



PROXY FORM ⁽¹⁾

for representation in the Ordinary Shareholders' Meeting of ACEA S.p.A. (the "Company") which will take place on 20 April 2018 on first call, and on 27 April 2018 on second call if necessary, as per the notice of call published on the Company website and in the daily newspaper *Il Sole 24 Ore* on 21 March 2018 (and any subsequent integrations according to art. 126-bis of Legislative Decree 58/1998 "TUF").

With regard to the Ordinary Shareholders' Meeting to be held on 20 April 2018 on first call at the "La Fornace" Conference Centre at the Centrale Tor di Valle in Via dell'Equitazione, 32 – Rome at 10:00 and on 27 April 2018 on second call, if required, at the same place and time

IN THIS FORM

the undersigned (name*) ⁽²⁾ (surname*), born in *
..... on *..... and resident in
..... Via tax code *
..... identity document (type)
..... no. (enclose copy),

having acknowledged the content of the Reports on the items on the agenda prepared by the directors and in the capacity of ⁽³⁾:

shareholder of ACEA S.p.A., being in possession of* ordinary shares registered in shares book no. held by the following intermediary.....
ABI..... CAB.....;

entity entitled to vote with regard to * ordinary ACEA S.p.A. shares registered in shares book no. held by the following intermediary ABI.....
CAB..... in his/her capacity of * ⁽⁴⁾;

individual with suitable powers of representation * ⁽⁵⁾
....., with head office in *

⁽¹⁾ Any person entitled to intervene in the Shareholders' Meeting may be represented by written proxy according to the laws in force by filling in and signing this proxy form, to be released to a person designated and entrusted by the person in question (**for the conferment of proxies to the Representative designated by the company according to art. 135-undecies of the TUF, the other proxy form prepared by the company must be used, which is published on the website www.acea.it**).

⁽²⁾ Give the name and surname of the person conferring the proxy (as appearing on the copy of the communication for intervention in the shareholders' meeting of which in art. 83-sexies of the TUF) or the legal representative of the entity conferring the proxy.

⁽³⁾ Mark the relevant box.

⁽⁴⁾ State the juridical privilege (pledge, usufruct, etc.) on the basis of which the entitlement to vote is conferred.

⁽⁵⁾ Compulsory information

⁽⁶⁾ State the name of the juridical entity (as appearing on the copy of the communication for intervention in the shareholders' meeting of which in art. 83-sexies of the TUF).



....., tax code *, by force of
.....(enclose copy), holder of / person attributed the entitlement to vote in
the capacity of *.....⁽⁶⁾ with regard to * ordinary ACEA S.p.A. shares
registered in shares book no. held by the following intermediary
ABI..... CAB.....;

DELEGATES

Mr./Mrs. (name *) (surname *), born in *
..... on *..... and resident in
..... Via, tax code
..... with the right (if applicable) to be replaced in turn by Mr./Mrs. (name)
..... (surname*), born in *
..... on *..... and resident in
..... Via, tax code
..... to intervene and replace him/her in the Shareholders' Meeting.

DATE SIGNATURE.....

The undersigned also hereby declares that entitlement to vote ⁽⁷⁾:

- is exercised discretionaly ⁽⁸⁾**
- is not exercised discretionaly by the person delegated but in compliance with specific instructions given by the undersigned.**

DATE SIGNATURE.....

It should be noted that, according to art. 135-novies of the TUF, that *“the representative may deliver or send a copy of the proxy rather than the original, even if on electronic support, attesting under their own responsibility the compliance of the proxy with the original and the identity of the person conferring the proxy. The representative will keep the original proxy and keep trace of the voting instructions received for one year as of the end of the Shareholders' Meeting”*.

⁽⁶⁾ Delete the item not applicable and, in the case of a person attributed the entitlement to vote, state the juridical privilege (pledge, usufruct, etc.) on the basis of which the entitlement to vote is conferred.

⁽⁷⁾ Mark the applicable item.

⁽⁸⁾ It should be noted that, according to art. 118, paragraph 1, sub. c) of the Regulation approved by Consob in resolution 11971/1999, as subsequently modified and integrated, as regards the communication obligations envisaged by art. 120 of the TUF, shareholdings are considered as shares in relation to which “voting entitlement is given by proxy, as long as the entitlement can be exercised discretionaly in the absence of specific instructions from whomever confers the proxy”.



PRIVACY NOTE

The information contained in this proxy form will be processed by ACEA S.p.A. – the holder of the processing rights – in order to manage the proceedings of the shareholders' meeting, in respect of the laws in force on the protection of personal information.

Such information may become known to the collaborators of ACEA S.p.A. specifically authorized to process it, in the capacity of Responsible or Authorized Entity, for the achievement of the above purposes. Such information may be distributed or notified to specific entities in fulfilment of a legal obligation, regulation or EU ruling, or on the basis of instructions given by Authorities entitled to do so by the law or by supervisory and control bodies. If the information indicated as compulsory (*) is missing, the representative in question will not be allowed to attend the Shareholders' Meeting.

According to art. 7 of Legislative Decree 196/2003, the interested party is entitled to be aware – at all times – of their personal information in possession of ACEA S.p.A., its origin and how it is used. They are also entitled to ensure it is updated, corrected, integrated or cancelled and to request that it be blocked or not allow its processing, contacting the holder of the processing rights at P.le Ostiense 2, Rome.