



**SHAREHOLDERS' MEETING ON 18 APRIL 2023 AND 20 APRIL 2023  
REPORT BY THE BOARD OF DIRECTORS  
ON ITEMS 2 AND 3 ON THE AGENDA**

**2. Annual financial statements as at 31 December 2022; 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 2022 and information concerning the consolidated non-financial statement pursuant to Legislative Decree 254/2016 (2022 Sustainability Report). Deliberations concerning the approval of the annual financial statements as at 31 December 2022.**

Dear Shareholders,

The relevant files which contain the draft annual financial statements of Acea S.p.A. as at 31 December 2022 (which closed with net profits of 206,735,269.29 Euros), the consolidated financial statements of the Acea Group as at 31 December 2021 (which closed with net profits for the Group of 279,724,554.78 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](http://www.gruppo.aceait), on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the centralised automatic storage system authorised by Consob and called "I Info", consultable on the website [www.IInfo.it](http://www.IInfo.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 2022 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 2022 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 (2022 Sustainability Report),*

**resolves**

*to approve the annual financial statements as at 31 December 2022."*

**3. Resolutions concerning the allocation of the 2022 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 2022, amounting to 206,735,269.29 Euros, as follows:

- 10,336,763.46 Euros, amounting to 5% of the profits, to the legal reserve;
- to distribute a total dividend of 180,665,720.95 Euros to shareholders, corresponding to a unit dividend of 0.85 Euros per share;
- retained earnings of 15,732,784.87 Euros.



The overall dividend, coupon no. 24 for 180,665,720.95 Euros or 0.85 Euros per share, will be paid out as of 21 June 2023, with dividend registered on 19 June and record date on 20 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 2022, amounting to 206,735,269.29 Euros, be allocated as follows:*

- *10,336,763.46 Euros, amounting to 5% of the profits, to the legal reserve;*
- *to distribute a total dividend of 180,665,720.95 Euros to shareholders, corresponding to a unit dividend of 0.85 Euros per share;*
- *retained earnings of 15,732,784.87 Euros.*

*The overall dividend, coupon no. 24 for 180,665,720.95 Euros or 0.85 Euros per share, will be paid out as of 21 June 2022, with dividend registered on 19 June and record date on 20 June”.*

For the Board of Directors  
The Chairperson  
Barbara Marinali