



**PROXY FORM <sup>(1)</sup>**

**for representation in the Ordinary Shareholders' Meeting of ACEA S.p.A. (the "Company") which will take place on 17 April 2019 on first call, and on 18 April 2019 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 8 March 2019 (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\*) <sup>(2)</sup> ..... (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 <sup>(3)</sup>:

**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 \* ..... <sup>(4)</sup>;

**individual with suitable powers of representation** \* <sup>(5)</sup>  
....., with head office in \*  
....., tax code \* ..... by force of  
.....(enclose copy), holder of / person attributed the entitlement to vote in  
the capacity of \*.....<sup>(6)</sup> with regard to \* ..... ordinary ACEA S.p.A. shares  
registered in shares book no. .... held by the following intermediary .....

<sup>(1)</sup> 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.gruppo.aceea.it](http://www.gruppo.aceea.it)**)

<sup>(2)</sup> 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.

<sup>(3)</sup> Mark the relevant box.

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

<sup>(\*)</sup> Compulsory information

<sup>(6)</sup> 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).

<sup>(6)</sup> 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.



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".

(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 pursuant to art. 13 of EU Regulation 2016/679**

This privacy note, given pursuant to art. 13 of EU Regulation 2016/679 (hereinafter “**GDPR**”), illustrates the methods of managing the personal data provided by you, which will be processed by Acea S.p.A. (hereinafter “**Company**” or “**Controller**”) in order to manage the shareholders’ meeting.

The processing of your personal data will be done in full respect of the GDPR, the relevant national law and any other applicable measure adopted by the Guarantor Authority for the protection of personal data (hereinafter in overall terms the “**Privacy Laws**”).

### **Data Controller**

The data controller is Acea S.p.A. (hereinafter “**the Company**”), with head office in Piazzale Ostiense, 2, 00154 Rome, Tax Code and VAT Code 0730536100,3 in the person of the interim Legal Representative, PEC [acea.spa@pec.aceaspa.it](mailto:acea.spa@pec.aceaspa.it).

The personal data given by you will be processed with or without the aid of electronic or automated tools, using technical and organizational measures such as to ensure a level of security proportionate to the risk correlated to data processing, in compliance with that envisaged by the Privacy Laws and for the time strictly necessary for the purpose for which it has been collected.

### **Purposes of data processing**

The data collected will be used exclusively for the following **Purposes**:

- checking the proper constitution of the shareholders’ meeting and ascertaining the identity and entitlement of those attending;
- any other compulsory fulfilments and formalities relating to the meeting and corporate matters.

### **Legal basis of processing**

**Providing** your data marked as compulsory (\*) is vital for participation in the Shareholders’ Meeting, pursuant to the law (art. 2370 and following of the Civil Code) and inherent and consequent fulfilments.

Failure to provide personal data or providing partial data may imply that the person in question is denied admission to the shareholders’ meeting, pursuant to the laws in force, and/or the impossibility of fulfilling the obligations laid down by the laws in force and/or of a contractual nature.

### **Data communication**

The communication and/or diffusion of data in execution of legal obligations or as a result of instructions given by Authorities entitled to do so and/or following up requests by the supervisory and control authorities holding firm, your data may be made known to the collaborators of ACES S.p.A. specifically authorized to process them, in the capacity of external data processors or persons authorized, in order to achieve the aforementioned purposes.

### **Rights of the interested party Data Protection Officer**

In the capacity of **interested party**, pursuant to arts. 15 and following of the GDPR, you may exercise your rights, including: (i) the right to access your data; (ii) the right to request its correction, cancellation or limitations to the processing of your data; (iii) the right to object to its processing at any time, also as regards marketing activities; (iv) the right to the portability of data in the cases envisaged by the Privacy Laws; (v) the right to complain to the Guarantor Authority for the Protection of personal data.

In order to exercise your rights, you can contact the Data Controller or contact the DPO directly using the e-mail address [privacy@aceaspa.it](mailto:privacy@aceaspa.it).

The Data Controller  
Acea S.p.A.