CALLING OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDER'S MEETING

The Shareholders' Meeting of Acea S.p.A. is called, for an extraordinary and ordinary session, on 7 **September 2026** at **10:00** a.m., on first call, at the head office of the company in Rome, Piazzale Ostiense, 2, and on second call if required on 8 **September 2026**, same time and same place, to discuss and resolve upon the following

Agenda

Extraordinary session:

1. Amendment to Article 15.1 of the Articles of Association; related and consequential resolutions;

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

Ordinary session:

2. Increase in the number of members of the Board of Directors from 13 (thirteen) to 14 (fourteen); related and consequential resolutions.

3. Appointment of a member of the Board of Directors; related and consequential resolutions.

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Method of holding the Shareholder's Meeting:
The Company – in accordance with the provisions of art. 13.5 of the Articles of Association and taking into account the provisions of art. 106 of Italian Decree Law 17 March 2020 no. 18 (so-called "Cura Italia" Decree), converted with amendments by Italian Decree Law 24 April 2020 No. 27, as subsequently amended and most recently extended by Italian Decree Law 31 December 2025 No. 200 converted, with amendments, by Law No. 26 of 27 February 2026 – decided to enforce the requirement that participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the **Designated Representative** by the Company, pursuant to art. 135-undecies.1 of Italian Legislative Decree 24 February 1998, no. 58 ("CLF") and participation by the entitled parties (designated representative, directors and auditors) also takes place by means of telecommunication that guarantee their identification. For this purpose, the Company identified Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19 (the "Designated Representative") with the methods described in the paragraph "Representation in the Shareholders' Meeting".

Right to attend the Shareholders' Meeting: under the terms of art. 83-*sexies* of CLF and art. 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to cast votes is attested by a communication to the Company, made by the intermediary, in compliance with the accounting records, on behalf of the individual with voting rights, at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting, **that is Thursday 27 August 2026 (record date).** Those who only come into possession of shares after this date will not have the right to attend and vote in the Shareholders' Meeting and may not therefore issue proxies to the Designated Representative. The intermediary's communication pursuant to the present point must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (**that is Wednesday 2 September 2026).** The right to attend and vote if communications are received by the Company after this deadline but before the start of the proceedings for each call of the meeting remains valid.

Representation in the Shareholders' Meeting: participation in the Shareholders' Meeting by those with the right to do so is allowed exclusively by representation, conferring proxy pursuant to art. 135-undecies.1 of the CLF upon the Designated Representative Computershare S.p.A., according to the methods described hereafter and without this implying costs for the shareholders.

It should also be noted that in pursuant to art. 135-undecies of the CLF, the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-novies of the CLF.

Proxy and sub-proxy pursuant to art. 135-undecies.1 of the CLF

Shareholders who wish to participate in the Shareholders' Meeting may confer upon the Designated Representative a proxy ex art. 135-undecies.1 of the CLF – with voting instructions – for all or some of the items on the agenda, using the specific proxy form, also in electronic format and sub-proxy prepared by the Designated Representative itself in agreement with the Company and available on the Company website *www.acea.it*, "Shareholders' Meeting September 2026" section, which also contains the link to the procedure for forwarding the proxy electronically.

The proxy/sub-proxy form with voting instructions must be sent, following the instructions on the form itself and on the Company website, by the end of the second trading day prior to the Shareholders' Meeting, that is **by Thursday 3 September 2026**, for the first call or Friday 4 September 2026, for the second call**,** and the proxy may be revoked within the same deadline.

Proxies thus conferred are only effective for the proposals in relation to which voting instructions have been conferred.

The Designated Representative can be contacted for clarifications or information by calling +39 0246776814 – 13 or by sending an e-mail to *ufficiomi@computershare.it* .

Limitations to voting rights: pursuant to art. 6 of the Articles of Association, with the exception of Roma Capitale and its subsidiaries, shareholders which own a stake of more than 8% in the share capital, according to the criteria set forth in points 2 and 3 of the same article, may not cast votes for the number of shares in excess of this limit. The shares for which voting rights cannot be exercised are in any event included in determining the proper constitution of the Shareholder's Meeting.

Pursuant to art. 13 of the Articles of Association, with the exception of Roma Capitale or its subsidiaries that have become shareholders, voting rights cannot be exercised, even by proxy, in a measure in excess of 8% of the share capital.

Share capital: pursuant to Art. 5 of the Articles of Association, the share capital is € 1,098,898,884.00, represented by 212,964,900 ordinary shares with a par value of € 5.16 each. Shares are not divisible and each share gives the right to cast one vote, with the exception of 416,993 treasury shares, for which voting rights are suspended as per ex art. 2357-ter of the Italian Civil Code. Information on the composition of the share capital is available on the company's website www.acea.it, in the "Ownership" section.

Appointment of a member of the Board of Directors: Subject to the approval of item 1 on the agenda of the extraordinary session of the Shareholders' Meeting, and with reference to Article 15 of the Articles of Association as proposed for amendment and set out in the Explanatory Report drawn up by the shareholder Roma Capitale pursuant to Article 125-ter, paragraph 3, of Legislative Decree 58/98 and Article 72 of the Issuers' Regulations, and the approval of the proposal relating to item 2 of ordinary session of the Shareholders' Meeting as set out in the Explanatory Report drawn up by the shareholder Roma Capitale pursuant to Article 125-ter, paragraph 3, of Legislative Decree 58/98: the following points are highlighted here.

With regard to the appointment of the Director referred to in item 3 of the agenda for the ordinary part of the meeting, the list voting procedure provided for in the aforementioned Article 15 of the Articles of Association shall not apply; consequently, this appointment shall be made by a resolution of the Shareholders' Meeting adopted in accordance with the statutory majorities.

In particular, upon the appointment of a Director, the Shareholders' Meeting shall, by a relative majority vote, act in accordance with the regulations in force regarding independence and gender balance, and in such a way as to ensure compliance with the provisions of the Articles of Association relating, in particular, to the appointment of half plus one of the members of the Board of Directors by the majority shareholder and the representation of minority shareholders.

The Director so appointed shall remain in office for the duration of the current board's full term of office and, therefore, until the Company's Shareholders' Meeting called to approve the financial statements for the financial year ending 31 December 2028.

Roma Capitale has put forward the candidacy of Alessandro Picardi. The documentation relating to the candidate proposed by Roma Capitale, together with the certificate confirming that the candidate meets the requirements of integrity, professionalism and independence, as well as the curriculum vitae, are available in the annex to the explanatory report drawn up by Roma Capitale.

Without prejudice to the above, every shareholder is entitled to submit nominations in relation to item 3 on the agenda in accordance with the procedures and deadlines set out in this notice of meeting, in particular in the paragraph entitled 'Submission of proposals for resolutions by those entitled to vote'.

Recall that any candidature proposals must be accompanied by the declarations on the non-existence of reasons for ineligibility and/or incompatibility, and the existence of the requisites prescribed for the office by the laws in force and the Articles of Association, as well as the curriculum vitae including any positions held at other companies.

Finally, it should be noted that the draft resolutions received will be put before the Shareholders' Meeting, starting with the proposal submitted by Roma Capitale. The following proposal in order of capital represented shall only be voted on in the event that the first proposal voted on is rejected.

Questions regarding the items on the agenda: pursuant to art. 127-ter, paragraph 1-bis of the CLF, those who have the right to vote can ask questions regarding the items on the agenda before the Shareholders' Meeting, ensuring that the questions are received at least seven trading days prior to the Shareholders' Meeting on first call, in other words - **by Thursday 27 August 2026** - exclusively by e-mail to the address *AdempimentiSocietariCorporate@aceaspa.it* .

Legitimacy to exercise this right is attested by sending to the above Company addresses a copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. The voting rights held can be attested subsequently to the questions being sent, as

long as this is within the deadline pursuant to art. 127-ter, paragraph 1-bis of the CLF (third day following the record date, namely by **Sunday 30 August 2026**).
In order to enable those with the right to attend to confer proxies and voting instructions on the Designated Representative, the replies to questions regarding items on the agenda will be given by the Company **by Wednesday 2 September 2026**, publishing them on the Company website, with the Company having the right to provide a single reply to questions with the same content.

Additions to the agenda and submission of new resolution proposals: pursuant to art. 126-bis of the CLF, Shareholders even jointly representing at least one fortieth of the share capital may request additions to the list of items to be discussed, in writing, stating, in an appropriate written request, the further items being proposed by them and submitting resolution proposals for the items already on the agenda. Requests must be submitted within ten days of the publication of this notice of call, namely **by Friday 7 August 2026**, to the Corporate Affairs Unit by sending a certified e-mail to *adempimentisocietari.corporate@pec.aceaspa.it*, together with a copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. Any proposing shareholders must submit, by the above deadline and through the same channels, a report on the matters they are proposing for discussion or on the reasons behind the further resolution proposals submitted for items already on the agenda.
Items that the Shareholder's Meeting resolves on, according to the law, by proposal of the Directors or on the basis of a project or report prepared by them, other than those in Art. 125-ter, paragraph 1 of the CLF, may not be added to the agenda.
Any additions to the list of items to be discussed by the Shareholders' Meeting as a result of the aforementioned requests and submission of further resolution proposals for items already on the agenda are disclosed **by Sunday 23 August 2026** (at least 15 days prior to the date of the Shareholders' Meeting), in the same forms as those laid down for the publication of the notice of call.

Presentation of resolution proposals by those with voting rights (ex art. 135-undecies.1, paragraph 2, CLF)
Based on the methods of participation in the Shareholders' Meeting indicated in article 135-undecies, paragraph 2 of the TUF, those with voting rights may submit resolution proposals to the Shareholders' Meeting on the items on the Agenda individually, according to the following methods:

- the resolution proposals must be sent to the Company, at the certified e-mail address (*adempimentisocietari.corporate@pec.aceaspa.it*) by **Sunday 23 August 2026**; the aforesaid proposals must be clear and complete and include the information enabling the identification of the submitting subject, including a telephone number if possible;

- the right to make proposals must be attested by a communication from an intermediary authorised pursuant to the laws in force, issued pursuant to Art. 83-sexies of the CLF, according to the methods specified in the preceding paragraph "Right to attend the Shareholder's Meeting".

The resolution proposals received will be published in the section of the Company's website dedicated to this Shareholders' Meeting (*www.acea.it* – Section "Shareholders' Meeting 2026"), at the registered offices, as well as on the authorised storage mechanism 1info at *www.1info.it* without delay and in any event by **Tuesday 25 August 2026**.
For the purpose of the above, the Company reserves the right to verify the pertinence of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable laws, and also the legitimacy of the proponent.
In the event of alternative resolution proposals to those prepared by the shareholder Roma Capitale, Roma Capitale's proposal will be voted on first (unless it is withdrawn) and only if said proposal is rejected shall the proposals by the Shareholders be voted on. These proposals will be submitted to the Shareholder's Meeting

starting with the proposal submitted by the Shareholders representing the highest percentage of the capital. The following proposal in order of capital represented shall only be voted on in the event that the first proposal voted on is rejected.

Documentation: the documentation concerning the Shareholders' Meeting, including the proposed resolutions, are made available to the public within the deadlines and in the methods envisaged by the laws in force, at the company's head office and on the authorised storage mechanism 1Info on the website *www.1info.it* and also published on the Company website *www.acea.it* - in the "Shareholders' Meeting September 2026" section.

This notice is published on the Company's website *www.acea.it* - section "Shareholders' Meeting September 2026", pursuant to art. 125-bis of the CLF, as well as in the daily newspaper Il Sole 24 Ore on 28 July 2026, and is available on the authorised storage mechanism 1Info, at *www.1info.it*.

For the Board of Directors
The Chairperson
Alessandro Rivera