



Press Release

ACEA: AGM APPROVES FINANCIAL STATEMENTS FOR 2022, NEW BOARD OF DIRECTORS APPOINTED, DIVIDEND OF €0.85 CONFIRMED

Rome, 18 April 2023 – The Annual General Meeting of ACEA SpA’s shareholders (“AGM”), in extraordinary and ordinary sessions, was held in first call today. The AGM:

- **approved the separate and consolidated financial statements** for the year ended 31 December 2022, which record a **net profit €280m** and **EBITDA of €1.3bn**
- **deliberated on the allocation of net income for 2022**
- **elected the new Board of Directors**

Despite the challenging scenario in 2022, the ACEA Group confirmed its financial and business solidity, recording a positive operating performance. The resulting growth has enabled ACEA to maintain the same level of dividend as last year at €0.85 per share, as approved by today’s AGM.

The AGM also appointed the new Board of Directors, which has added new high profile expertise that will allow the Group to respond to the major strategic challenges that the Company will face over the next three years.

ACEA’s Chairwoman, **Barbara Marinali**, said: “It is with a great sense of responsibility that I accept my re-appointment as Chairwoman and wish the new Board of Directors all the best as they work closely as a team to deliver on the significant objectives that the Company has set itself.”

ACEA’s CEO, **Fabrizio Palermo**, said: “The results achieved in 2022, in part thanks to the significant action taken in the closing months of the year to reduce costs, improve operational efficiency and boost margins, confirm the Company’s solidity and its capability to respond to the major industrial challenges we will face in the coming years. I am confident that ACEA has laid the foundations on which to create increasing value for all our stakeholders in the next three years.”

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FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

As proposed by the Board of Directors, the ordinary session of the AGM approved a total dividend of €180,665,720.95, equal to €0.85 per share, in line with 2021 and confirming the Company's strength. The total dividend (coupon no. 24) is payable from 21 June 2023. The ex-dividend date will be 19 June and the record date will be 20 June.

At the date of approval of the financial statements, treasury shares total 416,993.

The AGM also voted to allocate Acea SpA's net income for the year ended 31 December 2022, amounting to €206,735,269.29, as follows:

- €10,336,763.46, equal to 5% of net income, to the legal reserve;
- €180,665,720.95 to shareholders in the form of a dividend per share of €0.85;
- €15,732,784.87 to retained earnings.

The Consolidated Non-financial Statement, prepared in accordance with Legislative Decree 254/2016 (the 2022 Sustainability Report) was also presented to shareholders.

AMENDMENT OF ART. 15 OF THE ARTICLES OF ASSOCIATION APPROVED AND NEW BOARD OF DIRECTORS FOR THREE-YEAR PERIOD 2023-2025 ELECTED

The AGM, in extraordinary session, approved the amendment of article 15 of the Articles of Association.

The AGM, in ordinary session, thus determined the number of members of the Board of Directors at thirteen and elected the new Board of Directors to remain in office for three financial years, specifically until approval of the 2025 financial statements. Election of the members of the Board of Directors took place via slate vote, in accordance with the procedures set out in the amended article 15 of the Articles of Association approved by the AGM.

The following members of the new Board of Directors were elected:

- Barbara Marinali, Fabrizio Palermo, Nathalie Tocci, Angelo Piazza, Elisabetta Maggini, Alessandro Picardi and Luisa Melara from the list submitted by the shareholder, Roma Capitale, which holds a 51% interest in ACEA SpA, and received a majority of the votes (approximately 68.08% of the voting shares);
- Thomas Devedjian and Vincenza Patrizia Rutigliano from the list submitted by the shareholder, Suez International SAS, which holds a 23.33% interest in ACEA SpA;
- Alessandro Caltagirone and Massimiliano Capece Minutolo Del Sasso from the list submitted by the shareholder, Fincal SpA, which holds a 3.19% interest in ACEA SpA;
- Antonino Cusimano and Antonella Rosa Bianchessi from the list submitted by a group of asset management companies and institutional investors, holding a total 1.17% interest in ACEA SpA.

In accordance with the relevant legislation and the Articles of Association, gender quota requirements have been complied with.



Barbara Marinali, Nathalie Tocci, Angelo Piazza, Elisabetta Maggini, Alessandro Picardi, Luisa Melara, Vincenza Patrizia Rutigliano, Alessandro Caltagirone, Massimiliano Capece Minutolo Del Sasso, Antonino Cusimano and Antonella Rosa Bianchessi declared that they meet the independence requirements provided for in article 148, paragraph 3 of Legislative Decree 58/98, as referenced in art. 147-*ter*, paragraph 4 of the same Legislative Decree, and Recommendation 7 in the Corporate Governance Code for listed companies published in January 2020.

Barbara Marinali was confirmed as Chairwoman of the Board of Directors.

Effectiveness of the above election remains subject to filing with the Companies' Register of the amendment of the Articles of Association approved in extraordinary session.

The AGM also approved the first section and voted in favour of the second section of the Report on the Remuneration Policy and Remuneration Paid, prepared in application of the provisions of art. 123-*ter* of Legislative Decree 58/98.

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Documentation regarding the AGM held in extraordinary and ordinary session, including the curriculum vitae of the members of the Board of Directors, is available on the Company's website at www.gruppo.acea.it.

It should be noted that, in compliance with the provisions of art. 106 of Law Decree 18/2020, as converted with amendments into Law 27/2020 and amended and extended by Law Decree 198 of 29 December 2022, converted with amendments into Law 14 of 24 February 2023, attendance at the AGM by those entitled to do so was only permitted through the representative designated by the Company pursuant to art. 135-undecies of Legislative Decree 58 of 24 February 1998.

The minutes of the AGM held in extraordinary and ordinary session and a summary of the votes cast will be made available for inspection within the deadlines and according to the procedures required by law.

The Executive Responsible for Financial Reporting, Fabio Paris, declares that, pursuant to section two of article 154-bis of the Consolidated Finance Act, the information contained in this release is consistent with the underlying accounting records.

ACEA Group contacts

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