



**Certification of consolidated financial statements in accordance with art.154-bis of Legislative Decree 58/98**

(Translation from the original Italian text)

1. The undersigned, Alberto Irace, as Chief Executive Officer, and Franco Balsamo, as Executive Responsible for Financial Reporting of the company ACEA S.p.A., taking also account of provisions envisaged by Art.154-bis, paragraphs 3 and 4, of the Legislative Decree n°58 of 24 February 1998, hereby certify:

- the consistency to the business characteristics and
- the effective application

of the administrative and accounting procedures for preparing the consolidated financial statements at 31 December 2014.

2. To this purpose, no significant issues were recorded.

3. It is also certified that:

3.1 the consolidated financial statements:

- a) were drawn up in compliance the applicable international accounting standards recognised in European Community in accordance with EC regulation 1606/2002 of the European Parliament and the Council, of 19 July 2002,
- b) are consistent with the underlying accounting books and records,
- c) provide a true and correct view of the operating results and financial position of the issuer and the overall of companies included in the consolidation,

3.2 the report on operations includes a reliable analysis of the operational performance and result, as well as the situation of the issuer and the companies included in the scope of consolidation, together with a description of the main risks and uncertainties to which they are exposed. The report on operations also includes a reliable analysis of the disclosure on significant related parties transactions.

Rome, 01 April 2015

signed by: Alberto Irace, The CEO

signed by: Franco Balsamo, The Executive Responsible for Financial Reporting

*This report has been translated into the English language solely for the convenience of international readers*

