



ADDITION TO THE AGENDA FOR THE SHAREHOLDERS' MEETING OF ACEA SPA ON 17 – 18 APRIL 2019

Those authorised to attend and cast votes are hereby advised that the Agenda for the ordinary shareholders' meeting of ACEA SpA, convened on 17 April 2019 at 10:00 on first call at the “La Fornace” Conference Centre at the Centrale Tor di Valle, in Via dell'Equitazione 32 – Rome, and if necessary on second call on 18 April 2019, same time and place, has been integrated following the request made by the shareholder Roma Capitale and submitted pursuant to art. 126-*bis* of Legislative Decree 58/1998 (TUF) on 18 March 2019, through the inclusion of the following item:

“Appointment of a member of the Board of Directors”

Therefore, following the above request, the Agenda for the Shareholders' Meeting is as follows:

Agenda

1. Financial statements for the year ended on 31 December 2018; Board of Directors' report on operations and reports by the Board of Auditors and the independent auditing firm. Presentation of the consolidated financial statements for the year ended on 31 December 2018 and information concerning the non-financial consolidated declaration according to Legislative Decree 254/2016 (Sustainability Report 2018). Resolutions concerning the approval of the financial statements for the year ended on 31 December 2018.
2. Resolutions concerning the allocation of the 2018 profits/losses.
3. Remuneration Report – Resolution concerning the first Section, according to art. 123-ter, paragraph 6 of Legislative Decree 58 dated 24 February 1998.
4. Appointment of the Board of Statutory Auditors and its Chairman and determination of its remuneration:
 - 4.1 Appointment of the Board of Statutory Auditors;
 - 4.2 Appointment of the Chairman of the Board of Statutory Auditors;
 - 4.3 Determination of the remuneration of the Board of Statutory Auditors.
- 5. Appointment of a member of the Board of Directors.**

Documentation: according to art. 126-*bis* of the TUF, the Report by the shareholder requesting the addition is available at the company head office, on the website www.gruppo.acea.it, “Shareholders' Meeting 2019” Section – and on the authorised storage mechanism IInfo, at the website www.linfo.it. The Company has published the updated version of the proxy form and voting instructions for the designated representative on its website www.gruppo.acea.it – “Shareholders' Meeting 2019” Section.

Method of appointing the Board member: according to art. 15.4 of the Company Statutes, to appoint the Board member, the shareholders' meeting will choose them on a majority vote, in respect of the laws in force on independence and gender equality, if possible, from among the candidates on the list which the Board member to be replaced was part of and who were not elected, after confirming their candidacy in writing at least ten days prior to the date of the shareholders' meeting, together with the declarations concerning the non-existence of reasons for ineligibility or incompatibility and the existence of the requirements prescribed by the laws in force or the Statutes for the position. Taking into account that the tenth day prior to the date of



the shareholders' meeting is Sunday 7 April 2019, the deadline for the above confirmation is extended until Monday 8 April 2019.

Therefore, said confirmation, including the aforementioned declarations, must be received at the company's head office in Rome, Piazzale Ostiense 2 – Legal and Corporate Affairs Department – no later than 17:00 on 8 April 2019, or sent by certified electronic mail to the address ademimentisocietari.corporate@pec.aceaspa.it by the same deadline.

Should this replacement procedure not be possible, the appointment will be made by resolution to be passed on a relative majority basis. The Board member thus appointed will remain in office for the same term as the other Directors in office.

Referral: for all information concerning attendance of the shareholders' meeting and exercising rights, see the notice of call published on 8 March 2019 in "Il Sole 24 Ore" and available, with this notice, at the company's head office, on the website www.gruppo.aceea.it – "Shareholders' Meeting 2019" Section – and on the authorised storage mechanism "IInfo", on the website www.iinfo.it.

The remaining documentation already prepared and published within the terms of the law concerning the other items on the agenda is also available as above.

This notice is published in the daily "Il Sole 24 Ore" on 28 March 2019.

For the Board of Directors
The Chairman
Michaela Castelli