



Certification of consolidated financial statements in accordance with art.154-bis of Legislative Decree 58/98

(Translation from the original Italian text)

1. The undersigned, Alberto Irace, as Chief Executive Officer, and Franco Balsamo, as Executive Responsible for Financial Reporting of the company ACEA S.p.A., taking also account of provisions envisaged by Art.154-bis, paragraphs 3 and 4, of the Legislative Decree n°58 of 24 February 1998, hereby certify:

- the consistency to the business characteristics and
- the effective application

of the administrative and accounting procedures for preparing the interim condensed consolidated financial statements at 30 June 2015, during the first half of 2015.

2. To this purpose, no significant issues were recorded.

3. It is also certified that:

3.1 the interim condensed consolidated financial statements:

- a) were drawn up in compliance the applicable international accounting standards recognised in European Community in accordance with EC regulation 1606/2002 of the European Parliament and the Council, of 19 July 2002,
- b) are consistent with the underlying accounting books and records,
- c) give a true and correct view of the operating results and financial position of the issuer and the overall of companies included in the consolidation,

3.2 the report on operations includes a reliable analysis of the material events occurred during the first half of 2015 and their impact on interim condensed consolidated financial statements, as well as a description of the main risks and uncertainties for the second half of the year. The report on operations contains a reliable analysis of the disclosure on significant related – partly transactions.

Rome, 03 August 2015

signed by: Alberto Irace, The CEO

signed by: Franco Balsamo, The Executive Responsible for Financial Reporting

This report has been translated into the English language solely for the convenience of international readers