



REMUNERATION REPORT

Financial year 2015

*Implementation of art. 123-ter of legislative Decree No. 58/1998 on the
transparency*

of the Remuneration of Directors in Listed Companies

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acea



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GLOSSARY

To facilitate the understanding and reading of this Report, the table below provides a glossary of the most frequent terms:

Group: means the Companies included in the area of consolidation of Acea SpA;

GAS : means the fixed gross annual salary component of the remuneration for employees in Group Companies;

MBO – Management by Objective: means the annual variable component of the remuneration based on the achievement of pre-defined business objectives;

EBITDA: Gross Operating Profit;

NFP: Net Financial Position;

NP: Net Profit;

LTIP – Long Term Incentive Plan: means the medium/long-term variable of the remuneration;

TSR – Total Shareholder Return: means the total return on the investment for the shareholder;

Top management: means the top managers of the Group, such as those who report directly to the CEO and the General Manager of the Company, and whose activities have a significant impact on *business*;

Management: means the Executives with strategic responsibilities and the *Senior Managers* of the Acea Group;

Line: means the Managers of the Operating Companies who are directly involved in *business*;

ARC: Appointment and Remuneration Committee;

RCC: Risk and Control Committee

SB: Supervisory Body;

EC: Ethics Committee;

RPTC: Related Party Transactions Committee.



Letter from the Chairman

Dear Shareholders,

in recent years Acea has initiated a process of deep-rooted change both to increase the value for all stakeholders and the efficiency of our processes as well as the quality of the service we provide to our customers, and to guarantee the sustainable growth of our business, so economic development goes hand-in-hand with social-environmental respect.

The 2016 Remuneration Report - Financial Year 2015 shows how the remuneration policy adopted for the Top Management of the Group and the components of the management and supervisory bodies during the year contributed to keeping levels of profitability and productivity high, constantly pursuing goals of precision and simplicity.

In preparing this document, we also took into account the recent regulatory requirements adopted by the Consob in Resolution No. 18049 of 23 December 2011, on transparency and communication, as well as the provision of art. 123-ter of the Italian Consolidated Financial Act.

Therefore, this Report is divided into two separate Sections:

I. the first section provides a detailed description of:

a) Acea Policy on the remuneration of Top Management, Directors and Executives with strategic responsibilities;

II. With respect to each individual member of the Management and Supervisory Bodies, and the Executives with strategic responsibilities as a whole, the second Section:

a) provides a representation of each of the items that make up the remuneration, including the compensation provided in the event of termination of office or employment;

b) gives an account of the compensation paid by the Company in 2015 for any purpose and in any form.

As required by the Italian Consolidated Financial Act, please express your advisory vote on the first Section of the Remuneration Report.

Catia Tomasetti



Remuneration Policy Highlights

Two years ago the Company launched the “Acea2.0 Project”, an ambitious strategic initiative with the aim of radically renewing operating procedure, standardising IT systems used in *business* processes and taking the opportunity represented by digital technology to create a new *customer experience*, with significant improvements in both customer relations and satisfaction.

The current *Business Transformation* is redesigning customer relations and relations with all *stakeholders* in general.

The distinctive features in fact, are the valorisation and involvement of all employees; operating efficiency, which, as well as producing economic advantages for the company and its shareholders, will also have an effect on the quality of the services supplied and on customer satisfaction, with the end result being services that are decidedly superior to those required by the *standards* of reference; creating *partnerships* that evolve with suppliers.

In order to pursue these challenging goals the Company has set and wishes to valorise the effective contribution of all those involved, Acea is progressively creating instruments that aim to acknowledge merit and guarantee *engagement* while protecting the principles of internal equity and external competitiveness.

For this reason, in 2015 Acea drew up a remuneration philosophy that lays the foundations of a more extensive concept of remuneration, the main *drivers* of which are meritocracy, equity, competitiveness and appeal for those resources who play a critical role in the company's success.

Also in 2015, to make this remuneration philosophy a concrete reality, some of the instruments adopted in 2014 for the *top* and *middle management* were also adopted for all company employees:

- performance assessment of the entire company staff. This instrument can be used to reward individual contributions and stricter logic in terms of merit will be applied to produce a concrete impact on Performance Related Pay in 2016;
- the definition and extension to all organisational levels of the professional system, and acknowledgement for each organisational role of the contribution when *business* results are reached. In this way, each position will be assessed and it will be possible to verify the balance between the remuneration offered and the “complexity” of the related position, in pursuit of the goal of internal equity and external competitiveness.

The current evolution in Acea is also evident in terms of transparency:

- the **clawback** clause has been extended to include also managers with the greatest impact on Group *business*, as well as Top Management and Executives with strategic responsibilities. On the basis of this clause, the Company is entitled to request the reimbursement of the variable remuneration (both medium and long-term) paid out if it is found that such remuneration has been paid on the basis of fraudulent behaviour and/or gross negligence;
- there are no agreements that provide for fixed allowances or clauses of any kind that protect Executives in the event of termination of office or employment (so-called **parachute**).



SECTION I



1. Introduction

The Acea Group operates in the water sector, in the electricity sector, public lighting, environment and gas sectors and in terms of corporate responsibility, has always paid particular attention to creating value for Shareholders, profitability and customer satisfaction by constantly monitoring and improving the quality of our services in line with sustainable development.

Profitability, quality and sustainability which, with innovation, development, focus on our customers, operating and organisational efficiency, are the building blocks on the basis of which the Company builds constant and continuously growing commitment in its daily business.

To reach the targets of the 2015-2019 Business Plan, with a technological transformation to improve operational and organisational efficiency, develop regulated business, accelerate growth in the Environment segment, reduce costs and continuously improve the quality of our service, we must be able to count on a highly motivated *Top Management* able to direct the behaviour of the organisation in a way that makes it possible to reach strategic medium/long-term objectives, in a context that becomes more complex and competitive all the time.

In this context, the Remuneration Policy is a key lever to align the interests of *Managers* and shareholders, by building a pay system that will attract the best resources on the market and retain those who have talent and critical *know-how* in order to effectively face the challenges of the future.

This document, prepared pursuant to Article 123-ter of Legislative Decree 58/1998 (Italian Consolidated Financial Act) illustrates the Remuneration Policy adopted by the Acea Group for 2015. This policy, based on the recommendations in Article 6 of the Corporate Governance Code of listed companies promoted by Borsa Italiana S.p.A., defines the criteria and guidelines for the remuneration of the Top Management of the Group, including members of the Board of Directors, Executive Directors and Directors with special powers, Executives with strategic responsibilities, as well as the members of the Company's Board of Auditors, in a timeframe that coincides with the current financial year.



2. Scope of application

In accordance with the provisions of Annex 3A of the regulation implementing the Italian Consolidated Financial Act adopted by the Consob with Resolution No. 11971 of 14 May 1999 (the "Issuers' Regulation"), the Remuneration Policy as described herein applies to the Top Management of the Group, members of the management and supervisory bodies and the other Executives with strategic responsibilities in the Company.

"Executives with Strategic Responsibilities" means the executives, as identified and proposed by the Company Board of Directors Appointment and Remuneration Committee, who hold powers or responsibility for planning and controlling the Company's business, or such powers that have a significant influence on the Company in terms of reputation and market operations.

These persons have been identified on the basis of guiding criteria that take into account the position held within the organizational structure, the related autonomy and decision-making powers, considering, for each of them, the level of responsibility, the role and the associated remuneration level.

The tables below specify the people to whom the Remuneration Policy applies, broken down in terms of members of the Board of Directors, specifying their participation in the various internal Committees, and Executives with strategic responsibilities:

For the purpose of transparency, **Table 1** "Members of the Board of Directors and participation in Committees" has been duplicated to distinguish between:

- Board Members **up to** 23 April 2015 (Table 1A)
- Board Members **after** 23 April 2015 (Table 1B)



Table 1A: Members of the Board of Directors up to 23 April 2015 and participation in Committees up to 30 April 2015

MEMBERS OF THE BOARD OF DIRECTORS		Risk and Control	Appointments and Remuneration	Ethics	Related Party Transactions
Catia TOMASETTI	<i>Chairman</i>				
Alberto IRACE	<i>CEO - GM</i>				
Francesco CALTAGIRONE				√	
Diane D'ARRAS	<i>Independent</i>				√
Giovanni GIANI		√	√	√	
Elisabetta MAGGINI	<i>Independent</i>	√	√	√	√
Paola Antonia PROFETA	<i>Independent</i>	√	√	√	√

Table 1B: Members of the Board of Directors after 23 April 2015 and participation in Committees after 30 April 2015

MEMBERS OF THE BOARD OF DIRECTORS		Risk and Control	Appointments and Remuneration	Ethics	Related Party Transactions
Catia TOMASETTI	<i>Chairman</i>				
Alberto IRACE	<i>CEO - GM</i>				
Francesco CALTAGIRONE					
Diane D'ARRAS	<i>Independent</i>				√
Giovanni GIANI		√	√	√	
Elisabetta MAGGINI	<i>Independent</i>	√	√	√	
Paola Antonia PROFETA	<i>Independent</i>			√	
Massimiliano CAPECE MINUTOLO DEL SASSO	<i>Independent</i>		√		√
Roberta NERI	<i>Independent</i>	√	√		√



Table 2: Members of the Board of Statutory Auditors

MEMBERS OF THE BOARD OF AUDITORS (*)	OFFICE
Enrico LAGHI	Chairman
Corrado GATTI	Standing Auditor
Laura RASELLI	Standing Auditor

The following table shows the list of Group Executives with strategic responsibilities.

Table 3: Executives with strategic responsibilities

EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (*)	
FUNCTION/OPERATING SEGMENT	OWNER OF FUNCTION/OPERATING SEGMENT
Administration, Finance and Control	<i>Franco BALSAMO (**)</i>
Staff and Organization	<i>Paolo ZANGRILLO</i>
Water Area	<i>Andrea BOSSOLA</i>
Networks Area	<i>Andrea BOSSOLA</i>
Environment Area	<i>Luciano PIACENTI</i>
Energy Area	<i>Enrico GIGLIOLI</i>

(*) The persons shown in the table fall within the scope of the Appointment and Remuneration Committee.

(**) The Executive with strategic responsibilities Franco Balsamo left the Group on 30/09/2015.



3. Governance Model

3.1 Remuneration Policy definition and approval process

The Appointment and Remuneration Committee and the Company Board of Directors play a central role in defining the Remuneration Policy.

The Remuneration Policies formation process, preceding the approval *process*, first and foremost involves the Staff and Organization Department, which prepares proposals in a proactive, clear and transparent way. This process requires the Top Management be closely involved in the definition of *policies* with Line managers involved in the operational implementation thereof.

In order to promote ever increasing transparency, the Acea Group has adopted a Related Party Transactions Procedure which, amongst other things, requires that incentives paid to Executives with strategic responsibilities are regulated for Related Party Transactions. This procedure meets the requirements of CONSOB notification dated 19 June 2014 concerning guidelines on related party transactions, implemented in July 2014 in the Corporate Governance Code.

Participation of the main corporate governance bodies in the Remuneration Policies' approval process ensures that the policies are based on clear and prudent rules, which favours consistency of the same and the prevention of conflicts of interest, ensuring transparency through adequate disclosure.

ACEA's remuneration policy was approved by the Board of Directors, on the basis of a proposal submitted by the Appointment and Remuneration Committee.

The bodies and entities involved in the Remuneration Policies' approval process are shown below:

- **The Shareholders' Meeting**
 - o With the Resolution of 5 June 2014, set the amount of the overall remuneration for the members of the Board (also Executives) and Committees, likewise setting the total remuneration of the Chairman, and the fixed and short-term (annual) variable remuneration of the CEO.
 - o The Meeting resolves in favour or against (non-binding resolution, in accordance with art. 123-ter of the Italian Consolidated Financial Act, paragraph 6) the first Section of the Remuneration Report (paragraph 3 of the same article), which deals with the company's policy on the remuneration of members of the Board of Directors, the General Manager and Executives with strategic responsibilities with respect to at least the subsequent financial year and the procedures used to adopt and implement the policy.
- **The Board of Directors**
 - o Decides, if the Meeting has not done so, how the overall remuneration will be divided between the members of the Board (art. 21 of the Articles of Association, paragraph 2).
 - o Decides to establish, in line with the resolutions of the Meeting, on the basis of the Appointment and Remuneration Committee's proposal, and in consultation with the Board of Auditors, the remuneration of the Chairman, the CEO and the other Directors with specific duties, and the



amount due to the members of Board Committees, and the remuneration of Executives with strategic responsibilities.

- **The Appointment and Remuneration Committee**

In summary, the Committee's **functions** are as follows:

- it makes proposals and provides advice to the Board of Directors and monitors the implementation of criteria and decisions taken by the Board in relation to remuneration policy (for details, please see paragraph 3.2);
- it has a proactive and advisory role with regard to the remuneration of Directors with special powers and persons whose role is of strategic importance for the Organization. The Committee also expresses its opinion on Remuneration and retention Policies submitted by the CEO concerning employees of the Group.

- **The CEO - General Manager**

Submits Remuneration and retention Policies concerning employees of the Group to the Corporate Bodies.

To date, no independent expert has been involved in the preparation of the Remuneration Policy. Nevertheless a budget has been provided to the Committee for external consultants.

3.2 Role, members and responsibilities of the Appointment and Remuneration Committee

According to the provisions of the Regulation, the Appointment and Remuneration Committee makes recommendations and advises the Board of Directors in the following matters.

a) Remuneration:

1. proposes the Remuneration Policy of directors and executives with strategic responsibilities to the Board of Directors, promoting medium-long term sustainability, in consideration of the fact that, for executives with strategic responsibilities and when compatible, the fixed component and the variable component must be adequately balanced in accordance with the key objectives and the risk management policies for executive directors or those with specific duties;
2. periodically evaluates adequacy, overall consistency and actual application of said policy on the basis of information provided by the CEO, making recommendations to the Board of Directors to that end;
3. presents proposals or expresses opinions to the Board of Directors regarding the remuneration of executives and other directors with specific duties, setting *performance* objectives for the variable component of the remuneration;
4. expresses opinions to the Board of Directors on remuneration policies for key directors;
5. monitors the application of the decisions made by the Board, and more specifically checks they



achieved their *performance* objectives;

6. submits the Remuneration Report to the Board, which the directors will then present to the annual meeting.

b) Appointment:

1. submits opinions to the Board of Directors with reference to its size and composition and makes recommendations regarding the professional figures that should be included as members of the Board, the maximum number of duties a director or statutory auditor should have in order to ensure the effective participation of the directors in the committees formed within the Board, the presence and significance of any activities carried out by each director that could represent competition to the company;
2. submits opinions to the Board of Directors for the preparation of the plan for the succession of executives.

The members of the Appointment and Remuneration Committee (tables 4A and 4B), appointed by the Board of Directors, in accordance with the provisions of the Corporate Governance Code, are all non-executive directors, most of whom are independent.

Table 4A: Members of the Appointment and Remuneration Committee up to 30 April 2015

<i>APPOINTMENT AND REMUNERATION COMMITTEE</i>		
<i>Committee Member</i>	<i>Position</i>	<i>Appointed on</i>
Elisabetta MAGGINI	Chairman	02 July 2014
Giovanni GIANI	Member	02 July 2014
Paola Antonia PROFETA	Member	02 July 2014

Table 4B: Members of the Appointment and Remuneration Committee after 30 April 2015

<i>APPOINTMENT AND REMUNERATION COMMITTEE</i>		
<i>Committee Member</i>	<i>Position</i>	<i>Appointed on</i>
Elisabetta MAGGINI	Chairman	02 July 2014
Giovanni GIANI	Member	02 July 2014
Roberta NERI	Member	30 April 2015
Massimiliano Capace Minutolo del Sasso	Member	30 April 2015



For a more detailed description of the operation and activities carried out by the Appointment and Remuneration Committee during 2015, please refer to the Report on Corporate Governance and Ownership Structure for the year 2015.



4. The Acea Group Remuneration Policy

4.1 Purpose and guiding principles

The remuneration philosophy defined in 2015 lays the foundations of the Group's remuneration policy. On the basis of the principles behind the remuneration philosophy, the Company intends to provide the Group with a *Total Reward* system:

- **In line** with the company's short and long-term strategy;
- Which rewards observance of the **corporate values, belonging and long-term commitment**;
- **Consistent and uniform** throughout all organisational levels and the various lines of *business*;
- That suitably valorises and rewards both the managerial and professional career (**dual ladder career**);
- That stimulates and rewards **individual performance**, giving preference to **excellence**;
- **Efficient**, using forms of remuneration that attribute value at cost parity to people;
- **Fair**, anchoring remuneration levels to the weight and complexity of the roles;
- Which has a **position in line** with the **markets of reference**;
- **Meritocratic**, differentiating remuneration on the basis of performance;
- **Competitive** for roles with a major impact on company results;
- **Appealing** for roles held to be critical for company success.

4.2 Compensation Summary

In continuity with the remuneration philosophy adopted by the company, in 2015 the integrated evaluation systems of previous years were consolidated and developed, reinforcing and expanding the application of the meritocracy principle, while pursuing the principles of rigour and moderation.

The assessment instruments used during the year are listed below:

- *Performance Management Plan P&L – Performance & Leadership*
- Short-term variable incentive plan - *Management by Objective – MBO*
- Medium/long-term variable incentive plan – *Long Term Incentive Plan – LTIP*
- Job Evaluation



4.2.1 Performance Management Plan P&L – Performance & Leadership

The *Performance Management Plan P&L*, designed with the aim of valorising Group resources using a system that aims to integrate various processes that characterise the Employee's lifecycle, continues to be based on the **global evaluation of the cross-assessment of Performance and Leadership**.

Said evaluation is therefore an expression of the overall contribution made by each single individual in terms of the results obtained – **Performance** – and the methods used and behaviour adopted – **Leadership** – in the position held during the period of reference for observation and evaluation.

Nothing has changed in relation to the principles behind the model adopted, which are:

- Continuous improvement of *Performance* as an individual and a *team*
- Promotion of Excellence and acknowledgement of Merit
- Ensuring consistency in the application of assessment criteria

Table 5 shows the Values of the Group *Leadership* Model.

Table 5: Leadership Model

Values of the <i>Leadership</i> Model	
Guiding Change	Guiding People
Loving competition	Guiding people by empowerment
Going beyond established patterns	Becoming accountable by promoting the value of responsibility
Achieving results and making things happen	Inspiring optimism by acknowledging achievements
Acting quickly, decisively and in a timely manner	Building high <i>performance teams</i> through talent identification
Making things simple	Sharing information in a transparent manner
Acting with integrity and equity	

To this date, the *Performance Management Plan P&L* only applied to managerial staff, for a well-structured and cyclical process used to measure *Manager's* results. From 2015, certain that this is a fine chance to add value to the contribution of every single member of staff who helps reach the company objectives and for the effective management of the evaluation system, it was decided to include all members of staff (clerical workers and labourers), with a concrete repercussion on Performance Related Pay in 2016.



4.2.2 Short-term variable incentive plan - Management by Objective – MBO

The Group also adopted the *MBO – Management By Objectives* - annual assessment system in 2015, as an instrument of reward with the constant aim of encouraging and motivating the *management* to reach excellent results.

As in previous years, this system is based on *Key Performance Indicators* (KPI) which constitute an access *gate* for *pay out*. This year, the three existing indicators (EBITDA, NFP, NP) are joined by a fourth called '*Customer Satisfaction*'. This choice derives from the fact that the Group is particularly focused on guaranteeing the continuous improvement of the processes that regulate the provision of Company services, for the greatest customer satisfaction.

For more information on operating procedures and observations on calculations, see paragraph 6.2 with a detailed description of how the variable incentive plans work.

4.2.3 Medium/long-term variable incentive plan - Long Term Incentive Plan – LTIP

The 3-year cycle 2013-2015 of the Long Term Incentive Plan – *LTIP*, approved by the Board of Directors in Resolution No. 36 of 11/06/2013 ended this year.

This *bonus* will be calculated as a percentage of Gross Annual Remuneration, for each year of the cycle, subject to reaching the economic-financial objectives in terms of the pre-established profitability of invested capital, in other words company *performance* in the 3-year period assessed by comparing it with the average value of securities in the basket of reference.

For more information on operating procedures and observations on calculations, see paragraph 6.2 with a detailed description of how the variable incentive plans work.

4.2.4 Job Evaluation

The organizational positions assessment process, which lets the Acea Group compare its own position with that of the most highly evolved companies in the world in terms of *job levelling* and salary dynamics has been extended to include all members of staff, helping maintain a well-structured system for:

- ever greater objectivity in salary decision-making, based on coherent figures to improve internal equity;
- salary positioning comparable with markets of reference, aligning the salary structure with market levels, considering the *benchmarks* registered by the *panel* of reference.



4.3 Composition of the salary package

The *mix* in the *Acea Management* salary package has the following purpose:

- to balance fixed and variable (in time) salary components
- to implement a flexible approach to salaries
- to promote a trend aimed at *performance*, discouraging risky and short-term oriented behaviour.

Table 6 shows the composition of the remuneration package for the Top Management, the management and supervisory bodies and Executives with strategic responsibilities.

Table 6: Components of the remuneration package

COMPONENTS OF THE REMUNERATION PACKAGE				
POSITION / ROLE	Fixed Remuneration	Annual Variable Remuneration	Medium-Long Term Variable Remuneration	Benefit
Chairman	✓			
CEO - General Manager	✓	✓	✓	✓
Non-executive Directors (*)	✓			
Executives with strategic responsibilities	✓	✓	✓	✓

(*) For non-executive Directors the fixed remuneration is to be intended as fixed compensation payable in accordance with the resolution passed by the Board of Directors.



4.4 Remuneration Policy and multiplier

A multiplier was also used in 2015, representing the ratio between the remuneration paid to the CEO and the average paid to employees, used as an instrument to monitor Acea's remuneration policy.

The method used only considers fixed remuneration for two reasons. The first is that variable remuneration has a much higher impact in percentage terms for the CEO than for employees' wages on average. The second, to avoid a paradox effect, is that overall remuneration depends on results achieved. Therefore, poor *performance* would result in poor or zero variable remuneration reducing the multiplier, making a less efficient company appear to be more virtuous. Furthermore, the method adopted also considers the relationship between the organisational complexity the CEO must sustain and that which must be sustained on average by an employee.

On the basis of this analysis, at this date the Acea multiplier is equal to **7.3**, with a decrease of 0.5 compared to last year's figure of 7.8, significantly lower than that of *peers*.

4.5 Correlation between remuneration, risk profile and corporate performance

The remuneration systems adopted, in the interest of all *stakeholders*, are in line with long-term corporate strategy and objectives, linked to company results, suitably adjusted to allow for all the risks which must be faced in the activities undertaken, which are in any case sufficient to avoid incentives that could give rise to conflicts of interest and lead to an excessive assumption of risk.

Given the above, the Company Remuneration Policy is based on a risk profile which has been assessed as "moderate"; this evaluation is mainly due to the Company's operating sector (*regulated multiutility*) in which the profits resulting from unregulated activities represent a non-prevalent part. This results in the Company's having a relatively low exposure to market risks while, conversely, it is more exposed to regulatory risks.

The correlation between remuneration, risk and *performance* is achieved through a system that:

- sets the variable remuneration on the basis of long-term *performance* indicators; the variable remuneration is determined on the basis of indicators valid for the Group and the *business* Operating Segments;
- makes the payment of the deferred *bonus* subject to the ongoing condition of solidity, liquidity and profitability of the Group, and the *business* segment if applicable, on the basis of achieving adequate *performance* at the individual level and proper individual conduct.

Taking into account its risk profile, which has been assessed as "moderate", Acea has chosen not to assign high volatility financial instruments such as stock options or other similar instruments. Therefore, the long term variable component consists solely of a monetary type plan.



5. Remuneration of Top Management, management and supervisory bodies, and Executives with strategic responsibilities

5.1 The Top Management remuneration package

In general, the remuneration components can be broken down as follows:

- **fixed component:** generally determined on the basis of the professional specialization and the role and responsibilities held within the organization.
- **variable component:** calculated on the basis of *performance*, and effective long-lasting results.

The remuneration policy of each single figure is described in detail below.

5.1.1 Chairman

The Chairman's remuneration package consists of gross annual fixed remuneration only, as no variable remuneration is recognised.

The Chairman also receives remuneration as a Director.

5.1.2 CEO - General Manager

The remuneration package of the CEO - General Manager consists of:

- Gross annual fixed remuneration as an executive;
- Short-term variable remuneration (MBO), calculated on the basis of the level reached in Group profitability objectives and Customer satisfaction.
- Medium/long-term (*LTIP*) variable remuneration paid on a 3-year basis, which, in an annual theoretical amount, is calculated as a percentage of the fixed remuneration on the basis of the medium/long-term economic-financial and profitability objectives reached.

5.1.3 Members of the Board of Directors

As for the Board of Directors, the changes introduced after the Shareholders' Meeting of 5 June 2014 concerned both the structure and the remuneration of board members.

Annual remuneration for a Director is equal to 26.000 € per year all-inclusive before tax, net of reimbursement of documented expenses on an annual basis.

Note that the remuneration for participation in BoD committees and other Bodies and Committees making proposals and offering advice has been set as no higher than 2.000 € per year all-inclusive before tax, with a maximum limit of 4.000 € regardless of the number of committees each Board Member is on.

The Executive directors are the Chairman and CEO - General Manager of the Company. All other directors are non-executive directors.

Table 7 below summarizes the remuneration provided for participation in the Board of Directors' internal Committees.



Table 7: Committee related Remuneration

Committees in Board of Directors	Other Bodies/ Committees	Individual remuneration
Risk and Control Committee (RCC)		€ 2.000
Appointment and Remuneration Committee (ARC)		€ 2.000
	Supervisory Body (SB)	
	Ethics Committee (EC)	€ 2.000
Related Party Transactions Committee (RPTC)		€ 2.000



5.2 Executives with strategic responsibilities

The remuneration package of Executives with strategic responsibilities consists of:

- Fixed Remuneration
- Short-term variable remuneration (*MBO*) which on average is around 48% of the fixed remuneration of Executives with strategic responsibilities.
- Medium/long-term variable remuneration (*LTIP*) which on average is around 28%, on an annual basis, of the fixed remuneration of executives with strategic responsibilities.

The amount of the annual variable remuneration is determined according to the level of achievement of Group objectives, as set forth in the Variable Incentive System in force.

The medium-long term variable remuneration consists of a *bonus*, disbursed on a three year basis, subject to the achievement of medium-long term objectives.



6. Remuneration components

6.1 Fixed Remuneration

The fixed remuneration component is determined, generally, by the professional specialization and the role and responsibilities held within the organization. Therefore, it reflects technical, professional and *managerial* competence.

6.2 Variable remuneration

Variable remuneration acknowledges and rewards assigned objectives and results achieved and is determined according to parameters that include risk-weighting systems and are linked to actual and lasting results. It constitutes an important motivational driver. For *business* staff it constitutes a high proportion of total remuneration.

6.2.1 Annual variable incentive system

- **Recipients**

The *Managers* in the system are identified annually on the basis of the Group's guidelines and in line with the company *business* and Human Resource management strategies.

- **Process for assigning objectives**

At the beginning of the year, the system's recipients receive a card containing the assigned objectives and related *targets* to reach. The total *bonus* is a cross calculation based on the percentage of *target* achievement and the behavioural assessment according to the *Performance & Leadership Model*. The *bonus* that is assigned to each individual is calculated as a percentage of the Gross Annual Salary according to the classification level and the impact of the specific position on *Business*. This *bonus* is therefore dependent on the link between the level of achievement of the assigned objectives - expressed according to three *performance* levels (high, medium and low) - and the maximum theoretical percentage that can be paid out to each person on the basis of their organizational position.

- **Measuring performance**

Every person in the system receives a *pay out* that depends on the level of **Group objectives** achievement, and the structure and percentage weight, which represent the *gate* for access to the individually assigned card:

➤ **Financial objectives of the Group:**

These are assigned on the basis of annual *budget target* and the result is calculated in the following year.

For 2015, these objectives are expressed through the following *targets*:

- **Gross operating profit (EBITDA) of the Group: 40%**
- **Net Financial Position (NFP) of the Group: 40%**
- **Net Profit (NP) of the Group: 15%**
- **Customer Satisfaction: 5%**



The system is represented by the definition of **minimum and maximum value thresholds** for each Group Objective.

In addition to the specific *target* value identified, the minimum values of each indicator are defined for access to *pay out* along with the subsequent values that determine the various levels of *pay out* that can be paid.

In detail, for each indicator, the following minimum value thresholds will be defined:

- **Gross Operating Profit: target -1%**
- **Net Financial Position: target +2%**
- **Net Profit: target -3%**
- **Customer Satisfaction: target 6.9**

➤ **How the Variable Incentive System works**

When the minimum value is reached, this gives access to 80% of the *pay-out* for that indicator.

When the *budget* value is reached, this gives access to 100% of the *pay-out* for that indicator.

Access to 120% of the *pay-out* for the indicator is determined when the following values are reached:

- **Gross Operating Profit: target +1%**
- **Net Financial Position: target -2%**
- **Net Profit: target +10%**
- **Customer Satisfaction: target > 7**

The system includes weighted calculations for the single Group objectives reached, for *pay out* purposes.

Within each period defined for each of the four Group objectives, the final value, through linear interpolation, defines the relevant *pay out* percentage.

The distinction between the two different organisational levels for *pay out* calculation remains unchanged, as follows:

- **For persons who report directly to the Chairman and CEO - General Manager**

The theoretical *pay out* consists of the sum of the weights of each indicator.

If none of the objectives is reached, the variable remuneration will not be paid.

- **For Other Senior and Middle Managers**

- If all the Group objectives are reached, the full amount of the *pay-out* will be paid;
- If three of the Group objectives are reached, 70% of the *pay-out* will be paid;
- If two of the Group objectives are reached, 55% of the *pay-out* will be paid;
- If one of the Group objectives is reached, 50% of the *pay-out* will be paid;
- If the Group objectives are not reached, 45% of the *pay-out* can be paid on the basis of individual *performance* assessment.



Table 8: New Short-term Incentives Plan

INDICATOR	WEIGHT	TARGET			PAY OUT	
		MINIMUM THRESHOLD	OBJECTIVE	EXCELLENCE THRESHOLD	% RELATIVE MINIMUM	% EXCELLENCE
Gross Operating Profit	40%	-1%	Target value	+1%	32%	48%
Net Financial Position	40%	+2%	Target value	-2%	32%	48%
Net profit	15%	-3%	Target value	+10%	12%	18%
Customer Satisfaction	5%	6.9	Target value	> 7	4%	6%
					80%	120%

➤ **Individual objectives:**

a. quantitative objectives

These are expressed on the basis of the above-mentioned (High, Medium, Low) *performance* levels, which correspond to different achievement levels (expressed in terms of *target* percentage). The total objectives' measure is expressed as the sum of the actual percentages achieved for the individual objectives.

b. qualitative objectives

Performance, as described in the Group *Leadership* Model, is measured through the evaluation of specific organizational behaviour in the same, which is therefore considered when calculating the sum to be paid to the Resource. Furthermore, from 2015 the qualitative KPI *Customer Satisfaction*, which until now was only used for the CEO, is now also used for other executives, with the aim of having an effect of the quality of the services supplied and customer satisfaction, providing services that are decidedly superior to those required by the standards of reference.

• **Reference period and bonus payment**

The annual variable incentive system is related to the assigned and actual performance in the January to December period in the year of reference. The bonus accrued in the financial year is paid by the end of May of the following year.



6.2.2 Medium to long term variable incentive system

- **Recipients**

All the recipients of the ("Long Term Incentive Plan"- "LTIP") are Executives with strategic responsibilities in the Acea Group.

- **Incentives and objectives definition process**

The structure of the 3-year plan, 2013-2015, is similar to that of the previous 3-year period, as the Board of Directors believes that LTIP is fully responding to the defined objectives for institute of this nature and purpose (Resolution No. 36 of 11/06/2013).

The *Long Term Incentive Plan* is a "monetary" plan that provides for the payment of a cash amount, when pre-set objectives are reached.

The nature of these objectives aims at the observance of economic-financial principles, and achieving a return on Shareholders' investments, measuring the profitability of the invested capital. Therefore, the *targets* to reach, on the basis of which payment of a *bonus* is determined, are:

- **economic-financial**-based
- **profit**-based

In brief, the pre-set plan objectives with a specific indication of their percentage effect are:

- **Gross Operating Profit (EBITDA): 15%**
- **Return on Invested Capital (R.O.I.C.): 15%**
- **Total Shareholder Return (T.S.R.): 70%**

The percentage weight attributed to the measured *Total Shareholder Return* is used to clearly determine the main objective of the plan and align *Management* and Shareholders' interests: the *focus* is on increasing the value of the Acea share, evaluated by comparing it, in 3-year *Performance* cycles, with the average value of the shares in the basket of reference.

- **Measuring Performance**

At the end of each 3-year period, a *bonus* may be granted, depending on the degree of achievement of the above-mentioned objectives, in other words of the Company *Performance* measured for those three years.

The *bonus*, assigned to each individual Resource is calculated as a percentage of their fixed remuneration, which varies from 20% to 40% of the Gross Annual Salary.

- **Bonus Deferment**

The provisions specify that a significant portion of the variable remuneration should be deferred in order to ensure the **continuity of business results**. Indeed, the long-term incentive plan provides in fact for the deferral of the entire *bonus* after it has accrued, for a period of time as is deemed appropriate and consistent with the company's risk profile: the *bonus*, if applicable, is paid at the end of the 3-year



period based on the predefined Plan objectives reached.

6.3 Non-monetary benefits

The *Acea Management* remuneration package includes a number of non-monetary *benefits*, which form an integral part thereof. They mainly consist of: pension plans, insurance and health plans and a company car.

Benefit plans do not provide for discretionary individual measures. Only the CEO and an Executive with strategic responsibilities are entitled to accommodation *benefit*. For the latter, this *benefit* was regulated when the person was hired.



7. Remuneration of executives with audit functions

The remuneration package of the Executive responsible for financial reporting, the Head of the internal *Audit* department and more *senior* executives in the above-mentioned areas, has been structured with a prevailing fixed component and a limited variable component.

Disbursement of the variable component, however, is subject to an annual assessment that is based on quality and efficiency criteria, according to which these executives are assigned their individual objectives which, therefore, are not linked to financial objectives, except for the *gates*.

Table 9: Summary objectives of executives with audit functions

Position concerned	Assigned objectives
Executive responsible for financial reporting (*)	<ul style="list-style-type: none"> • Water service acquirement • <i>Risk management</i> and insurance • one-person companies (Solemme and Samace) and acquisitions (ISA and Kyklos) • <i>Business case</i> on companies operating in a free market and restructuring energy segment
Head of Audit Department	<ul style="list-style-type: none"> • Proposals for the rationalisation/simplification of procedures in force for processes subject to Audit or <i>follow up</i> reports • Analysis of company processes/activities potentially at risk from passive corruption (for official records or for records that do not comply with official requirements) to identify preventive controls and if necessary implement an anticorruption plan. • CEO's proposal for a system of information flows on the performance of second level control models introduced by corporate structures with specific internal control and risk management duties (principle 7.P.3 c of the Corporate Governance Code)

(*) The Executive with strategic responsibilities Franco Balsamo, left the Group on 30/09/2015.



8. Compensation

8.1 Resignation, dismissal or termination of contract

Note that there are no agreements that provide for fixed allowances or clauses of any kind that protect Group Executives in the event of termination of office or employment (so-called *parachute*). Therefore, please refer to the rules in the National Collective Labour Agreement for Executives of Public Utility Companies, parts IV^a and V^a, which regulate the definition of the termination of employment for Executives. The “Executive Resignation/Retirement Management” Policy approved by the Board of Directors by Resolution No. 33 of 21 December 2011 is based on this Agreement.

No agreements providing for compensation in the event of resignation or termination without just cause have been signed between Acea and the Directors in office.

Also for Executives with strategic responsibilities there are no ex ante agreements in place regulating financial compensation in the case of early termination of employment. In such cases, the rules of the relevant national collective bargaining agreements shall apply.

8.2 Clawback clause

In line with a growing request for transparency in the Corporate Governance Code, in order to make the remuneration policy all the more responsible, Acea, which was one of the first companies in Italy to implement the requirements of European regulatory bodies in this sense, not only maintained the *clawback* clause, but also extended the scope of said clause to also include managers with the greatest impact on *business* Group.

This choice gives the Company the right to request the reimbursement of the variable remuneration (both medium and long-term) paid out if it is found that such remuneration has been paid on the basis of fraudulent behaviour and/or gross negligence, such as the intentional alteration of data used for the achievement of objectives or achievement of such objectives by acting in breach of the law or company regulations.



SECTION II



Preamble

The remuneration paid to Group Top Management, the members of the Board of Directors and Executives with strategic responsibilities are provided in this Section of the Report. This remuneration is paid on the basis of a criterion of competence, consistent with the relevant Remuneration Policy.

Note that, in terms of MBO 2015, the figure shown is estimated on the basis of the calculation component with reference to individual performance which has not yet been calculated.

As for the LTIP however, as there are no single evaluation components, the figure shown is that calculated with reference to the KPI (EBITDA, ROIC, TSR) for the 3-year period 2013- 2015.



1. Description of remuneration paid to Directors, the CEO and Executives with strategic responsibilities

- **Chairman**

The Chairman of the Acea Group, Catia Tomasetti, received a gross annual salary of 120.000 € and a gross annual salary as a member of the Board of Directors equal to 26.000 € for the period of reference 1 January 2015 – 31 December 2015. No short-term variable remuneration is provided for.

- **CEO - General Manager**

In departure to the consolidated custom in the company since listing on the stock exchange, the 2014 Shareholders' Meeting set the annual fixed and variable remuneration of the CEO for the 2014-2016 3-year period of the Board of Directors mandate.

The CEO of the Acea Group, Alberto Irace, received a gross annual salary of 260.000 euros and a gross annual salary as a director equal to 26.000 €.

The CEO may also be paid short-term variable remuneration, equal to an annual *bonus* before tax of 210.000 €, on the basis of the criterion described above (cf. Section I, *Compensation Summary*).

At the end of the 2013-2015 3-year cycle, the long-term incentive linked to the achievement of Plan objectives, as specified in Section I of this document, was calculated for the 3-year period of reference. The CEO's variable remuneration deriving from the LTIP is equal to 217.588 €.

The CEO also received a package of non-monetary *benefits*, the value of which is estimated to be equal to 65.569.17 € per year.

By Resolution No. 52 of 7 October 2014, the Board of Directors appointed Alberto Irace General Manager, for which no additional remuneration is paid.

With reference to the economic treatment provided in the event of termination of office or employment relationship, the rules provided in the Collective Bargaining Agreement for Executives of Public Utility Companies, will be applied to the CEO - General Manager.

Therefore, no indemnity is provided in the case of termination of office or employment relationship, except for the provisions of the above-mentioned collective bargaining agreement. The CEO - General Manager has an open-ended contract as Executive.



- **Directors**

The directors (named in Table 1A e 1B – Section I) received the compensation provided for by the Meeting for their position as director, with reference to the period for which they held office, and for the position as members in BoD internal Committees and other bodies/committees, if any.

- **Statutory Auditors**

Enrico Laghi received the remuneration specified in Section II of Table 1 for his office as Chairman of the Board of Statutory Auditors.

The members of the Board of Auditors received remuneration for performing their Statutory Auditor's duties in Acea and other Group Companies.

- **Executives with strategic responsibilities**

As a whole, the Executives with strategic responsibilities received gross annual salaries amounting to 1.226.677 €.

The total value of the *bonuses* related to the year 2015 is estimated at 274.685 €, according to the criteria described above.

The calculated 3-year cycle, 2013-2015, LTIP concluded as amounting to 389.083 €.

The amount of the non-monetary benefits package granted in 2015 to Executives with strategic responsibilities totalled 127.322 €.

Table 1: Remuneration paid to members of the management and supervisory bodies, the general managers and other executives with strategic responsibilities

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Catia Tomasetti	<i>Chairman</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				146.,000						146.000		
(II) Remuneration from subsidiaries and associates												
(III) Total				146.000						146.000		

Notes	(I) Total gross annual salary for the Chairman of the Board (120.000 €) and as a member of the BoD (26.000 €)											
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Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Alberto Irace	CEO - GM	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				286.000		427.588		65.569		779.157		
(II) Remuneration from subsidiaries and associates												
(III) Total				286.000		427.588		65.569		779.157		

Notes	(I) Total gross annual salary as executive (260.000 €) and member of BoD (26.000 €)	(I) Variable incentive plans : MBO -annual: 210.000 €; LTIP (3-year): 217.588 €;								
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Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Francesco Caltagirone	<i>Director</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				26.000	667					26.667		
(II) Remuneration from subsidiaries and associates												
(III) Total				26.000	667					26.667		

Notes		Remuneration for member of Ethics Committee up to 30/04/2015							
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Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Giovanni Giani	<i>Non-independent</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				26.000	4.000					30.000		
(II) Remuneration from subsidiaries and associates				54.715						54.715		



(III) Total	80.715	4.000					84.715		
Notes	(I) Acque Blu Arno Basso SpA (10.800 €); Acque Blu Fiorentina SpA (10.066 €); Acque SpA (7.200 €); Nuove Acque SpA (4.648 €) Publiacqua SpA (22.000 €)	Fixed remuneration for RCC, ARC and Ethics Committee							

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Diane d'Arras	<i>Director</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				26.000	2.000					28.000		
(II) Remuneration from subsidiaries and associates												
(III) Total				26.000	2.000					28.000		
Notes					Fixed remuneration for RPT Committee							
Elisabetta Maggini	<i>Non-independent</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				26.000	4.000					30.000		
(II) Remuneration from subsidiaries and associates												
(III) Total				26.000	4.000					30.000		
Notes					Fixed remuneration for RCC, ARC and Ethics Committee							

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Paola Antonia Profeta	<i>Non-independent</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				26.000	2.667					28.667		
(II) Remuneration from subsidiaries and associates												
(III) Total				26.000	2.667					28.667		
Notes					Fixed remuneration for RCC up to 30/04/2015 (667 €), ARC up to 30/04/2015 (667 €) and Ethics Committee from May to December 2015 (1.333 €)							

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Roberta Neri	<i>Non-independent</i>	23/04/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				17.917	2.667					20.583		
(II) Remuneration from subsidiaries and associates												
(III) Total				17.917	2.667					20,583		
Notes					Fixed remuneration for RCC, ARC and RPTC from 01/05/2015 to 31/12/2015							
Massimiliano Capece Minutolo del Sasso	<i>Non-independent</i>	23/04/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				17.917	2.667					20.583		
(II) Remuneration from subsidiaries and associates												
(III) Total				17.917	2.667					20.583		
Notes					Fixed remuneration for ARC and RPTC from 01/05/2015 to 31/12/2015							

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Enrico Laghi	<i>Chairman of the Board of Statutory Auditors</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				202.500						202,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				202.500						202,500		
Notes												
Corrado Gatti	<i>Statutory auditor</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				135.000						135.000		
(II) Remuneration from subsidiaries and associates				54.000						54.000		
(III) Total				189.000						189.000		
Notes				(II) Acea Ato2 54.000 €								
Laura Raselli	<i>Statutory auditor</i>	01/01/2015 31/12/2015	Approval of the Financial Statements for FY2016									
I) Remuneration in the company that draws up the financial statements				135,000						135,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				135,000						135,000		
Notes												

Name and surname	Office	Period of office	Office expiration date	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration	Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Profit sharing				
No. 5	<i>Executives with strategic responsibilities</i>	01/01/2015 31/12/2015	Open-ended contract								
I) Remuneration in the company that draws up the financial statements				1,226,677		663,768		127,322		2,017,767	
(II) Remuneration from subsidiaries and associates											
(III) Total				1,226,677		663,768		127,322		2,017,767	
<i>The Executive with strategic responsibilities Franco Balsamo resigned from the Group on 30/09/2015.</i>						(I) Variable incentive plans : MBO -annual: 274,685 €; LTIP (3-year): €389,083					

Table 3B: Incentive monetary plans for members of the Board of Directors, the general managers and other executives with strategic responsibilities.

Name and surname	Office	Plan	Bonus for the year			Previous years bonus			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Alberto Irace	CEO - GM	LTIP 2013 - 2015	(A)	(B)	(C)	(A)	(B)	(C)	
			Payable / Paid	Deferred	Deferment Period	No longer payable	Payable / Paid	Further deferred	
Remuneration in the company that draws up the financial statements	MBO Short-term Incentive Plan - Annual	€210.000	-	-	-	-	-	-	-
	LTIP Medium to long term incentive plan - three years	€217.588	-	2013-2015	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Remuneration from subsidiaries and associates	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Total		€427.588	-	-	-	-	-	-	-

Name and surname	Office	Plan	Bonus for the year			Previous years bonus			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
5 Executives	<i>Executives with strategic responsibilities</i>	LTIP 2013 - 2015	(A)	(B)	(C)	(A)	(B)	(C)	
			Payable / Paid	Deferred	Deferment Period	No longer payable	Payable / Paid	Further deferred	
Remuneration in the company that draws up the financial statements	MBO Short-term Incentive Plan - Annual	274.685 €	-	-	-	-	-	-	-
	LTIP Medium to long term incentive plan - three years	389.083 €	-	2013-2015	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Remuneration from subsidiaries and associates	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Total		663.768 €	-	-	-	-	-	-	-



Table No. 7-ter: This table contains information on the shares held by members of the management and supervisory bodies, the general managers and other executives with strategic responsibilities

Table 1: Shareholdings owned by members of the management and supervisory bodies and the general managers

NAME AND SURNAME	OFFICE	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2014	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT 31/12/2015
Catia Tomasetti	Chairman	Acea SpA	7000	10000	17000	0

Table 2: Shareholdings of other executives with strategic responsibilities

EXECUTIVES WITH STRATEGIC RESPONSIBILITIES	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2014	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT 31/12/2015
1	Acea SpA	850	0	850	0

