



**ARTICLES OF ASSOCIATION**

**CHAPTER I**

**DENOMINATION - REGISTERED OFFICE**

**DURATION - PURPOSE**

**ARTICLE 1**

A joint stock company is incorporated under the denomination "ACEA S.p.A." pursuant to Article 22, third Paragraph, letter e), of the Italian Law no. 142 dated June 8, 1990.

**ARTICLE 2**

The Company shall have its registered office in Rome.

The Board of Directors may, amongst its functions, establish and abolish branches, outlets and representative offices and transfer the registered office in accordance with Article 2365, second Paragraph of the Italian Civil Code.

**ARTICLE 3**

The Company shall last until December 31, 2050 and such term may be extended by resolution of the Shareholders' Extraordinary Meeting. Those Shareholders who have not participated in approving the resolutions concerning the prorogation of the Company's term shall not be entitled to withdraw from the Company.

**ARTICLE 4**

I. The Company's purpose is to provide the following services:

- (a) procurement, generation, transmission, processing, distribution and selling of electric power and heat deriving from any energy source, in accordance with the relevant existing provisions of law;
- (b) integrated management of the water resources including the collection, conduction, distribution, sewerage, purification and treatment as well as protection; monitoring and expansion of water basins;
- (c) management of public fountains and ornamental fountains;
- (d) planning, implementation and management of systems for public lighting as well as traffic-lights and circulation-linked services;
- (e) promotion, diffusion and implementation of actions and plants supplied with renewable and like energy sources.

2. The Company may carry out instrumental complementary activities which are linked and/or similar to the services under the first Paragraph. The Company may:

- I. provide advisory and consulting services in the energy, water and environmental fields;
- II. undertake environmental-related activities such as cartography and territory monitoring; planning and implementation and management of networks for controlling polluting factors and any other action aimed at preserving and rationally using natural resources;
- III. undertake actions in the field of laboratory analysis, technical testing and certification;
- IV. organise and manage courses for the diffusion and the application of scientific, technological, managerial and organisational knowledge in the fields of its own interest, including the promotion, diffusion and transfer of technologies having a lesser environmental impact;
- V. project and co-ordinate works to be carried out for itself or under contract with third parties.

3. The Company may undertake the activities listed under the previous paragraphs 1 and 2 both domestically and internationally, and participating to calls for tender or negotiated procedures.

4. The Company may undertake the activities referred to in the preceding Paragraphs also through controlled companies as well as acquire and dispose of shareholdings and interests in other companies, undertakings, consortia and associations, whether Italian or foreign, having corporate purposes corresponding to, or like, complementary, accessory, auxiliary or similar to its own, amongst which the management of network services, whether directly or indirectly, under whatever form, and incorporate and liquidate the entities mentioned above. The Company may further carry out directly, in the interest of its own or of its subsidiaries and affiliates, any activity ancillary or instrumental to its business or of that of such participated entity. To that aim the Company in particular shall:

- define the programming principles of, and exercises control on the overall activities carried out by the Group;
- co-ordinate the management resources of the subsidiaries and affiliates, also by means of appropriate continuing education initiatives;
- co-ordinate the administrative and financial management of subsidiaries and affiliates, carrying out in their interest any action as appropriate, including the lending of funds and, in more general terms, planning and managing their financial activity;
- provide other services to subsidiaries and affiliates in any field of specific corporate interest.

5. The Company may carry out any financial, property and trading activity, industrial undertaking and investment, including the granting of guarantees, that is connected, ancillary or necessary to the achievement of the corporate purpose, with the exception of the collection of savings with the public and the exercise of the activities which are reserved to financial or securities intermediaries.

6. The Company shall establish and maintain co-operation relationships with state, regional and provincial administrations, as well as with the other public entities and the universities, and stipulate conventions with them.

7. The Company shall promote the co-operation with other utilities companies, having particular regard to the European and Mediterranean ones, within the scope of the European integration and international cross-dependence processes to which *Roma Capitale* (the Municipality of Rome) inspires its programming principles according to its Charter.

8. The Company, in order to uniform its action to the principles of profitability, efficiency and effectiveness, may outsource to third parties activities or services which are not pre-eminent as compared to its overall functions.

9. The Company may further borrow funds from its shareholders within the limits set out in the dispositions of law in force and effect on the subject matter.

## CHAPTER II

### CAPITAL STOCK - SHARES - DEBENTURE NOTES

#### ARTICLE 5

1. The capital stock of the Company amounts to Euro 1,098,898,884 (one billion ninety-eight million eight hundred ninety-eight thousand eight hundred and eighty-four), divided into 212,964,900 (two hundred twelve million nine hundred sixty-four thousand and nine hundred) ordinary shares having a nominal value of Euro 5.16 (five and sixteen/00) each, all bearing equal rights.

2. The capital stock may be increased also by means of contributions of credits or in kind.

3. The shares are nominative and non-divisible, and each share entitles to cast one vote.

4. The capacity as shareholder entails by itself the adherence to the deed of incorporation of the Company and the present Articles of Association.

5. The Shareholders' domicile, as it regards their relationships with the Company, shall be the one resulting from the Shareholders' Register.

## ARTICLE 6

1. With the exception of *Roma Capitale* (the Municipality of Rome) and any subsidiary thereof which becomes a Shareholder, no Shareholder may hold an equity interest in the Company greater than the 8% of the capital stock. In the event of violation, the relevant shareholder may not exercise the voting rights associated to the interest held in excess of such limit, and the resolutions passed with the decisive vote of such exceeding shares which are not entitled to cast votes may be rescinded pursuant to article 2377 of the Italian Civil Code. The shares which are not entitled to cast votes are in any case computed to determine a quorum.

2. The above limit shall also apply to interests held by the group to which each Shareholder belongs, there deeming to be a group in respect of:

- that formed by the persons, whether natural or legal, which directly or indirectly control, are controlled by or fall under common control with the shareholder;
- that formed by entities connected to the shareholder, even though not having corporate form;
- that formed by persons, whether natural or legal, which directly or indirectly, explicitly or by means of conclusive behaviour, have entered into or otherwise adhere to arrangements of the kind described in article 122 of the Italian Legislative Decree no. 58/98, to the extent that such arrangements concern at least 8% of the voting capital stock.

Control and connection, for purposes of this Article 6, shall be deemed to exist and recur in the instances laid out in art. 2359 of the Italian Civil Code.

3. The aforementioned limit shall further apply in respect of:

- shares held by the family of the shareholder, where family shall be deemed to include the shareholder itself, its non-divorced spouse and the coliving and/or tax-deductible sons;
- shares indirectly held by a natural or legal person through controlled entities, trustees, intermediaries;
- shares directly or indirectly held, as pledge or usufruct, in the event that the voting right vests upon the pledgee or the usufructuary;
- shares being subject to repo arrangements, to be considered in respect of both parties thereto.

4. Whoever holds shares in excess of the 8% of the capital stock shall notify such circumstance to the Company in writing within twenty days of completion of the transaction through which the threshold was crossed.

5. Those Shareholders who have not participated in approving the resolutions concerning the introduction into, or removal from, these Articles of Association, of restrictions on the transfer of the shares shall not be entitled to withdraw from the Company.

#### **ARTICLE 7**

1. Capital calls in payment of the shares shall be made by the Board of Directors in one or more calls, on such terms and conditions as the same may deem appropriate.

2. Shareholders who are late or delinquent in such payments shall be subject to interest as determined from time to time by the Board of Directors, without prejudice to this latter's right to avail of the provisions of article 2344 of the Italian Civil Code.

#### **ARTICLE 8**

In the event of capital increases, also by issue of shares bearing differentiated rights, the newly issued shares shall first be offered in subscription to the Shareholders, with the exceptions set out in the law.

#### **ARTICLE 9**

The Company may, according to and with the procedures stipulated by the law, issue debenture notes, whether nominative or in bearer form, also notes convertible into shares, whether of its own or in the capital stock of subsidiaries and affiliates.

### **CHAPTER III SHAREHOLDERS' MEETING**

#### **ARTICLE 10**

1. The duly established Shareholders' Meeting shall represent all the Shareholders and its resolutions adopted in compliance with the law and these Articles of Association shall inure to the benefit of and be binding upon all the Shareholders, even though absent or dissenting to the resolution.

2. The Shareholders' Meeting may be ordinary or extraordinary pursuant to the law.

3. Without prejudice to the power of convening a meeting established by specific provisions of law, the Shareholders' Meeting, both ordinary and extraordinary, shall be convened by the Board of Directors through notice which shall contain the day, the venue and the time of the meeting and the agenda of the business to be transacted and any other requirement as set forth by the regulation in force.

4. The notice may be given also in respect of venues outside the Registered Office, provided they are in Italy. The notice shall be published in the internet site of the Company, as well as in the Official Gazette of the Republic

of Italy or in the newspaper Il Sole-24 Ore according to the regulation in force.

Notices further than the second one may be foreseen. The notice of a meeting may foresee, for different days, the second, the third and possible subsequent meetings to be held in the event of a failure to reach a quorum according to the law in each of the previous meetings.

5. Shareholders' Meetings at which the whole outstanding capital stock be attending, as well as the majority of the members of the Board of Directors and the Board of Statutory Auditors shall be held valid, even though not convened as set out here above.

#### **ARTICLE 11**

1. The ordinary Shareholders' Meeting shall be convened at least annually for the approval of the financial statements within 120 days of the end of the financial year or within 180 days of the said end of the financial year if the conditions set out in Article 2364 of the Italian Civil Code are fulfilled.

2. The extraordinary Shareholders' Meeting shall be convened when it is necessary to pass a resolution which the law reserves to its competence.

3. The Shareholders' Meeting, both ordinary and extraordinary, shall be further convened when so required by a number of Shareholders representing the percentages set forth in the laws in force and effect from time to time which Shareholders, yet, shall indicate in the request the businesses to be transacted; or when so requested by the Board of Statutory Auditors or its members as foreseen by the law. Additionally, Shareholders representing the percentages envisaged by the law in force may request, in full compliance with the ruling regulation, a supplement to the published agenda, indicating on the request the additional subjects proposed. The Shareholders' Meeting may not be convened nor the supplement request to the published agenda considered upon the request of the Shareholders to transact business in respect of which the passing of resolutions may only take place according to the law and upon the proposal of the Directors or on the basis of a project or a report to be prepared by them.

#### **ARTICLE 12**

The Shareholders' Meeting both ordinary and extraordinary shall be deemed to have a quorum and shall validly pass resolutions with the majorities stipulated by the law.

#### **ARTICLE 13**

1. Legitimation to intervene in the Meeting and the entitlement to cast a vote is certified by a communication to the issuer, released by the intermediary, in line with the account books, in favour of the body being

entitled to vote, according to the ways and terms being envisaged by the ruling regulation.

2. Any Shareholder who is entitled to intervene at a meeting may be represented pursuant to the law. With the exception of *Roma Capitale* (the Municipality of Rome) or subsidiaries thereof, who have acquired the capacity of Shareholders, the voting right may not be exercised for more than 8% of the capital stock, even by proxy.

3. With the aim of favouring the collection of proxies from the Shareholders who are employees of the Company or of its subsidiaries and who adhere to Shareholders' associations, meeting the requisites dictated by the applicable law and in accordance with terms and conditions established by the Board of Directors, whether directly or through delegates adequate communication facilities and room to collect and receive the proxies shall be made available by the Company. Should the proxy be assigned electronically, according to the terms envisaged by the regulation in force at the time, notice of the aforesaid proxy can be made via the company internet site, according to the terms and conditions specified in the notice of the meeting.

4. The Chairperson of the Meeting, also acting through delegates of his/her election, shall verify the regularity of the proxies and the entitlement of the attendees in general.

5. The Shareholders' Meeting, both ordinary and extraordinary, shall be deemed to have a quorum and shall validly pass resolutions with the majorities stipulated by the law.

#### **ARTICLE 14**

1. The Meeting shall be chaired by the Chairperson of the Board of Directors or by a person appointed by him/her. If there is no chairperson the Meeting shall appoint him/her. The Chairperson shall verify the regularity of the Meeting, manage it and ascertain the voting results. The outcome of those operations must be reported in the minutes.

2. The Chairperson shall appoint a Secretary upon the prior designation by the Meeting; he/she needs not to be a Shareholder and shall prepare the minutes where the Meeting's resolutions are indicated, to be signed by the Chairperson and by the Secretary.

3. In the cases set forth by the law or when the Meeting's Chairperson so requires, the relevant minutes shall be prepared by a notary public.

4. The minutes of the Meeting's resolutions shall be transcribed onto a special book, signed by the relevant Chairperson and the Secretary.

**CHAPTER IV**  
**MANAGEMENT**

**ARTICLE 15**

1. The Company shall be managed by a Board of Directors consisting of a number of members not lower than 5 (five) and not higher than 9 (nine). The Shareholders' Meeting, from time to time, shall determine the number of the components of the Board within the limits mentioned herein prior to electing the Directors. The Board of Directors so constituted shall have a minimum number of Directors meeting the independence requirements provided for by the law, by the applicable dispositions and by the Voluntary Code of Conduct for Publicly Traded Companies, equal to that established from time to time in the dispositions of the law in force. In the composition of the Board compliance with gender equality criteria is ensured as provided for by the law. As far as the Directors are concerned, they shall be elected based upon the lists in which the candidates are progressively numbered according to vacancies.

To this purpose the Meeting shall be convened by means of a notice to be published pursuant to the law in force no less than forty days prior to the day of the Meeting; the published agenda shall indicate all the businesses to be transacted, under penalty of nullity of the resolutions in accordance with Article 2379 of the Italian Civil Code; the lists shall be submitted respectively at least twenty and twenty-five days prior the date of the first meeting by the dismissing Directors or by the Shareholders, alone or together with other Shareholders, representing at least one per cent of the share entitled to vote at the ordinary Meeting respectively, and shall be made publicly available by the Company through depositing them at the Registered Office and publishing them on three major national newspapers, among which two shall be economic, and in the various forms set forth from time to time in the dispositions of the law in force.

Each Shareholder may submit or participate in submitting only one list. Each list shall include at least two candidates meeting the independence requirements foreseen by Law, individually identifying such candidates and placing one of them not beyond the second position on the list and the second one not beyond the fourth position on the list. The Shareholders adhering to an agreement of the kind disciplined by Article 122 of the Italian Legislative Decree no. 58/98 shall submit and vote for only one list. The participation and votes cast against such prohibition shall not be ascribed to any list. The joint submission of one list and voting in favour of it shall not constitute by itself adherence to such an agreement for the purposes of this provision.



The lists shall be deposited by the submitting Shareholders, and accompanied by the documentation required pursuant to applicable dispositions of the law from time to time.

No one may be a candidate of more than one list. The acceptance of office in more than one list shall disqualify the candidate from being elected. Each Shareholder may vote for only one list. The validly submitted lists shall be submitted to voting, and a classification shall be made of all the lists according to the number of votes they shall have received.

The appointment shall proceed as follows:

A. from the list that obtains the majority of votes (hereafter, for brevity, the "Majority List"), in the order in which they appear in the list, half plus one of the Directors to be appointed shall be taken, rounded, in case of fractional number, to the lower unit;

B. without prejudice of the provisions of the Law and the dispositions in these Articles of Association as to the limits to relations with the Majority List, the remaining Directors shall be taken from the other lists.

For this purpose, the votes obtained by each list shall be divided first by 1, then by 2, 4, 8 and so on up to the number of Directors to be elected.

The resulting quotients shall be assigned to the candidates on those lists in the consecutive order assigned to the respective candidates. The quotients assigned in this manner to the candidates on the various lists shall be arranged into a single list in descending order. The elected candidates shall be those obtaining the highest quotients.

If one or more candidate should obtain the same quotient, the elected candidate shall be that included in the list that has elected no Directors or has elected the least number of Directors.

If no Director has been elected thus far from any of the lists concerned or if the same number of Directors has been elected from each list, the elected candidate shall be that obtaining the highest number of votes. In the event of a list indicating both an equal number of votes and equal quotients, the entire Shareholders' Meeting shall vote again and the elected candidate shall be that obtaining a simple majority of votes.

In any case, if, in addition to the Majority List, only one list is regularly submitted, the candidates belonging to it shall be elected according to their submission order.

Pursuant to the Law and under penalty of candidate ineligibility, immediately after the publication of the list voting results, each list submitter appearing after the Majority List shall certify, also by way of statement to be entered in the Meeting minutes, the non-relation, even if indirect, of his own list with the candidates on the Majority List, so that at least one of the elected candidates appears on a list unrelated to the Majority List.

2. The Directors' term of office shall be three financial years and shall cease at the date of the Shareholders' Meeting convened for the approval of the financial statements of the last financial year of their office; Directors may be re-elected pursuant to Article 2383 of the Italian Civil Code.

3. If during the financial year a Director appointed according to the list system described above is no longer able to perform his/her function, the Board shall replace him/her, through co-optation pursuant to Article 2386 of the Italian Civil Code, with the first non elected of the list to which also the ceased Director belonged or, in case such list does not have any other candidate, with the first candidate among the non elected ones, irrespective of his/her original list. In case the retiring Director belonged to a list different from the Majority List, the non-relation requirement with the Majority List shall still be observed. Should the retiring Director meet all independence requirements, and/or belong to the least represented gender, and owing to his retirement, the number of independent directors and/or the number of directors belonging to the least represented gender would be reduced to below the minimum number required by law, the first unelected candidate on the list to which the retiring Director meeting the independence requirements and/or being of the same gender as of the retired director, belonged shall be co-opted. Directors so appointed shall hold office until the first successive Shareholders' Meeting.

4. For the appointment of Directors to replace any unable to perform his/her role in the course of the year, the Shareholders' Meeting shall choose, by relative majority vote, whenever possible, within the respect of the regulations in force regarding independence and gender balance among the unelected candidates that appear on the list to which the Director to be replaced belonged, who have confirmed in writing, at least ten days before the date set for the Shareholders Meeting, their applications, together with statements relating to the absence of grounds for ineligibility or incompatibility, and the fulfilment of the requirements to hold office set forth by Law or by these Articles of Association.

Should this replacement procedure not be possible, the replacement shall be performed by resolutions passed with a relative majority vote, while respecting the necessary representation of minorities and the minimum number of independent Directors and within the respect of pro tempore regulations in force regarding gender balance.

Directors so appointed shall hold office for a period equal to that of the other Directors.

If, for any reason, the number of the Directors in charge drops by more than half, the whole Board of Directors shall be deemed to be dismissed, and the Shareholders' Meeting shall be convened as soon as possible in order to appoint a new Board. Yet, the Board shall remain in charge to carry out the ordinary

management until the Shareholders' Meeting has passed a resolution on its renewal and at least half of the new Directors have accepted the appointment.

#### **ARTICLE 16**

Save upon incorporation of the Company, the Board of Directors, in case the Shareholders' Meeting has not done it yet, shall elect from among its members the Chairperson and may elect a Deputy Chairperson who shall replace the Chairperson when he/she is absent or unable to perform his/her function.

#### **ARTICLE 17**

1. The Chairperson shall convene and chair the meetings of Board of Directors, at the Registered Office or elsewhere but always in Italy, by coordinating the work and ensuring that the information are transmitted to all the Directors, any time he/she deems it appropriate or is requested to do so by the Managing Director, if appointed, or by the majority of the Directors in charge or by the Board of Statutory Auditors. Without prejudice to the foregoing, the Board of Directors usually shall meet quarterly, also in order to enable a continuous flow of information in favour of the Board of Statutory Auditors, or when the Board of Directors or its members so require in the cases set forth by the law.

2. In case the Chairperson is absent or can not perform his/her function, the meeting of the Board of Directors shall be chaired by the Deputy Chairperson, if appointed. If they both are absent or can not perform their functions, the oldest Director shall chair the meeting.

3. The Chairperson shall determine the agenda of the meeting and send the notice of the meeting -indicating the day, the time and the place thereof and the businesses to be transacted - at least three days prior to the meeting by means of, alternatively, registered letter, telex, telefax, e-mail or telegram, save for the urgent cases when the meeting shall be convened by using the same instruments at least 24 hours prior to the date fixed for the meeting.

4. Notice of a meeting shall also be given, under the same terms and within the same time limit, to the Board of Statutory Auditors for the purposes of Article 2405 of the Italian Civil Code.

5. The meetings of the Board of Directors shall have a quorum if the majority of its members is attending them.

6. The resolutions of the Board of Directors shall be passed by the majority of the votes cast by the Directors attending the meeting. In case of a tie, the motion having received the vote of the Chairperson or of the person chairing the meeting shall prevail. Attendance at the meeting may take place also by means of audio-conference, tele-conference and/or video-conference, provided that all participants may be identified and be able to follow the discussion, to take

part in real time at the discussion on the subject-matters, to receive and transmit documents and to vote and that all this be reported in the minutes. Once these requirements are met, the meeting of Board of Directors shall be considered as held at the place where there is the Chairperson of the Board of Directors and where there is the Secretary, too.

#### **ARTICLE 18**

1. The Board of Directors shall elect from among its members or from outside the Board a Secretary who shall prepare the minutes of its meetings.

2. In case the Secretary is absent he/she is replaced by a Director appointed by the person chairing the meeting.

3. The minutes of the Board's meetings are transcribed onto a special book and signed by the person chairing the meeting and by the Secretary.

4. Copies and abstracts of these minutes, certified as true by the Chairperson of the Board or his/her substitute, or by a notary public, shall constitute legal evidence of the resolutions contained therein.

#### **ARTICLE 19**

The Board of Directors shall be vested with the exclusive power to manage the Company, excluding only the actions reserved by the law to the Shareholders' Meeting.

#### **ARTICLE 20**

1. The Board of Directors may appoint, amongst its members, a Managing Director delegated for the ordinary management and for any other action entrusted to him/her within the limits set by law and by these Articles of Association. The Board of Directors can also establish an Executive Committee and determine its powers. The delegation of such powers shall be made under the terms and pursuant to Article 2381 of the Italian Civil Code.

The Executive Committee, if established, shall include the Chairperson of the Board of Directors and the Managing Director.

The delegated bodies shall report every three months to the Board of Directors and to the Board of Statutory Auditors, on the management general trend and on its possible development as well as on the major actions, according to their dimension or characteristics, carried out by the Company or its subsidiaries.

Each Director may require the delegated bodies to provide the information concerning the management of the Company during the meetings of the Board of Directors.

2. The matters referred to in Article 2381, Paragraph 4, of the Italian Civil Code, and the following ones, are reserved to the exclusive competence of the Board of Directors and, therefore, shall not be delegated:

(a) the strategic and general managing powers and the working-out of developing plans of the Company; the economic and financial co-ordination of the activities of the subsidiaries; the strategic plan; the investment plan; the financial plan and the budget;

(b) the approval of the rules as far as the Company's general organizational structure is concerned, included the code of practice (internal dealing), and any amendment thereto;

(c) the establishing of committees for the internal audit and for the remuneration and the appointment of the corresponding members;

(d) the appointment of the Company's General Manager, if provided for, and the determination of the number of managers;

(e) the establishment and the shutting-down of subsidiaries;

(f) the purchase and selling of equity interests;

(g) anyhow, all the extraordinary operations.

3. Furthermore, the Board of Directors may pass resolutions on:

(i) the merger and demerger with subsidiaries when provided for by the law;

(ii) the reduction of the capital upon the withdrawal of a Shareholder;

(iii) the amendments to the Articles of Association due to new provisions of law.

4. The legal representation of the Company shall be vested upon the Chairperson and, in case he can not perform his/her function, with the Deputy Chairperson, if appointed, or otherwise the oldest Director. Within the limits of the delegated activities, the Managing Director shall be entitled to representation before courts and towards third parties, independently of the representation exerted by the Chairperson.

5. The aforesaid representation as well as the signature of the Company shall be entrusted to the persons duly authorised by the Board of Directors and for the special purposes set out in the resolution concerned.

6. The Chairperson of the Board of Directors and the Managing Director shall be entrusted with the power, within their respective functions, to issue and withdraw powers-of-attorney to Company's employees and/or to third parties for specified actions or categories thereof.

#### **ARTICLE 21**

1. The Board of Directors shall be entitled, in addition to the reimbursement of the costs incurred by its members when performing their functions, to an annual remuneration whose amount, determined by the Shareholders' Meeting, shall remain valid also for the following financial years until the latter differently resolves.

2. The Board of Directors shall decide how to allocate the remuneration indicated in the preceding Paragraph, save when the Shareholders' meeting has already done it.

**CHAPTER V**  
**BOARD OF STATUTORY AUDITORS**

**ARTICLE 22**

1. The Board of Statutory Auditors shall consist of three effective members and two alternates, all meeting the requirements foreseen by the Law, all applicable regulations, and the Voluntary Code of Conduct for Publicly Traded Companies. In the composition of the Board of Statutory Auditors compliance with the gender balance criteria is guaranteed, as provided for by the law.

2. The members of the Board of Statutory Auditors shall be appointed according to the terms indicated in Article 15 of these Articles of Association. From the list with the majority of votes, in the progressive order in which they appear in the list, half plus one of the effective Statutory Auditors eligible, shall be elected, rounded, in case of fractional number, to the lower unit, and an Alternate Statutory Auditor. The other members of the Board of Statutory Auditors shall be appointed, according to the terms indicated in Article 15 of these Articles of Association, as follows. Amongst the appointed persons shall be appointed effective members and alternates those who have received, respectively, the first and second highest quotient within the minority lists; in case of parity, the effective member shall be the one of the minority list which has received the higher number of votes. In any event, at least one Effective Statutory Auditor shall be appointed by the minority shareholders.

Should a Statutory Auditor over the course of the year cease of office, he/she shall be replaced by the alternate belonging to the same list as the ceased one always within the respect of gender balance as foreseen by the regulation in force.

For the appointment of the members of the Board of Statutory Auditors who have not been elected, for any reason, under the terms indicated in the preceding Paragraphs, the Shareholders' Meeting shall pass a resolution with the majority of the votes provided for by the law.

The Shareholders' Meeting requested to replace the vacancies in the Board of Statutory Auditors according to the law shall do it always complying with the principles of the minority's representation within the respect of gender balance as foreseen by the regulation in force.

The office of member of the Board of Statutory Auditors in the Company shall be non-compatible with:

(i) the performance of similar functions in more than three other companies whose share are listed on regulated markets, excluding the subsidiaries controlled by the Company pursuant to Article 2359 of the Italian Civil Code; and in any case

(ii) in the cases provided for by the law.

To this purpose each member shall provide the Board of Directors with a special statement stating, when necessary, the resignation from the incompatible offices. Failure to do so within 30 day of the appointment or the subsequent taking-on of incompatible offices under the same preceding Paragraph shall entail the dismissal from the office of Statutory Auditor.

The provisions contained in the preceding Paragraphs shall not apply to the alternates. The members' term of office shall be of three financial years and shall end on the day of the Shareholders' Meeting convened to approve the financial statements concerning the last financial year of their office; members may be re-appointed pursuant to Article 2400 of the Italian Civil Code.

3. Among the effective members appointed by the minority shareholders the Shareholders' Meeting shall appoint the chairperson.

4. The effective members of the Board of Statutory Auditors shall attend the Shareholders' Meeting and the meetings of the Board of Directors. The attendance of at least one member of the Board of Statutory Auditors at the meetings of the Board of Directors, when established, shall ensure the flow of information towards the Board of Statutory Auditors about the business developed by the Company and on the major economic and financial actions carried out by it, and, in particular, on the operations that bear a potential conflict of interests dealt with by means of a resolution, a discussion or, in any case, being communicated during such meetings.

In case none of the members of the Board of Statutory Auditors attends the meetings of the Board of Directors or the terms indicated under the preceding Paragraph do not ensure the flow of information at least every three months, the Board of Directors, the Managing Director or the Company's Director shall report in writing on their corresponding activities to the Chairperson of the Board of Statutory Auditors within the maximum time limit of three months. Such communication must be mentioned in the minutes of the first valid meeting of the Board of Statutory Auditors.

5. The functions conferred upon the members of the Board of Statutory Auditors shall be regulated by the existing provisions of law and regulations.

6. The Shareholders' Meeting shall also determine the remuneration for the members of the Board of Statutory Auditors.

**ARTICLE 22-BIS**

1. The accounting audit of the Company shall be carried out by an audit firm meeting the requirements set forth by the law.
2. The accounting audit engagement shall be conferred based, on the justified proposal of the Board of Statutory Auditors, by the Shareholders' ordinary Meeting, which shall also approve the remuneration. In accordance to Law, the audit engagement shall be conferred for a period of nine years.

**ART. 22-TER**

If not provided for by the Shareholders' Meeting, the Board of Directors, after consultation with the control body, shall appoint, at its first meeting, upon proposal of the Managing Director, a manager responsible for preparing corporate accounting documents, while ensuring that he/she has the power and resources, sufficient to carry out this task pursuant the regulatory provisions from time to time in force.

The Manager responsible for preparing corporate accounting documents will be chosen from those who have long term experience in the performance of executive duties in business administration and control in corporations of significant size.

The assignment shall be conferred for a period equal to that of the Board of Directors in office.

Only at the first appointment of the manager responsible for preparing corporate accounting documents shall the Board of Directors proceed with the appointment in the manner described above, within sixty (60) days of the entry into force of this disposition.

**CHAPTER VI**

**FINANCIAL STATEMENTS - PROFITS**

**ARTICLE 23**

1. The Company's financial year shall start on January 1st, and end on December 31st of each year.
2. At the end of each Company's financial year the Board of Directors shall prepare the Company's financial statements as provided for by the relevant provisions of law.
3. The financial statements are subject to auditing and certification.

**ARTICLE 24**

1. The net profit of the financial statements shall be allocated as follows:
  - 5% (five per cent) to the legal reserve, until it has reached one fifth of the share capital or, if the reserve is below such amount, until it is restored;



- the remaining sum at the disposal of the Shareholders' Meeting, to be considered as dividends for the Shareholders, save it is otherwise resolved.

2. The payment of dividends is made at the offices of the paying agent so entrusted within the time limit set annually by the Board of Directors.

3. The dividends which shall have not been collected within five years of the day on which they became payable shall be prescribed in favour of the Company.

4. The Board of Directors may resolve to pay advance dividends by complying with Article 2433-bis of the Italian Civil Code.

**CHAPTER VII**  
**DISSOLUTION AND WINDING-UP**

**ARTICLE 25**

Upon the dissolution of the Company, the Shareholders' Meeting shall determine the terms of its winding-up and shall appoint one or more receivers and establish their power and compensation.

**CHAPTER VIII**  
**JURISDICTION**

**ARTICLE 26**

The ordinary courts of justice sitting in Rome shall have the jurisdiction on any controversy which may arise between the Company, the Shareholders and the members of the Company's bodies.

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Signed: Giancarlo Cremonesi

Signed: Paolo Silvestro Notaro

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I, Franco Balsamo, born in Brescia, on 8 October 1960, Chief Financial Officer of Acea S.p.A., domiciled for purposes hereof in piazzale Ostiense n. 2, 00154, Rome, Italy, hereby certify that this translation of the by-laws of Acea S.p.A. is a complete and accurate translation of the original Italian version.

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(Franco Balsamo, CFO)