



## CALLING OF THE ANNUAL GENERAL MEETING

The Annual General Meeting of Acea S.p.A. has been called, in ordinary sitting, on 22 April 2021 at 10:00 a.m., on first call, at the head office of the company in Rome, Piazzale Ostiense, 2, and on second call if required on 23 April 2021, same time and same place, to discuss and resolve upon the following

### Agenda

1. **Annual financial statements as at 31 December 2020; Board of Directors' report on operations and reports by the Board of Auditors and the independent auditing firm. Presentation of the consolidated financial statements as at 31 December 2020 and disclosure regarding the non-financial consolidated statement pursuant to Legislative Decree 254/2016 (2020 Sustainability Report). Resolutions regarding the approval of the annual financial statements as at 31 December 2020.**
2. **Resolutions regarding the allocation of the annual profits for 2020.**
3. **Report on the Remuneration policy and the remuneration paid:**
  - 3.1 **Resolution regarding the first Section, pursuant to art. 123-ter, paragraph 3 bis of Legislative Decree 58 of 24 February 1998.**
  - 3.2 **Resolution regarding the second Section, pursuant to art. 123-ter, paragraph 6 of Legislative Decree 58 of 24 February 1998.**

**COVID-19 Emergency – Method of holding the Annual General Meeting pursuant to Decree Law no. 18 of 17 March 2020, converted by Law no. 27 of 24 April 2020 and modified by art. 3, paragraph 6 of Decree Law no. 183 of 31 December 2020.**

Given the persistence of the state of emergency connected to the COVID-19 epidemic and taking into account the regulatory provisions emanated to contain its spread, the Company has decided to invoke the rights provided by art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, converted by Law 27 of 24 April 2020 and modified by art. 3, paragraph 6 of Decree Law no. 183 of 31 December 2020, providing that intervention in the Annual General Meeting by those with the right to attend occurs exclusively through the **Designated Representative** of the Company, pursuant to art. 135-undecies of Legislative Decree no. 58 of 24 February 1998 (“TUF”) – in other words Computershare S.p.A., with legal head office in Milan, Via Lorenzo Mascheroni, 19 (the “Designated Representative”) – in the methods described in the paragraph “Representation in the Annual General Meeting”.

The above holding firm, it should be noted that, pursuant to art. 106, paragraph 2 of Decree Law no. 18 of 17 March 2020, the Directors, Auditors, Designated Representative itself and the others who are required to attend the Annual General Meeting may do so by means of telecommunication that ensure their identification, without it being necessary for the Chairman, Secretary or Notary being at the same location.

**Right to attend the Annual General Meeting:** pursuant to art. 83-sexies of Legislative Decree 58/98 (TUF) and art. 13 of the Articles of Association, the right to attend the Annual General Meeting and to cast votes is attested by a communication to the Company made by the intermediary, in compliance with the findings in the accounts, on behalf of the individual with voting rights **at the end of the accounting day of the seventh trading day prior to the date of the Annual General Meeting (Tuesday 13/04/2021)**. Those who only come into possession of shares after said date will not have the right to attend and vote in the Annual General Meeting and may not therefore issue proxies to the Designated Representative. The intermediary's communication of which herein must be received by the Company by the end of the third trading day prior to the date of the Annual General Meeting (**Monday 19/04/2021**). The right to attend and vote if communications are received



by the Company after said deadline but before the start of the proceedings for each call of the meeting holds firm.

### **Representation in the Annual General Meeting**

Pursuant to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, intervention in the Annual General Meeting by those with the right to do so is allowed exclusively by representation, conferring proxy ex art. 135-undecies of the TUF or proxy or sub-proxy ex art. 135-novies of the TUF upon the Designated Representative Computershare S.p.A., according to the methods described hereafter and without this implying costs for the shareholders.

#### Proxy ex art. 135-undecies of the TUF

The Shareholders who wish to intervene in the Annual General Meeting may confer upon the Designated Representative a proxy ex art. 135-undecies of the TUF – with voting instructions – for all or some of the items on the agenda, using the specific proxy form, also in electronic format, prepared by the Designated Representative itself in agreement with the Company and available on the Company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), “Annual General Meeting 2021” section, which also contains the link to the procedure for forwarding the proxy electronically.

The proxy form with voting instructions must be sent, following the instructions on the form itself and on the Company website, no later than the second trading day prior to the Annual General Meeting, in other words **no later than Tuesday 20/04/2021**, for the first call, or Wednesday 21/04/2021, for the second call, and the proxy may be revoked within the same deadline.

Proxies thus conferred are only effective for the proposals in relation to which voting instructions have been conferred.

#### Proxy and/or sub-proxy ex art. 135-novies of the TUF

Alternatively, the Designated Representative may also be conferred proxies and/or sub-proxies pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4 of the same TUF, following the instructions given on the form available on the Company website [www.gruppo.aceea.it](http://www.gruppo.aceea.it), in the “Annual General Meeting 2021” section. Taking into account the ongoing emergency, such proxies and sub-proxies must be conferred **no later than 18:00 on Wednesday 21/04/2021**, for the first call, or no later than 18:00 on Thursday 22/04/2021, for the second call.

In the same methods, those with the right to intervene may revoke the proxy and/or sub-proxy and the voting instructions conferred within the same deadline. The Designated Representative shall have the right to accept proxies and/or sub-proxies and/or voting instructions after said deadline and until the meeting begins.

The Designated Representative can be contacted for clarifications or information by calling +39 0246776814 or by sending an e-mail to [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders must note that the company reserves the right to integrate and/or modify the above instructions on the basis of any requirements that may arise as a result of the ongoing COVID-19 epidemic emergency and developments that are not foreseeable at the moment.

**Limitations to voting rights:** pursuant to art. 6 of the Articles of Association, with the exception of Roma Capitale and its subsidiaries, shareholders which own a holding in excess of 8% of the share capital, according to the criteria set forth in subsections 2 and 3 of the same article, may not cast votes for the number of shares in excess of said limit. The shares for which voting rights cannot be exercised are in any event included in determining the proper constitution of the Annual General Meeting.

Pursuant to art. 13 of the Articles of Association, with the exception of Roma Capitale or its subsidiaries that have become shareholders, voting rights cannot be exercised in a measure in excess of 8% of the share capital by proxy either.



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

**Questions regarding the items on the agenda:** pursuant to art. 127-ter, paragraph 1-bis of the TUF, those who have the right to vote can ask questions regarding the items on the agenda before the Annual General Meeting, ensuring that the questions are received at least seven trading days prior to the Annual General Meeting on first call, in other words – **no later than Tuesday 13/04/2021** – exclusively by e-mail to the address [AdempimentiSocietariCorporate@aceaspa.it](mailto:AdempimentiSocietariCorporate@aceaspa.it).

Legitimacy to exercise this right is attested by sending to the above Company addresses a copy of the communication released by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. Ownership of voting rights can be attested subsequently to the questions being sent, as long as it is within the deadline of which in art 127-ter, paragraph 1-bis of the TUF (third day afterwards, in other words 16/04/2021).

In order to enable those with the right to intervene to confer proxies and voting instructions to the Designated Representative, the replies to questions regarding the items on the agenda will be given by the Company no later than **Monday 19/04/2021** (three days prior to the Annual General Meeting), publishing them on the Company website, with the Company having the right to provide a single reply to questions of the same nature.

**Additions to the agenda and submission of new resolution proposals:** pursuant to art. 126-bis of the TUF, Shareholders even jointly representing at least one-fortieth of the share capital may request additions to the list of items to be discussed, in writing and within ten days of the publication of this notice of call, stating in an appropriate written request the further items being proposed by them or submitting resolution proposals for the items already on the agenda. Requests must be submitted to the Corporate Affairs Unit by sending a certified e-mail to the address [adempimentsocietari.corporate@pec.aceaspa.it](mailto:adempimentsocietari.corporate@pec.aceaspa.it), together with a copy of the communication released by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. Any proposing shareholders must submit, by the above deadline and through the same channels, a report on the matters they are proposing for discussion or on the reasons behind the further resolution proposals submitted for items already on the agenda.

Items that the Annual General Meeting resolves on, according to the law, by proposal of the Directors or on the basis of a project or report prepared by the latter, other than those in art. 125-ter, paragraph 1 of the TUF, may not be added to the agenda.

Any additions to the list of items to be discussed by the Annual General Meeting as a result of the aforementioned requests or submission of further resolution proposals for items already on the agenda are disclosed at least fifteen days prior to the date of the Annual General Meeting, in the same forms as those laid down for the publication of the notice of call.

### **Presentation of resolution proposals by those with voting rights (ex art. 126-bis, paragraph 1, third subsection, of the TUF)**

Because of the methods of intervention in the Annual General Meeting described above / with regard to that established by art. 126-bis, paragraph 1, third subsection of the TUF – those with voting rights may submit resolution proposals to the Annual General Meeting on the items on the Agenda individually, according to the following instructions:

- resolution proposals must be sent to the Company by certified e-mail to the address [adempimentsocietari.corporate@pec.aceaspa.it](mailto:adempimentsocietari.corporate@pec.aceaspa.it) no later than **Thursday 15/04/2021**; the aforementioned proposals must be clear and complete and include the information enabling the identification of the submitting subject, including a telephone number if possible;



- the right to make proposals must be attested by a communication from an intermediary authorised pursuant to the laws in force, issued pursuant to art. 83 sexies of the TUF, according to the methods specified in the preceding paragraph “Right to attend the Annual General Meeting”.

Any resolution proposals received will be published in the section of the Company website dedicated to this Annual General Meeting ([www.gruppo.acee.it](http://www.gruppo.acee.it) - the “Annual General Meeting 2021” section) without delay, and in any event no later than the following day **Friday 16/04/2021**, in order to enable those with voting rights to reach their decisions with awareness, also taking the new proposals into account, and the Designated Representative to collect any voting instructions concerning them.

For the purpose of the above, the Company reserves the right to verify the pertinence of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable laws, and also the legitimacy of the proponent.

In the event of alternative resolution proposals to those of the Board, the Board proposal will be voted on first (unless it is withdrawn) and only if said proposal is rejected shall the proposals by the Shareholders be voted on. These proposals, also in the event of the absence of a Board proposal, will be submitted to the Annual General Meeting starting with the proposal submitted by the Shareholders representing the highest proportion of the capital. The following proposal in order of capital represented shall only be voted on in the event that the first proposal voted on is rejected.

**Documentation:** the documentation concerning the Annual General Meeting, thereby including the illustrative Reports by the Board of Directors and the resolution proposals for the items on the agenda, are made available to the public within the deadlines and in the methods envisaged by the laws in force, at the company’s head office and on the IInfo authorised storage mechanism on the website [www.linfo.it](http://www.linfo.it), and is also published on the Company website [www.gruppo.acee.it](http://www.gruppo.acee.it) – in the “Annual General Meeting 2021” section.

This notice is published on the Company website [www.gruppo.acee.it](http://www.gruppo.acee.it) – “Annual General Meeting 2021” section, pursuant to art. 125-bis of the TUF, and is also available on the IInfo authorised storage mechanism.

For the Board of Directors  
The Chairman  
Michaela Castelli