

ACEA S.p.A.

ORDINARY ANNUAL GENERAL MEETING
HELD ON 29 MAY 2020

A total of 396 shareholders attended the Annual General Meeting by proxy representing 192,993,658 ordinary shares, amounting to 90.622285% of the ordinary share capital, of which 160,339,755 bearing voting rights, amounting to 75.289287% of the share capital.

BRIEF OVERVIEW OF THE VOTING ON THE ITEMS ON THE AGENDA FOR THE ANNUAL GENERAL MEETING

1. Annual financial statements as at 31 December 2019; report by the Board of Directors on management and reports by the Board of Auditors and the Independent Auditing Firm. Presentation of the consolidated financial statements as at 31 December 2019 and disclosure concerning the consolidated non-financial report pursuant to Legislative Decree 254/2016 (Sustainability Report 2019). Resolutions concerning the approval of the annual financial statements as at 31 December 2019.

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	389	160,266,598	99.954374	83.042417	75.254935
Contrary	0	0	0.000000	0.000000	0.000000
Abstained	7	73,157	0.045626	0.037906	0.034352
Non-Voting	0	0	0.000000	0.000000	0.000000
Total	396	160,339,755	100.000000	83.080323	75.289287

2. Resolutions concerning the allocation of the business result for 2019.

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	389	159,716,677	99.611401	82.757474	74.996714
Contrary	7	623,078	0.388599	0.322849	0.292573
Abstained	0	0	0.000000	0.000000	0.000000
Non-Voting	0	0	0.000000	0.000000	0.000000
Total	396	160,339,755	100.000000	83.080323	75.289287

3. Report on the Remuneration policy and the remuneration paid:

3.1 Resolution on the first section, pursuant to art. 123-ter, paragraph 3 bis of Legislative Decree 58 of 24 February 1998.

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	85	146,838,275	91.579456	76.084508	68.949519
Contrary	300	13,161,658	8.208606	6.819736	6.180201
Abstained	10	289,822	0.180755	0.150172	0.136089
Non-Voting	1	50,000	0.031184	0.025908	0.023478
Total	396	160,339,755	100.000000	83.080323	75.289287

3.2 Resolution on the second section, pursuant to art. 123-ter, paragraph 6 of Legislative Decree 58 of 24 February 1998.

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	87	147,147,103	91.772064	76.244528	69.094533
Contrary	298	12,852,830	8.015997	6.659716	6.035187
Abstained	10	289,822	0.180755	0.150172	0.136089
Non-Voting	1	50,000	0.031184	0.025908	0.023478
Total	396	160,339,755	100.000000	83.080323	75.289287

4. Appointment of the Board of Directors:

4.1 determination of the number of members;

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	392	160,202,477	99.914383	83.009192	75.224827
Contrary	2	57,278	0.035723	0.029679	0.026896
Abstained	1	30,000	0.018710	0.015545	0.014087
Non-Voting	1	50,000	0.031184	0.025908	0.023478
Total	396	160,339,755	100.000000	83.080323	75.289287

4.2 appointment of the Directors;

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
LIST 1- ROMA CAPITALE	79	112,229,730	69.994949	58.152030	52.698698
LIST 2 - SUEZ S.A.	3	17,087,192	10.656865	8.853758	8.023478
LIST 3 - FINCAL SPA	303	30,677,538	19.132833	15.895620	14.404974
Contrary	6	281,767	0.175731	0.145998	0.132307
Abstained	5	63,528	0.039622	0.032917	0.029830
Non-Voting	0	0	0.000000	0.000000	0.000000
Total	396	160,339,755	100.000000	83.080323	75.289287

4.3 appointment of the Chairman;

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	361	153,697,752	95.857544	79.638758	72.170462
Contrary	32	3,202,003	1.997012	1.659123	1.503536
Abstained	2	3,390,000	2.114260	1.756534	1.591812
Non-Voting	1	50,000	0.031184	0.025908	0.023478
Total	396	160,339,755	100.000000	83.080323	75.289287

4.4 determination of the Directors' remuneration.

	No. OF SHAREHOLDERS (BY PROXY)	No. OF SHARES	% OF SHARES BEARING VOTING RIGHTS	% OF ORDINARY SHARES REPRESENTED	% OF ORDINARY SHARE CAPITAL
Favourable	388	156,899,185	97.854200	81.297586	73.673730
Contrary	1	5	0.000003	0.000003	0.000002
Abstained	6	3,390,565	2.114613	1.756827	1.592077
Non-Voting	1	50,000	0.031184	0.025908	0.023478
Total	396	160,339,755	100.000000	83.080323	75.289287