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MINUTES OF ORDINARY SHAREHOLDERS' MEETING
ITALIAN REPUBLIC

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On the 11th day of the year 2022
of the month of May
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on 11/05/2022;

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at 2 Piazzale Ostiense, Rome, Italy.

I, the undersigned, MARIO SCATTONE, a Notary in Rome, Italy, registered with the Roll of the Combined Notary Districts of Rome, Velletri and Civitavecchia, with my offices in Rome, at 6 Via dei Sansovino, acknowledge with these minutes that, on the 27th of April in 2022, between 10:04 a.m. and 11:20 a.m. in Rome, Italy, at the registered offices indicated herein, the first call of the Ordinary Shareholders' Meeting of **ACEA S.p.A.** was held, which has its registered offices in Rome, Italy at 2 Piazzale Ostiense, share capital € 1,098,898,884.00 (one billion ninety eight million eight hundred ninety eight thousand eight hundred eighty four and zero cents), fully paid in, tax ID and registration number with the Rome Business Register 05394801004, enrolled with the Rome Economic and Administrative Index under number 882486, certified email acea.spa@pec.aceaspa.it,

all duly noted on the same date in my file no. 63.734.

More specifically, in front of me, the Notary, **Attorney Michaela Castelli** appeared, born in Rome, Italy on 7 September 1970 and domiciled for the position in Rome at the registered offices, in her role as Chair of the Board of Directors, who asked me to prepare the minutes for the Shareholders' Meeting, and for that purpose, I documented the following.

I, the Notary, am certain of the personal identity of the Chair, Attorney Michaela Castelli, who has declared to me that the aforementioned Shareholders' Meeting was regularly called at its first call, at 10:00 a.m., in compliance with the law and the By-Laws, in Rome, Italy at 2 Piazzale Ostiense, to discuss and resolve upon the following

Agenda:

1. Separate Financial Statements at 31 December 2021; Board of Directors' Report on Operations and reports of the Board of Statutory Auditors and of the Independent Auditing Firm. Presentation of the Consolidated Financial Statements at 31 December 2021 and information on the consolidated non-financial disclosure under the terms of Italian Legislative Decree no. 254/2016 (2021 Sustainability Report). Resolutions on the approval of the Separate Financial Statements at 31 December 2021.
2. Resolutions on the allocation of the result for financial year 2021.
3. Report on the Remuneration policy and on the fees paid:
 - 3.1 Resolution on the first Section, under the terms of Art. 123-ter, section 3-bis, of Italian Legislative Decree no. 58 of 24 February 1998.
 - 3.2 Resolution on the second Section, under the terms of Art. 123-ter, section 6, of Italian Legislative Decree no. 58 of 24 February 1998.

4. Appointment of the Board of Statutory Auditors;
5. Appointment of the Chair of the Board of Statutory Auditors;
6. Determination of the fees of the Board of Statutory Auditors;
7. Appointment of a Director.

Preliminarily, with respect to the formal opening of the Shareholders' Meeting, Attorney Michaela Castelli, in her role as the Chair of the Board of Directors of ACEA S.p.A., cordially welcomed all those participating and opened the session, as it was 10:04 a.m.

She stated that, taking into account the regulatory provisions issued to limit COVID-19 infection and given the inability to predict the level of attendance and management thereof in the same physical location, the Company had decided to avail itself of the option, provided by Art. 106, section 4 of Italian Decree Law no. 18 of 17 March 2020, converted with amendments by Italian Law no. 27 of 24 April 2020 and amended by Art. 3, section 1 of Italian Decree Law no. 228 of 30 December 2021, converted with amendments by Italian Law no.15 of 25 February 2022, to establish that the participation of shareholders in the meeting would occur exclusively through the Designated Representative pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998 ("CLF"), without the physical participation of shareholders.

Therefore:

- as indicated in the call notice, the Company had designated Computershare S.p.A. as the entity to which proxies with voting instructions should be given, pursuant to Art. 135-*undecies*, CLF;
- in compliance with Art. 106, section 4 of the stated Italian Decree Law, the Appointed Representative could also be granted ordinary proxies or sub-delegations pursuant to Art. 135-*novies* of the CLF, as an exception to Art. 135-*undecies*, section 4 of the same CLF;
- again pursuant to the cited Art. 106, the possibility for members of company bodies and the Designated Representative to participate in the Shareholders' Meeting through telecommunication devices which allow for identification was allowed.

She began to chair the Meeting pursuant to Art. 14 of the current By-Laws and noted that, in addition to her and the Chief Executive Officer Giuseppe Gola, the following were participating for the Board of Directors through audio/video conferencing devices:

Giacomo Larocca and Giovanni Giani.

The following Directors had justified their absence: Massimiliano Capece Minutolo Del Sasso, Liliana Godino, Alessandro Caltagirone and Gabriella Chiellino.

- For the Board of Statutory Auditors, the Chair Maurizio Lauri was present, while the Auditors Pina Murè and Maria Francesca Talamonti has justified their absence.

She noted that for Computershare S.p.A., the company identified by Acea as the Designated Representative, Claudio Cattaneo was present, connected via a teleconferencing device.

She also noted that, pursuant to Art. 14, section 3 of the By-Laws and Art. 2375, section 1 of the Italian Civil Code, the minutes for the Shareholders' Meeting would be prepared by the Notary Mario Scattone of Rome, who was present, including via teleconferencing, at the location where the Shareholders' Meeting was called.

To that end, she noted that pursuant to Art. 106 of Italian Decree Law 18/2020, participation in the Shareholders' Meeting using remote communication devices could involve all meeting participants, even if at the present meeting the Chair and Notary preparing the Notes were present at the location indicated in the call notice.

Additionally, the Secretary of the Board of Directors Cosmo Damiano Marzulli was physically present.

Representatives of the Auditing Firm were also granted permission to attend the Shareholders' Meeting, through audio/video devices, specifically Luigi Necci, Giulio Grandi, Ciro Pomposo and Andrea Profili.

Finally, she noted that the remote communication devices used guaranteed the identification of the participants and the possibility to speak, as well as allowing for the sending and receipt of documents.

She declared that as 392 shareholders were participating via proxies, representing 192,856,385 ordinary shares, equal to 90.557827% of the 212,964,900 ordinary shares making up the share capital, 32,653,903 of which without voting rights, the regularly called Ordinary Shareholders' Meeting was validly established under the terms of the law and the By-Laws and was able to resolve on the items on the agenda.

She reserved the right to communicate during the Shareholders' Meeting, prior to each vote, updated information regarding those present, if express communications were made by the Designated Representative.

She also noted that the Shareholders' Meeting had been regularly called for that day, at that location at 10:00 a.m., pursuant to the law and the By-Laws, through a call notice published using the authorised storage mechanism 1Info, at www.1info.it, as well as on the Company's website and in the daily newspaper *Il Sole 24Ore* on 16 March 2022.

Finally, she reminded those present that the work of the Shareholders' Meeting was governed by the current Shareholders' Meeting regulations.

The Shareholders' Meeting was called to resolve on the following

Agenda:

1. Separate Financial Statements at 31 December 2021; Board of Directors' Report on Operations and reports of the Board of Statutory Auditors and of the Independent Auditing Firm. Presentation of the Consolidated Financial Statements at 31 December 2021 and information on the consolidated non-financial disclosure under the terms of Italian Legislative Decree no. 254/2016 (2021 Sustainability Report). Resolutions on the approval of the Separate Financial Statements at 31 December 2021.
2. Resolutions on the allocation of the result for financial year 2021.
3. Report on the Remuneration policy and on the fees paid:
 - 3.1 Resolution on the first Section, under the terms of Art. 123-ter, section 3-bis of Italian Legislative Decree no. 58 of 24 February 1998.
 - 3.2 Resolution on the second Section, under the terms of Art. 123-ter, section 6, of Italian Legislative Decree no. 58 of 24 February 1998.
4. Appointment of the Board of Statutory Auditors;

5. Appointment of the Chair of the Board of Statutory Auditors;
6. Determination of the fees of the Board of Statutory Auditors;
7. Appointment of a Director.

She noted that the communications of intermediaries for the purpose of allowing authorised entities to participate in the present Shareholders' Meeting were sent to Acea following the methods and terms applicable under current law.

She also specified that in relation to the present Shareholders' Meeting, no solicitation of voting proxies had been found pursuant to Article 136 *et seq.* of Italian Legislative Decree 58/1998.

She noted that with regard to the issues on the agenda the requirements prescribed under the current laws and regulations had been regularly carried out. In particular, the following documents had been filed at the registered offices and made available on the corporate website www.acea.it, in the 2022 Shareholders' Meeting section, and through the authorised storage mechanism 1Info, at www.1info.it:

on 16 March 2022, the Explanatory Reports on items 4, 5, 6 and 7 of the agenda;

on 6 April 2022, the annual Financial Report at 31 December 2021 (including in xHTML format in compliance with the provisions of Delegated Regulation of the European Commission no. 2019/815 of 17 December 2018 - ESEF Regulation), including the draft annual and consolidated financial statements, the Report on Operations, the certification pursuant to Article 154-*bis*, section 5 of Italian Legislative Decree no. 58/1998, together with the Reports of the Independent Auditing Firm and the Board of Statutory Auditors, as well as the Report on Corporate Governance and Shareholding Structure pursuant to Art. 123-*bis* of Italian Legislative Decree no.58/98, the consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254/2016 (2021 Sustainability Report), together with the certification from the Independent Auditing Firm, in addition to the explanatory report in items 1 and 2 of the agenda; the Report on the Remuneration Policy and on the fees paid pursuant to Art. 123-*ter* of Italian Legislative Decree no.58/1998, and the explanatory report in item 3 of the agenda;

on 6 April 2022, the lists of candidates for the appointment of the Board of Statutory Auditors;

on 12 April 2022, financial statement information relative to subsidiaries and associated companies was made available at the Company's registered offices;

on 13 April 2022, the proposed resolution pursuant to Art. 126-*bis*, section 1, third sentence, of Italian Legislative Decree 58/98 concerning item 7 submitted by the shareholder Suez International SAS;

on 20 April 2022, the proposal received from Roma Capitale regarding item 6 on the agenda. In this regard, she pointed out that no further proposals related to item 6 on the agenda had been received.

She also noted that pursuant to Art. 13 of the By-Laws and the current provisions on the subject, the legitimacy of those present to participate and vote at the Shareholders' Meeting had been ascertained and that in particular the compliance of the proxies provided by those participating had been ascertained to comply with current law and By-Laws.

She noted that the following would be annexed to the minutes of the Shareholders' Meeting, as an integral and substantial part of the same, available to those with voting rights:

a list of those participating in the Shareholders' Meeting by proxy, including all the information required by CONSOB, indicating the number of shares for which the intermediary's communication was made to Acea, pursuant to Art. 83-*sexies* of Italian Legislative Decree no.58/98;

a list of entities voting in favour, against, abstaining or not voting, and the relative number of shares represented by proxy.

She noted that, prior to the Shareholders' Meeting, 2 shareholders had exercised their right to ask questions about the issues on the Shareholders' Meeting agenda, pursuant to Art. 127-*ter* of the CLF, in accordance with the terms and methods indicated in the call notice, specifically: 1) Marco Bava, holder of 1 ordinary share; 2) Fondazione Finanza Etica, holder of 5 ordinary shares. To that end, she noted that on 24 April 2022 the Company had published its responses to the aforementioned questions on its official website.

The document relative to pre Shareholders' Meeting questions would be annexed to the minutes of the Shareholders' Meeting.

Additionally, she noted that

pursuant to the regulatory provisions issued to limit COVID-19 infection, accredited journalists were not allowed to attend today's meeting;

pursuant to Art. 13 of Regulation (EU) 2016/679 (GDPR), the information relative to those participating in the Shareholders' Meeting would be collected and processed by the Company solely for the purpose of carrying out obligatory meeting and company processes.

She recalled that the share capital amounted to one billion ninety-eight million eight hundred and ninety-eight thousand eight hundred and eighty-four euro (1,098,898,884) divided into two hundred and twelve million nine hundred and sixty-four thousand and nine hundred (212,964,900) ordinary shares with a nominal value of € 5.16 (five euro and sixteen cents) each.

She noted that due to treasury share purposes authorised by the ordinary Shareholders' Meeting, the Company presently held 416,993 treasury shares with no voting rights, pursuant to Art. 2357 of the Italian Civil Code.

She recalled that the company's shares were traded on the Euronext Milan, organised and managed by Borsa Italiana S.p.A. She informed the participants that based on the information in the Shareholders' Register, in combination with communications received pursuant to Art. 120 of Italian Legislative Decree no.58/1998 and other available information, at present entities who had a direct or indirect stake in the share capital subscribed and paid in by Acea S.p.A. that exceeded 3% were the following:

SITUATION OF SIGNIFICANT EQUITY INVESTMENTS BASED ON INFORMATION FROM CONSOB AND ADDITIONAL INFORMATION IN OUR POSSESSION (SHAREHOLDERS' MEETING COMMUNICATIONS)

SHAREHOLDERS	NO. ORDINARY SHARES	% OF SHARE CAPITAL
ROMA CAPITALE	108,611,150	51.000%
SUEZ SA Total	49,691,095	23.333%
Indirectly through Suez International SAS		
CALTAGIRONE FRANCESCO GAETANO		Total 12,500,000 5.870 %
indirectly through		
Fincal SpA	6,800,000	3.193%
CCC15 Srl	2,400,000	1.127%
Caltagirone S.p.A.	3,000,000	1.409%
Capitolium Srl	300,000	0.141%

She noted that the Company was not aware of the existence of any shareholder agreements involving Company shares pursuant to Art. 2341-ter of the Italian Civil Code and Art. 122 of Italian Legislative Decree no. 58/1998, or pursuant to Art. 6 of the By-Laws and asked the Designated Representative to immediately inform her of any information to the contrary in his possession.

She recalled that, pursuant to the combined provisions of Art. 6, section 1 and Art. 13, section 2 of the By-Laws, with the exception of Roma Capitale and its subsidiaries which had acquired the role of shareholder, voting rights exceeding the limit of 8% of the share capital could be exercised, even through a proxy, calculated on the basis of the criteria established under the same Art. 6.

Finally, she recalled that:

pursuant to Art. 120 of Italian Legislative Decree no. 58/1998, those who directly or indirectly possessing more than 3% of the share capital had not notified the company and CONSOB of the same could not exercise voting rights for shares relative to which this notification had not been made;

with reference to the reporting requirements pursuant to Art.120 of Italian Legislative Decree no. 58/1998, shares in relation to which voting rights applied by virtue of a proxy were considered equity investments, provided the right could be exercised discretionally in the absence of specific instructions provided by the delegating party;

voting rights relative to shares for which the reporting requirements pursuant to Art. 122 of Italian Legislative Decree no. 58/1998 had not been fulfilled could not be exercised.

She formally asked the Designated Representative to indicate any situations involving the exclusion or suspension of voting rights pursuant to current provisions of the law and the By-Laws, relative to all decisions of the present Shareholders' Meeting.

She noted that no declaration was made by the Designated Representative.

She informed the participants that the Designated Representative had indicated no personal interest with respect to the proposed resolutions submitted for voting during the present Shareholders' Meeting. Nonetheless, based on the existing contractual relationships between the company and Computershare S.p.A., in particular regarding technical assistance for Shareholders' Meetings and accessory services, for all purposes Computershare S.p.A. had expressly declared its intention to not express a vote in contrast with the instructions it had received.

She informed the participants that the votes made by the present Shareholders' Meeting would occur through a declaration by the Designated Representative, indicating the number of votes in favour, against and abstaining, as well as those not voting. She moved on to discuss the matters on the agenda, proposing that the Shareholders' Meeting begin discussing the first item on the agenda:

1. Separate Financial Statements at 31 December 2021; Board of Directors' Report on Operations and reports of the Board of Statutory Auditors and of the Independent Auditing Firm. Presentation of the Consolidated Financial Statements at 31 December 2021 and information on the consolidated non-financial disclosure under the terms of Italian Legislative Decree no. 254/2016 (2021 Sustainability Report). Resolutions on the approval of the Separate Financial Statements at 31 December 2021. The Letter to Shareholders was included in the published documentation and was assumed to have been read by the Shareholders' Meeting.

At this point, she held it necessary to note how the transformation undertaken by the Acea Group had also involved internal governance processes capable of supporting the ongoing changes. Particularly important over the last three years was the reinforcement of the Internal Control and Risk Management System, which first saw the introduction of the Group Regulations, which defined the role of the holding company and the context in which the operating rules and information flows between it and the various Administrative Bodies of the Group companies were set.

Secondly, the progress made and ongoing regarding risk with the definition of the Risk Appetite Framework, the implementation of ERM in decision-making processes and the introduction of a monitoring system (KRI) for ERM risks. A path that the Group was also reinforcing through projects aimed at spreading risk culture and knowledge. In this context, the process undertaken by the Company to obtain anti-corruption certification was also mentioned.

Thirdly, a boost was given to the Internal Regulatory System, which over the last few months had developed the operating "rules" of the system by defining the regulatory instruments, their hierarchy, the rules for issuing and updating them and the rules for their adoption within the Group companies. A significant update of existing instruments, including the 231 Model, was carried out in this context.

Lastly, control instruments and structures were strengthened, in particular the development of the whistleblowing platform and the initiatives carried out to distribute the Code of Ethics in all Group companies and the consolidation of Internal Audit activities by strengthening the structure together with the increasing use of modern methodologies within Audit activities that allow for a greater extension of the activities themselves.

These practices, rules and organisational structures constituted, as a whole, a corporate culture capable of supporting the pursuit of sustainable development and the generation of shared value, in an environment characterised by a particularly challenging evolution. The Acea Group was not unprepared, having already started the full integration between the Business Plan and the Sustainability Plan, the latter, moreover, updated with the involvement of the organisational structures, taking into account the material topics defined through listening to stakeholders, consistency with the objectives of the Green Deal and the SDGs relevant to the businesses managed. However, sector trends, the crisis caused by the pandemic, subsequently aggravated by the conflict, and the 2030 Agenda, called for a constant connection to value references and their widespread adoption even at governance level. In this sense, the process of integration and consolidation of the various policies that enable the achievement of the targets set by the Business Plan in terms of ESG in business processes, in the industrial, financial and commercial areas, in addition to remuneration, was part of the process.

Through its remuneration policies, the Group intended to increase performance by aligning the organisation with the achievement of objectives, supporting a strategy that aimed for sustainable results, while engaging all employees and generating value for shareholders.

In a market environment in which the connection between variable remuneration mechanisms and the achievement of social and environmental results is increasingly widespread, the Acea Group has aimed for a greater integration of sustainability in its business activities, identifying a strategic guideline represented by progressively bringing the performance management system into line with the ESG objectives of the Business Plan. The effectiveness of the system led to its confirmation for 2022 as well, thus providing that the short-term and long-term variable incentive systems maintain a composite sustainability indicator with a weight of 10%, which covers all business areas, contributing to the achievement of the Business Plan targets.

She then gave the floor to the Chief Executive Officer, who she asked to explain the most important figures in the Annual Financial Statements as at 31 December 2021 and in the 2021 Consolidated Financial Statements, as well as those in the non-financial disclosure (2021 Sustainability Report).

The Chief Executive Officer took the floor, explaining that the economic results achieved and the actions carried out in 2021 confirmed the strategic positioning of the Acea Group, which, thanks to the significant development undertaken, based on sustainable growth, had been able to increase its business portfolio to the point of acquiring a role as a primary national industrial player in the reference scenario.

In 2021, Acea further strengthened its commitment to the ecological transition in order to contribute to the achievement of the European Union's decarbonisation targets and the Agenda 2030, which Acea had embraced through various projects and actions. These included the recent launch of a Green Transition Plan carried out with cross-sectoral working tables with academic and technological partners to study other development models and explore innovative solutions related to the company's businesses.

The 2021 results were up despite the complex scenario caused by the prolonged pandemic and the volatility of the energy market in the second half of the year. The strategy implemented and the solid financial structure made it possible to seize the opportunities arising from the economic recovery in a timely manner. The positive performance of all business areas, which showed steadily increasing results, led to a significant increase in EBITDA, which surpassed the guidance revised upwards.

This performance made it possible to propose a higher dividend to the Shareholders' Meeting compared to the previous year and to the 2021 Business Plan.

The placement of Acea's first Green Bond issue for a total amount of € 900 million also contributed to the success.

The score recorded in Gaia Rating's overall ESG performance assessment also increased for the fourth consecutive year.

In 2021, Acea enjoyed positive stock exchange performance (+9.4%), rising from a share price of € 17.15 at the beginning of the year to € 18.76 at 30 December 2021, with a capitalisation of € 3,995 million.

In terms of outlook, the sectors that the market estimated could offer significant returns in Europe included utilities, thanks to the opportunities offered by the Recovery Fund.

The Group's growth, supported by a major investment plan, was further strengthened by the significant industrial operations concluded in terms of the circular economy and the renewables sector, pursuing the principles of sustainability, a pillar of its development strategy.

The M&A transactions carried out were part of the strategic acquisitions process aimed at strengthening the company's position in the waste sector in terms of the circular economy, and confirming what was planned in the Business Plan for development in the renewable energy sector, particularly photovoltaic, including the finalisation agreement with the Equitix infrastructure fund for the management of photovoltaic assets, and in the gas distribution sector, with the recent award of the tender for the acquisition of concessions from A2A, in consortium with Ascopiave and Iren.

Strategically important transactions included the acquisition of 70% of Serplast and 60% of Meg, active in the plastics recycling business in Abruzzo and Veneto, a sign of further progress in the infrastructural development process in a segment expected to see growth, and the acquisition of 65% of Deco, the main operator in the environmental sector in Abruzzo, which consolidated Acea's presence in central Italy by strengthening its growth in the sectors of waste treatment and energy recovery from renewable sources.

The assets valued at Group level included human resources, to which Acea had dedicated further efforts in recent years to increase the personal and professional well-being of its people, protecting them during the pandemic and offering them tools to support individual growth and work-life balance. The Top Employers Italia certification achieved in January 2022 was recognition of the policies adopted for this fundamental asset in terms of recruitment, training, professional development, welfare, inclusion and diversity.

Once the Chief Executive Officer had concluded his presentation, the Chair gave the floor to the Chair of the Board of Statutory Auditors, who discussed the Report of the Board of Statutory Auditors. Over the course of his presentation, Maurizio Lauri reported that with the present Shareholders' Meeting, the Board of Statutory Auditors ended its three-year mandate and took the opportunity to thank the directors, management and employees for their cooperation over the three-year period. The Board of Statutory Auditors performed its supervisory activities during the year under review, noting the various initiatives put in place for the continuous improvement of the Acea Group's risk management and internal control systems. Some of these initiatives were nearing completion, and their full implementation and timing was an essential element in further strengthening the internal control and risk management systems. The Board had continuously exchanged information with the External Auditor, whom we thanked for its cooperation. He emphasised how the market was very complex and Acea was called upon to face new strategic challenges, choices that would have to be made in the definition of the new industrial and operational plan, from managing the effects of climate change to the virtuous definition of major works and management decisions, from the need for digitalisation to the implementation of a new operational model that took into account new agile working methods, and finally financial decisions, as a virtuous balance between the ability to generate cash and the net financial position would need to be maintained.

Acea had history and the extraordinary managerial skills of its employees on its side, which led us to believe that it would be able to meet these challenges with the utmost success. As regards the findings of the report by the Board of Statutory Auditors, to which reference was made, in view of all the above, considering the content of the Report prepared by the External Auditor, acknowledging the declarations issued jointly by the Chief Executive Officer and the Financial Reporting Manager, to the extent of its remit the Board of Statutory Auditors did not find any reasons preventing the approval of the proposal for the separate financial statements at 31 December 2021 and the dividend distribution formulated by the Board of Directors.

Lastly, for the sake of completeness, in 2021 the Company received a communication allegedly qualified by a shareholder as pursuant to Art. 2408 of the Italian Civil Code, with which a series of clarifications were essentially requested concerning information about the number of posts held in recent years by a director as mentioned in the Report on Corporate Governance.

In this regard, the issue related to a similar request that had already been the subject of investigations and in-depth studies, the outcome of which had not resulted in a relevant judgement by the Board of Statutory Auditors and which had been duly reported in previous Reports of the Board of Statutory Auditors to the Shareholders' Meeting.

Insofar as may be required, the Board of Statutory Auditors nevertheless deemed it necessary, following the communication received in 2021, to carry out further checks, which confirmed that the process and the information contained in the Report on Corporate Governance were fully correct.

Lastly, for the sake of clarity, the Company had already made the responses to the questions formulated by the same shareholder available on Acea's website during the 2021 Shareholders' Meeting, pursuant to Art. 127-ter of the CLF. With these responses, a reply was provided to the requests for clarification formulated by the same shareholder.

The Chair then took back the floor and recalled that the auditing firm PricewaterhouseCoopers S.p.A had issued its opinion of the annual financial statements at 31 December 2021 and the consolidated financial statements for the same date without any findings, in the reports issued on 6 April 2022, as well as indicating the consistency of the report on operations with the annual financial statements as at 31 December 2021, as well as not issuing any findings with regard to the information required under Art. 123-bis, section 1, letters c, d, f, l and m, and section 2, letter b of Italian Legislative Decree no. 58/98, as presented in the Report on Corporate Governance and the Shareholding Structures.

She also noted that the Auditing Firm had issued a specific certification for the Consolidated Non-Financial Disclosure (2021 Sustainability Report) on 6 April 2022.

Pursuant to the CONSOB Issuers Regulation, annexed to the draft financial statements for Acea S.p.A. and the consolidated financial statements was a schedule indicating the fees accruing during the year for the auditing firm and companies in its network, for services respectively rendered to Acea S.p.A. and its subsidiaries.

At 10:34 a.m., she then read the following proposed resolution:

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

“ having reviewed the information in the annual financial statements as at 31 December 2021 and the relative reports presented by the Board of Directors, Board of Statutory Auditors and Auditing Firm;

“ noting the information contained in the annual financial statements as at 31 December 2021 and the relative reports presented by the Board of Directors and Auditing Firm;

“ noting the information in the consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254/2016 (2021 Sustainability Report),
resolved

to approve the annual financial statements as at 31 December 2021.

At 10:34 a.m., she announced that 392 proxies representing 192,856,385 shares, or 75.224829% of the share capital, were present at the beginning of the vote.

She opened voting on the proposed resolution which she had read.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 159,891,018 shares in favour, equal to 99.805581% of voting rights and equal to 75.078578% of the share capital;
- 55,800 shares against, equal to 0.034831% of voting rights and equal to 0.026202% of the share capital;
- 31,500 shares abstaining, equal to 0.019663% of voting rights and equal to 0.014791% of the share capital;
- 224,164 shares not voting, equal to 0.139925% of voting rights and equal to 0.105259% of the share capital;

He declared that the voting had ended and declared the results.

He noted that the proposal for approval of the annual financial statements for Acea S.p.A. as at 31 December 2021 and the associated Report on Operations, in the form as filed, had been approved with a majority vote.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

The Chair moved on to discuss the second item on the agenda:

2. Resolutions on the allocation of the result for financial year 2021.

She read the Board of Directors report to the Shareholders' Meeting, which contained the proposed resolution.

“The Shareholders' Meeting of ACEA S.p.A., having reviewed the explanatory report issued by the Board of Directors,

resolved

to allocate the profits of Acea S.p.A. for the year ended on 31 December 2021, totalling € 177,039,964.93, as follows:

- € 8,851,998.25, equal to 5% of the profit, to the legal reserve;
- to distribute a total dividend of €180,665,720.95 to the shareholders, corresponding to a unit dividend of €0.85 per share equal to the entire distributable profit for the financial year ended 31 December 2021 of €168,187,966.69 and retained earnings of €12,477,754.26. The total dividend, coupon no. 23 of € 180,665,720.95, equal to € 0.85 per share, would be paid starting from 22 June 2022 with coupon detachment on 20 June and record date 21 June.”

At 10.39 a.m., she noted that no changes in those present had occurred with respect to that indicated previously.

She opened voting on the proposed resolution which she had read.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 159,966,329 shares in favour, equal to 99.852591% of voting rights and equal to 75.113941% of the share capital;
- 11,989 shares against, equal to 0.007484% of voting rights and equal to 0.005630% of the share capital;
- 0 abstained
- 224,164 shares not voting, equal to 0.139925% of voting rights and equal to 0.105259% of the share capital;

He declared that the voting had ended and declared the results.

He indicated that the proposed allocation of the results for the year had been approved with a majority vote.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

The Chair moved on to discussing the third item on the agenda, which although discussed comprehensively would be the subject of two separate votes:

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

3.1 Resolution on the first Section, under the terms of Art. 123-ter, section 3-bis of Italian Legislative Decree no. 58 of 24 February 1998.

3.2 Resolution on the second Section, under the terms of Art. 123-ter, section 6, of Italian Legislative Decree no. 58 of 24 February 1998.

She recalled that the Shareholders' Meeting was called to resolve on the approval of the first section, as well as voting in favour or against the second section of the Report on the Remuneration Policy and on the Fees Paid to the administrative body, the supervisory body and to executives with strategic responsibilities, prepared pursuant to Art. 123-ter of the CLF.

As most recently amended, Art. 123-ter, sections 3-bis and 3-ter of the CLF established that, following the frequency established by the duration of the policy and, in any case, at least every three years or when changes are made to the policy in question, the Shareholders' Meeting shall make a binding vote regarding the approval of the first section of the Report on the Remuneration Policy and on the Fees Paid.

The same Art. 123-ter of the CLF, as most recently amended, also established that the Shareholders' Meeting shall express a non-binding opinion in favour of or against the second section of the Report on the Remuneration policy and on the Fees Paid.

To the extent necessary, she noted that information regarding the methods used to exercise the responsibilities of the Appointments and Remuneration Committee could be obtained from that found in the Report on Remuneration Policy and on the Fees Paid, made available to public shareholders in accordance with the law.

At 10:45 a.m., she then read the following proposed resolution, regarding only the first Section of the Report on the Remuneration Policy and on the Fees Paid, pursuant to item 3.1 on the agenda:

"The Ordinary Shareholders' Meeting of ACEA S.p.A., pursuant to Art. 123-ter, section 3-bis of the CLF, having reviewed the "Report on the Remuneration Policy and on the Fees Paid" of Acea S.p.A., prepared pursuant to current law and regulations

resolved

to approve Section I of the "Report on the Remuneration Policy and on the Fees Paid", which explained the relative policy adopted by the Company."

At 10:45 a.m., she noted that no changes in the shares present had occurred with respect to that indicated previously.

She opened voting on the proposed resolution which she had read.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 145,551,953 shares in favour, equal to 90.854992% of voting rights and equal to 68.345513% of the share capital;
- 14,424,459 shares against, equal to 9.003892% of voting rights and equal to 6.773163% of the share capital;
- 1,906 shares abstaining, equal to 0.001190% of voting rights and equal to 0.000895% of the share capital;

- 224,164 shares not voting, equal to 0.139925% of voting rights and equal to 0.105259% of the share capital;

He declared that the voting had ended and declared the results.

He informed participants that the proposal to approve Section I of the “Report on the Remuneration Policy and on the Fees Paid” had been approved with a majority vote.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

At 10:48 a.m., the Chair then read the following proposed resolution, regarding only the second Section of the Report on the Remuneration Policy and on the Fees Paid, pursuant to item 3.2 on the agenda:

“The Ordinary Shareholders’ Meeting of Acea S.p.A., pursuant to Art.123-ter, section 6 of the CLF, having examined the “Report on the Remuneration Policy and on the Fees Paid” of Acea S.p.A., prepared pursuant to current law and regulations,

resolved

- in favour of Section II of the “Report on the Remuneration Policy and on the Fees Paid”, which illustrated the amounts paid during 2021 to members of the administrative and supervisory bodies, general managers and executives with strategic responsibilities.”

At 10:48 a.m., she noted that no changes in the shares present had occurred with respect to that indicated previously.

She opened voting on the proposed resolution which she had read.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 154,846,425 shares in favour, equal to 96.656695% of voting rights and equal to 72.709834% of the share capital;
- 4,434,435 shares against, equal to 2.768019% of voting rights and equal to 2.082237% of the share capital;
- 697,458 shares abstaining, equal to 0.435360% of voting rights and equal to 0.327499% of the share capital;
- 224,164 shares not voting, equal to 0.139925% of voting rights and equal to 0.105259% of the share capital.

He declared that the voting had ended and declared the results.

He informed participants that the Shareholders’ Meeting had expressed a majority vote in favour of Section II of the “Report on the Remuneration Policy and on the Fees Paid”.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

The Chair moved on to discuss items 4 and 5 on the agenda together, taking into account that several lists had been submitted:

4. Appointment of the Board of Statutory Auditors and 5. Appointment of the Chair of the Board of Statutory Auditors;

She pointed out that the Explanatory Reports on the present agenda items had been filed with the usual formalities and omitted, with the agreement of the Shareholders' Meeting, to read them out.

She briefly reminded the participants that the current Board of Statutory Auditors of ACEA S.p.A. had been appointed by the Shareholders' Meeting on 17 April 2019 and expired with today's Shareholders' Meeting. Furthermore, she recalled that the procedures for the appointment of the members of the Board of Statutory Auditors were set forth in Articles 15 and 22 of the Company By-Laws.

She specified that, in compliance with the recommendations of Rule Q.1.6 of the Code of Conduct for the Board of Statutory Auditors of Listed Companies, as well as Principle VIII of the Corporate Governance Code, in view of its renewal, the Board of Statutory Auditors had drawn up its own guidance on the composition of the new supervisory body.

Since several lists had been submitted, item 4 "Appointment of the Board of Statutory Auditors" and item 5 "Appointment of the Chair of the Board of Statutory Auditors" were addressed jointly.

She noted that the threshold for submitting Acea S.p.A. lists set by CONSOB with Executive Resolution no. 60 of 28 January 2022 and by the Company By-Laws was 1%.

She announced that, with regard to the appointment of the members of the Board of Statutory Auditors, 3 lists of candidates had been submitted within the terms and according to the procedures provided for by law and the By-Laws, namely:

- on 1 April 2022, the list called LIST No.1, submitted by the shareholder Roma Capitale, holder of a total of 108,611,150 shares equal to 51% of the share capital, as certified by a copy of the communication filed together with the list;
- on 25 March 2022, the list called LIST No.2, submitted by Fincal S.p.A., holder of 6,800,000 shares equal to 3.193% of the share capital of Acea S.p.A., as certified by a copy of the communication filed together with the list;
- on 1 April 2022, the list called LIST No. 3, submitted by a group of asset management companies and institutional investors, holders of a total of 3,184,144 shares equal to 1.49515% of the share capital of Acea S.p.A., as certified by copies of the communications filed together with the list;

- the lists submitted were accompanied by the candidates' declarations of acceptance of the role, the absence of grounds for ineligibility and incompatibility and/or disqualification, the independence requirements provided for by the applicable regulations and the CVs with the list of administration and supervisory positions held in other companies pursuant to the law. LIST No.2 and LIST No. 3 were also accompanied by the declaration of the presenting shareholder, certifying the absence of a connection, even indirect, with the shareholder holding the controlling interest in Acea;

- on 6 April 2022, the lists were made public by means of an announcement in the newspapers *Il Sole 24 Ore*, *Milano Finanza* and *la Repubblica* and, accompanied by the documentation required by law, were made available at the Company's registered office, the 1info storage mechanism, at www.1info.it, and on the Company's website;

- no changes in the positions held until today were filed by the candidates, pursuant to Art. 2400 of the Italian Civil Code.

She then read out the names on these lists.

LIST No. 1

1. Claudia Capuano born in Rome, Italy on 28 September 1968;
2. Leonardo Quagliata born in Rome, Italy on 21 October 1953;
3. Rosina Cichello born in Vibo Valentia, Italy on 26 April 1967.

Rosina Cichello was indicated as an alternate member.

LIST No. 2

1. Maurizio Lauri born in Rome, Italy on 16 August 1962;
2. Mario Venezia born in Rome, Italy on 27 June 1957.

LIST No. 3

1. Vito Di Battista born in Lecce, Italy on 10 January 1952;
2. Diana Rizzo born in Bologna, Italy on 21 July 1959.

Taking into account that all documentation had been made public in accordance with the law and the By-Laws, the CVs and the list of administration and supervisory positions held in other companies by the candidates were not read out with the consent of the Shareholders' Meeting.

She reminded those present that the appointment would be made, in accordance with Articles 22 and 15 of the By-Laws, as follows:

- 1) the 3 lists would be put to a vote;
- 2) the votes cast by list no. 1, list no. 2 and list no. 3 would be indicated;
- 3) half plus one of the Standing Auditors to be elected and one Alternate Auditor would be drawn from the list that had obtained the majority of votes, in the progressive order in which they were placed on the list, rounded down to the nearest whole number in the case of a fractioned number;
- 4) for the election of the other members, the procedures set forth in Articles 22 and 15 of the By-Laws would be followed, and the elected members would include the Standing Auditor and Alternate Auditor, respectively, who had obtained the first and second highest ratios, in the minority lists;
in the event of an equal ratio, the Standing Auditor would be the one from the minority list obtaining the highest number of votes;
- 5) pursuant to Art. 22, section 3 of the By-Laws, the Standing Auditor drawn from the minority list would be elected Chair of the Board of Statutory Auditors.

She noted that Articles 15 and 22 of the By-Laws stated 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 members of the Board of Statutory Auditors was reserved for the gender less represented, rounding down, if appropriate, to the unit.

If the above methods did not ensure that the composition of the Board of Statutory Auditors, in its standing members, complied with the regulations in force on gender balance, the procedure illustrated in the Board of Directors' Report would be followed. At 10:57 a.m., she noted that no changes in the shares present had occurred with respect to that indicated previously.

She opened voting on item 4 concerning the Appointment of the Board of Statutory Auditors.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 108,613,154 shares in favour of LIST No. 1, equal to 67.797423% of voting rights and equal to 51.000495% of the share capital;
- 32,897,192 shares in favour of LIST No. 2, equal to 20.534758% of voting rights and equal to 15.447237% of the share capital;
- 18,515,067 shares in favour of LIST No. 3, equal to 11.557291% of voting rights and equal to 8.693952% of the share capital;
- 120,519 shares against all the lists, equal to 0.075229% of voting rights and equal to 0.056591% of the share capital;
- 56,550 shares abstaining from all the lists, equal to 0.035299% of voting rights and equal to 0.026554% of the share capital;
- 0 shares not voting;

He declared that the voting had ended and declared the results.

- In favour of LIST No. 1, 108,613,154 shares equal to 67.797423%
- In favour of LIST No. 2, 32,897,192 shares equal to 20.534758%
- In favour of LIST No. 3, 18,515,067 shares equal to 11.557291%
- 56,550 shares abstained, equal to 0.035299%
- 120,519 shares against, equal to 0.075229%

In view of the outcome of the vote, he noted that:

1) LIST No. 1 obtained the majority of votes amounting to 108,613,154 and that, therefore, pursuant to Art. 22 of the By-Laws, two Standing Auditors and one Alternate Auditor would be drawn from it, in sequential order, as follows: Claudia Capuano and Leonardo Quagliata, as Standing Auditors, Rosina Cichello, as Alternate Auditor;

2) for the votes obtained by Lists No. 2 and No. 3, pursuant to art. 22 of the By-Laws, the ratio was attributed to the individual candidates and the ratios obtained in that way were progressively assigned to the candidates of each of these lists, determining a single classification in decreasing order.

At the end of this calculation, the following ratios were thus assigned to the candidates:

LIST No. 2, candidate Lauri, ratio 32,897,192

LIST No. 3, candidate Di Battista, ratio 18,515,067

LIST No. 2, candidate Venezia, ratio 16,448,596

LIST No. 3, candidate Rizzo, ratio 9,257,534

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Therefore, pursuant to Art. 22 of the Company By-Laws, he announced that the following candidates had been appointed as members of the Board of Statutory Auditors of Acea S.p.A. for the three years 2022/2023/2024 and until the approval of the financial statements related to the third of those years:

1 - Standing Auditor Capuano

2 - Standing Auditor Quagliata

3 - Standing Auditor Lauri

4 - Alternate Auditor Cichello

5 - Alternate Auditor Di Battista

He also announced, pursuant to Art. 22, section 3 of the By-Laws, Maurizio Lauri as the elected Chair of the Board of Statutory Auditors.

He also acknowledge that the composition of the Board of Statutory Auditors complied with the By-Laws and current laws on gender balance.

He informed those present that the list of shareholders who had voted in favour of a list, with an indication of the list voted, or against, or who abstained, with the related number of shares, would be attached to the minutes as an integral part thereof.

The Chair moved on to the sixth item on the agenda:

6. Determination of the fees of the Board of Statutory Auditors.

She pointed out that pursuant to Art. 2402 of the Italian Civil Code, upon the appointment of the Board of Statutory Auditors, the Shareholders' Meeting would determine the annual fee due to the standing auditors for the entire term of their office.

She announced that on 20 April, the shareholder Roma Capitale had received the related resolution proposal, which was made public in accordance with the time and manner prescribed by law, which she omitted to read with the consent of the Shareholders' Meeting, and would be attached as a copy to these minutes.

At 11:12 a.m., she noted that no changes in those present had occurred with respect to that indicated previously.

She opened voting on the proposed resolution submitted by Roma Capitale on item 6 concerning the determination of the fees of the Board of Statutory Auditors.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 139,164,662 in favour, equal to 86.867981% of voting rights and equal to 65.346290% of the share capital;
- 15,318,103 against, equal to 9.561714% of voting rights and equal to 7.192783% of the share capital;
- 5,316,003 abstaining, equal to 3.318303% of voting rights and equal to 2.496187% of the share capital;
- 403,714 not voting, equal to 0.252002% of voting rights and equal to 0.189568% of the share capital.

He declared the vote closed and announced that the resolution proposal submitted by Roma Capitale concerning the determination of the fees of the Board of Statutory Auditors was approved by majority vote

and, therefore, the members of the Board of Statutory Auditors would receive for the entire term of their office annual lump sum fees of € 150,000 (one hundred and fifty thousand) for the Chair of the Board of Statutory Auditors and € 100,000 (one hundred thousand) for each of the other two Standing Auditors. These fees would also be deemed as remuneration for any further activities that may be assigned to them.

He announced that the shareholders' meeting had voted by majority.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

The Chair moved on to the seventh item on the agenda:

7. Appointment of a Director

She noted that the Shareholders' Meeting of 29 May 2020 had resolved to set the number of members of the Company's Board of Directors at 9 (nine) and to appoint the new Board of Directors for a period of three financial years (2020, 2021, 2022), expiring on the approval of the financial statements for the year ending on 31 December 2022.

On 25 February 2022, Diane Galbe, appointed during the aforementioned Shareholders' Meeting of 29 May 2020 on the Minority List presented by the shareholder Suez SA, tendered her resignation from the office of Director.

On 14 March 2022, the Board of Directors, having regard to the laws in force and taking into account the provisions of the By-Laws, and considering that the process of calling the present Shareholders' Meeting was already under way, decided to postpone the adoption of a co-option resolution, remitting directly to the Shareholders' Meeting any decision for the replacement of Diane Galbe.

In this regard, Suez SA had verified the unavailability of the unelected candidates on the aforementioned list.

She announced that on 13 April 2022, a proposal for a resolution pursuant to Art. 126-*bis*, section 1, third sentence of Italian Legislative Decree no. 58/98 was received from the shareholder Suez International SAS, by certified email, at adempimentsocietari.corporate@pec.aceaspa.it, containing the candidature of Francesca Menabuoni (born in Florence, Italy on 29 December 1969), together with the declarations required by current law for the appointment.

She noted that the Company had received from the candidate for the office of director a specific declaration certifying the absence of the grounds of ineligibility as required by Article 2382 of the Italian Civil Code and of disqualification from the office of director adopted against her in a European Union Member State.

The explanatory report on this point prepared by the requesting shareholder was filed with the usual formalities and attached as a copy to these minutes, reading of which was omitted, with the consent of the Shareholders' Meeting.

She then read the Board of Directors Report to the Shareholders' Meeting, which contained the proposed resolution:

"Dear Shareholders,

You are hereby asked to resolve, on the basis of the proposals received, on the appointment of a Director who will remain in office until the expiry date set for all the other members of the Board of Directors — that is, until the approval of the financial statements for the year ending on 31 December 2022 — also attributing the same remuneration determined for the position as member of the Board of Directors by the Shareholders' Meeting of 29 May 2020."

At 11:17 a.m., she noted that no changes in those present had occurred with respect to that indicated previously.

She opened voting on the proposed resolution submitted by Suez International SAS on item 7 concerning the appointment of a Director.

Specifically with regard to the item being voted on, the Designated Representative indicated there were no situations involving exclusion of voting rights and, again in relation to the proposal read, stated that he had received instructions for all the shares for which proxies had been granted. The Chair invited him to proceed with the voting.

The Designated Representative stated that, on the basis of the documents he had received relative to shareholder voting desires, the result of the vote was as follows:

- 151,162,734 in favour, equal to 94.357298% of voting rights and equal to 70.980116% of the share capital;
- 1,161,982 against, equal to 0.725321% of voting rights and equal to 0.545621% of the share capital;
- 7,378,602 abstaining, equal to 4.605798% of voting rights and equal to 3.464703% of the share capital;

- 499,164 not voting, equal to 0.311583% of voting rights and equal to 0.234388% of the share capital.

He declared the vote closed and announced that the appointment of Francesca Menabuoni as Director had been approved, and would remain in office until the approval of the financial statements for the year ending 31 December 2022, awarding her remuneration as determined for the members of the Board of Directors by the Shareholders' Meeting of 29 May 2020.

He announced that the shareholders' meeting had voted by majority.

He noted that the list of those with voting rights who had voted in favour, against or had abstained, as well as those who had declared a non-vote, with the relative number of shares would be annexed to the minutes as an integral part of the same.

There being no other issues to discuss and no person having requested the floor, the Chair declared the meeting ended at 11:20 a.m. and thanked all the participants.

The Chair gave me, the Notary, the following documents:

- Situation for the Deed of Incorporation;
- List of Shareholders' Meeting participants;
- List of questions filed prior to the Shareholders' Meeting with the relative responses;
- Board of Directors' Report on Operations, financial statements of the Company as at 31 December 2021, Report of the Board of Statutory Auditors, Report of the Independent Auditing Firm, certification of the financial statements pursuant to Art. 154-bis of Italian Legislative Decree 58/98; Consolidated financial statements as at 31 December 2021, Report of the Independent Auditing Firm, Certification of the consolidated financial statements pursuant to Art. 154-bis of Italian Legislative Decree 58/98; Report on Corporate Governance and Shareholding Structure pursuant to Art. 123-bis of the CLF; consolidated non-financial disclosure pursuant to Italian Legislative Decree no. 254/2016 (Sustainability Report 2021);
- Explanatory reports on the items on the agenda, including the Report on Remuneration, Shareholders' Resolution Proposals;
- Voting results;
- List of entities expressing votes in favour, against or abstaining and those not voting,

annexed to these minutes respectively under the letters A, B, C, D, E, F and G.

The appearing party relieved me from the reading of the annexes, having precise knowledge of them.

The expenses relative to this deed are the responsibility of the Company.

In my capacity as Notary, I received this deed, which I read to the appearing party, who approved and signed it at 9:00 a.m.

Written partially with a mechanical device by a person of trust and partially by me, the Notary, this deed consists of twelve sheets written on forty-four full pages and part of the forty-fifth page.

SIGNED: MICHAELA CASTELLI
MARIO SCATTONE (NOTARY)