



## NOTICE CALLING THE ORDINARY SHAREHOLDERS' MEETING

The ordinary Shareholders' Meeting of Acea S.p.A. will be held on 17 April 2019 at 10:00, on first call, at the "La Fornace" Conference Centre at the Centrale Tor di Valli in Via dell'Equitazione, 32, Rome, and of required on 18 April 2019 on second call, at the same time and place, to discuss and resolve on the following

### Agenda

1. **Financial statements for the year ended on 31 December 2018; Board of Directors' report on operations and reports by the Board of Auditors and the independent auditing firm. Presentation of the consolidated financial statements for the year ended on 31 December 2018 and information concerning the non-financial consolidated declaration according to Legislative Decree 254/2016 (Sustainability Report 2018). Resolutions concerning the approval of the financial statements for the year ended on 31 December 2018.**
2. **Resolutions concerning the allocation of the 2018 profits/losses.**
3. **Remuneration Report – Resolution concerning the first Section, according to art. 123-ter, paragraph 6 of Legislative Decree 58 dated 24 February 1998.**
4. **Appointment of the Board of Auditors and its Chairman and determination of its remuneration:**
  - 4.1 **appointment of the Board of Auditors;**
  - 4.2 **appointment of the Chairman of the Board of Auditors;**
  - 4.3 **determination of the remuneration of the Board of Auditors.**

**Entitlement to intervene in the Shareholders' Meeting:** according to art. 83-*sexies* of Legislative Decree 58/98 (TUF) and art. 13 of the Statutes, entitlement to intervene in the Shareholders' Meeting and cast votes is attested by a notification to the Company, made by an intermediary in compliance with the accounting records, in favour of the individual entitled to vote at the end of the accounting day seven trading days before the date of the Shareholders' Meeting (i.e. 8/04/2019). Those who only come into possession of shares after said date will not be entitled to attend and vote in the Shareholders' Meeting. The communication by the intermediary of which above must be received by the Company no later than three trading days before the date of the Shareholders' Meeting (i.e. 12/04/2019). Entitlement to intervene and vote shall remain valid if communications are received by the Company after said deadline, as long as they are received before the start of the Shareholders' Meeting being called.

**Proxy:** those who are entitled to intervene and vote in the Shareholders' Meeting may be represented by written proxy, according to the laws in force. To do so, they must use the proxy form obtainable from the company's head office, on the Company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), "2019 Shareholders' Meeting" section, and through the authorized intermediaries.

Proxies may be notified to the Company by mail, by registered letter addressed to the head office in Piazzale Ostiense, 2 – 00154 Rome – Legal and Corporate Affairs, or by certified e-mail to the address: [adempimentisocietari.corporate@pec.aceaspa.it](mailto:adempimentisocietari.corporate@pec.aceaspa.it).

Advance notification does not relieve the representative of the obligation, during accreditation for the Shareholders' Meeting, to attest the compliance of the copy notified with the original document and the identity of the person conferring the proxy, according to art. 135-*novies* of the TUF.



**Designated representative:** proxies must be conferred, with voting instructions on all or some of the resolution proposals for the items on the agenda, to Computershare SpA, with head office in Milan, via Lorenzo Mascheroni, 19, Post Code 20145, entrusted to the Company for the purpose according to art. 135-*undecies* of the TUF. The specific proxy form must be used, prepared by the Designated Representative in agreement with the Company; the form is available on the website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), in the “2019 Shareholders’ Meeting” section. The original copy of the proxy conferred upon the Designated Representative, with voting instructions, must be received at the head office of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, also sending a copy in advance, with a declaration of compliance with the original, by fax to the number 02.46776850 or attaching it to an e-mail to be sent to the address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), no later than two trading days before the date of the Shareholders’ Meeting, also on second call (i.e. by 15/04/2019 or 16/04/2019 respectively). Proxies thus conferred are valid only for the proposals for which voting instructions have been given. Proxies and voting instructions can be revoked within the above deadline. The proxy form and the instructions for compiling and sending it are available at the head office and on the Company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), in the “2019 Shareholders’ Meeting” section. Advance notification does not relieve the representative of the obligation, during accreditation for the Shareholders’ Meeting, to attest the compliance of the copy notified with the original document and the identity of the person conferring the proxy.

**Limitations to voting rights:** according to art. 6 of the company Statutes, shareholders in possession of a holding in excess of 8% of the share capital, according to the criteria set forth in points 2 and 3 of the same article, excluding Roma Capitale and its subsidiaries, may not exercise voting rights for the portion of their holding exceeding said limit. Shares not giving the entitlement to vote are calculated for the proper constitution of the Shareholders’ Meeting.

According to art. 13 of the company Statutes, excluding Roma Capitale or its subsidiaries classed as shareholders, votes may not be cast by proxy on the portion of the holding in excess of 8% of the share capital.

**Share capital:** according to article 5 of the Statutes, the share capital is 1,098,898,884.00 Euros, represented by 212,964,900 ordinary shares with a par value of 5.16 Euros each. Shares are not divisible and each share gives the entitlement to one vote, with the exception of 416,993 treasury shares, for which voting rights are suspended as per art. 2357-*ter* of the Civil Code. Information on the composition of the share capital is available on the company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), in the “Share Ownership” section.

**Appointment of the Board of Auditors:** according to articles 15 and 22 of the company Statutes (available on the company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it)), the members of the Board of Auditors will be elected by voting from lists.

The Shareholders’ Meeting will elect three Standing Auditors and two alternates.

The lists of candidates for the position of auditor may be submitted by Shareholders who, individually or together with other Shareholders, represent at least 1% of the share capital entitled to vote and must be deposited at least twenty-five days before the date of the Shareholders’ Meeting on first call at the head office in Rome, Piazzale Ostiense, 2 – Legal and Corporate Affairs, no later than 16:00 on 23 March 2019, or can be sent by certified e-mail to the address [ademplementisocietari.corporate@pec.aceaspa.it](mailto:ademplementisocietari.corporate@pec.aceaspa.it) by the same date.

Articles 15 and 22 of the Statutes state that the renewal of the Board of Auditors must be in respect of the discipline of gender equality of which in Law 120 dated 12 July 2011. Given that this disposition is being applied for the third time, the less represented gender has the right, according to the above law, to a quota of at least one-third of the standing auditors. The Shareholders who intend to submit a list for the renewal of the Board of Auditors containing three or more candidates are therefore required to ensure that at least one-third of the candidates (rounded up to the nearest integer if necessary) are of the less represented gender.



Candidates must be listed by progressive number equal to the number of positions to be filled.

The lists will be made public by the Company by depositing them at the head office and publishing in at least three national daily newspapers, two of them economic, and on the company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), and also on the Info authorized storage portal, on the website [www.1info.it](http://www.1info.it) (no later than 27 March 2019). Each Shareholder may submit or be involved in the submission of one list only and candidates can only be on one list, otherwise they shall be deemed ineligible. Each shareholder entitled to vote may submit one list only.. According to the law and the statutes, the shareholders submitting lists must also deposit the following together with their lists:

- information concerning the identity of the shareholders submitting the lists, stating the percentage holding owned in overall terms, and, on penalty of being declared null and void, a copy of the communication from the authorised intermediaries attesting the possession of such holding;
- the curriculum vitae of each candidate containing detailed information on their own personal and professional skills; a list of the management and auditing positions held in other companies; declarations by each candidate concerning the irrevocable acceptance of the position, attestation, under their own personal responsibility, that there are no causes for ineligibility, incompatibility and withdrawal and that they are in possession of the requirements laid down by the applicable laws and the statutes for the position.

It must also be noted that the lists of candidates submitted by the “minority” shareholders must include, as per art. 144 *sexies* of the Issuer Regulations, a declaration by the shareholders other than those with a controlling interest attesting the absence of any direct links to the latter, laid down by article 144 *quinquies* of the Issuer Regulations.

According to article 144-*sexies*, paragraph 5 of the Issuer Regulations, if only one list of candidates for the Board of Auditors has been submitted by the end of the aforementioned deadline, or lists have only been submitted by shareholders who, on the basis of art. 144 *sexies*, paragraph 4 of the Issuer Regulations, are linked to each other according to article 144 *quinquies* of the same Regulations, lists may be submitted until three days after said deadline (until 26 March 2019) and the holding in the share capital required by the Statutes for submitting lists is reduced to 0.5%.

Shareholders who intend to submit lists for the appointment of the members of the Board of Auditors are requested to read the recommendations contained in Consob communication DEM/9017893 dated 26 February 2009.

**Questions on the items on the agenda:** according to art. 127-*ter*, paragraph 1-*bis* of the TUF, those entitled to vote may ask questions on the items on the agenda before the Shareholders’ Meeting, ensuring that they are received no later than 14/04/2019, either by registered letter addressed to the head office in Piazzale Ostiense, 2, - 00154 – Corporate and Legal Affairs, or by e-mail sent to the address [AdempimentiSocietariCorporate@aceaspa.it](mailto:AdempimentiSocietariCorporate@aceaspa.it).

The entitlement to ask questions is attested by sending to the above Company addresses a copy of the communication released by the intermediaries who keep the accounts in which the shares of the requesting shareholders are registered. Replies to the questions received by the above deadline will be given during the Shareholders’ Meeting itself at the latest, although the Company may decide to give a single answer to all questions on the same subject matter.

**Additions to the agenda and submission of new resolution proposals:** according to art. 126-bis of the TUF, Shareholders who, even jointly, represent at least one-fortieth of the share capital may request in writing additions to the list of items to be discussed, stating in a written request the additional items proposed by them, or submitting the resolution proposals on items already on the agenda, within ten days of the publication of this notice of call. Requests must be sent to the head office in Rome, Piazzale Ostiense, 2 – Corporate and Legal Affairs by registered letter or by certified e-mail sent to the address [adempimentsocietari.corporate@pec.aceaspa.it](mailto:adempimentsocietari.corporate@pec.aceaspa.it), enclosing a copy of the communication released by the intermediaries who keep the accounts in which the shares of the requesting shareholders are registered. The proposing shareholders must submit a report on the proposed matters for discussion, or the reasons for the



submission of additional resolution proposals for items already on the agenda, within the above deadline and by the same method. Anyone entitled to vote may submit proposals for resolution in the Shareholders' Meeting individually. Additions to the agenda are not permitted for the items on which the Shareholders' Meeting resolves, as per the law, on proposal by the Directors or on the basis of projects or reports prepared by the latter, other than those of which in art. 125-ter, paragraph 1 of the TUF.

Any addition to the list of items to be discussed by the Shareholders' Meeting on the basis of the aforementioned requests or the submission of additional resolution proposals for items already on the agenda will be notified at least fifteen days before the date of the Shareholders' Meeting, in the same forms as those envisaged for the publication of the notice of call.

**Documentation:** the documentation for the Shareholders' Meeting, including the illustrative reports by the Board of Directors and the resolution proposals for the items on the agenda, is made available to the public, within the deadlines and by the methods envisaged by the laws in force, at the head office and on the IInfo authorized storage portal on the website [www.1info.it](http://www.1info.it), and also by publication on the Company website [www.gruppo.aceait](http://www.gruppo.aceait) – “2019 Shareholders' Meeting” section.

Shareholders may view and obtain copies of the aforementioned documentation.

This notice of call is published on the Company website [www.gruppo.aceait](http://www.gruppo.aceait) – “2019 Shareholders' Meeting” section, according to art. 125-bis of the TUF, and is also available on the IInfo authorized storage portal.

For the Board of Directors  
The Chairman  
Michaela Castelli

*Those entitled to intervene and vote are kindly requested to arrive one hour before the Shareholders' Meeting begins in order to facilitate registration and enable the meeting to start promptly.*