



PRESS RELEASE

AGENDA FOR THE ANNUAL GENERAL MEETING OF 5 JUNE 2014 - APPROVAL OF FINANCIAL STATEMENTS - AGENDA ITEMS PROPOSED BY THE CITY OF ROME - DIRECTORS' REPORT

Rome, 28 March 2014. As previously announced, the Annual General Meeting ("AGM") has been called for 5 June 2014 to approve the financial statements and to vote on the proposals put forward by the City of Rome (*Roma Capitale*).

As permitted by art. 11, paragraph 1 of the Articles of Association, the Company has elected to postpone approval of its financial statements until no more than 180 days of the end of the annual reporting period.

The Company has decided on the postponement in order to disclose, in the financial statements that would normally be released within 120 days of the above period-end, the qualitative effects on the scope of consolidation of the introduction of IFRS 11, which took effect on 1 January 2014.

The Board of Directors has, for reasons of cost, decided to hold only one meeting by including the items requested by the City of Rome in the agenda for the AGM to be held for approval of the financial statements.

At the request of the City of Rome, the following items have been added, exactly as formulated by the City, to the agenda for Acea SpA's AGM:

- "a. to reduce the number of Directors of the Company;
(should the above be approved)
- b. to elect the Board of Directors;
- c. to elect the Chairman;
(in any event)
- d. to fix the remuneration of the Board of Directors."

The City of Rome has not provided the information required to clarify the exact nature of the proposed resolutions, nor has the City of Rome deemed it necessary for an Extraordinary General Meeting to be held in order to amend the Articles of Association with respect to the aggregate remuneration paid to executive directors.

The report of the Board of Directors describes its assessment of the compliance with the law and the Articles of Association of the resolutions proposed by the City of Rome and the possible consequences of such resolutions.

In setting a date for the meeting, as requested by the City of Rome in its note of 27 March in the manner required by art. 2367 of the Italian Civil Code, the Board of Directors has taken into account the needs of shareholders for adequate and correct information on all aspects of agenda items in addition, as stated above, to cost.



The City of Rome has, today, notified the Company that it has petitioned the Court of Rome to convene a General Meeting as provided by art. 2367, paragraph 2 of the Italian Civil Code.

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Press Release by the Board of Statutory Auditors

In part because of the petition filed by the City of Rome, the Board of Statutory Auditors has determined that the Board of Directors has convened the Annual General Meeting in compliance with the law and the articles of association and is, consequently, of the opinion that there is no reason for any further action to be taken.