

ACEA S.p.A.

ORDINARY SHAREHOLDERS' MEETING
HELD ON 17 APRIL 2019

A total of 367 shareholders attended the shareholders' meeting either in person or by proxy for a total of 157,188,425 ordinary shares amounting to 73.809546% of the ordinary share capital, of which 147,641,209, amounting to 69.326546% of the share capital, with voting rights.

BRIEF SUMMARY OF THE VOTES CAST ON THE ITEMS ON THE AGENDA FOR THE MEETING

1. Annual Financial Statements as at 31 December 2018; Report on operations by the Board of Directors and the reports by the Board of Auditors and the Independent Auditing Firm. Presentation of the consolidated financial statements as at 31 December 2018 and disclosure of the non-financial consolidated statement pursuant to Legislative Decree 254/2016 (2018 Sustainability Report). Resolutions concerning the approval of the annual financial statements as at 31 December 2018.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
Favourable	348	147,572,868	93.882791	99.953711	69.294456
Contrary	2	2,503	0.001592	0.001696	0.001175
Abstained	15	65,838	0.041885	0.044593	0.030915
Did Not Vote	0	0	0.000000	0.000000	0.000000
Total	365	147,641,209	93.926268	100.000000	69.326546

2. Resolutions concerning the allocation of the profits achieved during the 2018 financial year.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
Favourable	360	147,639,987	93.925491	99.999172	69.325972
Contrary	3	1,008	0.000641	0.000683	0.000473
Abstained	2	214	0.000136	0.000145	0.000100
Did Not Vote	0	0	0.000000	0.000000	0.000000
Total	365	147,641,209	93.926268	100.000000	69.326546

3. Remuneration Report – Resolution concerning the first section, pursuant to art. 123-ter, paragraph 6 of Legislative Decree 58 of 24 February 1998.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
Favourable	111	141,641,294	90.109247	95.936152	66.509220
Contrary	228	5,961,257	3.792428	4.037664	2.799173
Abstained	26	38,658	0.024593	0.026184	0.018152
Did Not Vote	0	0	0.000000	0.000000	0.000000
Total	365	147,641,209	93.926268	100.000000	69.326546

4. Appointment of the Board of Auditors and its Chairman and determination of their remuneration:

4.1 Appointment of the Board of Auditors;

4.2 Appointment of the Chairman of the Board of Auditors;

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
LIST 1 – submitted by ROMA CAPITALE	22	108,645,054	69.117725	73.587215	51.015474
LIST 2 – submitted by FINCAL S.P.A.	297	38,843,312	24.711308	26.309262	18.239302
Contrary	3	64,448	0.041000	0.043652	0.030262
Abstained	42	63,349	0.040301	0.042907	0.029746
Did Not Vote	1	25,046	0.015934	0.016964	0.011761
Total	365	147,641,209	93.926268	100.000000	69.326546

Following the resolutions of the shareholders' meeting, the Board of Auditors, which will be in office until the approval of the financial statements as at 31 December 2021, will be composed of:

Maurizio Lauri – Chairman of the Board of Auditors (from the minority list submitted by Fincal S.p.A.)

Pina Muré – Standing Auditor, (from the majority list submitted by Roma Capitale)

Maria Francesca Talamonti – Standing Auditor, (from the majority list submitted by Roma Capitale)

Maria Vittoria Bruno – Alternate Auditor (from the minority list submitted by shareholders representing 1.66% of the share capital)

Maria Federica Izzo – Alternate Auditor (from the majority list submitted by Roma Capitale)

Mario Venezia – Alternate Auditor (from the minority list submitted by Fincal S.p.A.)

4.3 determination of the remuneration of the Board of Auditors.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
Favourable	262	145,552,446	92.597440	98.585244	68.345744
Contrary	25	613,133	0.390062	0.415286	0.287903
Abstained	78	1,475,630	0.938765	0.999470	0.692898
Did Not Vote	0	0	0.000000	0.000000	0.000000
Total	365	147,641,209	93.926268	100.000000	69.326546

5. Appointment of a member of the Board of Directors.

	NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES WITH VOTING RIGHTS	% OF ORDINARY SHARE CAPITAL
Favourable	72	119,661,383	76.126084	81.048769	56.188312
Contrary	243	9,498,719	6.042888	6.433650	4.460227
Abstained	50	18,481,107	11.757296	12.517581	8.678006
Did Not Vote	0	0	0.000000	0.000000	0.000000
Total	365	147,641,209	93.926268	100.000000	69.326546

As a result of the resolutions of the shareholders' meeting, Avv. Maria Verbena Sterpetti has been appointed as a member of the Board of Directors until the end of the term of office of the current Board, in other words the approval of the financial statements as at 31 December 2019.