



**SHAREHOLDERS' MEETING ON 29 MAY AND 30 MAY 2020
REPORT BY THE BOARD OF DIRECTORS
ON ITEMS 1 AND 2 ON THE AGENDA**

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

Dear Shareholders,

The relevant files which contain the draft annual financial statements of Acea S.p.A. as at 31 December 2019 (which closed with net profits of 208.488.011,79 Euros), the consolidated financial statements of the Acea Group as at 31 December 2019 (which closed with net profits for the Group of 283.685.984,71 Euros) and the consolidated non-financial statement (as per Legislative Decree 254/2016) are available to the public, in respect of the laws and regulations in force, at the company's head office, on the Company website www.gruppo.aceait, on the website of Borsa Italiana (www.borsaitaliana.it) and on the centralised automatic storage system authorised by Consob and called "1 Info", consultable on the website www.1Info.it, which see for details.

We therefore submit the following proposal for your approval:

The Shareholders' Meeting of Acea S.p.A.:

- having examined the annual financial statements as at 31 December 2019 and the relevant reports submitted by the Board of Directors, Board of Auditors and Independent Auditing Firm;
- having acknowledged the consolidated financial statements as at 31 December 2019 and the relevant reports submitted by the Board of Directors and Independent Auditing Firm;
- having acknowledged the information in the consolidated non-financial statement pursuant to Legislative Decree 254/2016 (2019 Sustainability Report),

resolves

to approve the annual financial statements as at 31 December 2019.

- 2. Resolutions concerning the allocation of the 2019 profits.**

Dear Shareholders,

The Board of Directors hereby submits for your approval the allocation of the Acea S.p.A. profits for the year closed on 31 December 2019, amounting to 208.488.011,79 Euros, as follows:



- 10.424.400,59 Euros, amounting to 5% of the profits, to the legal reserve;
- 165.787.367,46 Euros to the Shareholders, amounting to a unit dividend of 0,78 Euros,
- 32.276.243,74 Euros to be retained.

The overall dividend, coupon no. 21 for 165.787.367,46 Euros or 0,78 Euros per share, will be paid out as of 24 June 2020, with dividend registered on 22 June and record date on 23 June.

As of the date of approval of the financial statements, there are 416,993 treasury shares.

The above holding firm, we hereby submit the following proposal for your approval:

The Shareholders' Meeting of ACEA S.p.A., having examined the report by the Board of Directors,

resolves

that the Acea S.p.A. profits for the business year closed on 31 December 2019, amounting to 208.488.011,79 Euros, be allocated as follows:

- 10.424.400,59 Euros, amounting to 5% of the profits, to the legal reserve;
- 165.787.367,46 Euros to the Shareholders, amounting to a unit dividend of 0,78 Euros;
- 32.276.243,74 Euros to be retained.

The overall dividend, coupon no. 21 for 165.787.367,46 Euros or 0,78 Euros per share, will be paid out as of 24 June 2020, with dividend registered on 22 June and record date on 23 June.

For the Board of Directors
The Chairman
Michaela Castelli