ACEA S.p.A. –Extraordinary and Ordinary Shareholders' Meeting September 28th, 2026 in first call or if necessary on September 29th, 2026 in second call

Proxy and sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative** pursuant article **106 D.L.18/2020**

Introduction

ACEA S.p.A. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as Appointed Representative pursuant to article 106 of Decree-Law No. 18/2020 (converted by Law No. 27/2020 as amended and supplemented, as last extended by Law Decree No. 200 of 31.12.2025) to the Extraordinary and Ordinary Shareholders' Meeting convened on September 28th, 2026 in first call, and on September 29th, 2026 in second call, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company's website www.acea.it, section "Annual General Meeting on September 28 2026" (https://www.acea.it/en/governance/annual-general-meeting) and as well as in the "Notice regarding the update of the date of the Extraordinary and Ordinary Shareholders' Meeting" published on 26.08.2026.

Computershare collects proxy and sub-proxy, together with the voting instructions, to be conferred by on September 24th, 2026, (in case of first call and on September 25th, 2026, in case of second call). The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article **135-decies** of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

It is not possible to grant this proxy form without the voting instructions. The form should be (completed online and) downloaded from the company's website www.acea.it, section "Annual General Meeting on 28 September 2026" (https://www.acea.it/en/governance/annual-general-meeting). The proxy and voting instruction form can be requested by phone at 0246776813/14

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pursuant article **106 D.L.18/2020**

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. ***(1)***

**** mandatory information***

The undersigned *(*natural person*)		
place of birth *	date of birth*	tax code*(or equivalent)
resident in *(town/city)* *	at *(street / address)* *	
telephone no *	e-mail	
(2) entitled to the voting right at close of business of **September 17 2026 (Record Date)** as: ☐ registered share holder - ☐ legal representative – ☐ pledgee – ☐ taker in - ☐ beneficiary interest holder - ☐ official receiver – ☐ manager – ☐ proxy grantor conferring **sub-proxy**		

In the event that the signatory is a ***sub-proxy****, information on all proxies with voting instructions given by each proxy shall be set out in a list attached to this Proxy Form.*

(3) for no*	of shares **ACEA**		
(4) as resulting from communication no.		sent by (*Bank*)	
registered in the securities account no.	at	bank code (ABI)	branch code (CAB)
(5) registered in the name of (*natural person* or legal entity if different from the signing person)			
place of birth *	date of birth *	tax code *(or equivalent)*	
resident in *(town/city)* *		at *(street / address)* *	

DELEGATES/SUBDELEGATES

Computershare to attend and vote at the abovementioned shareholders' general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

STATES, in case of **sub-proxy,** under his/her own liability as proxy holder, pursuant article 135-novies, par. 4 and 5, TUF, the compliance of the list enclosed to the proxies received and the identity of the proxy grantors.

DATE	Form of identification **(7)** *(type)**	Issued by *	no. *	SIGNATURE

VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the Instructions for filling in)

The undersigned ***(8)***

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follow

RESOLUTIONS TO BE VOTED	***VOTING INSTRUCTIONS*** *F(for), C (against), A (abstain)*
NOTE *This voting instructions form could be integrated or amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until September 13 2026, in line with the notice of call and as well as in the "Notice regarding the update of the date of the Extraordinary and Ordinary Shareholders' Meeting" published on 26.08.2026.* *In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on.*	

EXTRAORDINARY SESSION

(0010)	**1. Amendment to Article 15.1 of the Articles of Association; related and consequential resolutions;**			
Section A – vote for resolution proposed by ROMA CAPITALE ***(9)***		**F**	**C**	**A**

and, subject to the approval of the aforesaid item 1 in the extraordinary part,

ORDINARY SESSION

(0020)	**2. Increase in the number of members of the Board of Directors from 13 (thirteen) to 14 (fourteen); related and consequential resolutions.**			
	Section A2 – vote for resolution proposed by FINCAL S.p.A. increasing the Board of Directors to 15 members ***(9)(10)***	**F**	**C**	**A**
	Only if the former proposal by Fincal is not approved (increasing the Board of Directors to 15 members)			
	Section A – vote for resolution proposed by ROMA CAPITALE (increasing the Board of Directors to 14 members) ***(9)(10)***	**F**	**C**	**A**

In case of approval of the FINCAL proposal referred to item 2 in agenda, setting the number of Board of Directors members at 15:

(0030)	**3. Appointment of a member of the Board of Directors; related and consequential resolutions.**			
	Section A – vote for resolution proposed by ROMA CAPITALE to appoint Alessandro Picardi as the fourteenth member of the Company's Board of Directors ***(9)(11)***	**F**	**C**	**A**
	Section A2 – vote for the proposal by FINCAL S.p.A. to appoint Valentina Compagno as the fifteenth member of the Company's Board of Directors ***(10)***	**F**	**C**	**A**

In the event that FINCAL's proposal to set the number of Board of Directors members at 15 is not approved, and the proposal submitted by ROMA CAPITALE to set the number of Board members at 14 is approved:

(0040)	**3. Appointment of a member of the Board of Directors; related and consequential resolutions.**			
	Section A – vote for resolution proposed by ROMA CAPITALE to appoint Alessandro Picardi ***(9)(11)***	**F**	**C**	**A**

DATE SIGNATURE

ACEA S.p.A. –Extraordinary and Ordinary Shareholders' Meeting September 28th, 2026 in first call or if necessary on September 29th, 2026 in second call

Proxy and sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Appointed Representative** pursuant article **106 D.L.18/2020**

Instructions for filling in and submitting the form

1. ***The Proxy form*** *must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the* ***Voting Instructions*** *reserved to him within the term indicated in the Introduction using one of the following methods:*

   1) ***Online:*** *completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;*
   2) ***Registered Email Holders (PEC)****: as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting ACEA September 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;*
   3) ***Digital Signature Holders (FEA)****: as an attachment document with digital signature sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting ACEA September 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;*
   4) ***Common Email address Holders****: as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting ACEA September 2026). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in Via Lorenzo Mascheroni,19, 20145 Milan (MI), Italy, as soon as possible.*

   The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy*.*
2. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
3. *Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)*
4. *Enter the communication made by the intermediary and its name. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
5. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
6. *Pursuant article 135-undecies, par. 3, TUF "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."*
7. *Provide details of a valid form of identification of the proxy signatory.*
8. *Provide the name and surname of the signatory of the Proxy form and Voting instructions.*
9. *The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.acea.it, section "Annual General Meeting on September 7 2026" (https://www.acea.it/en/governance/annual-general-meeting).*

   Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

   The vote is expressed by ticking the relevant box between the following: ***F*** *(for),* ***C*** *(against) or* ***A*** *(abstention).*
10. *There is the Section A2 to receive instructions when an* ***alternative, complementary or additional*** *resolution to the motion proposed had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.*

    Regarding item 2 on the ordinary Shareholders' Meeting agenda "Increase in the number of Board of Directors members from 13 (thirteen) to 14 (fourteen); related and consequential resolutions", the proposal by Fincal (increasing the Board of Directors to 15 members) will be submitted to the vote first; the proposal by Roma Capitale (increasing the Board of Directors to 14 members) will be submitted to the vote only if the former is not approved.

    Should further alternative proposals be received pursuant to the section "Submission of resolution proposals by parties entitled to vote (pursuant to Art. 135 undecies.1, paragraph 2, of the TUF)" contained in the Notice of Call of the Meeting, any such additional proposals received will be put to a vote only if the preceding proposals have been rejected. Such proposals will be submitted to the Meeting starting with the proposal presented by the Shareholders representing the largest percentage of capital. The next proposal in order of capital represented will be put to a vote only if the proposal previously put to a vote is rejected

11. *There is the Section A2 to receive instructions when an **alternative, complementary or additional** resolution to the motion proposed had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.*
Regarding item 3 on the ordinary Shareholders' Meeting agenda "Appointment of a member of the Board of Directors; related and consequential resolutions", in case of approval of the Fincal proposal referred to item 2 in agenda, setting the number of Board of Directors members at 15:
1. the proposal by Roma Capitale to appoint Alessandro Picardi as the fourteenth member of the Company's Board of Directors will first be submitted to the Shareholders' Meeting for a vote;
2. subsequently, the proposal by Fincal to appoint Valentina Compagno as the fifteenth member of the Company's Board of Directors will be submitted to the Shareholders' Meeting for a vote.
In the event that additional alternative nominations are received, including those submitted pursuant to the section titled "Submission of resolution proposals by parties entitled to vote (pursuant to Art. 135 undecies.1, paragraph 2, of the TUF)" in the Notice of Meeting, any such additional nominations received will be put to a vote only if the nominations submitted by Roma Capitale and Fincal are rejected. These nominations will be presented to the Shareholders' Meeting starting with the nomination submitted by the Shareholders representing the largest percentage of the share capital. A subsequent nomination ranked according to the amount of share capital represented will be put to a vote only if the nomination previously put to a vote is rejected.
In the event that Fincal's proposal to set the number of Board of Directors members at 15 is not approved, and the proposal submitted by Roma Capitale to set the number of Board members at 14 is approved, the proposal by Roma Capitale to appoint Alessandro Picardi as the fourteenth member of the Company's Board of Directors will be submitted to the Shareholders' Meeting for a vote first.
In the event that such nomination is rejected, any further nominations submitted, including those pursuant to the section titled "Submission of resolution proposals by persons entitled to vote (pursuant to Art. 135 undecies.1, paragraph 2, of the TUF)" in the Notice of Meeting, will be submitted to the Shareholders' Meeting starting with the nomination submitted by the Shareholders representing the largest percentage of the share capital. Only if the nomination put to a vote is rejected, the next nomination in order of represented capital will be put to a vote.

Italian Legislative Decree no. 58/98 (T.U.F)

***Article 135*-decies**

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
d) is an employee or auditor of the company or of the persons indicated in paragraph a);
e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(*Appointed representative of a listed company*)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. *[omississ]*
3. *[omississ]*
4. *[omississ]*

5. *[omississ]*

Law-Decree nr. 18 on March 17th, 2020

Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)

[...] 2. With the notice of ordinary or extraordinary general meetings, companies limited by shares, limited partnerships with a limited partnership limited by shares, limited liability companies, and cooperative and mutual insurance companies may provide, also by way of derogation from the different provisions of the articles of association, for the expression of the vote by by electronic means or by correspondence and participation in the shareholders' meeting by means of telecommunications; the the aforesaid companies may also provide that the shareholders' meeting be conducted, also exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of voting rights, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph, of the Italian Civil Code without, in any case, the need for the chairman, secretary or secretary to be in the same place, where provided for provided for, the chairman, the secretary or the notary.

4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.

5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the " **Controller**"), Appointed Representative of the company pursuant to article 106 D.L. 18/2020, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned article 106 D.L. 18/2020.

The legal basis of the Processing is represented by:
- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.
Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.
For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website https://www.computershare.com/it/policy .

Computershare S.p.A.