



**SHAREHOLDERS' MEETING ON 27 APRIL AND 2 MAY 2022
BOARD OF DIRECTORS' REPORT
ON POINT 4 OF THE AGENDA**

“Appointment of the Board of Statutory Auditors”

Dear Shareholders,

With the approval by the Shareholders' Meeting of the Financial Statements for the year ended 31.12.2021, the term of the current Board of Statutory Auditors expires; this board was appointed with a resolution of the Ordinary Shareholders' Meeting on 17 April 2019 for the financial years 2019-2020-2021.

Therefore, you are called upon to appoint the Board of Statutory Auditors, made up of three regular Auditors and two alternate Auditors, for three financial years (2022-2023-2024) in accordance with art. 22 of the Articles of Association.

The composition of the Board of Statutory Auditors must be in accordance with the criteria indicated in the provisions regarding balance between genders. On this point we must specify that the aforesaid article of the Articles of Association states that the renewal of the Board of Statutory Auditors must be made observing the rules on balance between genders pursuant to Italian Law 160/2019, under the terms of which a quota equal to at least two fifths of the regular auditors is reserved for the gender less represented. Shareholders that intend to present a list for the renewal of the Board of Statutory Auditors, containing a number of candidates equal to or more than three, are therefore required to include a number of candidates belonging to the gender less represented equal to at least two fifths of the candidates (rounding down, if appropriate, to the unit). Under the terms of articles 15 and 22 of the Articles of Association, the Board of Statutory Auditors will be appointed by list vote.

At the moment of appointment of the auditors and before acceptance of the position, the administration and control positions held by them at other companies are made known to the Shareholders' Meeting.

The lists will be made public, by the Company, by Wednesday 6 April 2022, on the corporate website www.gruppo.acea.it, and at the authorised storage mechanism 1info, at the address www.1info.it, and with announcements in at least three daily newspapers with national circulation, of which two economic ones.

The lists of candidates for the position of auditor may be presented by Shareholders that, singularly or together with other Shareholders, represent at least 1% of the share capital with voting rights, under the terms of articles 15 and 22 of the Articles of Association and of Consob Executive Determination no. 60 of 28.1.2022.

Each Shareholder may present or contribute to the presentation of only one list and each candidate may be present in only one list on penalty of ineligibility. Each shareholder with the



right to vote may vote only one list. Together with the lists the following must be filed, by the presenting shareholders, under the terms of the law and the Articles of Association:

- the information on the identity of the shareholders that have presented the lists, with an indication of the total percentage stake held, and, on penalty of inadmissibility, a copy of the communication issued by the authorised intermediaries, which proves ownership of this stake;
- the curriculum vitae of each candidate containing an exhaustive description of his or her personal and professional characteristics; a list of any administration and control positions held in other companies; the declarations of each candidate on the irrevocable acceptance of the position, the attestation, under his or her own responsibility, of the non-existence of reasons for ineligibility, incompatibility and disqualification and on possession of the requisites related to the position prescribed by the applicable legislation and by the Articles of Association. In this regard you are reminded that all candidates must possess the requisites of honourability and professionalism and their ability to qualify as independent under the terms of the current legislation, also in compliance with what is provided for in Recommendation no. 9 of the Corporate Governance Code.

We can note, also, that the lists of candidates presented by the "minority" shareholders must be accompanied, pursuant to art. 144-*sexies* of the Issuer Regulations, by a declaration of the shareholders, other than those that hold the controlling stake, attesting the absence of association relationships with the latter, provided for in article 144-*quinquies* of the Issuer Regulations.

Under the terms of art. 144-*sexies*, para. 5, of the Issuer Regulations, if on expiry of the term for filing the lists (2 April 2022), only one list has been filed for the appointment of the Board of Statutory Auditors, or only lists presented by shareholders that, on the basis of what is established by art. 144-*sexies*, para. 4, of the Issuer Regulations, are associated with each other under the terms of art. 144-*quinquies* of the said Regulations, lists may be presented up to the third day following that date (5 April 2022), and the stake in the share capital required by the Articles of Association for the presentation of the lists is reduced to 0.5%.

Shareholders that intend to present lists for appointment of members of the Board of Statutory Auditors are invited to read the recommendations contained in Consob communication no. DEM/9017893 of 26 February 2009.

The same shareholders are also invited to formulate, at the same time as presenting the list, proposals on point 6 of the agenda on the fees of the Board of Statutory Auditors.

Under the terms of art. 22 of the Articles of Association, you are reminded that the position of Statutory Auditor in the Company is incompatible:

- (i) with holding analogous positions in more than three other listed companies, excluding subsidiaries of the Company under the terms of art. 2359 of the Italian Civil Code; and in any case



(ii) in the cases provided for by Law.

To this end, each Statutory Auditor must produce to the Board of Directors a specific declaration, containing, if necessary, a mention of the renunciation of incompatible positions.

Failure to produce the above declaration within 30 days from the appointment or the subsequent assumption of incompatible positions entail disqualification from the office of Statutory Auditor. Half plus one of the regular Auditors to be elected and one alternate Auditor will be drawn from the list that has obtained the majority of votes, in the progressive order in which they are placed on the list, rounded down to the nearest whole number in the case of a fractioned number.

The election of the other members of the Board of Statutory Auditors takes place, again according to the methods described in the Articles of Association, as follows. The regular Auditor and alternate Auditor will be respectively those who have obtained the first and second highest quotient in the minority lists; in the case of equal quotient, the regular Auditor will be the one on the minority list who has obtained the most votes. In any case, at least one regular Auditor must be elected by the minority shareholders.

If with the methods indicated above the composition of the Board of Statutory Auditors is not ensured, in its regular members, in accordance with the current rules on balance between genders, the necessary substitutions will be made, from among the list that has obtained the highest number of votes, according to the progressive order with which the candidates are listed.

In the absence of candidates of the gender less represented of the majority list of a sufficient number to proceed with the substitution, the Shareholders' Meeting appoints the missing regular or alternate Auditors with the legal majorities, ensuring that the requirement is met.

The members of the Board of Statutory Auditors must be in possession of the requisites prescribed by law, by the applicable regulations and by the Articles of Association.

The Board of Statutory Auditors, with a view to renewal of the body, has expressed its guidelines to the Shareholders on the composition of the new Board of Statutory Auditors. These guidelines are available to the public in the specific section of the Company's website and are annexed to the present Report.

Dear Shareholders,

You are invited to appoint the Board of Statutory Auditors by voting a list among those presented and published in accordance with the provisions of the Articles of Association.

For the Board of Directors
The Chairperson
Michaela Castelli