



PRESS RELEASE

APPROVAL OF PROPOSED SETTLEMENT WITH ROMA CAPITALE CONCERNING PUBLIC LIGHTING

Rome, 27 September 2023

The Board of Directors of Acea S.p.A. (hereinafter the “**Company**”) – subject to the favourable opinion of the Related Party Transactions Committee – has today approved the proposal for a possible settlement agreement with Roma Capitale (the “**Settlement Agreement**”) intended to regulate the reciprocal positions and procedures for the consensual early termination of contractual relations between the parties in connection with the public lighting service provided by the Company and on its behalf by the subsidiary *areti* S.p.A..

The consensual termination, given the nature of essential public service according to applicable legislation, will need to coincide with the effective taking charge by the successful contractor following completion, on the part of Roma Capitale, of procedures to be launched for assignment of the service.

The economic terms of the potential Settlement Agreement, substantially consistent with Rome City Council resolution no. 312 dated 11 August 2022, provide for recognition, following reciprocal waivers by the parties, of receivables claimed by Acea/*areti* vis-à-vis Roma Capitale, in the total amount of approximately Euro 100.6 million. The settlement will not have significant economic or financial impacts as at 31 December 2023, since the company has already revised its estimates according to the criteria contemplated by the applicable legislation.

The Settlement Agreement – the contents of which reflect the discussions between the parties following the opinion expressed by the Italian Competition Authority (*AGCM*) on 1 December 2020 – can be finalised subject to the positive completion of the approval procedure on the part of Roma Capitale.

The proposed signing of the Settlement Agreement appears as a transaction between related parties of greater importance, in accordance with the Acea RPT procedure and Annex 1 to the Regulation adopted by *CONSOB* with Resolution no. 17221 of 12 March 2010 (“**RPT Regulation**”), in view of the fact that Acea is controlled by Roma Capitale, within the meaning of Article 2359, paragraph 1.1 of the Italian Civil Code and that the overall value of the transaction exceeds the materiality threshold referred to in Article 1.2 and Annex 1 of the said Related Party Transactions Procedure.

In consideration of the foregoing, Acea will proceed to publish an appropriate information document – in accordance with Article 5 of the RPT Regulation – within 7 days following the signing of the Settlement Agreement, to which reference is made for further details regarding the contents and motivations of the agreement in question.

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