

ONDEO ITALIA S.P.A.

VIA B. CRESPI, 57  
20159 MILANO  
PH. +39 02 43982187  
FAX +39 02 48517687  
WWW.ONDEOITALIA.IT



Milan, 30 April 2014

Messrs  
ACEA S.p.A.  
Corporate Affairs  
Piazzale Ostiense, 2  
00154 ROME

**Subject: Ordinary shareholder's meeting of ACEA S.p.A. of 5 June 2014. Submission of slate of candidates for the position of Director.**

In reference to the ACEA S.p.A. ordinary Shareholder's Meeting called for June 5, 2014, at 10:00 AM to pass resolutions, inter alia, as laid down in item 5 of the Agenda, concerning the appointment of the company's Board of Directors, the undersigned Ondeo Italia S.p.A., as shareholder of 12,483% of the share capital of ACEA S.p.A., hereby submits the following list of candidates, to be voted on by the shareholders in the mentioned meeting, in accordance with the procedure laid down in Article 15 of the Company Bylaws.

1. Giovanni Giani
2. Diane D'Arras
3. Olivier Jacquier
4. Gaël Falchier
5. Francesca Menabuoni
6. Mauro Alfieri
7. Dominique Romani
8. Marica Lazzarin
9. Francesco Nocentini

For each candidate the following documentation is attached:

- 1) Declaration of acceptance of the candidature, possession of the requisites for accepting the position, absence of causes of ineligibility, incompatibility, and suspension, possession of the integrity requisites and only for candidates *sub* 2, 3, 4, 5, 6, 7, 8 e 9, of independence and respect for limits concerning positions held concurrently;
- 2) curriculum vitae with list of positions held;

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3) copy of identity document.

The proof of shareholder status and the number of ACEA S.p.A. shares held by the undersigned are supported by appropriate certification issued by the authorised intermediary, of which a copy is attached.

Attached is also the undersigned's statement, confirming the lack of any affiliation relationships, even indirect, under Article 147-ter, paragraph 3 of the Consolidated Finance Law and Article 144-quinquies of the Issuers' Regulation.

Ondeo Italia S.p.A.

The President

*[Illegible Signature]*

Dott. Ing. Giovanni Giani

Notification pursuant to Articles 23/24 of the Post Trading Provision

1. Intermediary making the communication

ABI 03336CAB: 000000

Description Credito Bergamasco SpA

2. Participating intermediary if other than the above

ABI (securities account number)03102

Name BANCA ALETTI & C. SpA

3. date of request 29042014 ddmmyyyy	4. date of transmission of communication 29042014 ddmmyyyy	
5. consecutive no. 26	6. consecutive no. of the communication to be amended/revoked (2) 26	7. reason of amendment/revocation (2)
8. name of the requesting party, if other than the owner of the financial instruments		
9. owner of the financial instruments		

last name or company name ONDEO ITALIA S.P.A.

name

tax code 3608970962

city of birth province of birth

date of birth nationality Italian

ddmmyyyy

Address VIA BENIGNO CRESI 57

City 20159 MILAN Country Italy

10. financial instruments object of the communication:

ISIN IT0001207098

Description ACEA SPA

11. quantity of financial instruments object of the communication:

26584395

12. limitations of or notes to the financial instruments object of the communication

type0

Beneficiary of restriction:

13. reference date 29/04/2014	14. effective until 12/05/2014	15. exercisable right
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16. notes

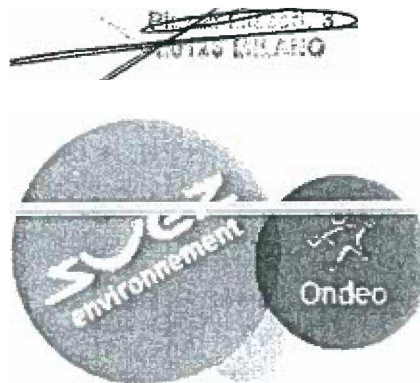
This document has been issued for submission of slate for Board of Directors of Acea Spa

**BANCO POPOLARE**

Credito Bergamasco SpA

ONDEO ITALIA S.P.A.

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## DECLARATION ON THE LACK OF ANY AFFILIATION RELATIONSHIPS FOR THE APPOINTMENT OF DIRECTORS

The undersigned company Ondeo Italia S.p.A., represented by its pro tempore legal representative, as a shareholder owning shares of the share capital of ACEA S.p.A. that entitles it under the Bylaws to submit a slate of candidates for the position of Director, hereby issues the following statements.

For the purposes referred to in art. 144-quinquies of the Regulation implementing Legislative Decree 58 of 24 February 1998, concerning the regulation of issuers adopted by CONSOB with Resolution 11971 of 14 May 1999, as amended (hereinafter, "**Issuers' Regulations**") and in compliance with Consob communication no. DEM/9017893 of 26 February 2009, on "Appointment of members of administration and control bodies Recommendations", to ensure a greater transparency among the parties who present "minority lists" and the controlling shareholders or that own a relative majority, Ondeo Italia S.p.A. declares the absence of any affiliation relationships, even indirect, under Art. 147-ter, paragraph 3 of Legislative Decree 58/1998 and Art. 144-quinquies of the Issuers' Regulations, with the shareholders that own, even jointly, a controlling interest or relative majority, where identifiable on the basis of the notifications of significant shareholdings in Art. 120 of Legislative Decree 58/1998 or the publication of shareholder's agreements pursuant to Art. 122 of Legislative Decree 58/1998.

Anyway, for completeness of information, it is appropriate to note the existence of the relationships described in the Annex, that however are not relevant to prove an affiliation relationship between Ondeo Italia SpA and the companies of the Group to which it belongs (SUEZ ENVIRONNEMENT COMPANY SA) and Roma Capitale, the controlling shareholder of the issuer ACEA SpA

They are, in fact, equity interests, that underlie purely industrial relations in the water sector, with companies in which a stake is held by the issuer ACEA S.p.A. that, however, do not exert any influence on the *steering party* of the latter.

For the above reasons, Ondeo Italia S.p.A. does not differ from any other minority shareholder of ACEA S.p.A. that is not an owner of the industrial relations described above.

Milan, 30 April 2014

[Signature]

Ondeo Italia S.p.A.

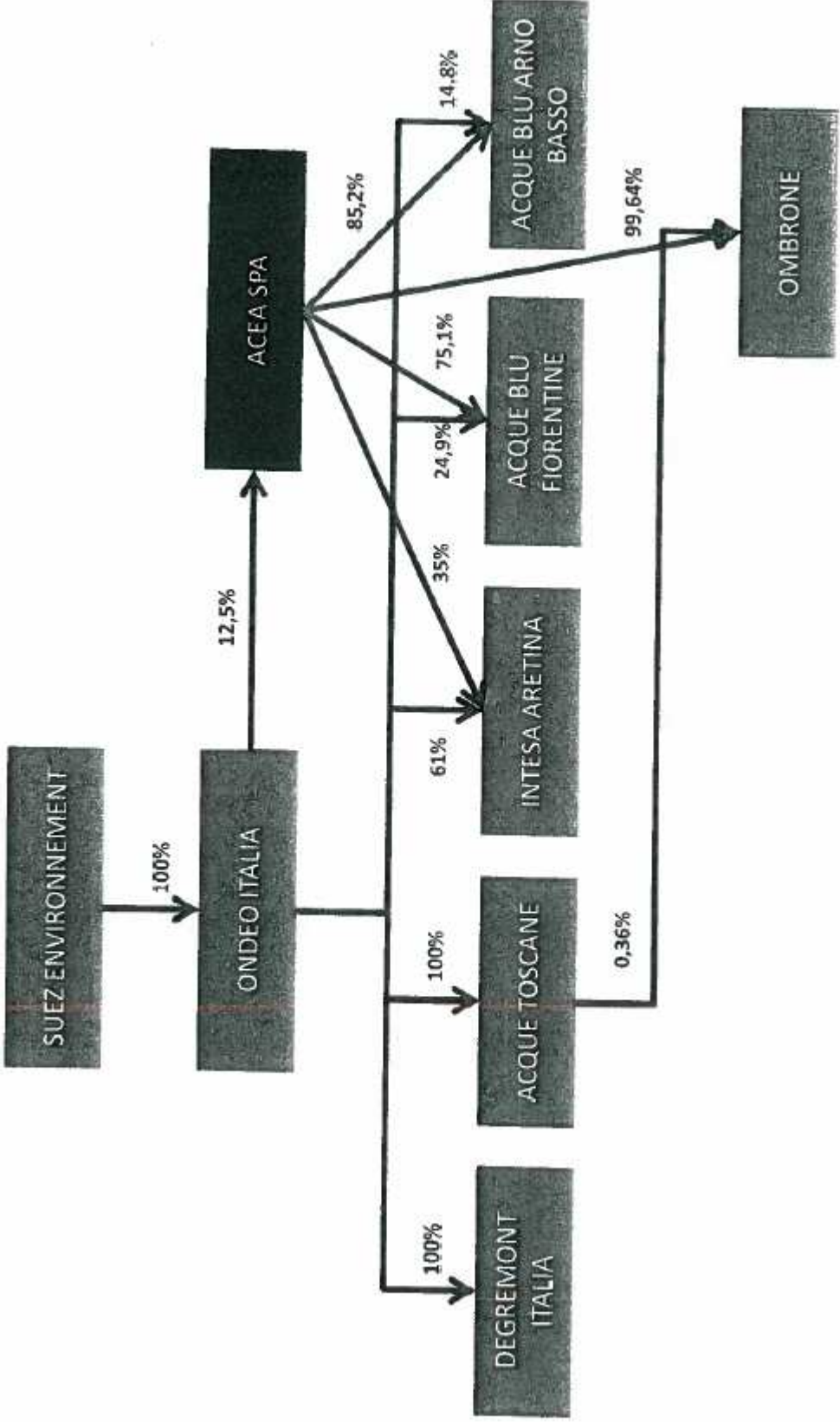
The Chairman

Dott. Ing. Giovanni Giani

Share capital EUR 124.101.740,00 - Registered offices: Via B. Crespi, 57 - 20159 Milano - Italy - Business Register of Milan, tax code and VAT number 03608970962 - R.E.A. 1688237

Company subject to management and co-ordination by SUEZ ENVIRONNEMENT S.A.S.

COMPANIES OF WHICH ONDEO ITALIA SPA AND ACEA SPA ARE SHAREHOLDERS



Messrs

ACEA S.p.A.  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
00154 ROME

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Giovanni Giani, born in Lecco on 14 January 1950, Tax code GNIGNN50A14E507O, a resident of

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147-*quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration.

- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

*[Illegible signature]*

Giovanni Giani

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

## CURRICULUM VITAE

### GIOVANNI GIANI

Born in Lecco (LC) on 14 January 1950

Married with two daughters

#### **Training:**

- Diploma Liceo Classico - Collegio Gallio Corno, 1970
- Degree in Civil Engineering - Milano Politechnic 1976
- Qualification to practice as Engineer, 1977

Military service 1974 - 1975

#### **Awards:**

- In 2004, appointed Grand Officer of the Order of Merit of the French Republic by the Presidency of the French Republic (Officier de l'Ordre du Mente de la Republique Francaise)  
Honour bestowed due to professional merits in the field at European and international level.

#### **Memberships in associations:**

Member of the Rotary Club

#### **Working experience.**

Manager with extensive experience in international business development and management of companies in the field of services to the community and in the industrial field. Expert in international industrial relations.

Currently: Ondeo Italia Spa - Chairman and Chief Executive Officer

- 1996 - 2002: Suez Environnement SA Director Southern Europe
- 1994 - 1996: Suez Environnement SA - Director Balkans and Greece Area
- 1998 - 2008: Suez SA - Chairman Country Club Italia
- 1990 - 1994: Degrèmont Italia Spa General Manager
- 1987 - 1990: Degrèmont Italia Spa Sales Manager
- 1984 - 1987: Polytecna Harris Spa Sales Manager
- 1977 - 1984: Polytecna Harris Spa - Project Manager

#### Current positions held:

- Acea SpA - Director
- Ondeo Italia SpA - Chairman Chief Executive Officer
- Consorzio Intesa Aretina – Chairman
- Acque Toscane SpA – Chairman
- Nuove Acque SpA - Director
- Acque Blu Arno Basso SpA - Director
- Acque SpA - Director
- Ombrone SpA - Director
- Acque Blu Fiorentine SpA - Director
- Publiacqua SpA - Director



Chambourcy, 30 April 2014

Messrs  
**ACEA S.p.A.**  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
**00154 ROME**

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Diane D'Arras, born in Henin Beaumont (France), on 2 May 1955

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements


- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147-*quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration.

- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Diane D'Arras



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*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

## **Diane d'ARRAS**

Born on 2 May 1955, married, three children.

Graduated from: Ecole Nationale des Ponts et Chaussées,

Institut des Sciences Politiques de Paris.

Institut des Hautes Etudes de la Défense Nationale.

**Awards:** «Légion d'honneur» for her commitment in research



### **Scientific community:**

International Water Association: Member of the Strategy Committee since 2008. Board member since 2010. Elected Vice Chairman in the last General Shareholders' Meeting of 2012.

Founding member and 1st elected chairman of Water Supply and Sanitation Technology Platform, a European association focused on Reerach with members from over 20 countries.

Since 2010 founding member and board member of AQUEAU, a EUREKA cluster for water (European Industrial Research).

Former Member of the Consultative Group on Environment for the 7th Programma Quadro di Direzione della Ricerca Europea.

Former Chairman of the Comitato Strategico Ambientale dell'Agenzia Nazionale per gli Standard in France (6 years)

For many years has been a member of the Advisory Board of Research Agency of Singapore and of the French Research Agency.

**Diane d'ARRAS** began her career in 1977 in a **French Agency for Public Water Management** (Seine Normandie). As an engineer, department of financial assistance for research on drinking water, involved in the introduction of new technologies in municipal water networks.

In 1981 she joined **Lyonnais des Eaux**, a French water company, becoming head of the company's water subsidiaries (board of directors, general meetings ...). From 1984 until April 1993, she transferred to the water operations in western Paris (1 million inhabitants served), in 1988 she was promoted to **Operations Chief Engineer** (operations, investments for maintenance and new works, ...).

After this initial experience in the operating field, in May 1993 he had the great opportunity to become a part of **Agua Argentinas (Buenos Aires)**. Initially she was Head of Water Extraction (4 million m<sup>3</sup> per day for 7 million inhabitants) and of Wastewater Collection with over 1,000 employees. Then she became **Operations Manager** (management of Network and of Customers, 7 million inhabitants, 2.5 million customers served, 2,000 employees).

Her experience in Argentina was wonderful and gave her the opportunity to develop profound operating skills and discover new ways of seeing things, both in professional and personal terms, in a world in constant evolution.

In 1998, in **Degrémont**, an engineering company specialized in the treatment of water and wastewater (turnover: 1,6 billion euros, 4,600 employees), she was appointed **Research and Development Senior Vice President**. The R&D position is strategic for an engineering company that creates turnkey projects based on its own technologies. Managing research has been a challenge that has enabled her to create strong partnerships and international networks.

After the initial experience in R&D, in 2003 she was appointed **Technology and Research Senior Vice President** of **Suez Environnement**. She created a structured international network of research centres organized through a new joint research organization (the property of the project is allocated to the operating segments and project management to the research centers). She implemented a broad innovation strategy for Suez Environnement through the use of new tools and an investment fund. She also developed a concrete technical support facility for day to day operations of Suez Environnement, through technical assistance and practical know-how for the sharing & transfer, to increase the technical efficiency of Suez Environnement worldwide.

In that period, she participated in the organization of coordination of structured research and cooperation in Europe through the creation and development of non-profit organizations such as the Water Supply and Sanitation Platform (of which she was the first president), and the ACQUEAU cluster for European industrial research.

Diane d'ARRAS has been appointed **Water Western Europe Senior Executive V.P.** in January 2011. She is head of strategy and of the partnership in Europe for the water sector.

**Experience in the Board meetings of the companies:** During her career she was a member and chairman of various boards of directors of French companies of different sizes (from 50 million to 1 billion euro), and international research-oriented non-profit associations (Belgium and the United Kingdom).

Currently she is first Vice President of the International Water Association, board member of Ondeo Italia and Intesina Aretina, and member of the technical committee of SEAAL, the public company that distributes water in Algeri.

**List of positions held in Board meetings:**

MAISONNING (company under French law): Chairman (2002/2004)

BIOSOL (company under French law): Chairman General Manager (2002/2004)

FAIRTEC (company under French law): Chairman (2005/2007)

AGUAS ANDINAS (company under Chilean law): Substitute Director (2008/2011)

SAFEGE (company under French law): Director, (2008/2011)

DEGREMONT (company under French law): Chairman, (2008/2011)

Water Supply and Sanitation Platform (Company under Belgian law): Director/Chairman  
2007/2011

International Water Association (Company under British Law): Chairman, (2010/2012)

ACQUEAU: not-for-profit company incorporated under Belgian law: Chairman, (2010/2012)

Aque Blu S.r.l. : Chairman, (2011/2012)

Aque Blu Fiorentina S.p.A., Director (2012/2012).

**List of offices currently held:**

Acea: Administrator

International Water Association (Company under British Law): 1st Vice Chairman

Intesa Aretina S.c.a.r.l. : Administrator

Ondeo Italia S.p.A.: Administrator

La Celle St. Cloud, 30 Aprile 2014

Messrs

ACEA S.p.A.  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
00154 ROME

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Olivier Jacquier, born in Versailles (France) on 12 November 1970, Tax code JCQLRP70S21Z110R

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

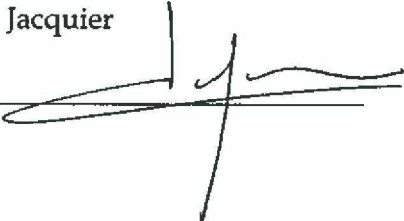
- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147 *-quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;

- that I will promptly inform you of any changes or additions to the data provided within this declaration;
- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Olivier Jacquier

A handwritten signature in black ink, appearing to be 'Olivier Jacquier', written over a horizontal line. The signature is stylized with a vertical stroke on the left and a wavy horizontal stroke on the right.

Olivier Jacquier

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

## **Olivier Jacquier**

Born in Versailles (France) on 21 November 1970

Nationality French

Married, 4 children

### **PROFESSIONAL EXPERIENCE**

*Since July 2012*     **SUEZ ENVIRONNEMENT**

- Deputy Finance Director

Direct responsibility for the Finance Department of the Suez Environnement Group (accounting, management control, finance and treasury, M&A, tax, internal control), under the direction of the General Manager of Finance

- Member of the Executive Committee of the Group
- Administrator of the Chilean company Aguas Andinas

*from June 2008  
to July 2012*

**GDF SUEZ - 4 years**

- **General Manager GDF SUEZ Energia Italia- Rome**

3<sup>o</sup> country of the Group by number of employees with 1300

Direction and animation of the branch alongside the Chairman and Managing Director

- Member of various management bodies: Board of Directors, Codir, Comex
- Operational direction of the following activities:
  - Energy generation
  - Trading & Energy Management
  - Subsidiary in Greece
    - Integration of the activity and of the équipes of Suez and Gaz De Frances after the merger
- Development of trading and energy management activities
- Management of the partnership with Acea

**From  
September 1999  
to July 2008**

- **Director of Mergers, Acquisitions and Investments** (2 years, team of 12 people and matrix network of 60 people)

Start-up, management, negotiation of merger, acquisition, and disposal transactions ("M&A")

Financial consultancy on investments: valuation, financial plan, financings without recourse

Member of financial management boards for main office and group

- *Merger Gaz de France - Suez*

- *IPO of Suez Environnement*

- **Director of Mergers and Acquisitions of the Group** (2 years - team of 6 people)

Start-up, management, negotiation of merger, acquisition, and disposal transactions ("M&A")

Member of financial management boards for main office and group

- *OPA for Electrabel of EUR 11.2 billion*

- *capital increase of Suez of EUR 2.4 billion*

- 

- **Head of Corporate Finance division** (2 years - team of 4 people)

Financial engineering

External and internal financing and refinancing operations

Responsible for relationships with banks and relations with rating agencies



- **Responsible for Financial operations (3 years)**

Mergers-acquisitions and disposal transactions

special appointments

Daily monitoring of the holdings of the communication pole.

*In particular, director of Noos and of Paris Première, member of financial committees of many branches (M6, TPS, Firstmark,...)*

*Sep. 1993-Sep 1999*      **PARIBAS - 6 years**

- **America Division - Structured Finance (2 years)**

Participation in strategic and financial analysis of operations, structuring of financing, presentation in implementation committees

- Financing of Leveraged Buy Outs
- Funding in the media-telecommunications sector

- **Asia Division (3 years)**

Monitoring of a portfolio of Asian branches

- Presentation of a credit dossier to the implementation committees
- Obtaining business in Southeast Asia
- Operational management of the effects of the Asian crisis

- **Beijing Representative Office (China 18 months)**

Assistant to the Representative

Business procurement in relation to export financing and JV counselling

## **STAGE**

- 1993*            **COOPERS & LYBRAND** - Paris - 3 months  
Work in two audit engagements
- 1992*            **PARIBAS CAPITAL MARKETS** - London - 2 months  
Audit & Organisation of Licences Activities Division and acquisition of borrowed securities
- 1991*            **FELIX POTIN** - Paris - 2 months  
Manager of a neighborhood store (Turnover: 2 MFRF. Goals achieved)
- 1990*            **WACKER CHEMITRONIC** - Germany - 2 months  
Worker on a silicon cutting line.
- 1988*            **CAEC DE DAME FONTAINE** - Meuse -1 month  
Farm hand

## **EDUCATION**

- 1990-1993*            **E.S.C.P.** (Ecole Supérieure de Commerce de Paris) - Finance Specialization
- 1988-1990*            HEC preparatory class for Stanislas high school (Paris)
- 1988*                 High School Diploma C

## **LANGUAGES**

- English            Fluent
- Italian             Fluent
- German            Scholastic
- Chinese            Scholastic

Paris, 30 Aprile 2014

Messrs  
ACEA S.p.A.  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
00154 ROME

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Gaël Falchier, born in Brest (France), on 20 March 1970

### WHEREAS

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- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

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- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
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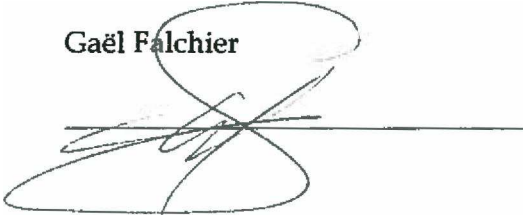
- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Sincerely,

Gaël Falchier

A handwritten signature in black ink, appearing to read 'Gaël Falchier', is written over a horizontal line. The signature is stylized and somewhat abstract, with a large loop at the top and a horizontal stroke across the middle.

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

**Gaél FALCHIER**

**Address**

Personal information:

Nationality French

Date of Birth: March 20, 1970

Married, 2 children



**PROFESSIONAL EXPERIENCE**

**20 years of international experience in Finance and Corporate management for Service Companies**

**1. LYONNAISE DES EAUX (SUEZ Environnement Group)**

Paris la Défense

**Chief Financial Officer (CFO)**

from September 2008

(n° 2 in the French water market , turnover 2.2 billion euro, 11.000 employees)

- Member of the Executive Committee of Lyonnaise des Eaux, Francia
- Responsible for finance, management control, accounting, legal and insurance of Operational Unit (50 people in the team in the headquarters and 300 people in the regional offices and shared facilities)
- Supervision of European activities in Germany (until disinvestment in 2011) and of the Italian businesses
- Challenges: to contribute to strategy development (growth, new activities, cost reduction and reorganization)
- Results: Dismemberment of 10 joint ventures (600 million euros), divestment of non-core activities (Eurawasser, Altiservice) dedicated project financing, new IT tools (Assets with a value of 6 billion, contractual commitments with 2,500 local clients)
- Board Member of many companies in France (Eau et Force, Eaux du Nord, Eaux du Sud Parisien, Sedud) and Italy (Ondeo Italia)

**2. SITA DEUTSCHLAND (SUEZ Environnement Group)**

Koln (Germany)

**Chief Financial Officer (CFO)**

sep 2004 sep 2008

(German company n° 3 in waste management, turnover 500 million euro, 3.500 employees)

- Deputy General Manager
- Head of Finance and Shared Services activities of a group of 60 companies (with 4 direct managers for the activities and supply strategy, management control, finance and accounting, IT for an entire team of approximately 80 people)
- Challenges: to contribute to the turnaround of the company, create a new team, improve the quality of financial information, rotate the portfolio of assets and develop a growth strategy
- Results: Project Financing (120 million euro) for a new waste to energy plant, Disinvestment of loss-making subsidiary (30 million euro), merger and acquisition projects (from 50 to 250 million euro), implementation of SAP, SOX legislation, Optimax project to reduce the costs of Suez, integration with the SITA Benelux activities (create a European operational unit with a turnover of 1.5 billion euro)

**3. SUEZ ENVIRONNEMENT Corporate**

Paris

**Senior financial controller SITA Europe**

jan 2001 - sep 2004

(n° 1 in Europe in waste management, turnover 4,5 billion euro)

- Coordination of financial results and of projects for the CFO of the Group and the CEO of the Branch with a team of 3 controllers
- Management control of the main Operating Units: Germany (2001-2004), Holland (2003-2004), France (2004) and Italy (2002)
- Close monitoring of reorganization (legal sector, human resources, finance, taxation) and tender processes

- Projects merger and acquisition (divestment of 10 German subsidiaries with a transaction value of 30 million euro, creation of a joint venture in Italy with a transaction value of 80 million euro)
- Financing (two structures under operating lease with a value of 20 million euro for the fleet of vehicles, project financing)
- Board Member of SITA Deutschland and SITA Italia

#### **4. VIVENDI ENVIRONNEMENT (now VEOLIA) 8 years in 2 branches and 3 countries**

CONNEX (1° private operator of trains and buses in Germany, turnover 70 million euro) Frankfurt (Germany)

**Finance Controller and then Finance Manager of the bus services** 1997-2000

ONYX (2nd European waste management company)

Paris-Nanterre

**Financial supervisor of French subsidiary and then of the European subsidiary**

1994-1997

IPODEC ITALIA (waste management subsidiary, turnover 20 million euro)

La Spezia and Torino (Italy)

**Business analyst, implementation of management control of newly acquired companies**

1992-1994

**Acquisition of complementary activities in companied dealing in waste and raw materials collection**

#### **OTHER PROFESSIONAL EXPERIENCE**

ANDERSEN CONSULTING (Paris)	3 months mission at the Centro Francese del Commercio Estero (CFCE)	1992
DELMAS (Paris-Puteaux)	internship of 6 months in the management control department	1991
ROBIG (Wels, Austria)	internship of 2 months in the marketing department	1990
Export Processing Zone (Cameroun)	mission of one month. Publication of a financial report	1990
NICOLAS (Parigi)	employment for one month in a wine store	1989
REYNOLDS (Casablanca, Morocco)	market survey for one month for stationery	1989
SIEMENS (Munich, Germany)	internship for one month in the R&D management control department	1988
Club BSN-DANONE (France-Belgium-Italy)	10 workshops in various subsidiaries of the Group	1989-1991

#### ***EDUCATION***

ECOLE SUPERIEURE DE COMMERCE DE PARIS (now ESCP Europe)

Paris

Diploma in Business Administration from one of the 3 best business schools in France

1988-1992

Address: Public Administration

Activity: chairman of the AIESEC Committee (management of a team of 20 members)

Organizing committee of the AIESEC International Congress held in Strasbourg in 1990 (300 participants from all over the world)

UNIVERSITY OF ST. GALLEN (HSG)

St. Gallen (Switzerland)

Exchange Program of the ESCP (6 months)

1990-1991

Studied international business management, ethics, Italian and environmental policies at the leading German-Swiss university

Activity: ISC Participation in the highly selective of St. Gallen Symposium (International Management Symposium) in 1991 and 1992

#### ***LANGUAGE SKILLS***

French: Mother tongue

English : Fluent. Professional meetings and negotiations throughout Europe

German: Fluent. Over five years of experience, study and work in German speaking countries

Italian: Fluent. Two years of professional experience in Italy. Daily use.

Spanish: Basic. Five years in high school. Some professional meetings in Spain and personal travel

Florence, Wednesday, April 30, 2014

Messrs  
**ACEA S.p.A.**  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
**00154 ROME**

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Francesca Menabuoni, born in Florence on 29 December 1969, Tax code MNBFNC69T69D612R

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 14-*quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for requisites of independence for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;

- that I will promptly inform you of any changes or additions to the data provided within this declaration.
- that I am informed, within the meaning and for the purposes of art. 13 of Legislative Decree 196 of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Francesca Menabuoni

*[Signature]*

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*



**Europass  
Curriculum Vitae**

**Personal information**

Name(s)/Surname(s) **Francesca Menabuoni**

Address(es)

Phone(s)

Fax

Email

Nationality Italian

Date of birth 12/29/1969

Gender Female

**Employment Corporate management**

**Professional field Integrated water services operator field**

**Work experience**

Date **Since March 2012**

Occupation or position held Managing Director

Main activities and responsibilities Legal representative of Nuove Acque S.p.A , Integrated water services operator in AATO n.4 Alto Valdarno

Name and address of employer Ondeo Italia - Milan

Type of business or sector Integrated water services operator

Date **2011 - 2012**

Occupation or position held General Management

Main activities and responsibilities Responsible for managing and coordinating the investment, technical, operational, commercial and procurement of Nuove Acque SpA, with responsibility for labour relations and powers of representation at local and central governments.

Delegation of the employer for responsibilities pursuant to Legislative Decree 152/2006 (Consolidated Law on Environment), Legislative Decree 31/2001 (quality of water for human consumption) and Legislative Decree 81/2008 (Consolidated Law on safety in the workplace).

Name and address of employer Nuove Acque S.p.A — Arezzo, Italia

Type of business or sector Integrated water services operator

Date **2008 - 2011**

Occupation or position held Operational and Technical Director, Assistant to the Director-General

Main activities and responsibilities Responsible for managing and coordinating the investment, technical, operational and procurement of Nuove Acque S.p.A.

Delegation of the employer for responsibilities pursuant to Legislative Decree 152/2006 (Consolidated Law on Environment), Legislative Decree 31/2001 (quality of water for human consumption)

Name and address of employer Nuove Acque S.p.A — Arezzo, Italia

Type of business or sector	Integrated water services operator
Date	<b>2003 - 2008</b>
Occupation or position held	Director of Investments and Technical Director
Main activities and responsibilities	Head of investments and design, procurement and tenders services, project management and testing of the contractual investment under the concession contract (12-17 M€ / year), and relationships with ARTO and local and central governments to carry out the works.  Nuove Acque S.p A is the operator of SII for the 37 municipalities of the ATO n.4 Alto Valdarno
Name and address of employer	Nuove Acque S.p A — Arezzo, Italy
Type of business or sector	Integrated water services operator
Date	<b>2000-2003</b>
Occupation or position held	Technical and operational Director
Main activities and responsibilities	Head of planning, contracts and tenders, project management and testing of the contractual investments under the concession contract, technical area manager of operations  Acque Tosacane S.p A is the operator of SII for the 3 municipalities of the ATO n.2 BassoValdarno
Name and address of employer	Acque Toscane S.p.A — Montecatini (PT), Italy
Date	<b>1997-2000</b>
Occupation or position held	Self-employed professional engineer
Main activities and responsibilities	Activity as freelance engineer in the field of civil construction in central Italy, design of water supply and sewerage, road and rail infrastructure
Name and address of employer	ArchIngegno s.r.l. - Florence
Date	<b>1997-1998</b>
Occupation or position held	Self-employed professional engineer
Main activities and responsibilities	Data collection for the preparation of the Framework Plans under Law 36/94 in Tuscany and Emilia Romagna regions
Name and address of employer	Phisys S.r.l - Florence
<b>Institutional work experience</b>	
Date	<b>Since July 2013</b>
Position held	Director
Name and type of organisation	Acque Blu Fiorentina S.p.A.
Date	<b>Since May 2012</b>
Position held	Director
Name and type of organisation	Acque Toscane S.p.A.
Date	<b>Since October 2011</b>
Position held	Director
Name and type of organisation	Consorzio Intesa Aretina Scarl
<b>Education and training</b>	
Date	<b>1998</b>
Qualification awarded	Engineer
Main subjects/professional skills acquired	Qualification to practice the profession
Name and type of organisation providing education and training	Università degli Studi di Firenze
Date	<b>1997</b>
Qualification awarded	Degree in Civil Engineering Hydraulics section

Main subjects/professional skills acquired	Thesis entitled "Un modello per l'analisi del costo delle reti di acquedotto e fognatura"
Name and type of organisation providing education and training	Università degli Studi di Firenze
Date	<b>1988</b>
Qualification awarded	Accounting diploma
Main subjects/professional skills acquired	Accountant specialized in systems programming
Name and type of organisation providing education and training	Istituto Tecnico Commerciale Duca D'Aosta - Florence
<b>Other training activity</b>	
Date	<b>2011</b>
Title	Master " Finance pour des managers non financiers »
Name and type of organisation	Gdf Suez University — Chateaufort, France
Date	<b>2010</b>
Title	Master " Leadership and change management II level"
Name and type of organisation	Gdf Suez University — Fillerval, France
Date	<b>2006</b>
Title	I trattamenti di potabilizzazione per le acque sotterranee il trattamento del Fe e del Mn
Name and type of organisation	Suez University, Morsang sur Seine, France
Date	<b>2005</b>
Title	I trattamenti di potabilizzazione per le acque superficiali
Name and type of organisation	Suez University, Djon, France
Date	<b>2004</b>
Title	Master "Leadership and change management I level"
Name and type of organisation	Suez University — Fillerval, France
Date	<b>2003</b>
Title	Ottimizzazione energetica dei sistemi idraulici
Name and type of organisation	Suez University, Limoges, France
<b>Speeches at seminars and conferences, publications</b>	
Date	<b>2012</b>
Title	Nuove tecnologie per il risparmio idrico e trattamento acque superficiali, un approccio sostenibile
Name and type of organisation	1° Forum Sicurezza Ambiente Salute, Arezzo
Date	<b>2011</b>
Title	Il modello di PPP e la governante nei servizi idrici, il caso Nuove Acque
Name and type of organisation	Convegno IIR, "Prospettive, soluzioni e opportunità nella gestione delle reti idriche" Milano
Date	<b>2009-2011</b>
Title	Membro dei Comitati Tecnici "Direttori Operativi"
Name and type of organisation	Suez Group, Paris

Rome, 30 April 2014

Messrs

**ACEA S.p.A.**  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
**00154 ROME**

#### DECLARATION

#### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Mauro Alfieri, born in Rome on 11 November 1962, Tax code LFRMRA62S30H501M

#### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

#### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147 *-quinqüies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration;

- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Mauro Alfieri

*[Signature]*

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

**EUROPEAN  
CURRICULA VITAE  
FORMAT**

**PERSONAL  
INFORMATION**

Name **ALFIERI Mauro**  
Address  
Telephone  
Fax  
Email  
Nationality Italian  
Date of birth 30/11/1962

**WORK EXPERIENCE**

Dates (from - to)	July 1999 to date
Name and address of employer	Acque Toscane S.p.A. (Suez Environnement Gruppo)
Type of business or sector	Integrated water services operator
Type of job	General Management and Administration
Main activities and responsibilities	Chief Executive Officer and General manager of Acque Toscane S.p.A., water services operator in safeguarding status of some municipalities in Tuscany ; Director of Intesa Aretina (company that owns private shares of the capital of Nuove Acque S.p.A., the manager of integrated water services in the ATO of Arezzo) ; participation in commercial development projects in Italy Suez Environnement Group with the task of verification and validation of the technical and commercial offers
Dates (from - to)	November 1997 to July 1999
Name and address of employer	Lyonnaise des Eaux. (Suez Environnement Group) Bordeaux
Type of business or sector	Integrated water services operator
Type of job	Operational management
Main activities and responsibilities	Head of Bordeaux North Agency ( 109 employees) with the task of managing a profit centre and operational planning. The activity included the coordination of the units involved in the exercise and maintenance of water and sanitation, management of users and engineering. Responsible for relations with local authorities for the coordination of work in the area (Municipalities, Urban Community of Bordeaux, other licensees)
Dates (from - to)	From May 1997 to November 1997
Name and address of employer	CREA S.p.A. Savigliano (Lyonnaise des Eaux Group - Dumez)
Type of business or sector	Integrated water services operator
Type of job	Commercial and organization
Main activities and responsibilities	Preparation of the tenders for the management of water services , consultant in the field of quality management and information technology applied to group companies

Dates (from - to)	May 1994 to May 1997
Name and address of employer	Lyonnaise des Eaux - Rouen (Lyonnaise des Eaux Group)
Type of business or sector	Integrated water services operator
Type of job	Organization and IT
Main activities and responsibilities	Assistant to the Head of the Centre of OME with the task of auditing the operational units. Quality Assurance Manager of the Centre with the goal achieved to obtain ISO 9000 certification of the activities (the latter obtained by the Group in France). Head of Information Technology
Dates (from - to)	February 1994 to May 1994
Name and address of employer	Professional activity
Type of business or sector	Technical consultancy
Type of job	Technical consultant and designer
Main activities and responsibilities	Technical advisor for engineering companies and local communities. Among the main customers:  Tecnica S.r.l. - Definition of leak search criteria for Rome's water supply (customer ACEA), water supply projects for the towns of Sezze, Albano, Rocca di Papa, Orte, etc..., Sewerage projects for the municipalities of Anzio and Orte, for the provinces of Rieti and Viterbo, support for project management and preparing tenders.  Estramed S.p.A. - physical models of the ports of Taranto and Civitanova Marche and assistance to the design of the pier of the port of Ras Laffan in Qatar.  City of Maenza (LT) - master plan of water resources and urban and suburban network.
Dates (from - to)	September 1991 to December 1991
Name and address of employer	Astaldi S.p.A.
Type of business or sector	Constructions
Type of job	Site Manager
Main activities and responsibilities	Support to the management of construction sites in Guinea Conakry

## **EDUCATION AND TRAINING**

Dates (from - to)	1981-1990
Name and type of organization providing education	"La Sapienza" University of Rome – Faculty of Engineering
Main subjects/occupational skills covered by the studies	Civil Engineering
Main subjects/occupational skills covered by the studies	Master's degree in Civil Engineering Hydraulics
Level in national classification (if applicable)	103/110
Dates (from - to)	2003
Name and type of organization providing education	Suez University — Paris
Main subjects/occupational skills covered by the studies	Finance
Main subjects/occupational skills covered by the studies	Financial for Non Financials
Level in national classification (if applicable)	

Dates (from - to)	2002
Name and type of organization providing education	Suez University Paris - Santiago del Chile - Manaus and San Paolo in Brasil - Hong Kong
Main subjects/occupational skills covered by the studies	General Management
Main subjects/occupational skills covered by the studies	Being a global player (Internal master of the Suez Group in business administration)
Level in national classification (if applicable)	
Dates (from - to)	1996
Name and type of organization providing education	Centre de Formation Lyonnaise des Eaux – Paris
Main subjects/occupational skills covered by the studies	Project Management
Main subjects/occupational skills covered by the studies	Project Management
Level in national classification (if applicable)	
Dates (from - to)	1996
Name and type of organization providing education	Centre de Formation Lyonnaise des Eaux – Paris
Main subjects/occupational skills covered by the studies	General Management
Main subjects/occupational skills covered by the studies	Reprise d'une exploitation à l'étranger
Level in national classification (if applicable)	
Dates (from - to)	1996
Name and type of organization providing education	Centre de Formation Lyonnaise des Eaux – Paris
Main subjects/occupational skills covered by the studies	General Management
Main subjects/occupational skills covered by the studies	International Projects
Level in national classification (if applicable)	
Dates (from - to)	1996
Name and type of organization providing education	Centre de Formation Lyonnaise des Eaux- Paris
Main subjects/occupational skills covered by the studies	General Management
Main subjects/occupational skills covered by the studies	Management de la Qualité et de l'Assurance Qualité
Level in national classification (if applicable)	



**PERSONAL SKILLS**  
*Acquired in the course of life and career but not necessarily recognized by formal certificates and diplomas.*

FIRST LANGUAGE      ITALIAN

Other languages  
FRENCH  
Reading      Excellent  
Writing      Excellent  
Speaking      Excellent

ENGLISH  
Reading      Good  
Writing      Good  
Speaking      Good

SPANISH  
Reading      Basic  
Writing      Basic  
Speaking      Basic

**SOCIAL SKILLS**

Ability to negotiate and know how to interpret customer requirements acquired through years of contact with the customer.  
Ability to work in a team and in a multicultural environment gained from working in a large multinational.  
Ability to analyze and solve problems using operational management skills.  
Ability to interpret the numbers using administrative management skills.

**ORGANIZATIONAL/MANAGERIAL SKILLS**

Ability in start-up and reengineering of water services operating companies.  
Administrative skills (budgets, taxation, nationally and international financial analysis)

**TECHNICAL SKILLS**

Ability to use the leading office automation systems and management applications

**ARTISTIC SKILLS**

Continuously practices the following sports: swimming and skiing.

**OTHER SKILLS**

Member of Standing Committee of Assindustria – Pistoia

*Skille not mentioned above.*

**DRIVING LICENSE(S)      ITALIAN B CLASS LICENSE**

**FURTHER INFORMATION**

**ATTACHMENTS**

I, the undersigned am aware that, pursuant to art. 26 of Law 15/68, false statements, falsification of documents and use of false documents are punishable under the criminal code and special laws. I authorise the processing of my personal data pursuant to Legislative Decree 196 of 30 June 2003

Date 30 April 2014

*[Signature]*

Saint Cloud, 30 April 2014

Messrs  
ACEA S.p.A.  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
00154 ROME

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Dominique Romani, born in Savigny sur Orge (France), on 19 July 1967

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147-*quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration.

- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Dominique Romani

*[Signature]*

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

## CURRICULUM VITAE

**Dominique ROMANI**

### Personal information

born in Savigny sur Orge (France), on 19 July 1967,

Married, with three children

Languages: French, English, German

MBA degree in Economics , 2000 HEC Paris

Degree in corporate management 1991

### Employment and professional experience

From 2005 to present - LYONNAISE DES EAUX - Suez Environnement

- Finance Manager Europe and Overseas
- Director of Corporate Acquisitions and Disposals

From 2000 to 2005 SUEZ CORPORATE

- Head of the management control of the group

From 1992 to 1998 Group DEGREMONT - AQUAZUR

- Head of Management Control and Finance

From 1993 to 1995 DEGREMONT FRANCIA

- Management controller

From 1992 to 1993 Group DEGREMONT

- Chargé de mission in Germania

Vigevano, 30 April 2014

Messrs  
**ACEA S.p.A.**  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
**00154 ROME**

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Marica Lazzarin, born in Vigevano on 27 April 1966, Tax code LZZMRC66D67L872L

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 5 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147 *-quinquies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A. on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-*ter*, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration.

- that I am informed, within the meaning and for the purposes of Art. 13 of Legislative Decree of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Marica Lazzarin

[Signature]

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

## **CURRICULUM VITAE**

### **MARICA LAZZARIN**

#### **Personal information**

Born in Vigevano (PV) on 27 April 1966

Resident in:

Married, one daughter

#### **Education:**

- Professional High School Diploma, for "Trader" 1985

#### **Work Experience**

Currently: Ondeo Italia Spa - Manager, with communication functions, external relations, corporate, purchasing, administration

2006 to present - Ondeo Italia - Manager

2004 - 2006 — Suez Environnement - Dirigente

1994 - 2004: Lyonnaise des Eaux — Assistente of the chairman, General Manager

1988 - 1994 : Degrémont Italia Spa — Executive Secretary

#### **Positions held:**

Intesa Aretina S.c.a.r.l. - director

Acque Toscane S.p.A. - director

Nuove Acque S.p.A. - chairman of the Supervisory Board

#### **Professional skills**

Organization and communication, ability to work in teams, to manage and organize the company affairs, purchasing and administration.

#### **Languages**

French, good

English, fair



Arezzo, 30 April 2014

Messrs  
**ACEA S.p.A.**  
Legal and Corporate Affairs  
Piazzale Ostiense, n. 2  
**00154 ROME**

## DECLARATION

### FOR CANDIDACY FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

**Acceptance of the candidature, the absence of causes of ineligibility, incompatibility, and suspension, possession of the requisites of integrity and independence, respect for limits concerning positions held concurrently and curriculum vitae;**

I, the undersigned Francesco Nocentini, born in Arezzo on 7 June 1969 Tax code NCNFNC69H07A3900

### WHEREAS

- (i) the Shareholder's Meeting of ACEA S.p.A. is called for 5 June 2014 at 10:00 AM to pass resolutions, inter alia, on the appointment of members of the Board of the Directors of the Company;
- (ii) that my name, as a candidate for the position of Director, was placed on the list presented by Ondeo Italia S.p.A. pursuant to art. 15 of the Company Bylaws of ACEA S.p.A.;

### DECLARE

aware of my responsibility for misleading statements

- that I irrevocably accept this position of Director, if appointed;
- that I meet all the requirements set out by law and by the Corporate Bylaws of ACEA S.p.A. for accepting said position;
- that I am not subject to ineligibility and/or suspension and/or incompatibility under the applicable laws or of the Corporate Bylaws, set forth in Art. 2382 of the Italian Civil Code, or other impediments to holding the position, as set forth in applicable laws;
- that I meet the integrity requirements set forth by Art. 147 *-quinqies*, paragraphs 1 and 2 of Legislative Decree 58/98 and Art. 2 of Ministerial Decree 162 of 30 March 2000;
- that I comply with the guidance of the Board of Directors of ACEA S.p.A on the limits concerning management and supervisory positions held concurrently in other listed companies;
- that I meet the independence requirements for accepting said position pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998, referred to in Art. 147-ter, fourth paragraph of the same Legislative Decree, of Article 3 of the Code of Conduct for listed companies and the applicable legislation;
- that I am not a candidate in any other slate of candidates for the position of Director;
- that I can devote to my duties as Director the time necessary to effectively and diligently perform them even taking into account my other professional and work-related commitments;
- that I will promptly inform you of any changes or additions to the data provided within this declaration.

- that I am informed, within the meaning and for the purposes of Art. of 30 June 2003, that the personal data collected will be processed by ACEA S.p.A, also by computer, exclusively within the framework of the procedure for which this declaration is made, and that I consent to said processing.

I have attached my curriculum vitae accompanied by the list of appointments to the management and supervisory positions held in other companies in compliance with the law.

Sincerely,

Francesco Nocentini

*[Signature]*

*Attachments:*

*curriculum vitae with list of positions held*

*copy of a valid identity document*

# Europass Curriculum

## Vitae

### Personal information

Name(s)/Surname(s) **Francesco Nocentini**

Address(es)

Phone(s)

Fax

Email

Nationality Italian

Date of birth 7/6/1969

Gender Male

### Employment **Company Executive**

#### Professional field **Integrated water services operator field**

#### Work experience

Date **Since 2012**

Occupation or position held Head of Legal Office and Institutional relations with powers

Main activities and responsibilities Organization and management of the legal office and institutional relations with powers to represent the Company at the Ministries, Prefectures, Regions, Provinces, Municipalities, the Police, the A.I.T. (Autorità Idrica Toscana) The Oversight Committee on water resources and the Authority for Electricity and Gas. In the absence of the Chief Executive Officer he has been given, besides power concerning expenditures, the power of representing the Company for the various banking, insurance, judicial and public security authorities. Setting up and managing credit recovery procedures.

Coordinator and Contact of the Autorità Idrica Toscana (AIT) for all the companies in the Tuscany Region in the management of the integrated water service for the revision of the regulations of business service charter.

Corporate Contact for compliance with environmental legislation.

Name and address of employer Nuove Acque S.p.A — Arezzo

Type of business or sector Integrated water services operator

Date **Since 2007**

Occupation or position held Head of Personal data processing pursuant to Art. 29 of Legislative Decree 196/2003

Main activities and responsibilities Worked within the company to ensure that the company procedures were in place with procedures and precautions taken to ensure that the collection, processing and storage of personal data took place respecting privacy with authority to sign documents and records such as, without limitation, any appointments of administrators of the system and notifications to the Guarantor.

Name and address of employer Nuove Acque S.p.A — Arezzo, Italia

Type of business or sector Integrated water services operator

Date	<b>Since 2006</b>
Occupation or position held	Head of Legal and General Affairs Office
Main activities and responsibilities	Management and investigation of disputes in relation to active and passive judgments in courts, arbitration panels, administrative and special courts. Corporate Legal Council in all disputes, Civil, Administrative and Criminal.  Support to the Chief Executive Officer for the revision of the outsourcing convention, and generally for the revision of the Framework Plan.
Name and address of employer	Nuove Acque S.p.A — Arezzo, Italia  Integrated water services operator
Date	<b>From 2005 to 2006</b>
Occupation or position held	Head of Customer Service
Main activities and responsibilities	Management of the commercial policies, business processes, and front and back office personnel. Relations with consumer associations, with trade associations (industrial, business, agricultural, professional boards, associations of condominium managers, etc.)
Name and address of employer	Nuove Acque S.p A — Arezzo, Italy  Integrated water services operator
Date	<b>Since 2002</b>
Occupation or position held	Head of General Affairs and Relations with Regulatory Bodies Office
Main activities and responsibilities	Management of relations with local authorities, regions, provinces, cities, regulatory bodies and prefectures. Supervision of compliance with corporate law appointed as Secretary both in Board meetings and in Shareholders' Meetings. Management of relations with the auditing companies and with the Board of Statutory Auditors.
Name and address of employer	Nuove Acque S.p A — Arezzo, Italy  Integrated water services operator

### **Institutional work experience**

Date	<b>Since 2010</b>
Position held	Together with the other parts of the Body. <ul style="list-style-type: none"> <li>• Vigilance on the respect of the Organizational Model with the required powers of investigation;</li> <li>• Supervision of the implementation of the Organizational Model ensuring its constant update</li> </ul>
Name and type of organisation	Nuove Acque S.p A — Arezzo, Italy  Integrated water services operator

### **Education and training**

Date	<b>2006</b>
Qualification awarded	Achieved qualification of Lawyer
Main subjects/professional skills acquired	Qualification to practise Law and enrolment in the special Borad of Lawyers of the Court of Arezzoo
Name and type of organisation providing education and training	The Court of Appeal of Florence for education and training

Date	<b>2002</b>
Qualification awarded	Labour Consultant
Main subjects/professional skills acquired	Qualification to practice the profession of Employment Consultant
Name and type of organisation providing education and training	Regione Toscana Direzione Regionale del Lavoro e Previdenza Sociale
Date	<b>1999</b>
Qualification awarded	Law Degree
Main subjects/professional skills acquired	Title of the thesis "La Predeuzione dei crediti nella consecuzione delle procedure Concorsuali"
Name and type of organisation providing education and training	Siena University
<b>Other training activity</b>	
Date	<b>2013</b>
Title	«L'organismo di vigilanza Ex. D.lgs. 231/2001»
Name and type of organisation	BS Formazione
Date	<b>2013</b>
Title	"Pubblica Amministrazione Società a Partecipazione Pubblica"
Name and type of organisation	Synergia - Torino, Italy
Date	<b>2013</b>
Title	"Società Pubblica e servizi pubblici Locali"
Name and type of organisation	COA -Milano, Italy
Date	<b>2012</b>
Title	"La Violazione della Normativa in materia di sicurezza sul lavoro - aspetti civili e penali"
Name and type of organisation	Fondazione per la Formazione Forense Ordine degli Avvocati Arezzo, Italy
Date	<b>2011</b>
Title	"Modelli di Organizzazione, gestione e controllo ex D.lgs. 231/2001:reati ambientali e reati in materia di salute e sicurezza sul lavoro"
Name and type of organisation	TiForma, Firenze , Italy
Title	"L'Attività di recupero crediti. Dalla gestione dei clienti alle azioni esecutive. Aspetti Operativi e problematici"
Name and type of organisation	TiForma, Firenze , Italy
Date	<b>2011</b>
Title	Guida Operativa alla redazione del modello 231/2001
Name and type of organisation	Gruppo 24 ore, Milano, Italy
Date	<b>2008</b>
Title	Legislazione Ambientale
Name and type of organisation	Tutto Ambiente, Piacenza, Italy

Date **2008**

Title La disciplina della terre e Rocce da Scavo e dei rifiuti da demolizione e da attività estrattive

Name and type of organisation  
[Illegible text]

**European level (\*)**

English

Understanding				Speaking				Writing	
Listening		Reading		Spoken interaction		Spoken production			
B1	Intermediate	B1	Intermediate	B1	Intermediate	B1	Intermediate	B1	Intermediate

**Signature:**  
**[Signature]**

I authorize the processing of my personal details pursuant to Legislative Decree 196 of 30 June 2003 "Code concerning the protection of personal information (optional)."

[Signature]