



**SHAREHOLDERS' MEETING OF 27 APRIL 2017 AND 4 MAY 2017
BOARD OF DIRECTORS' REPORT
ON ITEM 5 OF THE AGENDA**

**Conferment of mandate on the certifying auditor of the accounts of the financial periods
from 2017 to 2025.**

Dear Shareholders,

With the approval of the financial statements relating to 2016, the nine years, i.e. the maximum term allowed by law, of the mandate for the statutory audit of the accounts, conferred on the auditing firm Reconta Ernst & Young S.p.A. by the Shareholders' Meeting of 29 April 2008 called for the purpose of approving the financial statements at 31 December 2007, have come to a close.

We wish to take this opportunity to thank the Shareholders and the professional personnel of EY S.p.A. for this long period of collaboration, acknowledging the high level of their professional skill and correctness.

You are therefore called upon to resolve on the conferment of the mandate for the auditing of the Company's financial statements and the consolidated financial statements, of the six-monthly interim financial report and of the accounting control for the years 2017-2025 and to determine the relative fees.

To this regard, we inform you that, pursuant to Legislative Decree no. 39 of 27 January 2010 and Regulation (EU) no. 537/2014 of the European Parliament and Council of 16 April 2014

The Acea S.p.A. the Board of Directors:

- acknowledging the investigation carried out by the Board of Statutory Auditors and having examined the latter's recommendation, attached to this explanatory Report, relating to the conferment of the mandate for the statutory audit of the accounts – pursuant to Articles 13, paragraph 1, and 17, paragraph 1, of Legislative Decree no. 39 of 27 January 2010 as amended, respectively, by Articles 16 and 18 of Legislative Decree no. 135 of 17 July 2016, and Article 16 of Regulation (EU) no. 537/2014 of the European Parliament and Council of 16 April 2014 – for the nine-year term 2017-2025 on PricewaterhouseCoopers S.p.A. or on KPMG S.p.A.;
- taking into account the Board of Statutory Auditors' preference for PricewaterhouseCoopers S.p.A. inasmuch as being a company with a higher mark resulting from the assessment procedure carried out and, therefore, deemed more suitable for absolving the assignment, as well as in line with the identified needs of the Company;

In the meeting on 13 March 2017, it accepted the preference expressed by the Board of Statutory Auditors and therefore resolved to submit to the Shareholders' Meeting the proposal to confer the mandate for the statutory audit of the accounts for the nine-year term 2017-2025 on PricewaterhouseCoopers S.p.A. under the conditions of the offer proposed by the said auditing firm, the economic terms of which are summarised below:

Hours, hourly fees and charges for obligatory services	Hours	€/hr	Fees
Italian companies	20,000	73	1,468,000
Foreign companies	3,880	56	217,000
Total period 2017/2018 per single financial year	23,880		1,685,000
Efficiency recovery	-2,985		
Total period 2019/2025 per single financial year	20,895		1,474,500
Grand total for the nine-year term 2017/2025	194,025		13,691,500

Hours, hourly fees and charges for optional services, charged by hour	Number of companies	Hours	€/hr	Fees
Sustainability Report	1	671	74	50,000
AUP contemplated by ESG	2	446	67	30,000
Regulatory Authority for Electricity Gas and Water data certification	2	595	67	40,000
Review packages (other companies)	7	368	74	27,416
Test pursuant to Law 262/05	9	10	67	673
Grand total per single financial year				148,089

Hours, hourly fees and charges for optional services, charged by job	Number of companies	Average unit value	Fees
Report on advances on dividends	1	10,000	10,000
Comfort on bonds	1	60,000	60,000
Verification of covenants	16	7,636	122,181
Verification of subsidiaries' materials	1	5,000	5,000
Verification of calls for tender	24	4,000	96,000
Acea S.p.A. capital increase comfort	1	300,000	300,000
Grand total			593,181

The fees indicated do not include VAT or the supervisory contribution due to Consob, however they must be understood as inclusive of the costs of the technological equipment (by way of example without

limitation, personal computers, access to data banks), secretarial, telephone, postal and photocopying expenses, transport and transfers, and similar costs.

The fees indicated are inclusive, for the entire period of the mandate, of any activity consequent to the introduction and/or amendment of new OIC and IAS/IFRS accounting standards and/or the amendment of those already existing, and any activity or charge of any kind necessary for the execution of the performances referred to by this assignment.

The fees indicated also include any expenses relating to the use of specialists, within the sphere of the accounting audit activities, such as, by way of example without limitation, national and international tax experts, actuaries, experts in the assessment of the fair value of financial statement assets and liabilities, experts in the verification of impairment test assessment models and on the international accounting standards (IAS/IFRS).

The fees will be adjusted according to adjustments in the ISTAT index relative to the cost of life according to the parameters indicated in the request for the offer and reported in the offer of the above-indicated auditing firm.

Given all the above

We therefore invite the Meeting to approve the following resolution proposals:

"The Acea S.p.A. Ordinary Shareholders' Meeting,

- acknowledging that on the approval of the Financial Statements at 31 December 2016 the mandate for the statutory audit of the Company's accounts conferred for the period 2008-2016 on the auditing firm EY S.p.A. expires;*
- having examined the Board of Directors' proposal based on the Recommendation expressed by the Board of Statutory Auditors in its capacity as "Committee for Internal Control and Accounts Auditing";*
resolves
- to confer on PricewaterhouseCoopers S.p.A. the mandate for the statutory audit of the Acea S.p.A. accounts for the financial periods 2017-2025, without prejudice to early termination under the terms and conditions of the offer formulated by the said auditing firm, the economic terms of which are summed up in the Directors' Report drafted for the purposes of the Shareholders' Meeting;*
- to confer mandate on the Chairperson of the Board of Directors and on the Managing Director, severally, to provide, also through proxies, for everything requested, necessary or useful for the implementation of this*



resolution, and to provide for the inherent and necessary formal procedures with the competent bodies and/or offices, with the right to introduce any non-substantial amendments thereto that may be requested for the purpose and, in general, for everything that may be required for their complete execution, with any and every power necessary and opportune, in observance of the legislative and regulatory provisions in force”.

For the Board of Directors
The Chairwoman
Catia Tomasetti

Recommendations of the Acea S.p.A. Board of Statutory Auditors for the conferment of the mandate for the statutory audit of the accounts – pursuant to Articles 13, paragraph 1, and 17, paragraph 1, of Legislative Decree no. 39 of 27 January 2010 as amended, respectively, by Articles 16 and 18 of Legislative Decree no. 135 of 17 July 2016, and Article 16 of Regulation (EU) no. 537/2014 of the European Parliament and Council of 16 April 2014 – for the nine-year term 2017-2025, and approval of the relative fees

1. Introduction

With the approval of the financial statements at 31 December 2016, the mandate for the statutory audit of the accounts conferred for the nine-year term 2008-2016 by Acea S.p.A. (hereinafter, also "Acea" or the "Company") on the auditing firm EY S.p.A. (hereinafter also "EY" or the "Outgoing Auditor") expires. Therefore Acea has opened the procedure for the selection of the new statutory auditing firm to which to entrust the relative assignment for the financial periods 2017-2025, in conformity with the legislative and regulatory provisions in force, detailed further below *infra*.

The Board of Statutory Auditors, in its capacity as "Internal Control and Accounts Audit Committee", has drafted the following recommendation (hereinafter, also "Recommendation") addressed to the Board of Directors, according to the purposes prescribed by the legislative and regulatory provisions in force and in compliance with the Company's Articles of Association.

2. Legislative framework

Community law on the statutory audit of accounts has been amended by two separate deeds:

- Directive 2006/43/EC, as amended by Directive 2014/56/EU (hereinafter, also the "Directive"), relating to the statutory audit of the annual accounts and the consolidated accounts, implemented by Legislative Decree no. 39 of 27 January 2010, as most recently amended by Legislative Decree no. 135 of 17 July 2016 (hereinafter, also the "Decree");
- European Regulation 537/2014 (hereinafter, also the "Regulation"), relating to bodies of public interest and to the audit of bodies of public interest, applicable as of 17 June 2016.

The purpose of the new legislation is to further harmonise the rules originally introduced by Directive 2006/43/EC at European Union level, in order to allow for greater transparency and predictability of the obligations that apply to subjects that carry out the statutory auditing of accounts and to increase their independence and objectivity in the performance of their duties, also for the purpose of increasing public trust in the company and consolidated financial statements of said bodies.

As a tool to increase the quality of the audit, the Regulation has reinforced the role of the Internal Control and Accounting Auditing Committee, represented, in companies that have a traditional system of governance, by the Board of Statutory Auditors (Article 19 of the Decree), attributing to the same the duty of presenting to the administrative body (i.e. the Board of Directors in companies that have a traditional governance system) a motivated recommendation in order to allow the Shareholders' Meeting to take an adequately pondered decision.

This Recommendation has been prepared subsequent to a specific selection procedure provided by the Company and for the performance of which the Board of Statutory Auditors is responsible, pursuant to Article 16, paragraph 3, of the Regulation.

3. The selection procedure

3.1. Exordium

We remind you that the mandate in question cannot be conferred on the Outgoing Auditor. In fact, the nine year term contemplated by Article 17 of the Decree expired at the closure of the financial period 2016 and, under the reformed version of the Decree, an audit mandate that has been in force for nine years cannot be renewed or conferred on the same auditing firm until at least four financial periods have passed since the termination of the preceding mandate.

We also inform you that, for the purposes of the selection procedure, the Board of Auditors has taken avail of the operational assistance of the Reporting Manager [the Manager appointed to draft the Company's accounting documents], and of the other Company departments, especially the Procurement and Logistics Department, the Legal and Corporate Affairs Department and the Administration, Finance and Control Department.

3.2. The offer request

The Company, in concert with the Board of Statutory Auditors, has carried out a functional assessment to identify the auditing firms to be invited to participate in the selection.

In the assessment, account has been taken of the provisions introduced by the reform, contained in the new Article art. 10-*quinquies* of Legislative Decree no. 39 of 27 January 2010, which clarify that:

"In the case of the statutory audit of the consolidated financial statements of a group of companies, the auditor of the group assumes full responsibility for the audit report contemplated by Article 14, when applicable, for the audit report contemplated by Article 10 of the European Regulation and of the additional report addressed to the internal control and accounting audit committee contemplated by Article 11 of the European Regulation".

These provisions confirm the approach, already present in our legal system, according to which the auditor of a group has full responsibility for the professional opinion that it expresses on the entire consolidated financial statements, even if the accounts of some of the companies belonging to the group are separately audited by other auditors.

Therefore, in pursuit of greater efficiency and economy, the offer request was extended to all the consolidated companies of the Acea group.

Given this, on 13 January 2017 the Company sent Deloitte & Touche S.p.A. (hereinafter, also "Deloitte"), KPMG S.p.A. (hereinafter, also "KPMG") and PricewaterhouseCoopers S.p.A. (hereinafter, also "PwC" and, jointly the "Offering Companies") a letter of invitation (hereinafter, also "Letter of Invitation") to present an offer (hereinafter, also "Offer" and, jointly, "Offers") for the execution, for the nine-year term 2017-2025 in favour of the Company of the services detailed in the Letter of Invitation. More specifically:

- obligatory services to be assigned in relation to the procedures required by laws and regulations, and the verification procedures agreed on with Acea;
- other optional services.

The Letter of Invitation was drawn up indicating:

- the details necessary for understanding how the Company conducts its business, and the type of activity requested;
- the selection criteria for the assessment of the Offers, based on transparency and non-discrimination as prescribed by Article 16, paragraph 3, of the Regulation; and
- the further provisions and terms of the selection procedure.

3.3. Offer components for the application of the selection criteria

Before starting the selection procedure, with the identification of the information requested for the presentation of the Offers, the Company, in concert with the Board of Statutory Auditors, identified clear and objective selection criteria to guarantee a procedure

featuring the transparency and traceability of the activities performed and of the decisions adopted.

In particular, in defining the selection criteria, it was decided to give value to:

A. qualitative elements, such as:

- (i) the professional quality of the team appointed to carry out the activities for the companies of the Acea Group;
- (ii) auditing experience in the utilities sector;
- (iii) the operational approach to the mandate;

B. quantitative elements, such as:

- (i) the hours spent on auditing the accounts;
- (ii) the professional mix;
- (iii) the fees for the services offered.

The macro-categories thus identified were also further analysed and described concretely, under specific sub-items as illustrated further below.

The assessment of the selection criteria identified was preceded by the verification of information of an administrative nature. To this regard, the Letter of Invitation stated that if the documentation requested was incomplete or did not conform to the indications contained in the Letter itself, the continuation of the assessment of the offer/offers might be excluded.

The nature of the administrative, technical and economic information requested of the Offering Companies is specified below.

3.3.1. Administrative information

Information useful for assessing and verifying the conditions necessary for the execution of the mandate and of the possible existence of situations of incompatibility in respect of the conferment of the same, including:

- consultancy/professional service mandates already in force with companies of the Acea Group;
- the existence of possible reasons for incompatibility that could be prejudicial to the auditor's future independence;
- future risks in respect of the conditions contemplated by Articles 10-*bis* and 10-*ter* of the Decree, the capacity to respect the requisites of Articles 10-*quater*, 10-*quinquies* and 26-*bis* of the Decree and possession of the skills and capacities for performing the audit activities as described in the Letter of Invitation, as well as respect for every other condition required under the Regulation.

3.3.2. Technical information

Information relating to the audit process, useful for assessing the technical, automation and strategy levels involved in the said process, and information on the team assigned to execute the mandate, directly or in a supporting role, useful for assessing the professional, seniority and reliability levels, such as:

- the hours contemplated for the performance of the audit activity for the nine-year period 2017-2025, with particular attention paid to the efficiency proposed as of 2019 and for the successive years until the expiry of the mandate, to take into account the effect of the greater knowledge acquired in the preceding periods on the companies, processes and applied systems of the Acea Group;
- the professional mix for the performance of the duties and activities on the part of the auditing firm and of its national and international network, for each company of the Acea Group;
- the professional qualities of the auditing firm's team and of the entities of the firm's national and international network to which the services for each company of the Acea Group are to be assigned, on the basis of the curricular information provided;

- the experience of the auditing firm and of its national and international network in the utilities sector, on the basis of the past experience of partners and managers with expertise in matters relating to regulated sectors and multi-utilities;
- the operational approach to the assignment, with regard to:
 - the methodology used for understanding the company and its subsidiaries with description of the provisions and external factors that could influence the activities of the companies of the Acea Group, basing said description on knowledge of the sectors in which the Group operates;
 - the tools used to analyse and assess the internal audit system, with particular reference to the analysis and assessment of the risks connected to financial reporting (Law 262/05), for companies subject to said legislation;
 - the method for assessing the risk, considered from all aspects, especially regarding the procedures used for comparative analysis (methods, applicable tools, reports and/or documentation);
 - the operating tools used for analysing and assessing the operational and supporting processes, and the relative control activities;
 - the technical tools used in aid of the audit:
 - the nature, timing and scope of the audit procedures;
 - the intention, if any, of outsourcing a part of the activities to sub-contractors;
 - the coordination, management and supervision of the results deriving from the activities performed by the companies of the auditing firm's international network;
 - the information flows and the relative documentation that will be made available to the Acea governance, control and supervisory bodies, relating to the preceding points.

3.3.3. Economic information

Information regarding the professional standard and the use of resources and means, such as:

- the number of hours contemplated, also in relation to the diverse spheres of the activity;
- the use of the diverse professional figures, in relation to the needs connected to the different operating areas of the Acea Group;
- the hourly tariffs of the professional figures for each country where the companies of the Acea Group are located;
- the cost per job, for each single additional task not estimated in man-hours.

3.3.4. Execution of the selection

On 13 January 2017 the Company sent Deloitte, KPMG and PwC the Letter of Invitation for the presentation of the Offer for the performance, in favour of the Company, of the services detailed in the said Letter for the nine-year term 2017-2025.

The Letter of Invitation contemplated the possibility for the Offering Companies to forward any requests for clarifications.

Within 13:00 on 20 January 2017, the term specified in the Letter of Invitation, the Company received requests for clarifications from the Offering Companies relating to the Letter of Invitation, which requests the Company satisfied without delay.

Within 13:00 on 10 February 2017, the term specified in the Letter of Invitation, the Company received the Offers of Deloitte, KPMG and PwC accompanied by the information and documentation requested.

On 2 March 2017, meetings for further investigation were held between the Board of Statutory Auditors, the Company's departments and the Offering Companies, which latter were invited to the said meetings in order to illustrate their technical proposals and to thus allow for

the finalisation of the technical assessment before the opening of the envelopes containing the economic information.

On the basis of the documentation received, and taking into account the assessment criteria, the Board of Statutory Auditors, with the above-mentioned Company departments, during the dedicated joint meetings and in the light of the commonly accepted investigation findings, has evaluated the Offers in detail by analysing, for each assessment criterion, the single distinctive and qualifying aspects of the same.

In particular, in carrying out the selection:

- in-depth examination and verifications were carried out on the statements given by the Offering Companies and on the existence of the requisite of independence;
- information was obtained from the Company regarding the qualitative and quantitative aspect of the contractual agreements in force with the Offering Companies and the entities of their respective networks, also to assess every possible risk, present and possible in the future, to their objectivity and independence.

The analyses carried out also took into account the provisions and/or indications of the statutory auditing supervisory authorities.

The analyses carried out on the Offers and the complementary information received have revealed, among other things, that:

- (i) the methods for the execution of the auditing illustrated in the Offers, also considering the hours and the professional resources contemplated for the purpose, are generally adequate in relation to the scope and complexity of the assignment;
- (ii) all the Offers contain specific and motivated declarations according to which proof of the requisites of independence required by the legislation in force will be provided;
- (iii) all the Offering Companies, albeit with different features and at different levels, have suitable organisations and technical-professional skills that are adequate for the entity and complexity of the mandate pursuant to Articles 10-*bis*, 10-*ter*, 10-*quater* and 10-*quinquies* of the Decree and the requisites contemplated by the Regulation.

4. Assessment criteria

As indicated and consequently reported, also in the Letter of Invitation, for the purposes of this Recommendation, both qualitative and quantitative elements have been assessed.

More in detail, in evaluating all the information provided subsequent to the Letter of Invitation and of the presentation of the Offers, we sum up below the maximum points, also indicated in the Letter of Invitation, for each parameter considered:

- A. Technical value: 60 points, divided as follows:
 - (i) hours spent on auditing the accounts: 12 points;
 - (ii) the professional mix: 14 points;
 - (iii) the professional quality of the appointed team: 16 points;
 - (iv) auditing experience in the utilities sector: 8 points;
 - (v) the operational approach to the mandate: 10 points.
- B. Economic value: 40 points, divided as follows:
 - (i) obligatory services: 30 points;
 - (ii) optional services, charged by the hour: 5 points;
 - (iii) optional services, charged by the job: 5 points.

More specifically, the assessment procedure was carried out by assigning to each of the Offering Companies, for each sub-item identified within the macro-categories, a mark according to the parameters and the criteria indicated in the Letter of Invitation.

With regard to the quantitative criteria (hours spent on the audit, the professional mix and the economic value components), the points have been assigned to each Offering Company, as indicated in the Letter of Invitation, on the basis of a proportional criterion. The points awarded for each criterion (qualitative and quantitative) were then summed to arrive at the mark of the macro-categories and, lastly, these latter were summed to arrive at the final classification.

The Board of Statutory Auditors adopted such an assessment procedure, aware of the importance of the task that it covers in the procedure of the appointment of the statutory auditing firm, in order to be able to analyse and assess individually every single relevant aspect and, subsequently, to place and evaluate each aspect within a general framework. Thus, all the various factors involved in the assessment processes were weighed up so that the final marks would faithfully reflect the needs identified by the Company.

5. Assessment of the Offers

Having considered all the above, the Board of Statutory Auditors made the following considerations relating to the Offers.

Firstly, the documentation received confirms that the Offering Companies all belong to international networks of leading standing, offering high quality and professional levels of the services offered; this results from the high marks assigned in the assessment of all three of the Offering Companies which, for that matter, show limited differences.

5.1. Technical value

The hours of accounting auditing (**12 points**): in assessing this aspect, attention was paid to the hours proposed and indicated by the Offering Companies, and a difference was found between the first classified and the last of about 8 thousand hours; with regard to the efficiency proposed by the Offering Companies as of 2019, the figures ranged from a maximum value of 12.5% and a minimum of 7.14%.

Professional mix (14 points): the Offering Companies presented technical offers involving a professional mix of high quality, sometimes with a percentage incidence of partners and managers much higher than the base proposed in the Letter of Invitation.

Professional quality of the appointed team (16 points): all the Offering Companies illustrated a high professional quality of their appointed teams and of the entities of their national and international networks.

Audit experience in the utilities sector (8 points): taking into consideration the Offering Companies' experience in the utilities sector, on the basis of the experience gained by partners and managers with expertise in regulated and multi-utilities sectors, differences came to light between the subjects undersigning the financial statements of companies comparable to Acea.

Operational approach to the assignment (10 points): acknowledging the document provided by the Offering Companies and the meetings held for in-depth discussion, differences appeared between the Offering Companies, albeit not of great entity.

5.2. Economic value

With reference to the economic value, there were no significant differences between the Offering Companies (one can note, for example, that for the obligatory services the difference in the overall between the audit firm classified as first and that classified as last amounts, for the entire nine-year term, to less than 2%).

6. Points assigned

On the basis of the above-described activities performed, the following points were assigned (expressed in hundredths):

	Maximum points	Deloitte	PwC	KPMG
Technical value	60	51.00	54.09	51.78
Economic value	40	38.16	39.50	38.70
Total	100	89.16	93.59	90.48

7. The Board of Statutory Auditors' Recommendation

The Board of Statutory Auditors:

- on the basis of the procedure carried out, the Offers, the assessments and the results of the same,
- taking into account that under Article 16, paragraph 2, of the Regulation, the Board of Statutory Auditors' motivated recommendation must contain at least two possible alternatives for the conferment in order to allow for a choice, and
- always considering that the said Article 16, paragraph 2, of the Regulation requires the Board of Statutory Auditors to express a duly justified preference,

RECOMMENDS

the Board of Directors to propose to the Shareholders' Meeting the conferral of the mandate for the statutory audit of Acea S.p.A. for the financial periods 2017-2025 on PricewaterhouseCoopers S.p.A. or on KPMG S.p.A.

The economic conditions of the said auditing firms are given in Annex 1 (Economic Conditions) of this Recommendation, while the contractual conditions, identical for all the auditing firms participating in the selection, are those of the framework agreement facsimile attached to the Letter of Invitation.

Lastly, between the two, the Board of Statutory Auditors

EXPRESSES ITS PREFERENCE

for PricewaterhouseCoopers S.p.A. inasmuch as being the company with the highest mark resulting from the Offers assessment procedure and, therefore, deemed more suitable for absolving the assignment, as well as in line with the identified needs of the Company.

The Board of Auditors has also been sent the Letter of Invitation with the relative annexes, together with the Offer documents received.

8. Declaration

The Board of Statutory Auditors, pursuant to Article 16, paragraph 2, of the Regulation, declares that this Recommendation has not been influenced by third parties and that none of the clauses of the relative paragraph 6 have been applied.

Rome, 10 March 2017

The Board of Statutory Auditors

Signed: Prof. Enrico Laghi (Chairman)

Signed: Ms Rosina Cichello

Signed: Prof. Corrado Gatti

Annex 1 - Economic conditions of the Offers of PwC and of KPMG

PricewaterhouseCoopers S.p.A.

Registered office: Via Monte Rosa, 91 - 20149 Milan

Tax ID and VAT no. 12979880155

Statutory Auditors' Registry no. 119644

Hours, hourly fees and charges for obligatory services	Hours	€/hr	Fees
Italian companies	20,000	73	1,468,000
Foreign companies	3,880	56	217,000
Total period 2017/2018 per single financial year	23,880		1,685,000
<i>Efficiency recovery</i>	-2,985		
Total period 2019/2025 per single financial year	20,895		1,474,500
Grand total for the nine-year term 2017/2025	194,025		13,691,500

Hours, hourly fees and charges for optional services, charged by hour	Number of companies	Hours	€/hr	Fees
Sustainability Report	1	671	74	50,000
AUP contemplated by ESG	2	446	67	30,000
Regulatory Authority for Electricity Gas and Water data certification	2	595	67	40,000
Review packages (other companies)	7	368	74	27,416
Test pursuant to Law 262/05	9	10	67	673
Grand total per single financial year				148,089

Hours, hourly fees and charges for optional services, charged by job	Number of companies	Average unit value	Fees
Report on dividend advances	1	10,000	10,000
Comfort on bonds	1	60,000	60,000
Verification of covenants	16	7,636	122,181
Verification of subsidiaries' materials	1	5,000	5,000
Verification of calls for tender	24	4,000	96,000
Acea S.p.A. capital increase comfort	1	300,000	300,000
Grand total			593,181

KPMG S.p.A.
Registered office: Via Vittor Pisani, 25 - 20125 Milan
Tax ID and VAT no. 00709600159
Statutory Auditors' Registry no. 70623

Hours, hourly fees and charges for obligatory services	Hours	€/hr	Fees
Italian companies	21,850	68	1,494,743
Foreign companies	1,950	46	88,782
Total period 2017/2018 per single financial year	23,880		1,583,526
<i>Efficiency recovery</i>	<i>-1,700</i>		
Total period 2019/2025 per single financial year	22,100		1,470,779
Grand total for the nine-year term 2017/2025	202,300		13,462,503

Hours, hourly fees and charges for optional services, charged by hour	Number of companies	Hours	€/hr	Fees
Sustainability Report	1	1000	56	56,204
AUP contemplated by ESG	2	800	56	45,100
Electricity Gas and Water Authority certification	2	1240	53	66,100
Review packages (other companies)	7	392	56	21,798
Test pursuant to Law 262/05	9	9	51	459
Grand total per single financial year				189,661

Hours, hourly fees and charges for optional services, charged by job	Number of companies	Average unit value	Fees
Report on dividend advances	1	12,000	12,000
Comfort on bonds	1	100,000	100,000
Verification of covenants	16	10,000	160,000
Verification of subsidiaries' materials	1	8,000	8,000
Verification of calls for tender	24	2,000	48,000
Acea S.p.A. capital increase comfort	1	290,000	290,000
Grand total			618,000