



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 Register of Companies of Rome No. 05394801004
 Chamber of Commerce, Industry, Crafts and Agriculture RM Economic and Administrative Business Register No. 882486

PROXY FORM ⁽¹⁾

for representation at the Ordinary Shareholders' Meeting of ACEA S.p.A. (the "Company"), to be held on 28 April 2016, on first call and, where necessary, on second call on 5 May 2016, as per notice of meeting published on the Company's website and in the newspaper Il Sole 24 Ore on 19 March 2016 (as subsequently supplemented pursuant to art. 126 - bis of Legislative Decree 58/1998 "TUF").

With reference to the Ordinary Shareholders' Meeting called on 28 April 2016 on first call at the Conference Center "La Fornace", Centrale Tor di Valle, Via dell'Equitazione no. 32 - Rome at 10:00 am, and, where necessary, on second call on 5 May 2016, same place and time,

BY THIS FORM

I, the undersigned (Name *) (²) (Surname *)
 born in*on*and
 residing in.....Street.....,
 tax code*identity document
 (type).....no..... (Attach a copy),

having taken note of the contents of the Reports on the items on the agenda prepared by the directors and acting in his/her quality as (³):

shareholder ACEA S.p.A. holding no.* ordinary shares registered in the securities account No. with the following intermediary ABI bank code CAB branch Code

⁽¹⁾ Any person entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with the applicable provisions of law, by signing this proxy form, to be issued to the person designated and appointed by the entitled party **(to delegate powers to the Appointed Representative of the company pursuant to art. 135-undecies of the Consolidated Finance Act (TUF), a different proxy form must be used that is provided by the Company for this purpose and published on the website www.acea.it)**

⁽²⁾ Specify the name and surname of the delegating person (as it appears on the copy of the notice for attendance at the meeting as per art. 83-sexies of the Consolidated Finance Act (TUF)), or of the legal representative of the delegating legal person.

⁽³⁾ Mark with a cross where applicable.

(*) Required information



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person who is granted the right to vote with respect to no.* ACEA S.p.A. ordinary shares registered in the securities account No. with the following intermediary ABI bank code CAB branch code in his/her capacity as* ⁽⁴⁾;

person vested with appropriate representation authority * ⁽⁵⁾ registered office in* tax code* pursuant to (attach a copy), owner/person who is granted the right to vote in his/her capacity as* ⁽⁶⁾ with respect to no.* ACEA S.p.A. ordinary shares registered in the securities account no..... with the following intermediary..... ABI bank code CAB branch Code

HEREBY APPOINT

Mr./Ms (name*).....(surname*).....
 born in* on*
 and residing in Street
 tax code * , who can be replaced (if applicable) in turn
 by Mr./Ms (name) (surname*)
 born in* on*
 and residing in
 Street..... tax code.....
 to attend and represent me at the meeting.

DATE SIGNATURE.....

I, the undersigned also state that the right to vote (⁷):

⁽⁴⁾ Specify the legal title (pledge, usufruct, etc..) under which the voting rights are attributed.
⁽⁵⁾ Specify the name of the legal person (as it appears on the copy of the notification for attendance at the meeting as per art. 83-Sexies of the Consolidated Finance Act (TUF))
⁽⁶⁾ Delete the non applicable item and, in the case of person who is granted the right to vote, specify the legal title (pledge, usufruct, etc..) under which the voting rights are attributed.
⁽⁷⁾ Mark with a cross where applicable.
 (*) Required information



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- shall be exercised by the delegate at his/her discretion ⁽⁸⁾

- shall not be exercised by the delegate at his/her discretion but in compliance with specific voting instructions given by the undersigned delegating party.

DATE

SIGNATURE.....

It should be noted that, pursuant to art. 135 - novies of the Consolidated Finance Act (TUF), *"the representative may, in place of the original, deliver or transmit a copy of the proxy, including in electronic format, attesting under his/her responsibility that it is a true copy of the original and certifying the identity of the delegating party. The representative shall keep the original of the proxy and records of any voting instructions received for one year as of the conclusion of the meeting"*.

^(8) It should be noted that, pursuant to art. 118, paragraph 1, lett. c) of the Regulation approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, the shares for which "the right to vote has been granted by proxy, provided that such right may be exercised discretionally in the absence of specific instructions by the delegating party" are considered shareholdings for the purpose of reporting obligations governed by art. 120, of the Consolidated Finance Act (TUF).

(*) Required information



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PRIVACY INFORMATION

The data contained in this proxy form will be processed by ACEA S.p.A. - the data controller - to manage the meeting's operations, in accordance with applicable regulations regarding the protection of personal data.

Such data may be disclosed to employees of ACEA S.p.A. specifically authorized to process them, in their quality as Data Processors or Persons in Charge of the processing for the above-mentioned purposes: such data may be disseminated or disclosed to specific parties in fulfilment of a legal requirement, regulation or community legislation, or in accordance with instructions issued by Authorities entitled to do so or by supervisory and control bodies; if the data specified as mandatory (*) are missing, the authorized person shall not be admitted to attend the Meeting.

Pursuant to art. 7 of Legislative Decree 196/2003, the concerned person is entitled to be informed - at any time - on the personal data held by ACEA S.p.A., their origin and how they are used; he/she is also entitled to request that such data be updated, amended, supplemented or deleted, to request their blocking and to object to their processing by contacting the Data Controller, Piazzale Ostiense 2, Rome.