to the Corporate Affairs Unit by sending a certified e-mail to adempimentisocietari.corporate@pec.aceaspa.it, together with a

copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. Any proposing shareholders must submit, by the above deadline and through the same channels, a report on the matters they are proposing for discussion or on the reasons behind the further resolution proposals submitted for items already on the agenda.

Items that the Shareholder's Meeting resolves on, according to the law, by proposal of the Directors or on the basis of a project or report prepared by them, other than those in Art. 125-ter, paragraph 1 of the CLF, may not be added to the agenda.

Any additions to the list of items to be discussed by the Shareholder's Meeting as a result of the aforementioned requests and submission of further resolution proposals for items already on the agenda are disclosed **by Thursday 28 March 2024** (at least 15 days prior to the date of the Shareholder's Meeting), in the same forms as those laid down for the publication of the notice of call.

Presentation of resolution proposals by those with voting rights (ex Art. 126-bis, paragraph 1, third sentence, of the CLF): because of the methods of participation in the Shareholder's Meeting described above - with reference to what is established by Art. 126-bis, paragraph 1, third sentence of the CLF - those with voting rights may submit resolution proposals to the Shareholder's Meeting on the items on the Agenda individually, according to the following methods:

- the resolution proposals must be sent to the Company, at the certified e-mail address (adempimentsocietari.corporate@pec.aceaspa.it) by **Thursday 28 March 2024**; the aforesaid proposals must be clear and complete and include the information enabling the identification of the submitting subject, including a telephone number if possible;
- the right to make proposals must be attested by a communication from an intermediary authorised pursuant to the laws in force, issued pursuant to Art. 83-sexies of the CLF, according to the methods specified in the preceding paragraph "Right to attend the Shareholder's Meeting".

Any resolution proposals received will be published in the section of the Company website dedicated to this Shareholder's Meeting (www.gruppo.acea.it - the "Shareholder's Meeting 2024" section) without delay, and in any event no later than **Friday 29 March 2024**, in order to enable those with voting rights to reach their decisions with awareness, also taking the new proposals into account, and the Designated Representative to collect any voting instructions concerning them.

For the purpose of the above, the Company reserves the right to verify the pertinence of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable laws, and also the legitimacy of the proponent.

In the event of alternative resolution proposals to those of the Board, the Board proposal will be voted on first (unless it is withdrawn) and only if said proposal is rejected shall the proposals by the Shareholders be voted on. These proposals, also in the event of the absence of a Board proposal, will be submitted to the Shareholder's Meeting starting with the proposal submitted by the Shareholders representing the highest proportion of the capital. The following proposal in order of capital represented shall only be voted on in the event that the first proposal voted on is rejected.

Documentation: the documentation concerning the Shareholder's Meeting, including the illustrative Reports by the Board of Directors and the resolution proposals for the items on the agenda, are made available to the public within the deadlines and in the methods envisaged by the laws in force, at the company's head office and on the authorised storage mechanism IInfo on the website www.info.it, and also published on the Company website www.gruppo.acea.it - in the "Shareholder's Meeting 2024" section.

This notice is published on the Company website, www.gruppo.acea.it - "Shareholders' Meeting 2024" section, pursuant to Art. 125-bis of the CLF, and is also available on the authorised storage mechanism IInfo.



For the Board of Directors
The Chairperson
Barbara Marinali