



ACEA S.p.a.  
Registered office: Piazzale Ostiense 2, 00154 Rome, Italy  
Share Capital € 1,098,898,884.00 fully paid-up  
Tax code, VAT and Business Register of Rome No. 05394801004  
Chamber of Commerce, Industry, Crafts and Agriculture RM - Economic and Administrative Business Register No. 882486

## CONVOCAZIONE DI ASSEMBLEA GENERALE

Those with the right to speak and vote are called to the General Meeting to be held on 23 April 2015 at 10 a.m., in first call, at "La Fornace" Conference Centre, Centrale Tor di Valle, Via dell'Equitazione No. 32 - Rome, and if necessary in second call, for 7 May 2015, same place and time, to discuss and resolve the following

### Agenda

- 1. Annual financial statements at 31 December 2014; Board of Directors' Report on Operations, Board of Auditors' Report and Auditing Firm's Report. Presentation of the Consolidated Financial Statements at 31 December 2014. Resolutions on approval of the annual financial statements at 31 December 2014.**
- 2. Resolutions on the allocation of the net profit for 2014.**
- 3. Remuneration Report - resolutions on first Section, in accordance with art. 123-ter, paragraph 6 of Leg.Dec. 24 February 1998, no. 58.**
- 4. Increase in number of members of the Board of Directors from seven to nine.**  
If the previous item is approved
- 5. Appointment of two Board members and determination of the Board of Directors' fees.**

**Right to participate at the General meetings:** in accordance with art. 83-*sexies* of Leg. Dec. 58/98 (TUF) and art. art. 13 of the By-laws, the right to participate at the General Meeting and exercise the right to vote will be confirmed by notification sent by the intermediary to the Company, in accordance with the accounting records, for the party who has the right to vote, at the end of the accounting day of the seventh open market day before the date of the Meeting (in other words 27/05/2014). Those who hold shares only after said date do not have the right to participate or vote at the Meeting. The intermediary's notification as per the above point must be received by the Company by the third open market day before the date of the Meeting (in other words 20/04/2015). The shareholder also has right to participate and vote if the notifications are received by the Company after said deadline, as long as they are received before the start of the meeting called in single convocation.

**Proxy:** those who have the right to speak and vote at the Meeting can nominate others to represent them by written proxy, in accordance with the laws in force; to this end, they may use the proxy form which can be obtained from the registered office, on the Company's Internet web site [www.acea.it](http://www.acea.it), in the 2015 Meeting section and from the usual intermediaries.

The Company can be notified of the proxy by registered mail addressed to the office in Piazzale Ostiense, 2 - 00154 - Affari Legali e Societari, or by fax sent to the number +39 06 5799 4181, or by certified e-mail sent to the address: [adempimentisocietari.corporate@pec.aceaspa.it](mailto:adempimentisocietari.corporate@pec.aceaspa.it), or at the 2015 Meeting section of the above-mentioned company website.

Prior notification does not release the proxy from the obligation of certifying the identity of the delegating party, and that the copy notified conforms to the original, in accordance with art. 135-*novies* of the TUF, for the purpose of accreditation for attending the meeting.

**Designated representative:** The proxy can be conferred, with instructions to vote on all or some of the items on the agenda, to Computershare S.p.A., registered office in Milan, via Lorenzo Mascheroni no. 19, Zip 20145, as the designated representative of the Company in accordance with art. 135-undecies, Leg.Dec. no. 58/1998. The specific proxy form, prepared by the Designated Representative, in agreement with the Company, must be used, available from the website [www.acea.it](http://www.acea.it) in the "2015 Meeting" section. The original of the proxy to the Designated Representative, with the voting instructions, must be sent to the offices of Computershare S.p.A., via Lorenzo Mascheroni no. 19, 20145 Milan, possibly sending a copy in advance, certifying its conformity with the original, via fax: 02.46776850, or attaching it to an email sent to: [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by the end of the second open market day before the date of the Meeting (in other words by 21/04/2015 or 05/05/2015). The proxy, thus conferred, has effect only for proposals in relation to which voting instructions have been conferred. The proxy and the voting instructions can be revoked within the same deadline indicated above.

The proxy form, with the relevant instructions for completing and sending the same, are available at the Company's registered office or via the website [www.acea.it](http://www.acea.it) in the "2015 Meeting" section.

Prior notification does not release the proxy from the obligation of certifying the identity of the delegating party, and that the copy notified conforms to the original.

**Limits to the Right to vote:** In accordance with art. 6 of the By-laws, with the exception of Roma Capitale, or subsidiaries thereof, a shareholder who holds, on the basis of the criteria specified by the same article in points 2 and 3, equity interest in the Company greater than 8% of the share capital, may not exercise voting rights on the shareholding that exceeds said limit. The shares for which voting rights cannot be exercised are in any case computed to determine a quorum for the meeting.

In accordance with art. 13 of the By-laws, "with the exception of Roma Capitale, or subsidiaries thereof, which have acquired the capacity of Shareholders, the voting right may not be exercised for more than 8% of the share capital, even by proxy.

**Share capital:** In accordance with article 5 of the By-laws, the share capital is equal to 1,098,898,884.00 euros represented by No. 212,964,900 ordinary shares having a nominal value of 5.16 euros each. The shares are indivisible, and each share gives the holder the right to one vote with the exception of No. 416.993 treasury shares, for which the right to vote is suspended in accordance with art. 2357-ter of the Italian Civil Code; information on the composition of the share capital can be found on the website [www.acea.it](http://www.acea.it), in the "Shareholding" section.

#### **Questions concerning the items on the agenda**

In accordance with art. 127-ter, paragraph 1-bis of the TUF, all those who have a right to vote can ask questions concerning the items on the agenda also before the Meeting, by sending them via registered mail by 20/04/2015 to the registered office in Piazzale Ostiense, 2 - 00154 - Affari Legali e Societari, in advance by fax to the No. +39 06 57994229 or by e-mail to the address [AdempimentiSocietariCorporate@aceaspa.it](mailto:AdempimentiSocietariCorporate@aceaspa.it).

The right to vote is certified by sending a copy of the notification issued by the intermediaries keeping the books in which the applicant shareholders shares are registered, to the Company at the above addresses. Questions received within the above deadline will be answered at the latest during the Meeting, the Company having the right to provide one single answer to questions on the same subject.

#### **Additions to Agenda items and presentation of new proposals for resolution**

In accordance with art. 126-bis del TUF, shareholders who, also jointly, represent at least one fortieth part of the share capital, can in a specific written request, within ten days of publication of this notification, request further items to be included in the agenda or present their own proposals for resolutions on items already on the agenda; requests must be presented to the registered office by registered mail and in advance by fax sent to No. +39 06 5799 4229, together with a copy of the notification issued by the intermediaries keeping the books in which the applicant shareholder's shares are registered. In the same way within the above deadline, proposing shareholders must send a report on the subjects they wish to propose for discussion with the grounds for further proposals for resolution presented on items already on the agenda. In any case, every shareholder with a right to vote can individually present proposals for resolution in the meeting. Subjects on which the Meeting resolves, pursuant to the law, on the basis of proposals of Directors or a project or reports prepared by the same, other than those in art. 125-ter, paragraph 1 of the TUF, cannot be included in the Agenda.

Any inclusions in the list of items to be discussed by the Meeting following the above requests or presentation of further proposals for resolution on items already on the agenda is notified in the same way as is required for the publication of the notice of meeting, at least fifteen days before the date of the Meeting.

**Documentation:** the Meeting documentation, including the Board of Directors' Reports and the proposals for resolution on the items on the agenda, are made available to the public within the times and in the ways required by law provisions in force, at the registered office and from the authorised storage mechanism 1Info, at the address [www.1info.it](http://www.1info.it) as well as via publication on the Company's website [www.acea.it](http://www.acea.it) - 2015 Meeting section.

Shareholders can read or obtain a copy of the above-mentioned documentation.

This notice is published on the Company's website [www.acea.it](http://www.acea.it) - 2015 Meeting section, in accordance with art. 125bis of the TUF, and is available from the authorised storage mechanism 1Info, at the address [www.1info.it](http://www.1info.it).

Rome, 24 March 2015

On behalf of Board of Directors  
the Chairman  
Catia Tomasetti

*Shareholders with the right to speak and vote are kindly asked to arrive one hour before the start of the meeting to register so the meeting can start on time.*