

ROMA CAPITALE

The Mayor

RA/13442

From the Campidoglio

3 March 2014

To the Chairman of Acea SpA,

Mr. Giancarlo Cremonesi

To the Board of Statutory Auditors of Acea SpA

Subject: Call of general meeting – agenda

I the undersigned, in my role as Mayor and legal representative of *Roma Capitale* (the City of Rome), the owner of a shareholding of 51% in the above Company, request pursuant to the law that the following items be included in the agenda for the ordinary general meeting:

- a. To reduce the number of Directors of the Company;
(should the above be approved)
- b. To elect the Board of Directors;
- c. To elect the Chairman;
(in any event)
- d. To fix the remuneration of the Board of Directors.

Moreover, as you will be aware, in accordance with the existing provisions it is necessary to hold an ordinary general meeting to approve the financial statements for the year ended 31 December 2013 and the related determinations, to be implemented by the Board of Directors in office, by the end of April of this year. Therefore, in order to avoid the need for more than one general meeting, to ensure a logical order of events and to avoid any duplication of the related costs, this request is being made in such a way as to allow sufficient time to arrange for a single general meeting. This should be called, in view of the above item b) (To elect the Board of Directors), with at least 40 days' notice, thereby setting in motion the related procedure for the submission of lists of candidates.

I therefore request you, as Chairman of the Company, to proceed without delay to call the general meeting to be held in the second half of April, inserting the items relating to approval of the financial statements, which to the extent necessary are also covered by this request, before the items listed above.

Yours sincerely,

Prof. Ignazio R. Marino