



PROXY FORM ⁽¹⁾

For representation at the Ordinary Shareholders' Meeting of ACEA S.p.A. (the "Company"), to be held on 23 April 2015, in first call, and, if necessary, on 7 May 2015, in second call, as per notice of meeting published on the Company's website and in the newspaper Il Sole 24 Ore on 24 March 2014 (as subsequently supplemented pursuant to art. 126-bis of Legislative Decree 58/1998, known as "TUF").

With reference to the Ordinary Shareholders' Meeting called on 23 April 2015 in first call at the Conference Center "La Fornace", Centrale Tor di Valle, Via dell'Equitazione no. 32 - Rome at 10:00 am, and if necessary at the same place and same time, in second call, on 7 May 2015

BY THIS FORM

the undersigned (first name*) ⁽²⁾ (surname*)
....., born in* on
* and residing in Street
....., tax code
..... ID document
(type).....no. (attach a copy),

having taken note of the contents of the Reports on the agenda items drafted by the directors and acting in his/her capacity as ⁽³⁾:

shareholder of ACEA S.p.A. holding no.* ordinary shares registered in the securities account no. with the following intermediary.....
ABI bank code..... CAB branch code.....;

person who is granted the right to vote with respect to no. * ACEA S.p.A. ordinary shares registered in the securities account no. with the following

⁽¹⁾ Any person entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with the applicable provisions of law, by signing this proxy form, to be issued to the person designated and appointed by the entitled party (to delegate powers to the Designated Representative of the company pursuant to art. 135-undecies of the Consolidated Finance Act (TUF), a different proxy form must be used that is provided by the Company for this purpose and published on the website www.acea.it)

⁽²⁾ Specify the name and surname of the delegating person (as it appears on the copy of the notice for attendance at the meeting as per art. 83-sexies of the Consolidated Finance Act (TUF)), or of the legal representative of the delegating legal person.

⁽³⁾ Mark with a cross where applicable.

(*) Dati obbligatori



intermediary..... ABI bank code CAB branch code in his/her capacity as *⁽⁴⁾;

person vested with appropriate representation authority * ⁽⁵⁾ registered office* tax code * pursuant to(attach a copy), owner / person who is granted the right to vote in his/her capacity as *.....⁽⁶⁾ with respect to no. * ACEA S.p.A. ordinary shares registered in the securities account no. with the following intermediary..... ABI bank code CAB branch code

HEREBY APPOINT

Mr/Mrs (first name *) (surname*), born in* on *..... and residing in Street, tax code *..... who can be replaced (if applicable) in turn by Mr/Mrs (first name) (surname), born in on and residing in..... street, tax code to attend and represent him/her at the meeting.

DATE SIGNATURE

The undersigned also states that the right to vote ⁽⁷⁾:

shall be exercised by the delegate at his/her discretion ⁽⁸⁾

⁽⁴⁾Specify the legal title (pledge, usufruct, etc.) under which the voting rights are attributed.
⁽⁵⁾Specify the name of the legal person (as it appears on the copy of the notification for attendance at the meeting as per art. 83-sexies, of the Consolidated Finance Act (TUF).
⁽⁶⁾Delete the non-applicable item and, in the case of person who is granted the right to vote, specify the legal title (pledge, usufruct, etc.) under which the voting rights are attributed.
⁽⁷⁾Mark with a cross where applicable
⁽⁸⁾It should be noted that, pursuant to art. 118, paragraph 1, letter c) of the Regulation approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, the shares for which "the right to vote has been granted by proxy, provided that such right may be exercised discretionally in the absence of specific instructions by the delegating party" are considered shareholdings for the purpose of reporting obligations governed by art. 120, of the Consolidated Finance Act (TUF).

(*) *Dati obbligatori*



□

shall not be exercised by the delegate at his/her discretion but in compliance with specific voting instructions given by the undersigned delegating party.

DATE SIGNATURE

It is noted that, pursuant to art. 135-novies of the Consolidated Finance Act (TUF), "*the representative may, in place of the original, deliver or transmit a copy of the proxy, including in electronic format, attesting under his/her responsibility that it is a true copy of the original and certifying the identity of the delegating party. The representative shall keep the original of the proxy and records of any voting instructions received for one year as from the conclusion of the meeting.*"



PRIVACY INFORMATION

The data contained in this proxy form will be processed by ACEA S.p.A. - the data controller - to manage the meeting's operations, in accordance with applicable regulations regarding the protection of personal data.

Such data may be disclosed to employees of ACEA S.p.A. specifically authorized to process them, in their quality as Data Processors or Persons in Charge of the processing for the above-mentioned purposes. Such data may be disseminated or disclosed to specific parties in fulfilment of a legal requirement, regulation or Community legislation, or in accordance with instructions issued by Authorities entitled to do so or by supervisory and control bodies. If the data specified as mandatory (*) are missing, the authorized person shall not be admitted to attend the Meeting.

Pursuant to art. 7 of Leg. Dec. 196/2003, the party concerned is entitled to be informed - at any time – about the data held by ACEA S.p.A., their origin and how they are used. He/she is also entitled to request that such data be updated, amended, supplemented, deleted or blocked, and to object to the processing thereof by contacting the Data Controller, Piazzale Ostiense 2, Rome.