2

SEPARATE FINANCIAL STATEMENTS

Form and structure

GENERAL INFORMATION

The financial statements of Acea SpA for the year ended 31 December 2025 were approved by resolution of the Board of Directors on 12 March 2026, which also authorised their publication. Acea is an Italian public limited company, with a registered office in Italy, Rome, Piazzale Ostiense 2, whose shares are traded on the Milan stock exchange.

COMPLIANCE WITH IAS/IFRS

The financial statements have been prepared in compliance with the international accounting standards in effect on the date of preparation of the financial statements, approved by the International Accounting Standards Board (IASB) and adopted by the European Commission according to the procedure set forth in art. 6 of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 and pursuant to art. 9 of Italian Legislative Decree 38/2005.
The international accounting standards include the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and Standard Interpretations Committee (SIC), collectively the "IFRS".
Acea SpA adopts the IFRS standards with effect from the financial year 2006, with transition date to the IFRS at 1 January 2005. The latest financial statements drafted according to the Italian accounting standards refer to the financial year ended on 31 December 2005.

BASIS OF PRESENTATION

The Financial Statements for the year ended 31 December 2025 consist of the Statement of Financial Position, the Income Statement, the Statement of Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity all drafted according to the provisions of IAS 1 as well as the Explanatory and Supplementary Notes, drafted in accordance with applicable IAS/IFRS provisions.
It is specified that the Income Statement is classified based on the nature of the costs, the Balance Sheet and Financial Position based on the liquidity criterion with the subdivision of items between current and non-current, while the Cash Flow Statement is presented using the indirect method.
The Financial Statements are prepared using the going concern assumption. There are no significant uncertainties about the company as a going concern (as defined in paragraph 25 of IAS 1).
The financial statements for the year ended 31 December 2025 have been drafted in Euro. All amounts are rounded to thousands of Euro unless otherwise indicated.

ALTERNATIVE PERFORMANCE MEASURES

On 5 October 2015, ESMA (European Securities and Markets Authority) published its guidelines (ESMA/2015/1415) on criteria for the presentation of alternative performance measures which replace, as of 3 July 2016, the CESR/05-178b recommendations. These guidelines were transposed into our system with CONSOB Communication no. 0092543 dated 3 December 2015. In addition, on 4 March 2021 ESMA published the guidelines on the disclosure requirements deriving from the new Prospectus Regulation (Regulation EU 2017/1129 and Delegated Regulations EU 2019/980 and 2019/979), which update the previous CESR Recommendations (ESMA/2013/319, in the revised version of 20 March 2013). Starting from 5 May 2021, on the basis of CONSOB Call for Attention No. 5/21, the aforementioned ESMA Guidelines also replace the CESR Recommendation on debt. Therefore, under the new provisions, listed issuers will have to present, in the explanatory notes to their annual and semi-annual financial statements published from 5 May 2021 onwards, a new statement on debt to be drafted in accordance with the instructions in paragraphs 175 and following of the above ESMA Guidelines.
Financial debt is represented and determined in accordance with what is indicated in the aforementioned ESMA guidelines and in particular in paragraph 127 of the recommendations contained in document no. 319 of 2013, implementing Regulation (EC) 809/2004. This indicator is determined as the sum of short-term borrowings ("Short-term loans", "Current part of long-term loans" and "Current financial liabilities") and long-term borrowings ("Long-term loans") and the related derivative instruments ("Non-current financial liabilities"), net of "Cash and cash equivalents" and "Current financial assets".

USE OF ESTIMATES AND ASSUMPTIONS

Drafting of the Financial Statements, in application of the IFRS, requires the making of estimates and assumptions that affect the values of revenues, costs, assets and liabilities in the financial statements and information on potential assets and liabilities reference date. The main sources of uncertainty that could have an impact on the evaluation processes are also considered in making these estimates. The actual amounts may differ from such estimates.
The estimates were used in the assessment of the impairment test, to determine some sales revenues, for provisions for risks and charges, the allowance for doubtful accounts and other provisions for depreciation, amortisation, valuations of derivative instruments, employee benefits. and taxes. The estimates and assumptions are reviewed periodically, and the effects of each change are immediately recorded in the Income Statement.
The estimates also took into account assumptions based on the parameters and market and regulatory information available at the time the financial statements were drafted. Current facts and circumstances influencing the assumptions on future development and events may change due to the effect, for example, of changes in market trends or the applicable regulations that are beyond the control of the Company. These changes in assumptions are also reflected in the financial statements when they occur.
In addition, it should be noted that certain estimation processes, particularly the more complex such as the calculation of any im-

pairment of non-current assets, are generally performed in full only when drafting the annual financial statements, unless there are signs of impairment that call for immediate impairment testing.

For more information on the methods in question, please refer to the following paragraphs.

Accounting standards and measurement criteria

The "relevant" standards and measurement criteria for the purposes of the Acea SpA financial statements – as defined by the IASB following the amendment to IAS 1 and in the IFRS Practice Statement 2 – are illustrated below.

EXCHANGE DIFFERENCES

The functional and presentation currency adopted by Acea SpA and by subsidiaries in Europe is the Euro (€). Transactions in foreign currencies are initially recognised at the exchange rate in force on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies were reconverted into the functional currency at the exchange rate prevailing at the balance sheet date. All exchange differences are recorded in the Income Statement of the financial statements, with the exception of differences deriving from loans in foreign currency that have been entered into to hedge a net investment in a foreign company. These differences are recognised directly in equity until the net investment is disposed of and at that time any subsequent exchange rate difference is recognised in the Income Statement.

REVENUE RECOGNITION

In accordance with the provisions of IFRS 15 "Revenue from contracts with customers", revenue is recognised for an amount that reflects the consideration that the entity believes it is entitled to in exchange for the transfer of goods or services to the customer. The fundamental steps in accounting for revenues are:

a. identify the commercial contract, defined as a (written or verbal) agreement between two or more parties which results in rights and obligations with the customer having the right to legal protection;
b. identify the separately identifiable obligations to do something (also "performance obligations") contained in the contract;
c. determine the price of the transaction, as the fee the enterprise expects to receive for the transfer of assets or the performance of services to the customer, in accordance with the techniques in the Standard and depending on the possible presence of financial and variable components;
d. allocate a price to each performance obligation;
e. to recognize the revenue when the revenue obligation is fulfilled by the entity, allowing for the fact that the services may not be provided at a specific time, but over a period of time.

Revenues are measured by Acea SpA at the fair value of the consideration received or receivable, based on the type of operation, taking into account the value of any commercial discounts, returns and rebates granted.

FINANCIAL INCOME

Income is recognised on the basis of interest accrued on the net value of the relevant financial assets using the effective interest rate (rate that exactly discounts estimated future cash flows at the net carrying amount of the asset).

DIVIDENDS

These are recognised when the unconditional right of shareholders is established to receive payment. They are classified in the income statement under the item Investment income.

CONTRIBUTIONS

Contributions obtained for investments in plants are recognised at fair value when there is a reasonable certainty that they will be received and that the expected conditions will be met. Contributions received for specific plants whose value is recorded under fixed assets are recorded (using the indirect method) among other non-current liabilities and progressively released to the Income Statement in constant instalments over a period equal to the useful life of the reference asset.

CONSTRUCTION CONTRACTS IN PROGRESS

Construction contracts in progress are assessed on the basis of the contractual fees accrued with reasonable certainty, according to the percentage of completion criterion (the so-called cost to cost), so as to attribute the revenues and the economic result of the contract to the individual financial years in proportion to the progress of the works. The positive or negative difference between the value of the contracts and the advances received is recorded respectively in the assets or in the liabilities side of the balance sheet.
Contract revenues, in addition to contractual fees, include variants, price revisions and recognition of incentives to the extent that they are likely to represent actual revenues and if these can be determined reliably. Ascertained losses are recognised regardless of the progress of orders.

EMPLOYEE BENEFITS

Benefits guaranteed to employees disbursed at the time of or after termination of the employment relationship through defined benefit and defined contribution programmes (including: severance indemnity -TFR, extra months, tariff subsidies, as described in the notes) or other long-term benefits are recognised in the period during which the rights to these accrue. The valuation of the liability is carried out by independent actuaries. These funds and benefits are not funded. The cost of benefits envisaged by the various plans is determined separately for each plan using the actuarial valuation method of the unit credit projection, making the actuarial valuations at the end of each year.
Expenses deriving from retirement incentives for employees who took part in the "Isopensione" Plan and which meet the criteria defined in the Group's Plan were recognised in a specific Provision. The Group takes the place of the reference national insurance institutions. In particular, the Provision was created to pay pension instalments due to early pensioners, as well as to pay presumed contributions during the period needed to achieve the right to the relative social security payments through the national insurance institutions.

TAXES

Income taxes for the year represent the sum of current taxes (as per tax consolidation) and deferred taxes.

Current taxes are based on the taxable results for the year. Taxable income differs from the results reported in the Income Statement because it excludes positive and negative components that will be taxable or deductible in other financial years and also excludes items that will never be taxable or deductible. The liability for current taxes is calculated using the rates in force or in fact in force at the balance sheet date as well as taxation instruments allowed by tax legislation (national tax consolidation, taxation for transparency).

Deferred taxes are the taxes that are expected to be paid or recovered on temporary differences between the book value of assets and liabilities in the financial statements and the corresponding tax value used in the calculation of the taxable income, recorded according to the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, while deferred tax assets are recognised to the extent where it is probable that there will be future taxable results that allow the use of deductible temporary differences.
The carrying amount of deferred tax assets is revised at each balance sheet date and reduced to the extent that, based on the plans approved by the Board of Directors, the existence of sufficient taxable income is not considered likely to allow all or partly the recovery of these assets.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are recognised at cost, including ancillary costs directly attributable and necessary for putting the asset into service for the use for which it was purchased, net of the relevant accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset by applying the following percentage rates:

	Economic-technical depreciation rate	
Description	**Min**	**Max**
Instrumental systems and equipment	1.25%	6.67%
Non-instrumental systems and equipment	4%	
Instrumental industrial and commercial equipment	2.5%	6.67%
Non-instrumental industrial and commercial equipment	6.67%	
Other capital goods	12.50%	
Other non-capital goods	6.67%	19%
Instrumental vehicles	8.33%	
Non-instrumental vehicles	16.67%	

Systems and equipment under construction for production purposes are recorded at cost, net of write-downs for losses in value. The cost includes any professional fees and, for some assets, financial charges capitalised in accordance with the Company's accounting policies. The depreciation of these assets, as for all other assets, begins when the assets are ready for use. For some types of complex goods for which long-lasting functional tests are required, the suitability for use is attested by the positive passing of these tests.

REAL ESTATE INVESTMENTS

Real estate investments, represented by properties held for rental and / or capital appreciation, are recorded at purchase cost including negotiation costs net of the relevant accumulated depreciation and any impairment losses. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset. The percentages applied are between a minimum of 1.67% and a maximum of 11.11%.

INTANGIBLE ASSETS

Intangible assets refer to assets without physical substance, that can be identified, are controlled by the company and are able to produce future economic benefits. Intangible assets acquired separately are capitalised at cost, while those acquired through business combinations are capitalised at the fair value defined on the purchase date. After the first entry into the category of intangible assets, the cost criterion applies.

RIGHTS OF USE OF INTELLECTUAL PROPERTY

Costs relative to this item refer to the purchase and implementation of software to support the development of IT platform management systems, corporate security and administrative management. They are included under intangible assets and are amortized on the basis of a period of presumed usefulness of three / five years.

RIGHT OF USE

Rights of use for leased assets and the commitment undertaken are recognised in the financial statements (IFRS 16 applies to all transactions involving a right of use, regardless of the contractual form, i.e. lease, rental or hire purchase). The standard introduces the concept of control to the definition used, in particular, to determine whether a contract is a lease. IFRS 16 requires a lessee to verify whether it has the right to control the use of a given asset for a specified period of time. There is no accounting symmetry with the lessor, which continues to apply a separate accounting treatment depending on whether the contract is an operating lease or a finance lease (on the basis of current guidelines). On the basis of this new model, the lessee shall recognise:

- in the balance sheet, the assets and liabilities for all leases that have a term exceeding 12 months, unless the underlying asset has a modest value; and
- in profit or loss, depreciation of the leased assets separately from interest on the related liabilities.

For the first-time adoption of the principle, the transition approach used by the Acea Group was the modified retrospective approach, and therefore the contracts whose leases – including renewals – will end within 12 months from the date of first application will not be included. The Group has also used the possibility envisaged by the principle of not accounting separately for the "non-lease" component of mixed contracts, therefore choosing to treat these contracts as a "lease". For payable discounting purposes, the Group has used an IBR calculated based on a risk-free rate with a maturity equal to the residual duration for each contract plus the credit spread assigned to Acea SpA by Moody's. Finally, it should be noted that there are no significant differences between the commitments arising from lease contracts discounted at the same rate and the value recognised in accordance with IFRS 16.

EQUITY INVESTMENTS

Investments in subsidiaries and associates are recorded in the balance sheet at the adjusted cost of any impairment losses on the individual equity investments. The cost of acquisition or subscription, for those relating to contributions, corresponds to the value determined by the experts in the estimate pursuant to art. 2343 of the Italian Civil code. The excess of the acquisition cost compared to the share of the investee's shareholders' equity expressed at current values is recognized as goodwill. Goodwill is included in the carrying amount of the investment and is subject to impairment tests and possibly written down. Losses in value are not subsequently restored if the reasons for such devaluation cease to exist. Losses on equity investments relating to the amount exceeding the amount of shareholders' equity are classified in the provision for risks and charges even if there is a credit exposure and until the eventual formal waiver of the receivable. Charges for settlement of equity investments are recognised through the valuation of the investments themselves regardless of the allocation of charges in the financial statements of investee companies. Investments in other companies, constituting non-current financial assets and not destined for trading activities, are measured at fair value if they can be determined: in this case, gains and losses deriving from the fair value measurement are booked directly to equity until the moment of the sale, when all the accumulated profits and losses are charged to the profit and loss account for the period. Investments in other companies for which fair value is not available are recorded at cost, written down for any permanent losses in value. Dividends are recognised in the Income Statement when the right to receive payment is established only if they derive from the distribution of profits subsequent to the acquisition of the investee company. If, however, they derive from the distribution of reserves of the investee prior to the acquisition, these dividends are recorded as a reduction in the cost of the investment itself.

TREASURY SHARES

The purchase cost of treasury shares is recognised as a decrease in equity. The effects of any subsequent transactions on these shares are also recognised directly in equity.

FINANCIAL INSTRUMENTS

Financial assets and liabilities are recognised when Acea SpA becomes part of the instrument's contractual clauses.

FINANCIAL ASSETS - DEBT INSTRUMENTS

As a function of the features of the instrument and the business model used for its management, financial assets, which represent debt instruments, are classified in the following three categories: i) financial assets measured at amortised cost; ii) financial assets measured at fair value through other comprehensive income (hereafter, also OCI), iii) financial assets measured at fair value through profit and loss. Initial recognition is at fair value. For trade receivables without a significant financial component, the initial recognition value is represented by the transaction price. Subsequent to initial recognition, financial assets that generate contractual cash flows exclusively representing capital and interest payments are valued at amortised cost if held for the purpose of collecting contractual cash flows (so-called "hold to collect" model). According to the amortised cost method, the initial recognition value is subsequently adjusted to take into account capital repayments, any write-downs and the amortisation of the difference between the repayment amount and the initial recognition value. Amortisation is based on the effective internal interest rate, which represents the rate that makes the present value of expected cash flows and the initial book value equal at the time of initial recognition. Receivables and other financial assets measured at amortised cost are presented in the Balance sheet net of the related provision for bad debts. The financial assets representing debt instruments whose business model envisages both the possibility of collecting contractual cash flows and the possibility of realising capital gains on disposal (so-called "hold to collect and sell" business model) are valued at fair value with allocation of the effects to OCI (hereinafter also FVTOCI). In this case, changes in the fair value of the instrument are recognised under shareholders' equity among other components of comprehensive income. The cumulative amount of changes in fair value recognised in the shareholders' equity reserve that includes the other components of the overall profit is reversed in the income statement when the instrument is derecognised. Interest income calculated using the effective interest rate, exchange rate differences and write-downs is recognised in the income statement. A financial asset representing a debt instrument that is not valued at amortised cost or at the FVTOCI is valued at fair value with the effects being charged to the income statement (hereinafter FVTPL). This category includes financial assets held for trading purposes. When the purchase or sale of financial assets takes place according to a contract that envisages the settlement of the transaction and the delivery of the asset within a specified number of days, established by the market control bodies or by market conventions (e.g. purchase of securities on regulated markets), the transaction is recognised on the date of settlement. The financial assets sold are derecognised when the contractual rights associated with obtaining the cash flows associated with the financial instrument expire or are transferred to third parties.

WRITE-DOWNS OF FINANCIAL ASSETS

The assessment of the recoverability of the financial assets representing debt instruments not valued at fair value with effects on the income statement is made on the basis of the so-called "Expected credit loss model". In particular, expected losses are generally determined based on the product of: i) the exposure owed to the counterparty net of the relative mitigating factors (so-called "Exposure at Default"); ii) the probability that the counterparty does not comply with its payment obligation ("Probability of Default"); iii) the estimate in percentage terms of the amount of credit that will not be able to be recovered in the event of a default ("Loss Given Default"), based on past experience and possible recovery actions that can be taken (e.g. out-of-court actions, legal disputes, etc.). In this regard, the internal ratings already used for the assignment have been adopted to determine the Probability of Default of the counterparties. For counterparties represented by State Entities, the Probability of Default – essentially represented by the probability of late payment – is determined using as input the country risk premiums implemented for the purposes of determining the WACC for the impairment of non-financial assets. For retail customers not having internal ratings, the assessment of expected losses is based on a *provision matrix*, constructed where appropriate by grouping the clustered receivables to which write-down percentages apply based on the experience of previous losses, adjusted where necessary to take account of forecast information regarding the credit risk of the counterparty or of clusters of counterparties.

FINANCIAL ASSETS RELATED TO AGREEMENTS FOR SERVICES UNDER CONCESSION

With reference to the application of IFRIC12 to the public lighting service concession, Acea has adopted the Financial Asset Model, recognising a financial asset to the extent that it has an unconditional contractual right to receive future cash flows.

CASH AND CASH EQUIVALENTS

This item includes cash and bank current accounts and deposits repayable on demand or very short term and other highly liquid short-term financial investments, which are readily convertible into cash and are subject to a non-significant risk of changes in value.

FINANCIAL LIABILITIES

Financial liabilities other than derivative instruments – including financial payables, trade payables, other payables and other liabilities – are initially recognised at the fair value less any costs associated with the transaction. Subsequently they are recognised at amortised cost using the effective interest rate for discounting purposes, as illustrated in the previous point "Financial assets". Financial liabilities are eliminated when they are extinguished or when the obligation specified in the contract is fulfilled, cancelled or expired.

OFFSETTING OF FINANCIAL ASSETS AND LIABILITIES

Financial assets and liabilities are offset in the balance sheet when there is a currently exercisable legal right to offset, and the intention is to settle the relationship on a net basis (i.e. to sell the asset and simultaneously settle the liability).

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING

Derivative financial instruments, including implicit ones (Embedded derivatives) are assets and liabilities recognised at fair value according to the criteria specified in the point below, "Valuation at fair value". As part of the risk management strategy and objectives, qualification of transactions as hedges requires: i) verification of the existence of an economic relationship between the hedged item and the hedging instrument that can offset the related changes in value, and that this capacity to offset is not affected by the level of counterparty credit risk; ii) the definition of a hedge ratio consistent with risk management objectives, within the defined risk management strategy, where necessary making the appropriate rebalancing actions. Changes in risk management objectives, the absence of the conditions specified above for the classification of transactions as hedges or the implementation of rebalancing operations results in the total or partial prospective discontinuation of the hedge. When hedging derivatives cover the risk of changes in the fair value of the hedged instruments (fair value hedge; for example, hedging of the fair value variability of fixed rate assets/liabilities), derivatives are recognised at fair value with the effects allocated in the income statement. Similarly, the hedged instruments in the income statement reflect the changes in fair value associated with the hedged risk, regardless of the provision of a different valuation criterion generally applicable to the type of instrument.

When derivatives hedge the risk of changes in the cash flows of the hedged instruments (cash flow hedge; e.g. hedging of the variability of the cash flows of assets/liabilities due to fluctuations in interest rates or exchange rates), the changes in the fair value of derivatives considered to be effective are initially recognised in the shareholders' equity reserve relating to the other components of comprehensive income, and subsequently recognised in the income statement consistent with the economic effects produced by the hedged transaction. In the case of hedging of future transactions that involve the recognition of a non-financial asset or liability, the accumulated changes in the fair value of hedging derivatives, recognised in equity, are recognised as an adjustment to the carrying amount of the asset./non-financial liability subject to hedging (so-called basis adjustment). The ineffective portion of the hedge is recorded in the income statement item "Financial (costs)/income". Changes in the fair value of derivatives that do not meet the conditions to be qualified as hedges, including any ineffective components of hedging derivatives, are recognised in the income statement. In particular, changes in the fair value of non-hedging derivatives on interest rates and currencies are recognised in the income statement item "Financial (costs)/income". Embedded derivatives – embedded in financial assets – are not subject to separate accounting. In these cases, the entire hybrid instrument is classified according to the general criteria for the classification of financial assets. Embedded derivatives incorporate within financial liabilities and/or non-financial assets are separated from the main contract and recognised separately if the embedded instrument: i) meets the definition of a derivative; ii) as a whole it is not valued at fair value with the effects being charged to the income statement (FVTPL); iii) if the characteristics and risks of the derivative are not strictly linked to those of the main contract. Verification of the existence of embedded derivatives to be separated and valued separately is carried out when the company enters into the contract, and subsequently if there are changes in the terms of the contract that lead to significant changes in the cash flows generated by that contract.

VALUATION AT FAIR VALUE

The fair value is the consideration that can be received for the sale of an asset or that can be paid for the transfer of a liability in a regular transaction between market operators at the valuation date (e.g. exit price). The fair value of an asset or liability is determined by adopting the valuations that market operators would use in determining the price of the asset or liability. The fair value measurement also assumes that the asset or liability is exchanged in the main market or, in the absence thereof, in the most advantageous market the company has access to. The determination of the fair value of a non-financial asset is made considering the ability of market operators to generate economic benefits by using this asset in its highest and best use or by selling it to another participant in the market able to use it, maximising its value. The determination of the highest and best use of the asset is made from the point of view of market operators even in the case where the company intends to use it differently. It is assumed that the company's current use of a non-financial asset is its highest and best use unless the market or other factors suggest that a different use by market operators is able to maximise its value. The valuation of the fair value of a liability, both financial and non-financial or of a capital instrument, takes into account the quoted price for the transfer of an identical or similar liability or equity instrument. If this quoted price is not available, the valuation of the corresponding asset held by a market operator at the valuation date is considered. The fair value of financial instruments is determined considering the credit risk of the counterparty of a financial asset (so-called "Credit Valuation Adjustment" - CVA) and the risk of default by the entity itself, with reference to a financial liability (so-called "Debit Valuation Adjustment" - DVA). In determining fair value, a hierarchy of criteria is defined based on the origin, type and quality of the information used in the calculation. This classification aims to establish a hierarchy in terms of reliability of the fair value, giving precedence to the use of observable market parameters that reflect the assumptions that market participants would use in the valuation of the asset/liability.

The fair value hierarchy has the following levels:

- level 1: inputs represented by quoted prices (unmodified) in active markets for identical assets or liabilities that can be accessed on the valuation date;
- level 2: inputs other than the prices included in level 1 that are directly or indirectly observable for the assets or liabilities to be valued;
- level 3: unobservable inputs for the asset or liability. In the absence of available market quotations, the fair value is determined using valuation techniques appropriate to the individual cases that maximise the use of relevant observable inputs, minimising the use of unobservable inputs.

PROVISIONS FOR RISKS AND CHARGES

Provisions for risks and charges are made when Acea has to meet a current obligation (legal or implicit) deriving from a past event, where it is probable that an outlay of resources will be required to satisfy the obligation and a reliable estimate can be made on the amount of the obligation. The provisions are allocated based on the Management's best estimate for the costs required to fulfil the obligation at the balance sheet date and if the effect is significant. When the financial effect of time is significant and the payment dates of the obligations can be reliably estimated, the provision is determined by discounting the expected future cash flows at the average rate of the company's debt taking into account the risks associated with the obligation. The increase in the provision associated with the passage of time is recognised in the income statement under the item "Financial income/(charges)". If the debt is related to the dismantling and/or renovation of material assets, the initial fund is reported as an offset to the asset it refers to; its incidence on the Income Statement takes place through the process of amortisation of the material fixed asset to which the obligation refers.

Accounting standards, amendments, interpretations and improvements applied as of 1 January 2025

“AMENDMENTS TO IAS 21: THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES: LACK OF EXCHANGEABILITY”

On 15 August 2023, the IASB published “Lack of Exchangeability” (Amendments to IAS 21) to provide guidance on how to determine the exchange rate to be used when there is no directly observable market exchange rate, alongside the related information to be provided in the explanatory notes. The amendments are effective for years beginning on or after 1 January 2025. However, these changes did not have a material impact on the Group’s financial statements.

Accounting standards, amendments and interpretations applicable after closure of the year and not adopted in advance by the Group

“IFRS 18 - PRESENTATION AND DISCLOSURE IN FINANCIAL STATEMENTS”

In April 2024, the IASB issued IFRS 18 – Presentation and Disclosure in Financial Statements, which introduced new concepts relating to: i) the structure of the income statement; ii) the information required in the financial statements for several income performance measures reported off-balance sheet (as defined by management), and iii) reinforced principles of aggregation and disaggregation which apply to both the financial statements and the explanatory notes as a whole. The standard will come into force on 1 January 2027. The Group is assessing the potential impact deriving from the adoption of this standard.

“AMENDMENTS TO THE CLASSIFICATION AND MEASUREMENT OF FINANCIAL INSTRUMENTS (AMENDMENTS TO IFRS 9 AND IFRS 7)”

In May 2024, the IASB published Amendments to the Classification and Measurement of Financial Instruments, clarifying that a financial liability is eliminated at the settlement date, and introducing the choice of an accounting policy for the elimination of financial liabilities, through the use of an electronic payment system before the settlement date. Other clarifications concerned the classification of financial assets with ESG characteristics, through an additional guide on the assessment of contingent characteristics. Clarifications were also made to non-recourse loans and contractually linked instruments. Lastly, additional information was introduced for financial instruments with contingent characteristics and capital instruments classified at “fair value through OCI”. The standard will come into force on 1 January 2026 and early application is permitted. The Group is assessing the potential impact deriving from the application of these amendments.

“ANNUAL IMPROVEMENTS TO IFRS ACCOUNTING STANDARDS – VOLUME 11”

In July 2024, the IASB published the Annual Improvements to IFRS Accounting Standards – Volume 11, which contains amendments to five standards as a result of the IASB annual improvement project. The IASB uses the annual improvement process to make necessary, but not urgent, amendments to the IFRS accounting standards that will not be included in another main project. The amended standards are: IFRS 1 – First-time Adoption of International Financial Reporting Standards, IFRS 7 – Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; IFRS 9 – Financial Instruments; IFRS 10 – Consolidated Financial Statements; and IAS 7 – Statement of Cash Flows. The amendments will come into force on 1 January 2026 and early application is permitted. The Group is assessing the potential impact deriving from the adoption of these amendments.

“AMENDMENTS FOR NATURE-DEPENDENT ELECTRICITY CONTRACTS (AMENDMENTS TO IFRS 9 AND IFRS 7)”

In December 2024 the IASB published the Amendments for nature-dependent electricity contracts, which amended IFRS 9 – Financial Instruments and IFRS 7 – Financial Instruments:

Disclosures in order to help companies better report the financial effects of nature-dependent electricity contracts, which are often structured as power purchase agreements (PPAs), in light of the increased use of these contracts. The amendments will come into force on 1 January 2026 and early application is permitted. The Group is assessing the potential impact deriving from the adoption of these amendments.

"IFRS 19 - SUBSIDIARIES WITHOUT PUBLIC ACCOUNTABILITY: DISCLOSURES"

In May 2024, the IASB issued IFRS 19 – Subsidiaries without Public Accountability: Disclosures, which allows certain subsidiaries to use IFRS accounting standards with reduced disclosure requirements, more suited to the needs of their stakeholders, and to have just one set of accounting records that meets the needs of the parent company and the subsidiary. The standard will come into force on 1 January 2027 and early application is permitted. The Group does not expect a material impact to arise from the application of this standard.

"AMENDMENTS TO IFRS 19 – SUBSIDIARIES WITHOUT PUBLIC ACCOUNTABILITY: DISCLOSURES"

In August 2025, the IASB published several amendments to IFRS 19 – Subsidiaries without Public Accountability: Disclosures. The amendments reduce the disclosure obligations envisaged by the new IFRS accounting standards and by the amendments published between February 2021 and May 2024, which had instead been fully included in the scope of application of IFRS 19 at the time of its first publication. The main reduced information for IFRS 19 purposes is summarised below, with reference to the aforementioned standards and amendments:

- IFRS 7: The disclosure requirements on financial instruments with contractual clauses that could change the amount of contractual cash flows following a contingent event are still included, but are no longer specifically required for one class of financial liabilities measured at amortised cost.
- IFRS 18: The disclosure requirements related to management-defined performance measures (MPMs) have been removed from IFRS 19. The standard now includes a cross-reference to IFRS 18 instead.
- IAS 7: Though the majority of the disclosure requirements of IAS 7 relating to so-called supplier finance arrangements have been maintained in IFRS 19, the IASB has removed the disclosure requirements relating to the range of payment due dates for financial liabilities that form part of the aforesaid supplier finance arrangements and comparable trade payables that do not form part of them.

The Group is assessing the potential impact deriving from the adoption of these amendments.

"AMENDMENTS TO IAS 21 – THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES: "CONVERSION TO A HYPERINFLATIONARY PRESENTATION CURRENCY"

In November 2025, the IASB issued amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates relating to translation into a hyperinflationary presentation currency, with the aim of improving the presentation of financial information when an entity presents its financial statements in a currency subject to hyperinflation.

The amendments introduce a new translation method that is applicable when:

- the entity's functional currency is not hyperinflationary, but its presentation currency is; or
- when translating foreign operations, when the functional currency is not hyperinflationary into a hyperinflationary presentation currency.

In these cases, the entity is required to restate all amounts (assets, liabilities, equity, costs and revenues, including comparative figures) at the closing rate on the most recent statement of financial position, thereby ensuring that information is presented in terms of a current unit of measurement. The amendments also include specific simplifications regarding comparative figures for entities applying IAS 29, thereby reducing the operational burden associated with restating historical information.

New disclosure requirements were also introduced, including a statement regarding the use of the closing rate and, for entities with a hyperinflationary functional currency, summary disclosures on foreign operations translated using the new method.

The standard will come into force on 1 January 2027 and early application is permitted. The Group does not expect a material impact to arise from the application of this standard.

Income statement

Ref. note	€	2025	Of which related party transactions	2024	Of which related party transactions	Change
1	Revenue from sales and services	221,090,411	221,090,411	189,722,992	189,722,992	31,367,419
2	Other revenue and income	14,633,968	9,216,778	14,326,743	10,037,222	307,225
	Net Revenues	**235,724,379**	**230,307,189**	**204,049,735**	**199,760,213**	**31,674,644**
3	Personnel costs	98,672,937	0	75,681,891	0	22,991,046
4	Costs of materials and overheads	188,308,628	63,186,898	165,099,257	53,236,342	23,209,372
	Operating costs	**286,981,565**	**63,186,898**	**240,781,147**	**53,236,342**	**46,200,418**
	EBITDA	**(51,257,186)**	**167,120,292**	**(36,731,412)**	**146,523,871**	**(14,525,774)**
5	Net write-downs (write-backs) of trade receivables	592,906	(353,495)	130,930	130,930	461,976
6	Depreciation, amortisation and provisions	50,709,411	0	58,214,137	0	(7,504,726)
	Operating profit/(loss)	**(102,559,504)**	**167,473,786**	**(95,076,479)**	**146,392,941**	**(7,483,024)**
7	Financial income	121,346,663	119,352,314	134,559,191	126,933,383	(13,212,528)
8	Financial expenses	(115,292,419)	(2,460,221)	(119,326,282)	(4,461,493)	4,033,862
9	Profit/(Loss) on equity investments	322,023,479	322,023,479	274,098,077	274,098,077	47,925,403
	Profit/(loss) before tax	**225,518,219**	**606,389,359**	**194,254,506**	**542,962,907**	**31,263,713**
10	Income tax	(18,343,103)	(148,944,709)	(14,237,684)	(124,165,466)	(4,105,419)
	Net profit/(loss)	**243,861,322**	**755,334,068**	**208,492,190**	**667,128,373**	**35,369,132**

Statement of comprehensive income

	€ thousand	2025	2024	Change
	Net profit/(loss) for the period	**243,861**	**208,492**	**35,369**
21	Provision for exchange rate difference	(42,288)	5,570	(47,858)
21	Tax on exchange rate difference	10,149	(1,337)	11,486
	Gains/losses from exchange rate difference	**(32,139)**	**4,234**	**(36,372)**
21	Effective portion of gains/(losses) on hedging instruments ("cash flow hedges")	42,384	(6,141)	48,525
21	Tax effect of other gains/(losses) on hedging instruments ("cash flow hedges")	(10,172)	1,474	(11,646)
	Profit/(loss) from the effective portion on hedging instruments, net of tax	**32,212**	**(4,667)**	**36,879**
21	Actuarial profit/(loss) on staff benefits included in the Shareholders' Equity	(211)	69	(280)
21	Tax effect on the other actuarial profit/(loss) on staff benefits	62	(20)	83
	Actuarial profit/(loss) on defined benefit pension plans, net of tax	**(149)**	**48**	**(197)**
	Total of the comprehensive income components, net of tax	**(75)**	**(385)**	**310**
	TOTAL COMPREHENSIVE PROFIT/(LOSS)	**243,786**	**208,107**	**35,679**

Statement of financial position

Ref. note	ASSETS €	31/12/2025	Of which related party transactions	31/12/2024	Of which related party transactions	Change
11	Property, plant and equipment	102,581,159	0	100,794,988	0	1,786,171
12	Real estate investments	9,832,824	0	9,710,505	0	122,319
13	Intangible fixed assets	124,520,458	0	106,772,333	0	17,748,125
14	Rights of use	15,605,377	0	20,707,202	0	(5,101,824)
15	Investments in subsidiaries and associates	1,841,554,914	0	2,098,631,916	0	(257,077,003)
16	Other equity investments	2,350,061	0	7,350,701	0	(5,000,640)
17	Deferred tax assets	8,655,286	0	9,797,728	0	(1,142,443)
18	Non-current financial assets	4,059,546,522	4,057,365,604	4,014,159,684	4,009,751,492	45,386,838
19	Other non-current assets	8,511,203	7,446,267	8,219,783	7,405,634	291,420
	Non-current assets	**6,173,157,804**	**4,064,811,871**	**6,376,144,839**	**4,017,157,126**	**(202,987,036)**
20.a	Trade receivables	160,715,559	159,616,298	136,788,352	136,399,340	23,927,207
20.b	Other current assets	87,155,449	46,646,153	94,088,743	49,164,424	(6,933,294)
20.c	Current tax assets	1,710,922	0	1,710,922	0	0
20.d	Current financial assets	407,559,338	406,428,858	720,890,267	667,504,885	(313,330,929)
20.e	Cash and cash equivalents	399,723,570	0	293,379,023	0	106,344,547
20	**Current assets**	**1,056,864,838**	**612,691,309**	**1,246,857,307**	**853,068,648**	**(189,992,469)**
20.bis	Non-current assets held for sale	277,164,407	0	0	0	277,164,407
	TOTAL ASSETS	**7,507,187,049**	**4,677,503,181**	**7,623,002,147**	**4,870,225,774**	**(115,815,097)**

Ref. note	LIABILITIES AND SHAREHOLDERS' EQUITY €	31/12/2025	Of which related party transactions	31/12/2024	Of which related party transactions	Change
21.a	Share capital	1,098,898,884	0	1,098,898,884	0	0
21.b	Legal reserve	178,410,300	0	167,985,690	0	10,424,610
21.c	Other reserves	102,568,624	0	102,220,483	0	348,141
	Retained earnings/(losses)	151,420,767	0	155,273,698	0	(3,852,931)
	Profit (loss) for the year	243,861,322	0	208,492,190	0	35,369,132
21	**Shareholders' Equity**	**1,775,159,897**	**0**	**1,732,870,945**	**0**	**42,288,952**
22	Employee severance indemnity and other defined benefit plans	18,671,110	0	14,566,721	0	4,104,390
23	Provisions for risks and charges	9,700,083	0	13,982,004	0	(4,281,921)
24	Borrowings and financial liabilities	4,736,906,888	623,801	4,731,746,846	77,820,000	5,160,042
25	Other non-current liabilities	64,336,103	63,805,657	51,823,369	51,258,415	12,512,734
	Non-current liabilities	**4,829,614,184**	**64,429,458**	**4,812,118,940**	**129,078,415**	**17,495,244**
26.a	Borrowings	637,237,611	48,727,469	790,925,242	251,774,896	(153,687,631)
26.b	Trade payables	187,330,535	64,866,512	209,897,329	111,773,565	(22,566,794)
26.c	Tax payables	18,639,689	0	15,312,956	0	3,326,734
26.d	Other current liabilities	59,205,133	32,124,858	61,876,735	32,297,609	(2,671,602)
26	**Current liabilities**	**902,412,968**	**145,718,839**	**1,078,012,262**	**395,846,069**	**(175,599,294)**
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**7,507,187,049**	**210,148,297**	**7,623,002,147**	**524,924,484**	**(115,815,097)**

Statement of changes in shareholders' equity

Ref. note	€ thousand	Share capital	Legal reserve	Demerged capital gains reserve	Reserve for exchange differences	Valuation reserve for financial instruments	Reserve for actuarial gains or losses	Other miscella-neous reserves	Profit (loss) accu-mulated	Profit (loss) for the year	Total Share-holders' Equity
	Balance as at 31 December 2024	**1,098,899**	**167,986**	**102,567**	**32,139**	**(32,212)**	**(652)**	**379**	**155,274**	**208,492**	**1,732,871**
	Balance at 1 January 2025	**1,098,899**	**167,986**	**102,567**	**32,139**	**(32,212)**	**(652)**	**379**	**155,274**	**208,492**	**1,732,871**
	Income statement profit	0	0	0	0	0	0	0	0	243,861	243,861
21	Other comprehensive income (loss)	0	0	0	(32,139)	32,212	(149)	423	0	0	348
	Total comprehensive income (loss)	**0**	**0**	**0**	**(32,139)**	**32,212**	**(149)**	**423**	**0**	**243,861**	**244,209**
	Allocation of result for 2024	0	10,425	0	0	0	0	0	198,068	(208,492)	0
21	Distribution of dividends	0	0	0	0	0	0	0	(201,921)	0	(201,921)
	Balance as at 31 December 2025	**1,098,899**	**178,410**	**102,567**	**0**	**0**	**(801)**	**802**	**151,421**	**243,861**	**1,775,160**

Ref. note	€ thousand	Share capital	Legal reserve	Demerged capital gains reserve	Reserve for exchange differences	Valuation reserve for financial instruments	Reserve for actuarial gains or losses	Other miscella-neous reserves	Profit (loss) accu-mulated	Profit (loss) for the year	Total Share-holders' Equity
	Balance as at 31 December 2023	**1,098,899**	**157,838**	**102,567**	**27,905**	**(27,545)**	**(12,494)**	**379**	**161,297**	**202,961**	**1,711,806**
	Balance at 1 January 2024	**1,098,899**	**157,838**	**102,567**	**27,905**	**(27,545)**	**(12,494)**	**379**	**161,297**	**202,961**	**1,711,806**
	Income statement profit	0	0	0	0	0	0	0	0	208,492	208,492
21	Other comprehensive income (loss)	0	0	0	4,234	(4,667)	48	0	0	0	(385)
	Total comprehensive income (loss)	**0**	**0**	**0**	**4,234**	**(4,667)**	**48**	**0**	**0**	**208,492**	**208,107**
	Allocation of result for 2023	0	10,148	0	0	0	0	0	192,813	(202,961)	0
21	Distribution of dividends	0	0	0	0	0	0	0	(187,042)	0	(187,042)
21	Other changes	0	0	0	0	0	11,794	0	(11,794)	0	0
	Balance as at 31 December 2024	**1,098,899**	**167,986**	**102,567**	**32,139**	**(32,212)**	**(652)**	**379**	**155,274**	**208,492**	**1,732,871**

Cash flow statement

Ref. note	€ thousand	31/12/2025	Of which related party transactions	31/12/2024	Of which related party transactions	Change
	Profit before tax	**225,518**	**0**	**194,255**		**31,264**
6	Depreciation/amortisation and impairment losses	54,061	0	52,191	0	1,871
9	Profit/(Loss) on equity investments	(322,023)	(322,023)	(274,098)	(274,098)	(47,925)
6	Changes in provisions for risks and charges	(4,282)	0	2,276	0	(6,557)
8-22	Net change in the provision for employee benefits	4,241	0	(10,658)	0	14,899
7-8	Net financial income/(charges)	(6,402)	0	(15,786)	0	9,384
	Cash flow from operating activities before changes in net working capital	**(48,887)**	**(322,023)**	**(51,821)**	**(274,098)**	**2,934**
5	Provision for doubtful accounts	593	0	131	0	462
20	Increase/Decrease in receivables included in current assets	(17,587)	(20,699)	6,707	18,336	(24,294)
26	Increase/Decrease in payables included in the working capital	66,848	(47,080)	67,576	8,978	(728)
	Increase/Decrease in inventories	0	0	0	0	0
10	Income taxes paid	(69,369)	0	(34,015)	0	(35,354)
	Change in working capital	**(19,514)**	**(67,778)**	**40,400**	**27,314**	**(59,914)**
24-40	Change in other assets/liabilities during the period	13,609	0	7,099	0	6,509
	Cash flow from operations of Disposal Groups/ Assets held for sale	*0*	*0*	*0*	*0*	*0*
	Cash flow from operating activities	**(54,793)**	**(389,802)**	**(4,322)**	**(246,784)**	**(50,471)**
11-12-13	Investments in property, plant and equipment and intangible assets	(69,079)	0	(53,095)	0	(15,983)
15-16	Investments in investees, subsidiaries and business units	(15,243)	0	(1,500)	0	(13,743)
18-20-24-26	Collections/payments deriving from other financial investments	263,413	226,374	31,532	(252,853)	231,880
	Dividends received	325,255	325,255	281,036	281,036	44,219
	Interest income received	121,269	0	134,437	0	(13,168)
	Cash flow from investments of Disposal Groups/Assets held for sale	*0*	*0*	*0*	*0*	*0*
	TOTAL CASH FLOW FROM INVESTMENT ACTIVITIES	**625,616**	**551,630**	**392,411**	**28,183**	**233,205**
24	New issues of long-term financial debt	625,000	0	755,000	0	(130,000)
24	Repayment of financial payables	(583,713)	(300,000)	(644,081)	(12,970)	60,368
24-26	Decrease/Increase in other financial debts	(241,299)	(280,244)	(64,137)	(58,219)	(177,161)
	Interest expense paid	(114,134)	0	(117,978)	0	3,843
	Dividends paid	(150,332)	(150,332)	(163,983)	(163,983)	13,651
	Cash flow from loans of Disposal Groups/ Assets held for sale	*0*	*0*	*0*	*0*	*0*
	TOTAL CASH FLOW FROM FINANCING ACTIVITIES	**(464,478)**	**(730,575)**	**(235,179)**	**(235,172)**	**(229,299)**
	CASH FLOW FOR THE PERIOD	**106,345**	**(568,748)**	**152,909**	**(453,773)**	**(46,565)**
	Net opening balance of cash and cash equivalents	**293,379**		**140,470**		**152,909**
	Cash availability from acquisition	**0**		**0**		**0**
	NET CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	**399,724**		**293,379**	**0**	**106,345**
	Cash and cash equivalents at the end of the year *Disposal Groups/Assets held for sale*	**0**		**0**		**0**
	Cash and cash equivalents at the end of the year *Continuing Operations*	**399,724**		**293,379**		**106,345**

Notes to the income statement

REVENUES

1. REVENUE FROM SALES AND SERVICES – €221,090 THOUSAND

Revenues from sales and services are as follows:

€ thousand	2025	2024	Change
Revenue from customer services	**51,109**	**35,296**	**15,813**
Public Lighting - Rome	51,109	35,296	15,813
Revenues from intragroup services	**169,982**	**154,427**	**15,555**
Infragroup service contracts	110,816	106,389	4,427
Other infragroup services	59,166	48,038	11,128
Revenue from sales and services	**221,090**	**189,723**	**31,367**

The increase of €15,813 thousand in revenues from customer services is attributable to the rise in the price of the public lighting service in the Municipality of Rome. This change is primarily attributable to an increase in extraordinary maintenance work, modernisation and new construction projects, as well as the rise in the electricity tariff due to market dynamics. The extraordinary maintenance, modernisation and safety activities and new projects were carried out according to what was agreed with Roma Capitale.
Revenues from infragroup services recorded an overall increase of €15,555 thousand. This change was mainly due to the recognition of income relating to multi-year rights of use for licenses acquired or developed by Acea (+€1,833 thousand) and higher fees for the IT service contract in the interest of Group companies (+€4,336 thousand), in addition to other services (+€9,038 thousand), specifically for vehicle maintenance, facility management and security services.
Please see the subsequent section on "Relations with Roma Capitale" for more information on the Public Lighting contract.

2. OTHER REVENUE AND INCOME – €14,634 THOUSAND

Other revenues and income recorded a slight increase of €307 thousand with respect to 31 December 2024. This positive trend is mainly attributable to the increase in funding for training programmes. Conversely, there has been a reduction in reimbursements for seconded staff, attributable to changes in intra-group secondments, as well as in charges to the governing bodies for directors' fees, following the establishment of the sub-holding company Acea Acqua on 14 November 2024. This company has been assigned the shareholdings in Acea Ato 2, Acea Molise, Acque Blu Arno Basso (ABAB), Ombrone, Acea International and Aquantia (a company due to be wound up at the end of 2024), as well as in the associated companies Aqua.lot (liquidated at the end of 2024), DropMI (in liquidation), Gestione Esercizio Acquedotti Lucchesi (GEAL), Intesa Aretina, Sarnese Vesuviano and Umbra Acque. The extraordinary income of €3,182 thousand represents a slight increase compared with the previous financial year and is attributable to normal business operations; it consists mainly of external costs relating to previous financial years, recognised in accordance with the accrual basis of accounting.

The details are set out in the table below.

€ thousand	2025	2024	Change
Contributions from Entities for Energy Efficiency Certificates	0	4	(4)
Non-recurring gains	3,182	2,554	629
Other revenue	2,338	1,627	711
Refunds for damages, penalties, collateral	88	16	73
Regional grants	0	120	(120)
Seconded personnel	5,279	5,886	(607)
Real estate income	1,144	1,118	26
Recharged cost for company officers	2,602	3,003	(401)
Other revenue and income	**14,634**	**14,327**	**307**

COSTS

3. PERSONNEL COSTS – €98,673 THOUSAND

€ thousand	2025	2024	Change
Personnel costs including capitalised costs	104,487	81,489	22,997
Staff employed in projects	(605)	(597)	(8)
Costs capitalised for personnel	(5,209)	(5,210)	2
Staff costs	**98,673**	**75,682**	**22,991**

The change in personnel costs, including capitalised costs of €22,997 thousand derives from the trend in average outstanding amounts, as also highlighted in the table below. This increase also includes the fact that the cumulative liability for pensioner tariff concessions had been written off (-€9,388 thousand) at 31 December 2024. The change also refers to the change in provisions for early retirement, redundancy and the Isopensione Fund, totalling €4,914 thousand.
It is noted that the increase in staff costs is partly attributable to the payment of the special bonus, approved in July 2025, for the Chairperson, Chief Executive Officer and senior executives with strategic responsibilities, and certain Group Managers totalling €3,524 thousand.
The cost of personnel refers not only to capitalised costs for €5,209 thousand, but also to €605 thousand representing the total amount for personnel costs used in IT projects for all Group Companies participating in the "communion" of the residual portion of the Template contract still in effect (both in line with 31 December 2024).
With regard to the Isopensione scheme described above, the Acea Group has embarked on a comprehensive process of innovation and growth. In this context, it has launched initiatives aimed at optimising its organisational structure and facilitating generational change, including the signing of a specific agreement with trade unions on 5 December 2025.
The costs relating to redundancy and voluntary redundancy schemes for the current financial year are classified by type under this heading, rather than under the heading "Provisions for risks and charges". To ensure the comparability of the financial information, the figure for the previous financial year has been restated accordingly (€2,447 thousand).
The following table shows the average and final number of employees by category, compared to the previous year.

	Average number of employees			End-of-period composition		
	2025	2024	Change	2025	2024	Change
Senior executives	66	71	(6)	67	62	5
Middle managers	210	204	7	206	211	(5)
Clerical staff	526	504	22	527	516	11
Blue-collar workers	15	16	(1)	14	15	(1)
Total	**817**	**795**	**22**	**814**	**804**	**10**

4. COSTS OF MATERIALS AND OVERHEADS – €188,309 THOUSAND

Compared to 31 December 2024, total external costs increased by €23,209 thousand. The following is the composition and changes in external costs by nature.

€ thousand	2025	2024	Change
Materials	5,817	3,231	2,586
Services and contract work	151,789	134,448	17,341
Cost of leased assets	23,570	20,175	3,394
Other operating costs	7,133	7,245	(112)
Costs of materials and overhead	**188,309**	**165,099**	**23,209**

€ thousand	2025	2024	Change
Technical and administrative Services (including consulting and collaborations)	43,276	40,900	2,376
Contract work	10,522	7,039	3,483
Disposal and transport of sludge, slag, ash and waste	123	56	67
Other services	7,587	7,249	337
Personnel services	5,417	5,130	286
Insurance costs	1,750	1,112	638
Electricity, water and gas consumption	24,283	22,909	1,374
Other intra-group services	32,011	18,731	13,281
Telephone and data transmission costs	1,826	2,838	(1,012)
Postal expenses	85	173	(87)
Maintenance fees	4,012	5,809	(1,797)
Cleaning, transport and porterage costs	4,688	3,942	746
Advertising and sponsorship costs	6,463	6,913	(450)
Corporate bodies	1,443	1,427	16
Bank charges	2,053	2,102	(48)
Travel and accommodation expenses	980	729	250
Seconded personnel	5,236	7,343	(2,107)
Printing expenses	34	45	(12)
Services and contract work	**151,789**	**134,448**	**17,341**

€ thousand	2025	2024	Change
Rent charges	132	191	(59)
Other rentals and fees (use of third party assets)	23,437	19,984	3,453
Cost of leased assets	**23,570**	**20,175**	**3,394**

€ thousand	2025	2024	Change
Taxes and duties	1,880	1,925	(45)
Damages and outlays for legal disputes	121	114	7
Contributions paid and membership fees	2,632	2,063	569
General expenses	1,672	1,569	103
Contingent liabilities	828	1,574	(746)
Other operating costs	**7,133**	**7,245**	**(112)**

Relative to the €23,209 thousand increase in external costs, the following contributed to the result:
- higher costs to purchase materials amounting to €2,586 thousand, mainly used to provide facility management services;
- higher costs for technical and administrative services amounting to €2,376 thousand, due in particular to the combined effect of increased consultancy and IT services (+€4,282 thousand), partly offset by lower costs for consultancy and administrative, technical and legal services (-€2,875 thousand);
- higher costs for contract works and maintenance, mainly incurred in relation to services provided to Group companies (+€3,483 thousand);
- higher costs for electricity consumption of €1,917 thousand of which €1,991 thousand related to the Roma Capitale Public Lighting Service, attributable to the trends in energy market prices;
- higher costs to areti for €13,246 thousand for technical services related to the Roma Capitale Public Lighting Service, referring to extraordinary maintenance, modernisation and safety activities and new projects;
- lower costs of €1,797 thousand for hardware and software maintenance fees;
- lower costs for seconded staff amounting to €2,107 thousand;
- higher costs for other rentals and fees relating mainly to software licences (+€2,868 thousand).

Please note that, pursuant to article 149-duodecies of the CONSOB Issuer Regulations, the fees accrued by the PwC Auditing Company are shown in the table below.

€ thousand	Parent company auditing company	Parent company auditing company network	Total
Type of service			
Independent auditing of the accounts	452	0	**452**
Certification services	492	0	**492**
Other services	231	60	**291**
Total fees	**1,175**	**60**	**1,235**

Please note that the above fees refer to assignments for the year 2025 entrusted up to 31 December 2025.
In particular, the assurance services provided by PwC SpA to the parent company relate to the limited audit of the Group's consolidated sustainability report, the audit of the separate financial statements and the audit of financial statements prepared for specific purposes and schedules; the other non-audit services provided by PwC SpA to the parent company relate primarily to assistance with the documentation and assessment of internal controls.

5. NET WRITE-DOWNS (WRITE-BACKS) OF TRADE RECEIVABLES – €593 THOUSAND

The account balance relates to provisions for bad debts, specifically in respect of receivables from DropMI (in liquidation) and Marco Polo (in liquidation) totalling €1,848 thousand, and to the write-down of tax receivables amounting to €800 thousand, as well as financial receivables from Sienergia (in liquidation) amounting to €99 thousand. This offsets the release of the provision for bad debts owed by Roma Capitale, resulting in a surplus of €2,300 thousand following the signing of the settlement agreement relating to the public lighting service.

6. DEPRECIATION, AMORTISATION AND PROVISIONS – €50,709 THOUSAND

€ thousand	2025	2024	Change
Depreciation and amortisation	54,061	52,191	1,871
Provisions	(3,352)	6,024	(9,375)
Depreciation, amortisation and provisions	**50,709**	**58,214**	**(7,505)**

Amortisation and depreciation totalled €54,061 thousand and refer for €41,088 thousand to intangible assets, for €7,427 thousand to property, plant and equipment and property investments, and for €5,548 thousand to the amortisations and depreciations resulting from the application of IFRS 16. The increase in total amortisation and depreciation, of €1,871 thousand, can be attributed as to €2,428 thousand to intangible assets and as to €995 thousand to IFRS 16 amortisations and depreciations, partly offset by the 2024 impairment of real estate investments (-€1,643 thousand). The increase in intangible assets of €1,833 thousand refers to licences and IT development granted for use to subsidiaries and associates based on the existing contract, with the remaining portion associated with IT projects which began operating between the end of the last financial year and the start of the current year, in addition to new developments.
Allocations to the provision for risks, net of releases, were negative for €3,352 thousand following more releases. The following are their composition by nature and their effects.

	2025	2024	Change
Legal risks provision	1,002	2,156	(1,154)
Tax provision	0	328	(328)
Provision for investees	24	9	15
Fee risks provision	4	2	1
Tenders and supplies provision	16	57	(40)
Provisions for risks	**1,046**	**2,553**	**(1,507)**
Provision for expenses payable to others	25	3,503	(3,478)
Expenses provision	**25**	**3,503**	**(3,478)**
Total provisions	**1,071**	**6,056**	**(4,985)**
Release of risks provisions, release of fees provisions	**(4,423)**	**(32)**	**(4,391)**
Total	**(3,352)**	**6,024**	**(9,375)**

Provisions for the period, amounting to €1,071 thousand, relate mainly to provisions for legal risks (€1,002 thousand), while the releases totalled €4,423 thousand. Of these, particular note should be taken of the release of surplus provisions relating to the unused portion of

the one-off payments made as part of the definitive cancellation of the pensioners' tariff concession (€1,711 thousand), as well as legal risk provisions of €1,365 thousand and a provision for associated companies of €1,045 thousand relating to Marco Polo in liquidation.
Finally, the costs relating to redundancy and staff mobility for the current financial year are classified by nature under staff costs, and not under this heading. To ensure the comparability of the financial information, the figure for the previous financial year has been restated accordingly (€2,447 thousand).
For further details, please see the information provided in the paragraph "*Update on major disputes and litigation*" in this document.

7. FINANCIAL INCOME – €121,347 THOUSAND

€ thousand	2025	2024	Change
Interest on financial receivables	116,386	122,797	(6,411)
Bank interest income	1,410	1,090	320
Interest on other receivables	1,120	7,487	(6,367)
Financial income from discounting to present value	78	122	(45)
Other Income	2,353	3,062	(709)
Financial income	**121,347**	**134,559**	**(13,213)**

The €13,213 thousand decrease in financial income is attributable for €6,411 thousand to the combined effect of lower interest income from Group companies on revolving credit facilities, which was partly offset by higher interest income on shareholder loans. Contributing to the overall reduction was a decrease in the interest accrued on short-term deposits (-€5,951 thousand), resulting from the drop in both the average balance and interest rates.

8. FINANCIAL EXPENSES – €115,292 THOUSAND

€ thousand	2025	2024	Change
Costs (Income) on Interest Rate Swaps	785	5,230	(4,444)
Interest on bonds	62,502	73,571	(11,069)
Interest on medium/long-term borrowings	48,032	31,039	16,993
Interest on short-term debt	2,606	6,828	(4,222)
Default interest and interest on deferred payments	192	1,261	(1,069)
Interest cost net of actuarial gains and losses	348	553	(205)
Financial expenses IFRS 16	901	645	256
Other financial charges	16	49	(33)
Foreign exchange gains (losses)	(90)	151	(241)
Financial charges	**115,292**	**119,326**	**(4,034)**

The €4,034 thousand reduction in financial expenses is primarily attributable to the combined effect of:
- the increase in interest on medium/long-term borrowings (+€16,993 thousand) is essentially due to the interest accrued on new loans;
- the decrease in interest on bond loans (-€11,069 thousand) is due to the settlement of the bond loan repaid in July 2024 (-€8,434 thousand), and the AFLAC repaid in March 2025 (-€2,061 thousand);
- the decrease in interest on short-term loans, totalling €4,222 thousand, refers to the reduction in the average balance during 2025, as well as to lower interest rates;
- lower expenses on interest rate swaps, also due to the termination of the cross-currency swap associated with AFLAC (-€4,444 thousand).

With reference to the average cost of Acea's debt, there was a decrease compared to the previous year, falling from 1.98 in 2024 to 1.95 in 2025.

9. PROFIT/(LOSS) ON EQUITY INVESTMENTS – €322,023 THOUSAND

Income net of equity investment expense comes to €322,023 thousand, an increase of €47,925 thousand (previously €274,098 thousand at 31 December 2024). It is composed as summarised in the following table.

€ thousand	2025	2024	Change
Acea Ato 2	0	80,675	(80,675)
Acque Blu Arno Basso	0	1,664	(1,664)
Acque Blu Fiorentine	1,898	2,216	(318)
Acea International	0	2,488	(2,488)
areti	140,500	124,517	15,982
Acea Energia	81,624	27,123	54,501
Acea Produzione	1,251	30,427	(29,176)
Aquaser	34	35	(1)
Acea Ambiente	0	6,505	(6,505)
Acea Acqua	87,869	0	87,869
Geal	0	693	(693)
Ingegnerie Toscane	39	24	15
Acea Infrastructure	10,476	3,248	7,229
Ombrone	0	1,370	(1,370)
Non-controlling interests	195	55	140
Dividends	**323,886**	**281,039**	**42,846**
(Costs) of equity investments in subsidiaries and associated companies	(1,862)	(6,941)	5,079
Profit/(Loss) on equity investments	**322,023**	**274,098**	**47,925**

The change is attributable to higher dividends from equity investments (+€42,846 thousand), offset by lower write-downs of equity investments (-€5,079 thousand). The impairment charge for 2025 relates to the investment in Acea Liquidation and Litigation Srl Following the impairment test.
Please see the item "*Equity investments in subsidiary companies and associates*".

10. INCOME TAXES – -€18,343 THOUSAND

Total taxes amount to -€18,343 thousand (€14,238 thousand at 31 December 2024). In particular, the tax calculation is affected by the tax law applicable to the tax treatment of the collected dividends, the provisions for the provision for risks, as well as the deductibility of the interest expense of Acea for the Group tax consolidation. Income taxes for the year have an impact on the pre-tax result of 8.1%.
The balance consists of the algebraic sum of the following items:

Current taxes

Current taxes amounted to €129,554 thousand (€106,714 thousand at 31 December 2024) and refer to consolidated IRES calculated on the sum of taxable income and tax losses of the companies in the tax consolidation.
It should be noted that this effect is cancelled by the recognition of income deriving from the attribution of the taxable income of the companies participating in the tax consolidation.
This effect is summarised in the table below what shows the reconciliation between the theoretical and actual rates.

Deferred taxes

Net deferred tax assets reduced taxes by €16,681 thousand (€437 thousand at 31 December 2024) and consisted of the algebraic sum of provisions (€3,781 thousand), as well as utilisations (€20,462 thousand) mainly on the provision for risks, the provision for doubtful accounts, the depreciation and the provisions for defined benefit plans. Deferred tax liabilities have increased by €15,633 thousand and relate primarily to the write-off of interest receivable on arrears from Roma Capitale following the settlement agreement.

Charges and income from tax consolidation

These amount to €148,945 thousand (€124,165 thousand as at 31 December 2024) and represent the positive balance between the tax charges that the Parent Company has towards the companies in the tax consolidation, against the transfer of tax losses (€3,428 thousand) and the tax income recorded as a contra-entry to the taxable income transferred to the consolidating entity (€152,373 thousand).
The compensation for the loss, as per the general consolidation regulation, is determined by applying the current IRES rate to the amount of the tax loss transferred.

The table below shows the reconciliation between the theoretical and actual tax rates.

€ thousand	2025	%	2024	%
Profit/(loss) before tax	**225,518**		**194,255**	
Expected tax charge at 24% on profit before tax	54,124	24.0%	46,621	24.0%
Fiscal effect of permanent differences, increase	3,619	1.6%	4,169	2.1%
Fiscal effect of permanent differences, decrease	(75,732)	(33.6%)	(65,369)	(33.7%)
Fiscal effect of temporary differences, increase	18,695	8.3%	5,245	2.7%
Fiscal effect of temporary differences, decrease	(20,138)	(8.9%)	(7,265)	(3.7%)
Income from tax consolidation	(174)	(0.1%)	(854)	(0.4%)
IRES for the period	(19,605)	(8.7%)	(17,453)	(9.0%)
Tax contingencies, previous years	214	0.1%	2	0.0%
Net deferred tax assets	1,048	0.5%	3,214	1.7%
Total income tax for the year	**(18,343)**	**(8.1%)**	**(14,238)**	**(7.3%)**

Notes to the balance sheet – Assets

11. PROPERTY, PLANT AND EQUIPMENT – €102,581 THOUSAND

At 31 December 2025, property, plant and equipment totalled €102,581 thousand, which is a decrease of €1,786 thousand compared to 31 December 2024. The change mainly refers to the net effect caused by investments, totalling €9,547 thousand, and depreciation which amounted to €7,267 thousand.
The other investments mainly relate to the extraordinary maintenance on the company's offices, in addition to the investments relating to the hardware required for technological development projects for the improvement and evolution of the IT network, furnishings and office machines.
The table below summarises the changes occurred in the year.

€ thousand	Land and buildings	Plant and machinery	Industrial equipment	Other assets	Investments in progress	Total property, plant and equipment
Initial historic cost	**109,764**	**47,854**	**13,883**	**66,217**	**1,361**	**239,079**
Investments/Acquisitions	2,588	4,197	13	1,282	1,466	9,547
Divestments/Disposals	(0)	(66)	0	(603)	(6)	(675)
Other changes	0	0	0	703	(722)	(19)
Final historic cost	**112,352**	**51,985**	**13,897**	**67,599**	**2,099**	**247,932**
Initial provision for amortisation/depreciation	**(32,320)**	**(31,649)**	**(13,776)**	**(60,539)**	**0**	**(138,284)**
Depreciation/amortisation and impairment losses	(1,572)	(4,042)	(25)	(1,628)	0	(7,267)
Divestments/Disposals	0	0	0	201	0	201
Final provision for amortisation/depreciation	**(33,892)**	**(35,691)**	**(13,801)**	**(61,966)**	**0**	**(145,351)**
Net closing balance	**78,460**	**16,294**	**96**	**5,633**	**2,099**	**102,581**

12. REAL ESTATE INVESTMENTS – €9,833 THOUSAND

Real estate investments amounted to €9,833 thousand, increased by a total of €122 thousand, and consisted mainly of land and buildings not used in operations and held for rental. The change was mainly due to additional investments for €316 thousand in the company's property, which will be used as a sports club that will become operational during 2025. The depreciation recorded in 2025 amounted to €160 thousand.

13. INTANGIBLE FIXED ASSETS – €124,520 THOUSAND

Intangible fixed assets as at 31 December 2025 amounted to €124,520, representing an increase of €17,748 thousand. The change mainly relates to the net effect between investments, totalling €59,216 thousand, and amortisation which amounts to €41,088 thousand.
The investments mainly related to the purchase and upgrading of software to support the development of IT platform management systems, corporate security systems and administrative management systems. In particular, the majority of the investments (€47,216 thousand) relate to software licences and IT developments made available to subsidiaries and associates under the existing agreement.
Below is a summary of the changes occurred during the period:

€ thousand	Patent rights	Investments in progress	Total intangible fixed assets
Net opening balance	83,119	23,654	106,772
Investments/Acquisitions	44,940	14,276	59,216
Divestments/Disposals	(93)	(287)	(380)
Other changes	20,211	(20,211)	0
Depreciation and amortisation	(41,088)	0	(41,088)
Net closing balance	**107,089**	**17,432**	**124,520**

14. RIGHTS OF USE – €15,605 THOUSAND

This item includes rights to use the assets of others which, as of 1 January 2019, are recognised as leased assets and amortised over the duration of the contracts, after application of the international IFRS 16 standard. At 31 December 2025 the net book value of these assets was €15,605 thousand (€20,707 thousand at 31 December 2024).

€ thousand	31/12/2025	31/12/2024	Change
Land and buildings	12,665	18,322	(5,658)
Cars and motor vehicles	2,414	1,588	826
IT equipment	527	797	(270)
Total	**15,605**	**20,707**	**(5,102)**

The table below shows the changes during the year:

€ thousand	Land and buildings	Cars and motor vehicles	IT equipment	Total
Opening balance	18,322	1,588	797	20,707
New contracts	4,637	1,959	0	6,597
Remeasurement	(6,234)	84	0	(6,150)
Reclassifications/Other changes	0	0	0	0
Depreciation	(4,061)	(1,218)	(270)	(5,548)
Total	**12,665**	**2,414**	**527**	**15,605**

There are also no guarantees on residual value, variable payments and leases not yet signed to which Acea has committed itself for a significant amount. Finally, the costs relating to short-term leases and low-value assets are recognised in the income statement item "leases and rentals" (main entry "External costs") in line with IFRS 16 requirements and in continuity with previous years.

15. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES – €1,841,555 THOUSAND

Investments in subsidiaries and associates at 31 December 2025 amounted to €1,841,555 thousand, representing a decrease of €257,077 thousand compared with 31 December 2024. The list of equity investments included under this heading and the related movements are set out in Annex 2 to these financial statements:

€ thousand	31/12/2025	31/12/2024	Change
Shares held in subsidiaries	1,841,121	2,097,909	(256,789)
Shares held in associates	434	723	(288)
Equity investments in subsidiaries and associates	**1,841,555**	**2,098,632**	**(257,077)**

Investments in subsidiaries

Changes for 2025 are summarised below.

	Values at 31/12/2024	Acquisitions/ formations	Demerger effects	Writedowns/ Losses/ Revaluations	Reclassifications and other changes	Values at 31/12/2025
Shares held in subsidiaries	2,097,909	0	6,494	(1,862)	(261,420)	**1,841,121**

The changes mainly refer to:
- €6,494 thousand for the establishment of a.Gas, through a partial demerger involving the spin-off of the equity investments held by Acea SpA in adistribuzionegas and the related shareholder loan and in Umbria Distribuzione Gas;
- the write-off of a financial receivable of €5,505 thousand from Acea Molise, a subsidiary controlled via Acea Acqua, in order to support it in the recapitalisation of its subsidiary Gesesa;
- €723 thousand for the discounting of the interest-free shareholder loan granted to Acea Molise, a subsidiary of Acea Acqua, to finance the operation in Acea Siracusa;
- a write-down of €1,862 thousand in the equity investment in Acea Liquidation and Litigation Srl following the impairment test;
- -€277,164 thousand for the reclassification, in accordance with IFRS 5, of the investment in Acea Energia SpA to assets held for sale, due to Acea SpA approving the binding offer ("the offer") received from Eni Plenitude to acquire 100% of the share capital of Acea Energia SpA;

- the recapitalisation of a.Quantum for €10,000 thousand, to be paid in two instalments in July and December 2025.

For purposes of verifying the recoverable value of investments, the impairment test was carried out, pursuant to IAS 36, on Acea's direct and indirect subsidiaries.
Below is the methodology used, as well as comments on the test results. The impairment procedure for equity investments compares the carrying amount of the investment with its recoverable value, identified as the higher of value in use and fair value, net of selling costs.
The value in use represents the present value of expected cash flows that are expected to derive from the continuous use of all assets relating to the investment. The fair value, net of sales costs, represents the amount obtainable from the sale in a free transaction between knowledgeable and willing parties.
The 2025 impairment process provides an estimate of the recoverable amount of individual investments in terms of value in use or fair value, using the same methodology as in the previous financial year. In particular, to determine the value in use, a financial method based on the discounting of projected cash flows was employed, which identifies the investee's ability to generate future cash flows as the key element of the valuation. For the purpose of discounting the operating cash flows, the weighted average cost of post-tax capital (WACC) is used. The estimate of the recoverable value of the equity investments is hence expressed in terms of value in use or fair value.
The application of the financial method for determining the recoverable value and subsequent comparison with the respective accounting values for each impairment-tested CGU requires an estimate of the post-tax WACC, the value of the operating cash flows taken from the 2026 Budget approved by the Board of Directors on 13 February 2026, and the Business Plan lines approved by the individual company/CGU Boards of Directors, and the value of the terminal value (TV) and, in particular, the growth rate used to project flows beyond the plan's horizon, the value of the net financial position (NFP) and any surplus assets/liabilities (SA).
The main assumptions which determined cash flows and test results were the following:
- the development of revenues for regulated businesses was drawn up on the basis of tariff trends resulting from the updated national regulation and/or agreements with the regulatory authorities;
- the dynamics of the prices of electricity and gas sold and purchased on the free market were developed on the basis of business considerations in line with the current market situation;
- The plans were extrapolated beyond the plan period for all equity investments where the perpetuity assumption was not consistent with the characteristics of the investments subject to impairment testing, and therefore required the use of a full-life plan.

Terminal value is calculated:
- for Acea Produzione (Production Division), using the residual value corresponding to the net invested capital at the end of the plants' useful life; with regard to concessions of indefinite duration, the terminal value was estimated by applying a terminal value in perpetuity, using a growth rate (g rate) consistent with long-term inflation, in accordance with IAS 36 provisions;
- for the Environment and Overseas Segments, respectively, considering the residual value corresponding to the net invested capital at the end of the plants' useful life and of the concessions;
- for areti (Networks & Public Lighting Segment): considering the current value of the RAB at the expiry of the concession calculated according to the regulations for the regulatory period and net working capital at the expiration of the concession;
- for the Water Segment, considering the current value of the RAB and Net Working Capital at the end of the concession;
- for the Energy segment, using estimated normalised cash flows with a steady-state hypothesis;
- for the Engineering & Infrastructure Projects segment, through the realisation of the residual value of the plant, taking into account the net invested capital at the end of the explicit projection horizon of the business plan.

Finally, the cash flows determined as described above were discounted using the post-tax WACC via an unconditional approach, or by applying the post-tax regulatory WACC in the actual scenario for the Water business and in the nominal scenario for the other regulated businesses, in order to ensure full consistency between the discount rate and the nature of the cash flows under consideration.
Below the assumptions used in the tests and estimates for Terminal Value are summarised:

Main activity	Recoverable value	WACC	Terminal value	Cash flow period	Concession expiry (main companies)
Water	Value in use/ Fair value	4.3%	NIC at the end of the concession, including the Regulatory Asset Base (RAB)	End of the concession	2032 (Acea Ato 2)
Water (Gas)	Value in use	5.7%	Terminal value equal to RAB	End of the concession	2038 (adistribuzione Gas)
Networks & Public Lighting	Value in use	5.4%	Regulatory Asset Base (RAB)	Until 2030	2030 (areti)
Energy Management	Value in use/ Fair value	6.0%	Perpetuity	Until 2030	n.s.
Production	Value in use/ Fair value	5.7%	NIC/perpetuity at the end of the plants' useful life	Useful life of plants/end of concession	2040 (Acea Produzione)
Engineering & Infrastructure Projects	Value in use	5.8%	NIC at the end of the plants' useful life	End of Water Segment concession	n.s.
Environment	Value in use/ Fair value	5.9%	NIC at the end of the plants' useful life	Plants' useful life	2039 (Acea Ambiente)

Additionally, with reference to that issued by ESMA and CONSOB, with reference to monitoring climate change effects and the relative impacts on impairment tests for non-financial assets, Acea has developed risk analysis using quantitative instruments, including the application of an econometric model to estimate the relationship existing between macroeconomic and climate-related variables and the main economic/financial amounts of interest to Acea's various companies and plants. In particular, specific econometric analyses were conducted to identify the main macroeconomic and climate-related exogenous variables that could potentially influence the relevant economic and financial indicators (including EBITDA) of investee companies under analysis, as well as estimate their relative impacts and statistical significance. With regard to these same investments, the volatility of the economic variables under consideration was also estimated; this was used as input in multi-scenario analyses carried out using the Monte Carlo method, with the aim of assessing the distribution of potential impacts of exogenous variables on the economic indicators relevant for the purposes of impairment testing.
The impairment test resulted in a write-down of the investment in Acea Liquidation and Litigation for €1,862 thousand.
In addition to the impairment indicated above, there were also possible losses identified only under certain scenarios which, from a statistical perspective were not "more likely than not", but which were still deemed appropriate to monitor developments. Specifically, the equity investments falling within this category are Acea Ato 5 and Acea Molise.

Shares held in affiliate companies
Changes for 2025 are summarised below.

	Values at 31/12/2024	Acquisitions/ formations	Demerger effects	Writedowns/ Losses/ Revaluations	Reclassifications and other changes	Values at 31/12/2025
Shares held in associate companies	723	0	(318)	0	30	**434,330**

€318 thousand of the recorded changes refer to the partial demerger involving the spin-off of the equity investments held by Acea SpA in Umbria Distribuzione Gas.

16. OTHER EQUITY INVESTMENTS – €2,350 THOUSAND

Other equity investments referred to investments in equities that do not constitute control, association or joint control. The decrease is due to the reclassification of the equity investment in Bonifiche Ferraresi (€5,001 thousand) under "Non-current financial assets", in application of IFRS 9 Financial Instruments. This reclassification was necessary because the investment i) represents an equity instrument listed on regulated markets; ii) does not confer control or significant influence within the meaning of IAS/IFRS; and iii) is held for long-term strategic, non-trading purposes. In accordance with IFRS 9, the investment was classified in the category "Fair value through other comprehensive income" (FVOCI). As a result, the investment is recognised at fair value determined on the basis of market prices at the reporting date of the financial statements, with changes recognised in shareholders' equity.

	Values at 31/12/2024	Acquisitions/ formations	Demerger effects	Writedowns/ Losses/ Revaluations	Reclassifications and other changes	Values at 31/12/2025
Investments in other companies	7,351	0	0	0	(5,001)	**2,350,061**

17. DEFERRED TAX ASSETS – €8,655 THOUSAND

These decreased by €1,142 thousand compared to 31 December 2024. The following table shows the changes and the balance as at 31 December 2025, distinguishing the Assets for Prepaid Taxes from the Provision for Deferred Taxes. The main changes relate to movements in deferred income and deferred liabilities, arising respectively from the write-off of receivables and the write-off of interest on arrears due from Roma Capitale following the settlement agreement, as well as to movements in equity resulting from the repayment of the private placement in YEN issued in 2021 and the related hedging instrument.
With regard to the recoverability of deferred tax assets, it must be noted that the valuation of deferred tax assets was carried out on the basis of Acea's business plans and, with regard to the time scale, considering a reasonable estimate of the reversal period.

€ thousand	31/12/2024	IRES/IRAP uses	Other changes	Rate adjustment	Changes in SE	IRES/IRAP advances	31/12/2025
Prepaid taxes							
Remuneration of BoD members	40	(3)	0	0	0	15	52
Provision for liabilities and charges	3,807	(2,511)	0	0	0	1,873	3,170
Provision for doubtful accounts	18,060	(17,760)	0	0	801	0	1,101
Depreciation and amortisation of tangible and intangible assets	1,385	(146)	0	0	0	202	1,440
Defined benefit plans/ defined contribution	2,834	(18)	0	0	62	717	3,595
Others	10,208	(25)	0		(10,172)	174	185
Total	**36,333**	**(20,462)**	**0**	**0**	**(9,309)**	**2,980**	**9,542**
Deferred taxes							
Deferred taxes on dividends	34	(16)	0	0	0	0	18
Depreciation and amortisation of tangible and intangible assets	263	0	0	0	0	39	303
Defined benefit plans/ defined contribution	218	0	0	0	0	0	218
Others	26,019	(15,776)	0	0	(10,015)	120	348
Total	**26,535**	**(15,792)**	**0**	**0**	**(10,015)**	**160**	**887**
Net total	**9,798**	**3,353**	**0**	**0**	**707**	**2,821**	**8,655**

18. NON-CURRENT FINANCIAL ASSETS – €4,059,547 THOUSAND

These saw an increase of €45,387 thousand compared to 31 December 2024 (then €4,014,160 thousand).
Below is the detailed table:

€ thousand	31/12/2025	31/12/2024	Change
Financial receivables from Roma Capitale	136	428	(291)
Receivables from subsidiaries and associates for loans	4,046,429	4,009,324	37,105
Other receivables due from others	2,181	4,408	(2,227)
Non-current assets	10,801	0	10,801
Financial assets	**4,059,547**	**4,014,160**	**45,387**

The item **Financial receivables from Roma Capitale** shows a decrease of €291 thousand and refers to investments in the public lighting service, such as plant redevelopment, energy saving, regulatory compliance and technological innovation, which will be paid to Acea, equal to the tax depreciation, beyond the year 2025, in accordance with what was agreed in the Supplementary Agreement to the service contract signed on 15 March 2011.
Financial receivables from subsidiaries and associates increased by €37,105 thousand compared to 31 December 2024, of which €48,629 thousand were due to the increase in the long-term portion of the receivables from centralised treasury accounts.
During 2025, also note:

- the reduction in the long-term current portion of the loan to Acea Ato 5 for €11,216 thousand due to the expiry of the amortisation plan;
- the reduction in the long-term portion of the shareholder loan to adistribuzionegas, amounting to €5,370 thousand, transferred to a.gas as part of the partial demerger through the spin-off;
- the payment to Acea Molise of €1,248 thousand in the form of a non-interest-bearing shareholder loan, intended to finance the operation involving Acea Siracusa, offset as to €714 thousand by the long-term portion of the loan's discounted value;
- the extension until 2029 of the maturity date of two interest-bearing shareholder loans to Acea Molise, which resulted in their reclassification to the long-term category (+€4,870 thousand).

These receivables are considered fully recoverable, as the assessments carried out in accordance with IFRS 9 did not reveal any indicators of a significant increase in credit risk or any signs of impairment in relation to intra-group receivables.

€ thousand	31/12/2025	31/12/2024	Change
Receivables for centralised treasury relationships, non-current portion	3,879,114	3,830,485	48,629
Receivables for medium/long-term loans:	167,314	178,839	(11,525)
Acea Ato 5	114,764	125,980	(11,216)
Adistribuzionegas	0	5,370	(5,370)
Aguazul Bogotà SA	0	127	(127)
Acea Molise	34,679	28,781	5,898
Ecomed	33	33	0
Umbriadue Servizi Idrici	17,838	18,547	(709)
Receivables from subsidiaries and associates for loans	**4,046,429**	**4,009,324**	**37,105**

The item **Receivables from others**, amounting to €2,181 thousand, is composed of €1,940 thousand from the application of the financial asset model envisaged by IFRIC 12 regarding services under concession. This receivable represents all the investments in public lighting systems made up to 31 December 2010 in relation to the same service. The item includes €115 thousand relative to non-current prepaid expenses for up front fees relative to committed lines.
The item **Non-current securities** includes the investment of €10,801 thousand held in Bonifiche in accordance with IFRS 9 – Financial Instruments. This reclassification i) represents an equity instrument listed on regulated markets; ii) does not confer control or significant influence within the meaning of IAS/IFRS; and iii) is held for long-term strategic, non-trading purposes. In accordance with IFRS 9, the investment was classified in the category "Fair value through other comprehensive income" (FVOCI). As a result, the investment is recognised at fair value determined on the basis of market prices at the reporting date of the financial statements, with changes recognised in shareholders' equity.

19. OTHER NON-CURRENT ASSETS – €8,511 THOUSAND

This item includes prepaid expenses relative to the long-term portion of user licences and maintenance fees for IT infrastructure, pertaining to years after 2026 (€1,065 thousand) and the long-term portion of trade receivables from Acea Molise, for which Acea granted an extension on the payment for the portion due by 2027 (€7,446 thousand).

20. CURRENT ASSETS – €1,056865 THOUSAND

These recorded an overall decrease of €189,992 thousand (€1,246,857 thousand as at 31 December 2024) and are broken down as follows.

20.a – Trade receivables – €160,716 thousand

These saw an increase of €23,927 thousand compared to 31 December 2024 (then €136,788 thousand). Below is their composition:

€ thousand	31/12/2025	31/12/2024	Change
Trade receivables	1,428	772	656
Receivables due from the Parent Company Roma Capitale	0	10	(10)
Receivables from subsidiaries and associates	159,287	136,006	23,281
Trade receivables	**160,716**	**136,788**	**23,927**

Trade receivables
Trade receivables amount to €1,428 thousand and are presented net of the related provision for bad debts, amounting to €2,297 thousand. Compared with 31 December 2024, this item shows an increase of €656 thousand. Receivables included under this item refer to positions accrued in respect of private and public entities for services rendered.
The provision for bad debts, amounting to €2,297 thousand, remains unchanged from the previous financial year. The estimate of the amounts considered non-collectable is determined based on the provisions of IFRS 9, or by applying the expected credit loss model used to evaluate the recoverability of financial assets based on a predictive approach, based on the prediction of the counterparty's default (probability of default) and of the ability of recovery if the default event occurs (loss given default).

Receivables due from the parent company - Roma Capitale
The following table shows together the amounts resulting from the relations with Roma Capitale, both with regard to the borrowing and lending due within and beyond the following year, including items of a financial nature.

€ thousand	31/12/2025	31/12/2024	Change
Receivables for services invoiced	0	5	(5)
Receivables for services to be invoiced	0	4	(4)
Total trade receivables	**0**	**10**	**(10)**
Financial receivables for Public Lighting services billed	14,621	155,794	(141,173)
Provision for doubtful debts	0	(57,994)	57,994
Financial receivables for Public Lighting services to be billed	31,367	46,164	(14,797)
Provision for doubtful debts	(893)	(24,181)	23,288
M/L term financial receivables for Public Lighting services	136	428	(291)
Total financial receivables for Public Lighting	**45,232**	**120,211**	**(74,979)**
Total receivables	**45,232**	**120,221**	**(74,989)**
Dividend payables	(20,797)	(96,333)	75,536
Other payables	(4,241)	(4,434)	193
Total payables	**(25,037)**	**(100,767)**	**75,729**
TOTAL NET BALANCE RECEIVABLES PAYABLES	**20,194**	**19,454**	**740**

As regards **relations with Roma Capitale**, the net balance at 31 December 2025 was €20,194 thousand due to the Group (at 31 December 2024 the credit balance was €19,454 thousand).

With regard to financial receivables, an overall decrease of €74,979 thousand was recorded compared to the previous financial year, due to the passage of time and the receipts and payments made during the period. These included the final settlement of receivables relating to Public Lighting, pursuant to the Settlement Agreement of 15 May 2025.
The main changes during the year were as follows:

- accrual of receivables for the Public Lighting service for €52,186 thousand;
- collection through the offsetting of receivables relating to the Public Lighting service for €54,993;
- collection through the offsetting of receivables related to the three instalments of the Public Lighting Settlement Agreement of 15 May 2025 for €72,172 thousand;
- settlement of outstanding financial receivables not recognised in the Agreement of 15 May 2025, totalling €80,763 thousand, of which €66,926 thousand related to interest on late payments, fully covered by the provision for doubtful accounts;

Payables decreased by €75,729 thousand compared to the previous year. The main changes are reported below:

- higher payables due to the recognition of Acea stock dividends for 2024 for €103,181 thousand;
- payment of Acea's stock dividends accrued for the year 2024 for €51,590 thousand, corresponding to 50% of the total debt reported above;
- payment through offsetting against accounts receivable (as detailed above) of the Acea share dividends for 2021, 2022 and 2024, of €127,127 thousand.

Recall that as part of the activities required for the first consolidation of the Acea Group in the 2018 Financial Statements of Roma Capitale, a round table was launched to reconcile the Roma Capitale receivables and payables. After several meetings and communications, on 22 February 2019 the Technical Department of the Municipality (SIMU) in charge of the management of the contracts with the Acea Group communicated several objections relating to the supply of both works and services for the period 2008-2018. These objections were completely rejected by the Group. In order to arrive at a complete resolution of the differences, during 2019 a specific Joint Technical Committee was set up with the Acea Group. Following several meetings, on 18 October 2019, the Joint Technical Committee drew up a report on the closure of the work, highlighting the results that emerged and proposing a favourable restart of the ordinary execution of the mutual obligations between the Acea Group and Roma Capitale. As a first step after the completion of the work, the parties took steps to implement the results that emerged from the discussions, restarting the payment of their respective receivables and payables.
For the Public Lighting contract at the end of 2020 the AGCM made its position clear regarding the legitimacy of the existing contract, to this day a source of audits, works and joint investigation. Among other things, the measure also gave rise to audits on the congruity of the prices applied. In February 2021, following the aforesaid feedback and works, Roma Capitale confirmed the absolute congruity and convenience of the current economic terms with respect to the CONSIP parameters. Therefore, also during 2021, while awaiting the conclusion and finalisation of these aspects, Acea regularly continued to provide the Public Lighting service. The service has therefore been invoiced and has partly already been paid by Roma Capitale in previous years, as seen in the data below:

- in 2020 at total of €33,327 thousand of receivables referred to the aforementioned report were settled in the Group;
- During 2021 a new Public Lighting Technical Panel comprising Acea and Roma Capitale was set up with the intention of continuing the resolution of issues preventing the liquidation of receivables. As a result this work, Roma Capitale paid Acea the Public Lighting receivables for €75,206 thousand through offsets;
- during 2022, settlement activities with Roma Capitale continued, which allowed continuation of the liquidation of Acea receivables, through offsetting of a total of €56,516 thousand, of which €27,631 thousand relative to receivables already recognised in previous years.

Note that on 11 August 2022, the City Executive Committee with resolution no. 312 entitled "Public and artistic-monumental public lighting service on the entire municipal territory – Concessionaire: Acea SpA - Recognition of the perimeter of the payable situation and launch of the consequent procedures" recognised the perimeter of the Administration's payables to Acea/areti in relation to the Public Lighting service as of 31 December 2021.
This resolution was published on the institutional website of Roma Capitale on 30 August 2022 and with reference to the same, dialogue is still in progress.
During 2023, specifically in September, the Acea Board of Directors, after receiving the opinion of the Related Party Transactions Committee, approved the proposal for a Settlement Agreement with Roma Capitale, to govern their reciprocal positions and the methods for the early consensual termination of the contractual relationships between the parties for the public lighting service provided by the company and for it by the subsidiary areti SpA.
At the same time, Roma Capitale also approve the possible Agreement in the City's Assembly in December 2023.

With reference to the economic terms of this possible Settlement Agreement, substantially in line with the City Executive Committee resolution 312 of 11 August 2022, following the reciprocal renunciation by the parties, the agreement calls for the recognition of receivables due to Acea/areti from Roma Capitale for a total of around €100,685 thousand.

It is noted that the transaction covers multiple activities performed, referring to the operation under concession of the Public Lighting service in the capital and developed over several years, which are definitively formalised in the settlement agreement, with detailed administrative reconstruction and with a "tombstone" effect on the previous relations covered in said agreement, capable of preventing such disputes and controversies.

On 15 May 2025, the Public Lighting Settlement Agreement, mentioned above, was formally signed, making it possible to finalise the previously envisaged accounting arrangement. In particular, the Agreement entailed:
- the recognition of Acea receivables in the amount of €86,208 thousand including the VAT split payment (receivables recognised by Acea in the amount of €72,293 thousand net of the VAT split payment);
- the recognition of Acea receivables for future accruals in the amount of €14,425 thousand including the VAT split payment (receivables recognised by Acea for €11,834 thousand net of the VAT split payment);
- the non-recognition of Acea receivables in the amount of €16,732 thousand including the VAT split payment (receivables recognised by Acea in the amount of €13,837 thousand net of the VAT split payment);
- the non-recognition of receivables relating to late-payment interest on Acea receivables covered by the Agreement, amounting to €66,926 thousand (these receivables had already been fully written down in previous financial years through a specific bad debts provision).

On maturity, Acea received the three instalments provided for in the Agreement under point 1); invoices relating to accrued investment costs remain outstanding, in which case, it is expressly stipulated that on termination of the Service Contract, payment will be made by Roma Capitale within 90 days of the date on which the new economic operator takes over the service (approximately €12 million), as referred to in point 2.
As for points 3) and 4), this non-recognition did not have a negative impact on the 2025 budget as these forecasts were already taken into account and the effects had been neutralised to the respective provision for doubtful debts. On the other hand, there was a total surplus resulting from the utilisation of the provision for doubtful trade receivables in respect of point 3), as the related provision exceeded the allowance by approximately €3,855 thousand. As far as point 4) is concerned, the previously earmarked provision was exactly the same as the utilisation agreed upon in the agreement and therefore the transaction was neutral.
The remaining provision for bad debts relates to interest recognised but not written off under the agreement.
The Agreement also produced further positive effects in the Group (for the subsidiary areti), as it provided for Roma Capitale waiving penalties for delays in carrying out the works and of the processing fees, thus making it possible to release liabilities for a total of €3,600 thousand.
At 31 December 2025, Acea's receivables portfolio consisted of current receivables and receivables falling within the scope referred to in point 2).

Receivables from subsidiaries and associates

Receivables from subsidiaries and associates total €159,287 thousand and increased by €23,281 thousand compared to the previous year. These mainly refer to services rendered in the context of various services contracts. The difference is due to invoicing and collection trends. Below is their composition:

€ thousand	31/12/2025	31/12/2024	Change
areti	31,480	28,076	3,404
Acea Ato 2	31,318	27,653	3,665
Acea Ato 5	23,393	17,234	6,159
Gesesa	12,625	11,513	1,112
GORI	10,414	4,659	5,755
Acquedotto del Fiora	9,405	9,194	211
Acea Energia	8,003	9,615	(1,612)
Umbra Acque	5,381	4,699	683
Publiacqua	4,971	5,118	(147)
Acea Ambiente	3,321	2,906	415
Acea Infrastructure	2,845	1,959	886
Acque	2,383	2,476	(92)
Acea Produzione	2,004	1,010	994
Acea Acqua	1,738	200	1,538
Acea Molise	1,395	2,388	(993)
ASM Terni	1,320	895	425
a.Quantum SpA	1,264	0	1,264
Non-controlling interests	1,093	1,442	(349)
Sarnese Vesuviano	735	758	(24)
Servizi Idrici Integrati	714	558	155
Technologies for Water Service (TWS)	445	403	42
a.Gas	358	0	358
SIMAM	350	104	246
Orvieto Ambiente	266	206	61
a.cities	266	0	266
Tecnoservizi	178	31	147
Ingegnerie Toscane	168	154	14
Acea Sun Capital	154	154	0
Acea Siracusa	138	0	138
Acea Energy Management	135	49	87
Acea Perù	135	135	0
A.S. Recycling	100	87	13
Umbriadue Servizi Idrici	94	310	(216)
Aquaser	60	194	(134)
Acea Solar	19	103	(84)
DropMI	0	804	(804)
Acea Innovation	0	264	(264)
Other	616	655	(39)
Total	**159,287**	**136,006**	**23,281**

20.b – Other current assets – €87,155 thousand

These figures represent a decrease of €6,933 thousand compared to the previous financial year and are broken down as follows.

€ thousand	31/12/2025	31/12/2024	Change
Other receivables	103	262	(159)
Receivables from national insurance institutions	476	445	31
Receivables due to severance pay for individual transfers	1,324	2,047	(723)
Advances to suppliers and deposits with third parties	264	148	116
Other tax receivables	30,582	36,162	(5,580)
Accrued income and prepaid expenses	9,034	7,880	1,154
Tax consolidation receivables due from subsidiaries	45,372	47,146	(1,773)
Other current assets	**87,155**	**94,089**	**(6,933)**

This change mainly derived from receivables for tax consolidation (-€1,773 thousand), from Group VAT credits (-€2,230 thousand) and a receivables from the tax authorities for interest on withholding tax (-€2,531 thousand).
Receivables due to severance pay for individual transfers include the receivables generated by the inclusion of Marco Polo facility management in liquidation, among the amounts payable to employees in relation to the portion deemed recoverable.
The item 'Other tax receivables' mainly comprises receivables relating to group VAT. Accrued income and prepaid expenses mainly include the portion of user licences accruing to subsequent years, fees for IT infrastructure maintenance and IT services, insurance contracts and insurance premiums.

20.c – Current tax assets – €1,711 thousand

This item remained unchanged from the previous financial year.

€ thousand	31/12/2025	31/12/2024	Change
IRAP receivables	31	31	0
IRES receivables	1,680	1,680	0
Current tax assets	**1,711**	**1,711**	**0**

The IRES tax credit of €1,680 thousand relates to the 2009 tax year and was disallowed by the Italian Revenue Agency in 2020. The dispute brought by Acea SpA following the Revenue Agency's decision was settled amicably through a settlement agreement, under which the Agency acknowledged the claim.

20.d – Current financial assets – €407,559 thousand

These recorded a decrease of €313,331 thousand and can be broken down as follows. Non-current financial assets include the portion of current accounts related to revolving loan lines destined by the subsidiaries to non-current assets.

€ thousand	31/12/2025	31/12/2024	Change
Financial receivables from the Parent Company Roma Capitale	45,095	119,783	(74,688)
Financial receivables from subsidiaries and associates	359,221	547,721	(188,500)
Financial receivables from third parties	3,243	53,386	(50,143)
Total Current Financial Assets	**407,559**	**720,890**	**(313,331)**

Receivables from parent companies – Roma Capitale

These amounted to a total of €45,095 thousand and refer to receivables due from Roma Capitale relating to the Public Lighting Service Contract as anticipated in paragraph 20 of this document, to which reference is made for more information.

Receivables from subsidiaries and associates
These amount to €359,221 thousand (€547,721 thousand at 31 December 2024) and are composed as follows:

€ thousand	31/12/2025	31/12/2024	Change
Receivables from cash pooling relationships	167,090	358,318	(191,228)
Accrued current financial assets on loans and cash pooling relationships	123,628	129,314	(5,687)
Receivables from subsidiaries for loans	64,670	54,309	10,361
Other receivables from subsidiaries	1,470	2,840	(1,370)
Receivables for commissions on guarantees given	2,364	2,940	(577)
Financial receivables from subsidiaries and associates	**359,221**	**547,721**	**(188,500)**

The change with respect to the end of the previous year is mainly due to the decrease in the current portion of balances in the current accounts with group companies that adhered to a revolving credit facility, covering working capital and investment requirements and the associated accrued income.
In addition, there was an increase of €10,361 thousand in loans to subsidiaries, referring to the following main factors:
- +€10,000 thousand for the increase in the short-term portion of the shareholder loan to Acea Ato 5;
- €7,602 thousand for the provision of interest-bearing shareholder loans to Acea Molise intended for Gesesa;
- -€4,870 thousand for the reclassification under long-term receivables, of the shareholder loan to Acea Molise following the extension until 31 January 2029 of the repayment date on the two interest-bearing loans;
- -€4,329 thousand relating to the waiver in November of the financial receivable from the subsidiary Acea Molise, held through Acea Acqua.

Financial receivables from third parties
These items total €3,243 thousand and have decreased by €50,143 thousand compared with 31 December 2024. This is primarily due to the reduction in short-term deposits, which fell from €50,000 thousand to zero, as all commitments had expired by the end of the financial year and were not renewed. The item Receivables for the public lighting service derives from the application of the financial asset model envisaged by IFRIC 12 regarding services under concession. This receivable represents the 2026 portion of all the investments made up to 31 December 2010 related to the service itself.

€ thousand	31/12/2025	31/12/2024	Change
Receivables for managing the Public Lighting service	2,112	2,148	(36)
Receivables on short-term deposits	0	50,000	(50,000)
Financial accrued income	773	802	(29)
Other receivables	358	436	(78)
Financial receivables from third parties	**3,243**	**53,386**	**(50,143)**

20.e – Cash and cash equivalents – €399,724 thousand
These recorded a decrease of €106,345 thousand (€293,379 as at 31 December 2024) and represent the balance of bank and postal current accounts opened at the various credit institutions as well as at Ente Poste.

20.*bis* NON-CURRENT ASSETS HELD FOR SALE – €277,164 THOUSAND

The item includes the equity investment in Acea Energia (€277,164 thousand), reclassified in this item, in accordance with IFRS 5, from equity investments after Acea SpA approved the binding offer from Eni Plenitude to purchase 100% of the share capital of Acea Energia SpA, including the assets related to the 50% equity investment in Umbria Energy SpA, excluding the following business lines: energy efficiency, electric mobility, circular economy, Energy Management and the related contracts and protected market.
Based on the agreed sale price, no impairment losses requiring recognition in the financial statements emerged.

Notes to the balance sheet – Liabilities

21. SHAREHOLDERS' EQUITY – €1,775,160 THOUSAND

€ thousand	31/12/2025	31/12/2024	Change
Share capital	1,098,899	1,098,899	0
Legal reserve	178,410	167,986	10,425
Reserve for own shares	0	0	0
Other reserves	102,569	102,220	348
Retained earnings/(losses)	151,421	155,274	(3,853)
Profit (loss) for the year	243,861	208,492	35,369
Shareholders' Equity	**1,775,160**	**1,732,871**	**42,289**

Shareholders' equity increased by €42,289 thousand compared to 31 December 2024. This change is mainly due to the profit reported in the year and to the effects generated by the allocation of the result achieved in 2024 equal to €0.95 per share, as well as the changes in other reserves.
The composition and changes per item are shown below:

21.a – Share capital – €1,098,899 thousand

This amounts to €1,098,899 thousand and is represented by 212,964,900 ordinary shares with a par value of €5.16 each, as shown in the Shareholders' Register. The share capital is subscribed and paid-up in the following manner:
- **Roma Capitale**: 108,611,150 for a total nominal value of €560,434 thousand,
- **Suez SA**: 49,691,095 for a total nominal value of €256,406 thousand;
- **Caltagirone**: 16,502,615 shares for a total par value of €85,153 thousand;
- **Market**: 37,743,047 shares for a total par value of €194,754 thousand,
- **Treasury Shares**: 416,993 ordinary shares with a total nominal value of €2,152 thousand.

21.b – Legal reserve – €178,410 thousand

It includes 5% of the profits of the previous financial years as required by article 2430 of the Italian Civil Code.
At 31 December 2025 there was an increase of €10,425 thousand compared to the previous year, due to the allocation of profit achieved in 2024.

21.c – Other reserves – €102,569 thousand

The composition of the Item and the changes for the period are provided below:

€ thousand	31/12/2025	31/12/2024	Change
Extraordinary reserve	180	180	0
Demerged capital gains reserve	102,567	102,567	0
Reserve for exchange differences	0	32,139	(32,139)
Valuation reserve for financial instruments	423	(32,212)	32,636
Reserve for actuarial gains and losses	(801)	(652)	(149)
Other miscellaneous reserves	198	198	0
Other reserves	**102,569**	**102,220**	**348**

The reserve for differences in exchange records a decrease of €32,139 thousand due to the repayment of the private placement in YEN stipulated in 2010.
The valuation reserve for financial instruments is positive and stands at €423 thousand. The difference of €31,139 thousand is attributable as to €32,212 thousand, to the repayment of the Private Placement bond issue (AFLAC), offset by €423 thousand following the revaluation of the shares of Bonifiche Ferraresi SpA shares to market value.

The table below shows available and unavailable reserves.

	31/12/2025				
				Summary of use made in the previous three years	
€ thousand	Amount	Possibility of use	Distributable portion	Loss coverage	Other reasons
Capital reserves					
Reserve deriving from the ARSE spin-off	6,569	A, B, C	6,569		
Profit reserves from the Income Statement					
Legal reserve	178,410	A, B	178,410		
Extraordinary reserve	180	A, B, C	180		
Demerged capital gains reserve	102,567	A, B, C	102,567		
Retained earnings/(losses)	151,421	A, B, C	151,421		3,853
Profit reserves from OCI					
Valuation reserve for financial instruments	423		423		
Reserve for actuarial gains and losses	(801)		(801)		
Other reserves					
Greater cost paid, infragroup acquisitions	(5,652)		(5,652)		
IAS reserve	(719)		(719)		
Reserve for own shares	3,853	Guarantee of treasury shares	3,853		
Total	**436,253**		**436,253**		
Non-distributable share			175,515		
Residual distributable portion			260,738		

Key: A = capital increase – B = to cover losses – C = distribution to shareholders

Reserve for own shares

Pursuant to art. 2428 of the Italian Civil Code, there are 416,993 treasury shares in the portfolio, with a nominal value of €5.16 each (€2,152 thousand in total) and correspond to 0.196% of the share capital.
The reserve for treasury shares in portfolio amounted to €3,853 thousand at 31 December 2025. The amount of the reserve coincides with the value of shares in the portfolio accounted for as a reduction of the Shareholders' Equity in accordance with IAS 32.

22. EMPLOYEE SEVERANCE INDEMNITY AND OTHER DEFINED BENEFIT PLANS – €18,671 THOUSAND

It increased by €4,104 thousand and reflects severance indemnities and other benefits to be paid subsequently to the performance of the work activity to employees. The costs of early retirement and redundancy payments for the current financial year are classified by nature under this item and not under "Provisions for risks and charges"; consequently, the comparative figure has also been adjusted to provide consistency.
The change in long-term incentive plans (LTIPs) was driven by higher provisions made during the year, partly offset by the release of the surplus from the previous period.
During the financial year, the redundancy and mobility provision was fully utilised to cover the costs relating to the plan in force on 31 December 2024. At the same time, a new provision of €7,361 thousand was made in respect of the early retirement, redeployment and early retirement plan for the following financial year. As already mentioned in the section on Staff Costs, these provisions are the result of a process of innovation and growth that Acea has initiated with a view to optimising its organisational structure and facilitating generational turnover; on 5 December 2025, a specific agreement was signed with the trade unions.
Within the obligations that make up this item, we need to highlight the defined contribution plans and defined benefit plans. The following table shows the composition:

€ thousand	31/12/2025	31/12/2024	Change
Employee severance indemnity	3,710	3,811	(100)
Extra months	995	959	36
Long-Term Incentive Plans (LTIP)	5,051	3,904	1,146
Tariff subsidies	825	844	(19)
Early retirement, job mobility and Isopensione	8,091	5,050	3,041
Staff termination benefits and other defined benefit plans	**18,671**	**14,567**	**4,104**

With regard to the calculation method, it must be noted that the benefits due at the time of termination of the employment relationship are determined according to actuarial criteria; with reference to post-employment benefits, the calculation is based on the "projected unit credit method" which is based on assessments that express corporate liability as the current average value of future benefits, pro rated based on the service provided by the employee at the time calculation with respect to that corresponding at the time of payment of the service.
The change is affected i) by the provisions for the period, ii) by the outflows that occurred during the period and iii) by the decrease in the rate used for the valuation of the liabilities.
In particular, with regard to the economic-financial scenario, the discounting rate used for the valuation was of 4.32% against a rate used last year of 3.38%.
As required by paragraph 78 of IAS 19, the interest rate used to determine the current value of the obligation was determined with reference to the yield on the valuation date of securities of primary companies in the financial market to which Acea belongs and to the return on outstanding government bonds on the same date with a duration comparable to the residual duration of the collective of workers analysed; it must be noted that, due to internal consistency of assessment and alignment with the requirements of IAS 19, the same technical bases have been maintained for the various types of plans.

Furthermore, the parameters used for the evaluation are shown below:

	31/12/2025	31/12/2024
Discount Rate	4.32%	3.38%
Revenue growth rate (average)	2.67%	2.67%
Long-term inflation	1.98%	1.97%

With regard to the measurement of the Group Employee Benefits (Employee severance indemnity (TFR), Monthly bonuses, tariff subsidies for current and retired staff) a sensitivity analysis was performed to assess the changes in the liability resulting from both positive and negative shifts of the rate curve (+0.5% shift /-0.5% shift). The results of this analysis are summarised below.

	Discount Rate	
Plan type - € thousand	**-0.5%**	**+0.5%**
Employee severance indemnities (TFR)	(127)	133
Tariff subsidies	(20)	21
Extra months	(31)	33
LTIP	(90)	90

Furthermore, a sensitivity analysis was performed related to the age of the group, hypothesizing a group one year younger than the actual one.

Plan type - € thousand	**-1 year of age**
Employee severance indemnities (TFR)	25
Tariff subsidies	33
Extra months	64

Sensitivity analyses were not performed for other variables such as, for example, inflation rate.

23. PROVISION FOR RISKS AND CHARGES – €9,700 THOUSAND

The table below details the composition by nature and the changes compared to the end of the previous year:

€ thousand	31/12/2024	Uses	Provisions	Release for Excess Provisions	Reclassifica-tions/Other changes	31/12/2025
Legal	3,597	(411)	1,002	(1,365)	0	2,823
Taxes	328	0	0	(298)	0	30
Investees	6,109	0	24	(1,045)	0	5,088
Contributory risks	744	0	4	(3)	0	744
Other risks and charges	974	0	16	0	0	990
Total provision for risks	**11,752**	**(411)**	**1,046**	**(2,712)**	**0**	**9,675**
Charges towards others	2,230	(519)	25	(1,711)	0	25
Total provisions for expenses	**2,230**	**(519)**	**25**	**(1,711)**	**0**	**25**
Total provisions for risks and charges	**13,982**	**(930)**	**1,071**	**(4,423)**	**0**	**9,700**

The costs of early retirement, redundancy and Isopensione for the current financial year are included in the item Staff termination benefits and other defined benefit plans, not in the Provisions for risks and charges; therefore the comparative figure has been adjusted accordingly. The main changes concerned:

- the provisions for risks associated with legal disputes utilised for €411 thousand owing to unfavourable judgements. Additionally, other provisioning was carried out during the year for €1,002 thousand, with amounts released for excess provisions of €1,365 thousand;
- the provision for expenses payable to others includes provisions of €25 thousand and utilisations of €519 thousand, as well as the release of excess provisions amounting to €1,711 thousand relating to the provision for the estimated one-off benefit due to pensioners as a definitive write-off of the pensioners' tariff concession as to the unused portion;
- the change in the provision for risks relating to investments reflects the release of the provision for the investment in Marco Polo (in liquidation), the amount of which was subsequently transferred to the provision for doubtful accounts, to cover the estimated unrecoverable value of receivables from the investee company recognised under current assets.

For further details, see the information provided in the section "*Update on major disputes and litigation*".

24. BORROWINGS AND FINANCIAL LIABILITIES – €4,736,907 THOUSAND

The breakdown is as follows:

€ thousand	31/12/2025	31/12/2024	Change
Bonds	2,989,930	3,483,983	(494,053)
Medium/long-term borrowings	1,736,305	1,154,353	581,951
Medium/long-term borrowings from subsidiaries	0	77,820	(77,820)
Financial liabilities IFRS 16	10,672	15,591	(4,919)
Borrowings and financial liabilities	**4,736,907**	**4,731,747**	**5,160**

Medium and long-term bonds

Bonds amounted to €2,989,930 thousand at 31 December 2025 (€3,483,983 thousand at 31 December 2024) and refer to the following:

- **€699,221 thousand** (including the long-term portion of the costs associated with the stipulation) relating to the bond loan issued by Acea on 8 February 2018, maturing on 8 June 2027, with a fixed rate of 1.5% under the EMTN programme. Interest accrued during the period amounted to €10,500 thousand;
- **€498,652 thousand** (including the long-term portion of the costs associated with the stipulation) relating to the bond loan issued by Acea on 23 May 2019, maturing on 23 May 2028, with a fixed rate of 1.75% under the EMTN programme. Interest accrued during the period amounted to €8,750 thousand;
- **€498,517 thousand** (including the long-term portion of costs associated with the conclusion) relating to the bond loan issued by Acea on 6 February 2020, maturing on 6 April 2029, with a rate of 0.50% under the EMTN programme. Interest accrued during the period amounted to €2,500 thousand;
- **€595,259 thousand** (including the long-term portion of costs associated with the conclusion) related to the Green Bond issued on 28 January 2021, maturing on 28 July 2030, with a rate of 0.25%. Interest accrued during the period amounted to €1,500 thousand;
- **€698,281 thousand** (including the long-term portion of costs associated with the conclusion) related to the Green Bond issued on 24 January 2023, maturing on 24 January 2031, with a rate of 3.875%. Interest accrued during the period amounted to €27,120 thousand.

The decrease on 31 December 2024 is attributable to the reclassification to the short-term category of the bond maturing in October

2026, namely the Green Bond issued on 24 October 2016, amounting to €499,110 thousand (including the long-term portion of the costs associated with its issuance).

The following is a summary including the short-term portion:

€ thousand	Gross Payables (*)	Interest accrued (**)	Total
Bonds:			
Issued in 2016	499,110	945	500,056
Issued in 2018	697,420	5,955	703,375
Issued in 2019	497,722	5,346	503,068
Issued in 2020	497,865	1,849	499,714
Issued in 2021	593,948	645	594,594
Issued in 2023	697,917	25,416	723,332
Total	**3,483,983**	**40,156**	**3,524,139**

(*) Including amortised cost.
(**) Including accrued interest.

Medium/long-term borrowings

These amount to €1,736,305 thousand and show an increase of €581,951 thousand and represent the payable for the portion of the instalments not yet repaid at 31 December 2025, expiring beyond twelve months. The change is attributable for €624,354 thousand, to new loans granted during 2025, partly offset by instalments falling due according to the repayment schedules.
The mortgages, whose values as at 31 December 2025 are shown below, include the short-term portions and amount to a total of €1,784,004 thousand:

- medium/long-term loan of €200,000 thousand, signed by Acea SpA and the EIB in July 2014, to cover a portion of the requirements for the multi-year investment plan of Acea Ato 2 SpA ("Acea Rome II Water Sector") and fully disbursed in December 2014. The interest rate is variable with maturity set for June 2030 in the amortisation plan. The residual amount of the loan at 31 December 2025 amounts to €50,062 thousand;
- medium/long-term loan of €200,000 thousand, signed by Acea SpA and the EIB in August 2015, to cover a portion of the requirements for the multi-year investment plan of areti SpA ("Acea Network Efficiency III") and fully disbursed in May 2017. The interest rate is variable with maturity set for December 2030 in the amortisation plan. The residual amount of the loan at 31 December 2025 amounts to €100,111 thousand;
- medium/long-term loan of €250,000 thousand, signed by Acea SpA and the EIB in July 2020, to cover a portion of the requirements for the multi-year investment plan of Acea Ato 2 SpA ("Acea Rome III Water Sector") and fully disbursed in June 2022. The disbursement was carried out in two equal tranches, one fixed and one floating rate, with identical amortisation plans in which the final maturity is June 2037. The residual amount of the loan at 31 December 2025 amounts to €250,272 thousand;
- medium/long-term borrowings of €435,000 thousand, subscribed by Acea SpA and the EIB, intended to improve the coverage and quality of the integrated water service in the area operated by Acea Ato 2, reducing water loss and improving energy efficiency and resilience. The payment was split into two tranches, one for €235,000 thousand in April 2024 and another for €200,000 thousand in June 2024, both fixed-rate with amortisation plans for which the final maturity is April and June 2039 respectively. The residual amount of the loans at 31 December 2025 amounts to €236,351 thousand and €200,204 thousand respectively;
- medium/long-term borrowings of €200,000 thousand, subscribed by Acea SpA and EIB in November 2024 partially guaranteed (70%) by SACE, on an investments plan intended to modernise and expand the electricity network in the Municipalities of Rome and Formello in the period between 2024 and 2027. The interest rate is fixed with maturity set for November 2039 in the amortisation plan. The residual amount of the loan at 31 December 2025 amounts to €200,209 thousand;
- medium/long-term borrowings of €120,000 thousand, subscribed by Acea SpA and Cassa Depositi e Prestiti in November 2024, on an investments plan intended to modernise and expand the electricity network as envisaged for the loan between Acea and EIB described above. The interest rate is variable with maturity set for December 2039 in the amortisation plan. The residual amount of the loan at 31 December 2025 amounts to €120,292 thousand;
- a medium/long-term loan of €125,000 thousand, agreed between Acea SpA and the EIB in February 2025, also intended to finance the infrastructure investments planned for the Rome and Formello municipalities. The interest rate is fixed with maturity set for March 2040 in the amortisation plan. The residual amount of the loan at 31 December 2025 amounts to €126,056 thousand;
- medium/long-term loans for €150,000 thousand, agreed between Acea SpA and the EIB in August 2025, comprising two separate agreements for €60,000 thousand and €90,000 thousand, to finance the investment plans of areti and Acea Ato 2, respectively. The interest rate is variable with maturity set for December 2040 in the amortisation plan. The outstanding amounts at 31.12.2025 were €60,419 thousand and €90,665 thousand respectively;
- a medium/long-term loan of €100,000 thousand, entered into by Acea SpA and Mediobanca in July 2025, with a variable interest rate and bullet repayment on maturity in July 2030. The residual amount of the loan at 31 December 2025 amounts to €99,765 thousand;
- a medium/long-term loan of €100,000 thousand, entered into by Acea SpA and Intesa Sanpaolo in September 2025, with a variable interest rate and an amortisation plan set to mature in September 2030. The residual amount of the loan at 31 December 2025 amounts to €99,858 thousand;

- a medium/long-term loan of €150,000 thousand, entered into by Acea SpA and UniCredit in September 2025, with a variable interest rate and bullet repayment on maturity in September 2028. The residual amount of the loan at 31 December 2025 amounts to €149,740 thousand.

The table below provides details of the loans by type of interest rate and by maturity. It must be noted that the table also shows the short-term portion by 31 December 2025 of €47,699 thousand.

€ thousand	31/12/2025	By 31/12/2026	From 31/12/2026 to 31/12/2030	After 31/12/2030
Fixed rate:				
– fixed rate	325,340	6,330	81,669	237,341
– floating rate	1,458,664	41,369	664,965	752,330
Total	**1,784,004**	**47,699**	**746,634**	**989,670**

For information on financial instruments at the reporting date please refer to the paragraph "*Supplementary information on financial instruments and risk management policies*".

Medium/long-term borrowings from subsidiaries
In December 2025, an early repayment was made on the loan granted by Acea Energia (€77,820 thousand at 31 December 2024).

Financial liabilities IFRS 16
This item includes the financial payable deriving from the application of IFRS 16, the long-term portion of which amounts to €10,672 thousand. The short-term portion instead amounts to €4,999 thousand. The cash flows broken down by maturity to which Acea is potentially exposed are shown below:

€ thousand	Within 12 months	Within 24 months	Within 5 years	After 5 years	Total
Liabilities IFRS 16	**4,999**	**3,960**	**460**	**6,252**	**15,671**

25. OTHER NON-CURRENT LIABILITIES – €64,336 THOUSAND

The item of €64,336 thousand (€51,823 thousand at 31 December 2024) mainly includes the non-current portion of accrued expenses related to multi-annual user licences and development granted to subsidiaries and associates. The increase is attributable to the fact that, in 2025, new investments – covered by revenue from newly-granted licences – exceed the portion reclassified as current assets for the 2026 financial year.

26. CURRENT LIABILITIES – €902,413 THOUSAND

These amounted overall to €902,413 thousand and decreased overall by €175,599 thousand.

€ thousand	31/12/2025	31/12/2024	Change
Current financial payables	637,238	790,925	(153,688)
Payables to suppliers	187,331	209,897	(22,567)
Tax payables	18,640	15,313	3,327
Other current liabilities	59,205	61,877	(2,672)
Current liabilities	**902,413**	**1,078,012**	**(175,599)**

26.a – Borrowings – €637,238 thousand

These fell by €153,688 thousand and are composed as follows:

€ thousand	31/12/2025	31/12/2024	Change
Payables to banks for short-term credit lines	860	2,817	(1,957)
Payables to banks for loans	47,699	34,395	13,304
Short-term bonds	534,209	496,578	37,631
Payables to the Parent Company Roma Capitale	24,937	100,585	(75,647)
Payables to subsidiaries and associates	23,702	151,190	(127,488)
Payables to third parties	832	167	665
IFRS 16 financial payables within one year	4,999	5,193	(194)
Current financial payables	**637,238**	**790,925**	**(153,688)**

The decrease of €1,957 thousand in payables to banks for short-term credit lines is essentially related to the increase in accrued expenses on current accounts and on short-term loans.

The increase for €13,304 thousand in payables to banks for loans essentially referred to the reclassification to short-term of the capital portions falling due in 2026.

The short-term portion of bonds increased by €37,631 thousand following the reclassification to the short-term portion of the 10-year bond issued by Acea under the EMTN programme in October 2016 (+€500,193 thousand), which as mentioned was partially offset by the repayment of the private placement bond (AFLAC), which matured in March 2025 and was issued by Acea in March 2010 with a 15-year term (-€162,567 thousand), as well as by the bond that matured in September 2025 (-€299,902 thousand).
Financial payables to Roma Capitale decreased by €75,647 thousand, mainly as a result of the offsetting of dividends accrued in financial years prior to 2024 (-€127,127 thousand), partly offset by the unpaid portion of the dividends approved for the year 2024 (€51,590, representing 50% of the approved amount).
The changes concerning payables to subsidiaries and associates, which decreased by €127,488 thousand, essentially refer to centralised treasury accounts, due to the lesser financial exposure recorded during the year with reference to Acea Energia and the elimination of the current portion on the loan to Acea Energia, with the early repayment.
The following is a breakdown by type of debt due to investee companies:

€ thousand	31/12/2025	31/12/2024	Change
Payables for cash pooling relationships	23,408	137,404	(113,996)
Current portion of long-term loans	0	12,974	(12,974)
Other financial payables	294	813	(518)
Payables to subsidiaries and associates	**23,702**	**151,190**	**(127,488)**

Other financial payables mainly include the interest payment due for centralised relationships (-€518 thousand compared to 31 December 2024).

26.b – Trade payables – €187,331 thousand

Results are as follows.

€ thousand	31/12/2025	31/12/2024	Change
Payables to suppliers	122,971	98,839	24,132
Payables to the parent company	100	182	(82)
Payables to subsidiaries and associates	64,259	110,876	(46,617)
Payables to suppliers	**187,331**	**209,897**	**(22,567)**

Payables to third-party suppliers show an increase of €24,132 thousand and the balance is shown below:

€ thousand	31/12/2025	31/12/2024	Change
Payables due to invoices received	65,186	40,719	24,467
Payables due to invoices to be received	57,785	58,119	(335)
Payables to suppliers	**122,971**	**98,839**	**24,132**

With regard to payables to suppliers for invoices received for €65,186 thousand, it must be noted that the expired component amounts to €3,395 thousand, the remaining amount is due within the next twelve months.
Relative to relations with **Subsidiaries and associates**, note the €46,617 thousand decrease with respect to 31 December 2024, essentially relative to areti, for fees relative to the Public Lighting service; these have been settled as they were connected to the receipt of payments outstanding from Roma Capitale for provision of the service.

Details by counterparty are provided in the following table:

€ thousand	31/12/2025	31/12/2024	Change
Acea Ato 2	1,437	933	504
Acea Ato 5	40	347	(307)
Acea Energia	4,601	3,950	651
Acea Produzione	0	29	(29)
areti	57,001	104,548	(47,547)
Acea Infrastructure	165	393	(227)
Acea Ambiente	109	80	29
GORI	135	134	1
Acea Molise	9	9	0
Umbra Acque	102	55	46
Gesesa	61	48	13
Tecnoservizi	17	3	14
Acea Acqua	223	0	223
Acquedotto del Fiora	153	93	60
a.cities	30	30	0
Other	176	225	(49)
Total	**64,259**	**110,876**	**(46,617)**

26.c – Tax payables – €18,640 thousand

The item corresponds to the IRES payable balance related to the companies included in tax consolidation for €18,640 thousand.

26.d – Other current liabilities – €59,205 thousand

The decrease of €2,672 thousand was due to the decrease in the IRES payable from the tax consolidation for €9,561 thousand, and decreased Group VAT for €5,812 thousand, offset by the increase of €9,568 thousand in the short-term portion of accrued expenses relative to multi-year rights of use for licenses and developments granted to subsidiaries and associates.

€ thousand	31/12/2025	31/12/2024	Change
Payables to social security institutions	4,757	4,312	445
Accrued expenses and deferred income	27,684	18,116	9,568
Tax consolidation payables to subsidiaries	4,577	14,138	(9,561)
Payables due to personnel	16,674	13,984	2,690
Other payables	5,513	11,326	(5,812)
Other current liabilities	**59,205**	**61,877**	**(2,672)**

For greater clarity, it must be noted that payables with a due maturity of more than five years are not recorded in the financial statements, other than those already indicated with respect to the item “Loans”.

Information on related parties

ACEA AND ROMA CAPITALE

The controlling entity holds an absolute majority with 51% of Acea's shares.
There are commercial relations between Acea and Roma Capitale, as the company provides services to the Municipality with regard to maintenance and upgrading of public lighting systems.
With regard to the public lighting service, we inform you that it is provided exclusively in the Rome area. As part of the thirty-year free grant issued by the Municipality of Rome in 1998, the economic terms of the services subject to the concession are currently governed by a service contract between the parties in force since May 2005 and until the concession expires (31 December 2027), pursuant to the supplementary agreement signed between Acea and Roma Capitale on 15 March 2011 modified in June 2016 with a private deed aimed at regulating commitments and obligations deriving from the implementation of the LED Plan.

The additions of the supplementary agreement of 2011 concern the following aspects:
- alignment of the duration of the service contract to the expiry of the concession (2027), given the mere accession function of the contract to the agreement;
- periodic updating of the fee components related to electricity consumption and maintenance;
- annual increase in the lump-sum payment for the new lighting points installed.

Furthermore, the investments required for the service may be i) applied for and funded by the Municipality or ii) financed by Acea. In the former case, such works will be paid based on a price list agreed by the parties (and subject to review every two years) and will result in a percentage decrease in the ordinary fee. In the latter case, the Municipality is not bound to pay a surcharge; however, Acea will be awarded all or part of the savings expected in both energy and economic terms according to pre-established methods.
On the due or early termination date Acea is entitled to an indemnity corresponding to the residual book value of the assets that will be paid by the Municipality or the incoming operator upon express provision of this obligation in the call for tenders for the selection of the new operator.
Finally, the contract establishes a list of events which represent just cause for early revocation of the concession and/or termination of the contract by the parties. Of these events, that relative to newly arising requirements linked to the public interest appears relevant, expressly included under that established by article 23 bis of Italian Decree Law 112/2008, abrogated after the referendum of 12 and 13 June 2011, which determines for Acea the right to an indemnity commensurate with the discounted product of a defined percentage of the annual contractual amount and the number of years remaining until the natural expiry of the concession.
The supplementary agreement, exceeding the materiality thresholds defined by the Company in relation to Transactions with Related Parties, was submitted to the analysis of the Board of Directors and obtained approval at the meeting on 1 February 2011, after obtaining the favourable opinion by the Committee for Transactions with Related Parties.

Reciprocal claims and liabilities – with reference to payment methods and terms – are governed by individual contracts:
- for the public lighting service contract the payment is expected within sixty days from the submission of the invoice and, in the event of delayed payment, the legal rate is applied for the first sixty days and then the default rate as established from year to year by a special decree of the Minister of Public Works in agreement with that of the Minister of Economy and Finance,
- for all other service contracts the payment deadline for Roma Capitale with reference to service contracts is sixty days from receipt of the invoice and in the event of late payment, the parties have agreed to apply the official discount rate in force over time.

The private agreement signed in June 2016 between Acea and Roma Capitale regulated commitments and obligations deriving from the implementation of the LED Plan modifying art. 2.1 of the Supplementary Agreement signed in 2011.
More specifically, the agreement provides for the installation of 186,879 fittings (which became 182,556 at the request of Roma Capitale), in the number of 10,000 per month starting thirty days after the signing of the agreement; the price was set at €48 million for the entire Led Plan. The amount is to be paid in the amount of 10% in advance and the remaining part on the basis of specific bimonthly progress certificates, which must be paid by Roma Capitale within thirty days following the closing of the progress certificate for 80%, and within fifteen days after verification of the same progress certificate for the remaining 15%. The agreement also provides for incentive/penalty mechanisms based on higher/lower than planned installations every two months and for a reduction of the fee paid by Roma Capitale to the extent of 50% of the economic value of Energy Efficiency bonds due to Acea for the LED Project.
As a result of the implementation of the LED Plan, the parties partially modified the price list and the composition of the fee for the management of the service.
New constructions and investments contribute to the increase in the lump-sum payment due to the annual rate calculated according to the mechanism of tax depreciation envisaged for the plants underlying the specific intervention and to the percentage reduction of the ordinary rent due from Roma Capitale whose amount is defined in the technical-economic project document.
A variable interest rate is envisaged to remunerate the invested capital.
With regard to the extent of the relationship between Acea and Roma Capitale, see the notes and comments on the receivables and payables to the parent company in note 20.a of this document.

Finally, note that with reference to the conditions applied to the Public Lighting Service, following the opinion given by the AGCM (Antitrust Authority) in Bulletin no. 49 of 14 December 2020, Roma Capitale began checking the conditions of congruity and economic convenience of the performance terms under the service contract between the Administration and Acea SpA (and through it for areti) comparing it with the terms pursuant to the CONSIP LUCE 3 Convention and, in addition, on the basis of the positions expressed by the AGCM in the said opinion, expressed queries over the legitimacy of the award to Acea SpA On 8 February 2021, with a note ref. DG 1585/2021, Roma Capitale communicated the results of the said checks, affirming definitively "the congruity and convenience of the economic terms currently in being with respect to the qualitative and economic parameters of the CONSIP – LUCE 3 convention" and confirming "the correctness of the prices applied for the public lighting service", overcoming definitively all reserves on the congruity of the prices charged in the context of the contractual relationship in being between Roma Capitale and Acea SpA In the same note, the Administration therefore ordered the restart of the procedures for payment of Acea's ascertained receivables in relation to the service contract. We can note that the said communication regards the correctness of the prices charged, without affecting the Administration's intention, already manifested, to terminate the relationship with Acea to call for tenders and thus make a new award for the Public Lighting Service.
Note that on 11 August 2022, the City Executive Committee with resolution no. 312 entitled "Public and artistic-monumental public lighting service on the entire municipal territory – Concessionaire: Acea SpA- Recognition of the perimeter of the payable situation and launch of the consequent procedures" recognised the perimeter of the Administration's payables to Acea/areti in relation to the Public Lighting service as of 31 December 2021.
This resolution was published on the institutional website of Roma Capitale on 30 August 2022 and with reference to the same, dialogue is still in progress.
During 2023, specifically in September, the Acea Board of Directors, after receiving the opinion of the Related Party Transactions Committee, approved the proposal for a Settlement Agreement with Roma Capitale, to govern their reciprocal positions and the methods for the early consensual termination of the contractual relationships between the parties for the public lighting service provided by the company and for it by the subsidiary areti SpA.
At the same time, Roma Capitale also approve the possible Agreement in the City's Assembly in December 2023.
With reference to the economic terms of this possible Settlement Agreement, substantially in line with the City Executive Committee resolution 312 of 11 August 2022, following the reciprocal renunciation by the parties, the agreement calls for the recognition of receivables due to Acea/areti from Roma Capitale for a total of around €100.6 million.
It is noted that the transaction covers multiple activities performed, referring to the operation under concession of the Public Lighting service in the capital and developed over several years, which are definitively formalised in the settlement agreement, with detailed administrative reconstruction and with a "tombstone" effect on the previous relations covered in said agreement, capable of preventing such disputes and controversies.
On 15 May 2025, the Public Lighting Agreement, mentioned above, was formally signed by the parties, thus making it possible to finalise the previously envisaged accounting arrangement. In particular, the Agreement entailed:
1. the recognition of Acea's receivables in the amount of €86 million including VAT split payment (receivables recognised by Acea in the amount of €72 million);
2. the recognition of Acea receivables for future accruals in the amount of €14 million including VAT split payment (receivables recognised by Acea for €12 million);
3. the non-recognition of Acea's receivables in the amount of €17 million including VAT split payment (receivables recognised by Acea in the amount of €14 million);
4. the non-recognition of receivables for interest on arrears on Acea's receivables within the scope of the Agreement for €77 million.

On maturity, Acea received the three instalments provided for in the Agreement under point 1); invoices relating to accrued investment costs remain outstanding, in which case, it is expressly stipulated that on termination of the Service Contract, payment will be made by Roma Capitale within 90 days of the date on which the new economic operator takes over the service (approximately €12 million), as referred to in point 2.
As for points 3) and 4), this non-recognition did not have a negative impact on the 2025 budget as these forecasts were already taken into account and the effects had been neutralised to the respective provision for doubtful debts. On the other hand, there was a surplus resulting from the utilisation of the provision for doubtful trade receivables in respect of point 3), as the related provision exceeded the allowance by approximately €3.9 million. As far as point 4) is concerned, the previously earmarked provision was exactly the same as the utilisation agreed upon in the agreement and therefore the transaction was neutral.
The Agreement also produced further positive effects in the Group (for the subsidiary areti), as it provided for Roma Capitale waiving penalties for delays in carrying out the works and of the processing fees, thus making it possible to release liabilities for a total of €3.6 million.
At 31 December 2025, Acea's receivables portfolio consisted of current receivables and receivables falling within the scope referred to in point 2).

From the point of view of economic relations, instead, the costs and revenues at 31 December 2025 are summarised below with reference to the most significant transactions.

	Revenues		Costs	
€ thousand	**2025**	**2024**	**2025**	**2024**
Public Lighting service contract	41,796	34,565	70	78
Revenue from plants realisation on request	9,312	731	0	0
Total	**51,109**	**35,296**	**70**	**78**

ACEA AND THE ROMA CAPITALE GROUP

Even with companies, special companies or institutions controlled by Roma Capitale, Acea has commercial relations.
The following table shows information on entries with the companies of the Roma Capitale Group.

	2025			
€ thousand	Payables	Costs	Receivables	Revenues
AMA SpA	169	535	202	175
ATAC SpA	2	7	7	
Fondazione Cinema per Roma	251	251		
Fondazione Teatro dell'Opera	15	15		
Total	**438**	**809**	**209**	**175**

ACEA AND ITS SUBSIDIARIES

FINANCIAL REPORTS

Acea SpA, in its function as an industrial holding company, defines the strategic objectives at the Group and subsidiary level and coordinates its activities.
As part of the centralised management of financial services, the parent company Acea has long since adopted a Group inter-company treasury system, including an inter-company finance relationship, making it available to many Group companies with which a special multi-year inter-company finance contract was signed.
The intercompany finance contracts were renewed on 1 January 2020. Based on this contract, Acea makes available a medium-term revolving loan, known as the "Intercompany Finance Line", up to a predetermined credit limit for financing the financial needs for i) working capital requirements and ii) the execution of investments.
Additionally, Acea makes available to the companies: 1) a Guarantee Line to issue bank or corporate guarantees (on its own unsecured credit lines), for an amount equal to the Guarantee Limit; 2) an Insurance Guarantee Line to issue sureties with Acea co-obligated for an amount equal to the insurance guarantee limit.
The operation of this contract provides that in a permanent and daily manner each company, holder of specific peripheral bank current accounts, daily credit or debit the Parent Bank's current account to zero the balance on its current accounts.
In the case of a daily intercompany balance due by currency, the companies pay interest expense to the Parent Company calculated, for each year, on the basis of a market interest rate, defined as the sum of: Cost of funding, the average weighted interest rate paid by the Acea Group on the market the previous year and Incremental Risk, the risk differential between the Acea Group and individual companies participating in the contracts. For 2025, the borrowing interest rate applied falls between a minimum of 2.21% and a maximum of 3.18%, while in 2024, the borrowing rate applied fell between a minimum of 2.24% and a maximum of 7.37%.
In the case of a daily intercompany credit balance by currency, Acea pays interest to the companies calculated, for each year, on the basis of a market interest rate, defined as the difference between: Cost of funding, the average weighted interest rate paid by the Acea Group on the market the previous year and Spread, the risk differential between the Acea Group and individual companies participating in the contracts.
Contractual terms applied are, with the same credit standing and type of financial instrument, in line with those resulting from the reference market, also supported by the evidence of a benchmark developed by a leading consulting firm.
The contracts have:

- a duration until 31 December 2050 or until the expiry of concessions for companies with regulated business (Acea Ato 2 and areti);
- annual updating of the total rate (assets/liabilities) applied to the use of the Intercompany Finance Line, based on the calculation methodology shared with a major consulting firm;
- annual updating of the total rate for use of the Guarantee Line, based on the calculation methodology shared with a major consulting firm.

In 2025, the corporate scope of the current Treasury Contracts expanded to include Acea Molise Srl, Quantum SpA and Gas SpA These contracts is set to expire on 31/12/2050, in line with those of the other companies.

REPORTS OF A COMMERCIAL NATURE

Acea also provides subsidiaries and associated companies with administrative, financial, legal, logistics, management and technical services in order to optimise the resources available within the Company and to optimally use existing know-how in a logic of affordability. These services are governed by specific service contracts.
As of 1 January 2023, and for three years, the new service contracts for 2023-2025 took effect. The methodology used to determine the unit price is the Cost Plus Method, which calls of the identification of a shared base cost, to which is applied a mark-up on internal costs (subject to market benchmarks by a major consulting company) and, subsequently, divided up between the various beneficiaries of the services through allocation keys which are compliant and consistent, in line with what third parties would do. These contracts are compliant for regulatory purposes and of the Organisation, management and control model and envisage SLAs (Service Level Agreements) with a view to

improving the level of service offered, to relate to relevant KPIs (Key Performance Indicators).
As of 1 January 2022, replacing the Template project "communion" system, Acea and its subsidiaries signed a new contract for Acea to supply assets and IT services from a specific catalogue, ranging from supplying software licenses and developments relative to which Acea transfers multi-year user rights through a license, to sales of hardware infrastructure. As part of this contract, Acea manages the operating, application management and maintenance of software and hardware falling under the contract and IT security services.
In any case, a portion of the Template contract is still operational for a residual portion of the "communion" that is still undivided.
The contractual terms applied are, for the same type of service rendered, in line with those resulting from the market.

ACEA AND THE MAIN COMPANIES OF THE CALTAGIRONE GROUP

As of the end of the 2025 financial year, there are no financial or equity transactions with the companies of the Caltagirone Group and Acea SpA.

ACEA AND THE MAIN COMPANIES OF THE SUEZ GROUP

As of the end of financial year 2025, there were the following financial relationships with the companies of the Suez Group and Acea SpA.

	2025			
€ thousand	Payables	Costs	Receivables	Revenues
Suez International Sas	16	15	96	(0)
Total	**16**	**15**	**96**	**(0)**

The table below shows the impact of transactions with related parties on the statement of financial position, the income statement and the cash flow statement.

Impact on the statement of financial position

€ thousand	31/12/2025	Of which related party transactions	Impact	31/12/2024	Of which related party transactions	Impact	Change
Non-current financial assets	4,059,547	4,057,366	100%	4,014,160	4,009,751	100%	45,387
Trade receivables	160,716	159,616	99%	136,788	136,399	100%	23,927
Other current assets	87,155	46,646	54%	94,089	49,164	52%	(6,933)
Current financial assets	407,559	406,429	100%	720,890	667,505	93%	(313,331)
Borrowings and financial liabilities	(4,736,907)	(624)	0%	(4,731,747)	(77,820)	2%	(5,160)
Other non-current liabilities	(64,336)	(63,806)	99%	(51,823)	(51,258)	99%	(12,513)
Current financial payables	(637,238)	(48,727)	8%	(790,925)	(251,775)	32%	153,688
Payables to suppliers	(187,331)	(64,867)	35%	(209,897)	(111,774)	53%	22,567
Other current liabilities	(59,205)	(32,125)	54%	(61,877)	(32,298)	52%	2,672

Impact on the economic results

€ thousand	2025	Of which related party transactions	Impact	2024	Of which related party transactions	Impact	Change
Revenue from sales and services	221,090	221,090	100%	189,723	189,723	100%	31,367
Other revenue and income	14,634	9,217	63%	14,327	10,037	70%	307
Costs of materials and overhead	188,309	63,187	34%	165,099	53,236	32%	23,209
Financial income	121,347	119,352	98%	134,559	126,933	94%	(13,213)
Financial charges	(115,292)	(2,460)	2%	(119,326)	(4,461)	4%	4,034
Profit/(Loss) on equity investments	322,023	322,023	100%	274,098	274,098	100%	47,925
Income tax	(18,343)	(148,945)	812%	(14,238)	(124,165)	872%	(4,105)

Impact on the cash flow statement

€ thousand	2025	Of which related party transactions	Impact	2024	Of which related party transactions	Impact
Cash flow from operating activities	(54,793)	(389,802)	711%	(4,322)	(246,784)	5710%
Cash flow of asset investment/ disinvestment	625,616	551,630	88%	392,411	28,183	7%
Cash flow from financing activities	(464,478)	(730,575)	157%	(235,179)	(235,172)	100%

LIST OF SIGNIFICANT RELATED-PARTY TRANSACTIONS

During 2025, there were no transactions that qualified as significant resulting in the activation of the RPT Committee.

Update on major disputes and litigation

ACEA SPA - MILANO '90

This issue concerns the failure to pay sums due for the balance of the sale price of the area in the Municipality of Rome with access from via Laurentina No. 555, formalised with a deed dated 28 February 2007 and with a subsequent supplementary deed of 5 November 2008. With the said supplementary deed, the parties agreed to change the fee from €18 to €23 million, while eliminating the earn out, setting 31 March 2009 as the payment deadline.
Given the purchaser's failure to act, the procedure to collect the amounts due was initiated by preparing a notice pay addressed to Milano '90 and through application for an injunction order which, on 28 June 2012, was granted in a temporarily enforceable form.
Therefore, in November 2012, Acea served a garnishment order to the company Milano '90 for the forced recovery of the amounts claimed. Milano '90 opposed the aforementioned injunction - also requesting the condemnation of Acea for the restitution of sums paid as a price and compensation for damages - obtaining the suspension of its provisional execution. Consequently, the enforcement procedure was in turn suspended.
By judgement no. 3258, published on 13 February 2018, the Court of Rome rejected the opposition and confirmed the court order in full, sentencing Milano '90 to pay for the costs of the dispute.

APPEAL DECISION

On 26 April 2018, Milano '90 appealed, and with a decision issued 23 June 2022, the Court of Appeal of Rome fully confirmed the sentence of the first instance judge and sentenced the counterparty to pay the litigation costs.
With an appeal to the Court of Cassation notified on 21 September 2022, Milano '90 appealed the decision issued by the Rome Court of Appeal. Acea SpA filed a cross-appeal by the deadline and is waiting for the date of the hearing to be set.

EXECUTIVE PROCEDURE

Following the favourable ruling of first instance, on 27 March 2018 Acea filed the application for resumption of the executive procedure in relation to Milano '90 and the third parties attached. Following the opposition proceedings brought by the third-party garnishee, on 25 March 2022 the sums assigned to Acea were paid. An appeal is pending with the Court of Cassation by the third party garnishee, with the hearing adjourned until 3 December. The Supreme Court dismissed the appeal in its ruling of 4 April 2026.

ACEA SPA – FORMER COS RULINGS

The COS dispute concerns the ascertainment of the illegality of the contract between ALMAVIVA Contact (formerly COS) and Acea and the consequent right of its workers to be recognised as having a subordinate employment relationship with Acea.

QUANTIFICATION JUDGEMENTS

The six workers who won their cases (i.e. with whom a subordinate employment relationship with Acea was established) have over time initiated actions quantifying their claims against the company, requesting payment of the wages due as a result of the established relationship and regarding different periods of accrual of the receivables. Below, specifically.
Salary differences in relation to the period 2008/2014. In 2015, six separate quantification judgements were introduced, then combined, in relation to the wage differences accrued between 2008 and 2014. After the partially unfavourable ruling on 26 October 2022, Acea paid, reserving the right to a refund, the amounts due as remuneration and pension differences plus interest and monetary revaluation. Acea filed an appeal against this decision with the Court of Cassation. Pending the outcome of the proceedings, two of the six matters have been settled, with the proceedings against the remaining four workers continuing.
Following a motion pursuant to Article 380-bis of the Italian Code of Civil Procedure, the proceedings were declared discontinued in terms of the order dated 17 June 2025.
Salary differences in relation to the period 2014/2019. In 2020 and 2022, 5 workers were notified as many judgements aimed at also obtaining the wages not received in relation to the 2014-2019 time frame. All the aforesaid judgements were issued unfavourable rulings and Acea paid, reserving the right to a refund, the amounts due as remuneration and pension differences plus interest and monetary revaluation. With regard to the five original claims, one dispute was settled through a settlement agreement. Regarding the remaining four appeals to the Court of Cassation, one is still waiting for a hearing date to be set, another was dismissed with the order issued on 6 February 2026, and a proposal for an expedited settlement pursuant to Article 380-bis of the Code of Civil Procedure has been lodged for the remaining two.

ACEA SPA – RTI FINTECNA SPA

The protracted dispute originates from a tender contract entered into in 1988 between the parent company of the consortium at the time Breda Progetti e Costruzioni (now Fintecna SpA), and Acea SpA for the design and execution of the second section of the Ostia treatment plant.
In 2000, by virtue of reserves entered in the accounting records, the appellant assumed that it was a creditor of the contracting authority Acea, which resisted by contesting the justification of the reserves and raised a claim for compensation by virtue of advances paid to the company and not recovered.
Having set off the reserve applications against the amount due to the contracting authority relating to the contractor's breach, the Court dismissed the contractor's claims against Acea in its judgement of 3 June 2008.
Subsequently, today's Fintecna filed an appeal and with a sentence of 2017, the Court of Appeal of Rome, having performed the set-off, ordered Acea SpA to pay the contractor the sum of €367,490.28, plus legal interest and 2/3 of the legal expenses. Acea then appealed to the Court of Cassation and Fintecna cross-appealed. By order of 2 May 2024, the Supreme Court upheld the cross-appeal for lack of motivation and rejected the main appeal, referring the dispute back to the Court of Appeal of Rome.
In July 2024, Fintecna SpA requested the Court of Appeal to ascertain its residual claim, allegedly amounting to €1,347,718.42, plus legal interest. Acea, contesting the existence of that claim, insisted on the rejection of the application for reinstatement and for the confirmation of the judgement issued by the Court of Appeal of Rome in 2017. The collegiate hearing to clarify the parties' submissions took place in autumn 2025, and by a partially favourable judgment dated 25.11.25, Acea was ordered to pay €366,457.09 plus statutory interest from the date of the claim until settlement, as well as legal costs.
Acea exercised its right to partially offset the debt arising from that judgment against its counterclaims against Fintecna from two other sets of legal proceedings — also brought by the Breda joint venture and referring to two other contracts dating back to the late 1980s — and the difference has thus been paid.

ACQUE BLU FIORENTINE SPA VS. PUBLIACQUA SPA AND OTHERS

Publiacqua S.p.A is a public/private company that operates the integrated water service in Tuscany through a concession, OTA no. 3 Medio Valdarno. It is 60% held by the municipalities making up the OTA in question and 40% by Acque Blu Fiorentine SpA (ABF), in which, in turn, Acea SpA holds a 75% stake. The Publiacqua concession, which expired on 31 December 2024, has been extended for the period strictly necessary to complete the new tender procedure, and in any event to no later than 31 December 2026.
Relations between ABF, a private shareholder, and the public shareholders, have been governed over time not just by the articles of association but also through shareholders' agreements which dictate the governance of the company and called for, to protect the public shareholders, special rules in the case of a decision making deadlock, which may provide the possibility of exercising a purchase option relative to the private shareholders' shares.
Aiming at regional consolidation of public services, starting in 2020 certain Tuscan businesses established the Tuscan multi-utility company "Alia Servizi Ambientali" (formerly Acqua Toscana SpA). In this context, the public shareholders of Publiacqua began a series of actions intended to remove the shareholder ABF from Publiacqua's shareholding structure, which culminated in the annulment of the shareholders' agreement. This led to a series of disputes, some filed with urgency.
While awaiting the rulings against the actions carried out by the public shareholders, the latter:

- transferred the shares held by various municipalities in favour of the multi-utility Alia Servizi Ambientali, which in this way became a shareholder of Publiacqua;
- invoked the "decision making deadlock" with reference to the shareholders' agreement and gave notification that it would exercise its purchase option for the Publiacqua shares held by ABF.

More specifically, with regard to the previous point ii), ABF brought proceedings against Publiacqua and the public shareholders before the Court of Florence, applying for the compulsory transfer to those public shareholders of ABF's stake in Publiacqua's share capital to be declared unlawful.
During the case, an arbitrator was appointed to determine the price payable in the case of the disputed option right being exercised, and the relevant report was filed in July 2025. The judgment dated 10 March 2026 dismissed the claims brought by Acque Blu Fiorentine SpA, and it was declared that the transfer of Acque Blu Fiorentine SpA's shareholding in Publiacqua SpA to Alia Servizi Ambientali SpA had taken place pursuant to the exercising of the option right on 20 December 2021 by the then Acqua Toscana SpA.
ABF was also ordered to implement the necessary formalities for the transfer of its shareholding on payment of the purchase price by Alia Servizi Ambientali SpA, amounting to €122,259,000.00, and to pay the latter €8 million, plus statutory interest, as a reimbursement of an undue payment, and to reimburse the opposing parties' legal costs totalling €111,822, plus expenses and incidental costs.

Additional information on financial instruments and risk management policies

CLASSES OF FINANCIAL INSTRUMENTS

The table below shows the breakdown of financial assets and liabilities as required by IFRS 9 and IFRS 7.

€ thousand	FVTPL	FVTOCI	Amortised cost	Balance sheet value	Explanatory notes
Non-current assets	**0**	**10,801**	**4,057,257**	**4,068,058**	
Financial assets	0	10,801	4,048,746	4,059,547	18
Other non-current assets	0	0	8,511	8,511	19
Current assets	**0**	**0**	**601,024**	**601,024**	
Trade receivables	0	0	160,716	160,716	20
Current financial assets	0	0	407,559	407,559	20
Other current assets	0	0	32,749	32,749	20
Non-current liabilities	**0**	**0**	**4,726,235**	**4,726,235**	
Bonds	0	0	2,989,930	2,989,930	24
Medium/long-term borrowings	0	0	1,736,305	1,736,305	24
Current liabilities	**0**	**0**	**846,514**	**846,514**	
Short-term bonds	0	0	534,209	534,209	26
Payables to banks	0	0	48,559	48,559	26
Other financial payables	0	0	49,471	49,471	26
Payables to suppliers	0	0	187,331	187,331	26
Other liabilities	0	0	26,944	26,944	26

FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The fair value of securities not listed on an active market is determined using the valuation models and techniques prevailing on the market or using the price provided by several independent counterparties.
The fair value of medium/long-term financial assets and liabilities is calculated on the basis of the risk less and the risk less adjusted interest rate curves. It must be noted that for trade receivables and payables with contractual expiry within the financial year, the fair value has not been calculated as their book value approximates the same.
In addition, fair value is not calculated when the fair value of financial assets and liabilities cannot be objectively determined.

TYPES OF FINANCIAL RISKS AND RELATED HEDGING ACTIVITIES

FOREIGN EXCHANGE RISK

Acea is not particularly exposed to this type of risk which is concentrated on the conversion of the financial statements of foreign subsidiaries. In February 2025, the 20 billion Yen Private Placement, hedged through a cross currency swap, was repaid at maturity.

LIQUIDITY RISK

Acea's liquidity risk management policy is based on ensuring the availability of significant bank lines of credit. Such lines exceed the average requirement necessary to fund planned expenditure and enable the Group to minimise the risk of extraordinary outflows. In order to minimise liquidity risk, the Group has adopted a centralised treasury management system, which includes the most important Group companies, and provides financial assistance to the companies (subsidiaries and associates) not covered by a centralised finance contract.

At 31 December 2025 the Parent Company has uncommitted credit lines of €755 million. In the event of the drawdown of these types of facilities, Acea would pay an interest rate equal to the Euribor at one, two, three or six months (depending on the chosen period of use), in addition to a spread that, in some cases, may vary according to the rating assigned to the parent company. Acea also has committed revolving lines for €700 million, with an average residual maturity of around 1.5 years. No guarantees were granted in obtaining these lines.
Furthermore, on 19 February 2025, Acea signed an agreement for the fourth tranche of €55 million, partially guaranteed by SACE, on the loan granted by the European Investment Bank to support network investments (known as "Acea Efficienza Rete IV"); at 31 December 2025, this tranche remains unused and is available for drawdowns until February 2028.
Please note that the EMTN Programme approved and established in 2014 for an initial amount of €1.5 billion, adjusted upwards for a total of €5 billion in 2021, was available in a residual amount of €1.5 billion at 31 December 2025. It should be noted that in September 2025, Acea repaid a bond for €300 million at natural maturity.

INTEREST RATE RISK

The Acea Group's approach to management interest rate risk, which takes the structure of the assets and the stability of the Group's cash flows into account, has so far been prudent and intended to preserve the cost of funding, to stabilise the margins and the cash flows deriving from ordinary activities through a management method that tends to be static in nature.
In particular, for static management (to be opposed to the dynamic one) we mean a type of management of interest rate risk that does not provide for daily operations on the markets but an analysis and control of the position carried out periodically on the basis of specific needs. This type of management therefore involves daily activity in the markets, not for trading purposes but in order to hedge the identified exposure in the medium/long term.
Acea has, up to now, opted to minimise interest rate risk by choosing from time to time a mix of fixed and floating rate funding instruments. As it is known, fixed rate funding protects a borrower from cash flow risk in that it stabilises the financial outflows in the income statement, whilst heightening exposure to fair value risk in terms of changes in the market value of the debt.
An analysis of the debt position shows that the risk Acea is exposed to is mainly in the form of fair value risk, being composed of hedged fixed rate borrowings (80%) as at 31 December 2025, and to a lesser extent to the risk of fluctuations in future cash flows.
Acea is consistent with its decisions regarding interest rate risk management that essentially aims to both control and manage this risk and optimise borrowing costs, taking account of Stakeholders' interests and the nature of the Group's activities, and based on the prudence principle and best market practices. The main objectives of these guidelines are as follows:

- identifying, from time to time, the optimal combination of fixed and variable rates,
- to pursue a potential optimisation of borrowing costs within the risk limits established by governance bodies and in accordance with the specific nature of the business,
- to manage derivatives transactions solely for hedging purposes, should Acea decide to use them, in respect of the decisions of the Board of Directors and, therefore, the approved strategies and taking into account (in advance) the impact on the income statement and Statement of Financial Position of said transactions, giving preference to instruments that qualify for hedge accounting (typically cash flow hedges and, under given conditions, fair value hedges).

It is noted that the Private Placement 20 billion yen was repaid on maturity in February 2025. This was covered by a cross currency plain vanilla swap operation entered into in 2010 to transform into euro the currency of the Private Placement (yen) and the yen rate applied into a fixed rate in euro.
The fair value of medium/long-term debt is calculated on the basis of the risk-free and the risk-adjusted interest rate curves.

€ thousand	Amortised cost (A)	Risk-less FV (B)	Delta (A – B)	Risk adjusted FV (C)	Delta (A – C)
Bonds					
– fixed rate	325,340	324,261	1,079	307,302	18,038
– floating rate	1,458,664	1,518,042	(59,378)	1,454,709	3,955
Total	**1,784,004**	**1,842,302**	**(58,299)**	**1,762,011**	**21,993**

This analysis was also carried out with the risk adjusted curve, i.e. a curve adjusted for the level of risk and the business sector of Acea. A curve populated with fixed rate bonds denominated in EUR, issued by domestic companies in the public utilities sector with a composite rating ranging from BBB+ and BBB- was used.
A sensitivity analysis has been carried out on medium/long-term financial liabilities using stress testing, thus applying a constant spread over the term structure of the «risk adjusted» interest rate curve.
This makes it possible to evaluate the impact on fair value and on future Cash Flows for both the individual instruments in the portfolio and the overall portfolio.

The following table shows the overall fair value changes of the debt portfolio based on parallel shifts (positive and negative) between -1.5% and +1.5%

Constant spread applied	Changes in present value (€million)
(1.5%)	(345.3)
(1.0%)	(236.2)
(0.5%)	(130.7)
(0.3%)	(79.3)
n.s.	0.0
0.25%	21.0
0.50%	69.9
1.00%	165.4
1.50%	257.8

With regard to the type of hedging of which the fair value is determined and with reference to the hierarchies required by the IASB, it should be noted that, since these are composite instruments, the level is type 2 and that during the period there were no reclassifications from or to other levels of fair value as defined by IFRS 13.

Commitments and contingencies

These amounted to €959,734 thousand and decreased by €15,885 thousand compared to 31 December 2024 (€975,619 thousand).

ENDORSEMENTS AND SURETIES ISSUED AND RECEIVED

These have a positive net balance of €154,607 thousand, as the endorsements and sureties issued amounted to €205,576 thousand while those received amounted to €50,969 thousand.
These saw an increase of €36,517 thousand compared to the end of the previous year.

The change was mainly attributable to:
- the provision of an insurance surety for €38,500 thousand in favour of the EIB to secure the €55,000 thousand loan agreed in February 2025, but not yet disbursed;
- the management of the water supply service and pumping stations for the city of Lima, which involved the release of certain bank guarantees, resulting in a net change of -€2,803 thousand;
- the release of certain bank guarantees issued in favour of INPS under the Isopensione scheme for €2,935 thousand and
- the issue of the final guarantee in favour of the ATI Siracusa, in favour of Aretusacque (+€4,824 thousand), net of the counter-guarantees received from the shareholder Cogen (-€1,929 thousand).

LETTERS OF PATRONAGE ISSUED AND RECEIVED

The balance is positive for €549,423 thousand, consisting of letters of patronage issued for €549,626 thousand and letters of patronage received for €203 thousand.
During the year they underwent an overall decrease of €52,576 thousand.

The main changes predominantly concerned:
- The net decrease in corporate guarantees provided to various traders following the release of existing sureties on behalf of Acea Energia amounting to €25,690 thousand, partially offset by new guarantees issued for €20,000 thousand, on behalf of Acea Energy Management following the demerger of the business unit relating to energy management;
- the decrease in the guarantee in favour of Cassa Depositi e Prestiti of €28,489 thousand on the behalf of areti;
- the overall increase in guarantees in favour of various companies in compliance with the obligations established in electricity and natural gas transport contracts on behalf of Acea Energy Management, Acea Energia for approximately €9,975 thousand;
- the increase in the guarantee in favour of Terna on behalf of areti for €3,941 thousand related to the electricity transmission service contract.
- the increase in the surety issued in the interest of Gesesa for €1,937 thousand in favour of Acea Energia for the trade payment extension granted;
- for the issuance of a new guarantee on behalf of a.cities for €2,000 thousand, for the purpose of supplying electric vehicle charging points;
- the increase in guarantees issued on behalf of Acea Produzione to cover contracts to purchase the energy generated by certain photovoltaic plants, for €2,890 thousand;
- the cancellation of the guarantee in favour of a pool of banks for €38,500 thousand in the interest of Acquedotto del Fiora in March 2025.

THIRD-PARTY ASSETS UNDER CONCESSION

These amount to €86,077 thousand and have not changed since 31 December 2024 and refer to assets related to Public Lighting.

Resolutions regarding the result for the year and the distribution to Shareholders

Dear Shareholders,

In inviting you to approve the financial statements we are submitting to you, we propose to allocate the profit for the year ended 31 December 2025, equal to €243,861,322.37, as follows:

- €12,193,066.12 equal to 5% of profit, to the legal reserve;
- distribution of a total dividend of €255,057,488.40 to shareholders, corresponding to a dividend of €1.2 per share, drawing the sum of €23,389,232.15 from retained earnings.

The total dividend (coupon no. 27 of €255,057,488.40, equal to €1.2 per share), will be paid starting from 24 June 2026 with coupon detachment on 22 June 2026 and record date 23 June 2026.
On the date of approval of the financial statements, treasury shares amounted to no. 416,993.

Acea SpA

The Board of Directors

Annexes to the explanatory notes of which they form an integral part

ANNEX 1:
FINANCIAL DEBT AT 31 DECEMBER 2025

ANNEX 2:
CHANGES OF INVESTMENTS AT 31 DECEMBER 2025

ANNEX 3:
SIGNIFICANT NON-RECURRING TRANSACTIONS PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

ANNEX 4:
POSITIONS OR TRANSACTIONS DERIVING FROM UNUSUAL AND/OR ATYPICAL OPERATIONS

ANNEX 5:
SEGMENT INFORMATION (IFRS 8)

ANNEX NO. 1 – FINANCIAL DEBT AT 31 DECEMBER 2025

€ thousand	31/12/2025	Of which related party transactions	31/12/2024	Of which related party transactions	Change
A) Cash	399,724		293,379		106,345
B) Cash equivalents	0		0		0
C) Other current financial assets	407,559	406,429	720,890	667,505	(313,331)
D) Liquidity (A + B + C)	**807,283**	**406,429**	**1,014,269**	**667,505**	**(206,986)**
E) Current financial debt	(55,330)	(48,727)	(246,978)	(238,801)	191,648
F) Current portion of non-current financial debt	(581,908)	0	(543,947)	(12,974)	(37,961)
G) Current financial debt (E + F)	**(637,238)**	**(48,727)**	**(790,925)**	**(251,775)**	**153,688**
H) Net current financial debt (G + D)	**170,045**	**357,701**	**223,344**	**415,730**	**(53,299)**
I) Non-current financial debt	(4,736,907)	(624)	(4,731,747)	(77,820)	(5,160)
J) Debt instruments	0	0	0	0	0
K) Trade payables and other non-current payables	0	0	0	0	0
L) Non-current financial debt (I + J + K)	**(4,736,907)**	**(624)**	**(4,731,747)**	**(77,820)**	**(5,160)**
Total financial debt (H + L)	**(4,566,862)**	**357,078**	**(4,508,403)**	**337,910**	**(58,459)**
Long-term financial receivables	4,057,606	4,057,366	4,010,206	4,009,751	47,400
NET FINANCIAL POSITION	**(509,256)**	**4,414,443**	**(498,197)**	**4,347,661**	**(11,059)**

ANNEX 2 – CHANGES IN HOLDINGS AS AT 31 DECEMBER 2025

€ thousand	31/12/2024	Changes in the period: Acquisitions	Disposals	Reclassifications/other changes	Increases/decreases	Writedowns/losses/revaluations	31/12/2025
Subsidiaries							
Acea Ambiente Srl	39,151	0	0	0	0	0	39,151
Aquaser Srl	61	0	0	0	0	0	61
Acea Energia SpA	277,164	0	0	(277,164)	0	0	0
Acea Energy Management Srl	100	0	0	0	0	0	100
Consorcio Acea-Acea Domenicana	43	0	0	0	0	0	43
Acea Ato 5 SpA	123,977	0	0	0	0	0	123,977
Acque Blu Fiorentine SpA	43,911	0	0	0	0	0	43,911
Acea Acqua SpA	710,717	0	0	0	5,773	0	716,490
Adistribuzionegas Srl (formerly Alto Sangro Distribuzione Gas Srl)	26,761	0	0	(26,761)	0	0	0
a.Gas	0	0	0	27,079	6,176	0	33,255
ASM Terni SpA	2,956	0	0	0	0	0	2,956
Agile Academy Srl (formerly Parco della Mistica)	30	0	0	(30)	0	0	0
areti SpA	683,861	0	0	0	0	0	683,861
a.cities Srl	50	0	0	0	0	0	50
Acea Produzione SpA	173,206	0	0	0	0	0	173,206
Acea Liquidation and Litigation Srl	7,148	0	0	0	0	1,862	5,286
Acea Infrastructure SpA	7,209	0	0	0	0	0	7,209
TWS SpA	64	0	0	0	0	0	64
Hydreco Scarl in liquidation	0	0	0	0	0	0	0
a.Quantum SpA	1,500	0	0	0	10,000	0	11,500
Total - subsidiaries	**2,097,909**	**0**	**0**	**(276,876)**	**21,950**	**1,862**	**1,841,121**

€ thousand	31/12/2024	Changes in the period: Acquisitions	Disposals	Reclassifica-tions/Other changes	Increases/ Decreases	Writedowns/ Losses/ Revaluations	31/12/2025
Associates							
Aguazul Bogotà SA	334	0	0	0	0	0	334
Umbria Distribuzione Gas SpA	318	0	0	(318)	0	0	0
Ecomed Srl	0	0	0	0	0	0	0
Ingegnerie Toscane Srl	58	0	0	0	0	0	58
Marco Polo SpA in liquidation	0	0	0	0	0	0	0
Sienergia SpA in liquidation	0	0	0	0	0	0	0
DI.T.N.E. Scarl	12	0	0	0	0	0	12
Tirana Acque Scarl in liquidation	0	0	0	0	0	0	0
Agile Academy Srl (formerly Parco della Mistica)	0	0	0	30	0	0	30
Total - associates	**723**	**0**	**0**	**(288)**	**0**	**0**	**434**

€ thousand	31/12/2024	Changes in the period: Acquisitions	Disposals	Reclassifica-tions/Other changes	Increases/ Decreases	Writedowns/ Losses/ Revaluations	31/12/2025
Other companies							
Polo Tecnologico Industriale Romano SpA	2,350	0	0	0	0	0	2,350
Bonifiche Ferraresi SpA	5,001	0	0	(5,001)	0	0	0
WRC Plc	0	0	0	0	0	0	0
Total - other companies	**7,351**	**0**	**0**	**(5,001)**	**0**	**0**	**2,350**

ANNEX 3 – SIGNIFICANT NON-RECURRING TRANSACTIONS PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

It must be noted that no non-recurring significant transactions were carried out during the period.

ANNEX 4 – POSITIONS OR TRANSACTIONS DERIVING FROM UNUSUAL AND/OR ATYPICAL OPERATIONS

Pursuant to the Consob Communication of 27 July 2006, it should be noted that during 2025 Acea SpA has not performed atypical and/or unusual transactions, as defined by the Communication itself.

ANNEX 5 – SEGMENT INFORMATION (IFRS 8)

€ thousand	Public Lighting	Corporate	Total continuing operations	Discontinuing operations	Total
Revenue from sales and services	51,178	169,912	221,090	0	221,090
Other revenue and income	444	14,169	14,613	0	14,613
Net revenues	**51,622**	**184,082**	**235,704**	**0**	**235,704**
Staff costs	0	98,673	98,673	0	98,673
Costs of materials and overhead	52,339	135,970	188,309	0	188,309
Operating costs	**52,339**	**234,643**	**286,982**	**0**	**286,982**
EBITDA	**(717)**	**(50,561)**	**(51,278)**	**0**	**(51,278)**
Net write-downs (write-backs) of trade receivables	(2,300)	2,893	593	0	593
Depreciation, amortisation and provisions	2,693	48,016	50,709	0	50,709
Operating profit/(loss)	**(1,110)**	**(101,470)**	**(102,580)**	**0**	**(102,580)**
Financial income	89	121,278	121,367	0	121,367
Financial charges	(10)	(115,282)	(115,292)	0	(115,292)
Profit/(Loss) on equity investments	0	322,023	322,023	0	322,023
Profit/(loss) before tax	**(1,031)**	**226,550**	**225,518**	**0**	**225,518**
Income tax	0	(18,343)	(18,343)	0	(18,343)
Net result of continuing operations	**(1,031)**	**244,893**	**243,861**	**0**	**243,861**
Profit (loss) from discontinued operations				0	
Net profit/(loss)	**(1,031)**	**244,893**	**243,861**	**0**	**243,861**

€ thousand	Public lighting	Corporate	Total continuing operations	Discontinuing operations	Total
Property, plant and equipment	5,047	97,535	102,581	0	102,581
Real estate investments	0	9,833	9,833	0	9,833
Intangible fixed assets	0	124,520	124,520	0	124,520
Rights of use	0	15,605	15,605	0	15,605
Equity Investments in subsidiaries and associates	0	1,841,555	1,841,555	0	1,841,555
Other equity investments	0	2,350	2,350	0	2,350
Deferred tax assets	0	8,655	8,655	0	8,655
Financial assets	2,077	4,057,470	4,059,547	0	4,059,547
Other non-current assets	0	8,511	8,511	0	8,511
Non-current assets	**7,123**	**6,166,035**	**6,173,158**	**0**	**6,173,158**
Trade receivables	4,141	156,575	160,716	0	160,716
Other current assets	0	87,155	87,155	0	87,155
Current tax assets	0	1,711	1,711	0	1,711
Current financial assets	47,207	360,352	407,559	0	407,559
Cash and cash equivalents	0	399,724	399,724	0	399,724
Current assets	**51,348**	**1,005,517**	**1,056,865**	**0**	**1,056,865**
Non-current assets destined for sale	0	277,164	277,164	0	277,164
Total assets	**58,471**	**7,448,716**	**7,507,187**	**0**	**7,507,187**

€ thousand	Public lighting	Corporate	Total continuing operations	Discontinuing operations	Total
Share capital	0	1,098,899	1,098,899	0	1,098,899
Legal reserve	0	178,410	178,410	0	178,410
Other reserves	0	102,569	102,569	0	102,569
Retained earnings/(losses)	0	151,421	151,421	0	151,421
Profit (loss) for the year	0	243,861	243,861	0	243,861
Shareholders' Equity	0	1,775,160	1,775,160	0	1,775,160
Staff termination benefits and other defined benefit plans	0	18,671	18,671	0	18,671
Provisions for risks and charges	0	9,700	9,700	0	9,700
Borrowings and financial liabilities	0	4,736,907	4,736,907	0	4,736,907
Other liabilities	0	64,336	64,336	0	64,336
Non-current liabilities	**0**	**4,829,614**	**4,829,614**	**0**	**4,829,614**
Borrowings	4,141	633,097	637,238	0	637,238
Payables to suppliers	52,913	134,417	187,331	0	187,331
Tax payables	0	18,640	18,640	0	18,640
Other current liabilities	0	59,205	59,205	0	59,205
Current liabilities	**57,054**	**845,359**	**902,413**	**0**	**902,413**
Liabilities closely associated with assets held for sale	0	0	0	0	0
Total liabilities and shareholders' equity	**57,054**	**7,450,133**	**7,507,187**	**0**	**7,507,187**

REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING OF ACEA S.P.A.

(pursuant to Article 153 of Italian Legislative Decree 58/1998)

Dear Shareholders,

The Board of Statutory Auditors (hereinafter referred to as "the Board") of ACEA S.p.A. (hereinafter referred to as "Acea" or "the Company") is required to report to the Shareholders' Meeting on the supervisory activities carried out within its remit during the 2025 financial year, on any omissions and any significant facts identified, in accordance with Article 153 of Italian Legislative Decree 58/1998 (hereinafter referred to as "11TUF") and Article 2429 of the Italian Civil Code.
The Board may also make comments and proposals regarding the financial statements, their approval and the matters within its remit.
The Board of Statutory Auditors carried out its institutional duties in compliance with the Italian Civil Code, the TUF and Italian Legislative Decree no. 39/2010 (Consolidated Law on Independent Auditing), the statutory rules and regulations issued by the Authorities performing supervisory and audit activities in relation to the Company, also taking into consideration the Rules of Conduct for the Board of Statutory Auditors of listed companies, recommended by the National Council of Accountants and Tax Advisers.
In particular, the Board of Statutory Auditors monitored:

- compliance with the law and by-laws, adherence to the principles of sound administration, and the functionality and adequacy of the organisational structure, the internal control and risk management system, and the administrative and accounting system, also pursuant to Article 2086 of the Civil Code and Legislative Decree No. 14 of 12 January 2019 (Business Crisis and Insolvency Code);
- the adequacy of the instructions given to Subsidiaries, also pursuant to Article 114, paragraph 2 of the Consolidated Finance Act (TUF);
- the procedures for the concrete implementation of the corporate governance rules provided for in the Corporate Governance Code, issued by the Corporate Governance Committee of Borsa Italiana S.p.A., which the Company has adopted;
- the compliance of the Procedure on transactions with Related Parties, approved by the Board of Directors, with the principles pursuant to Consob Resolution no. 17221 of 12 March 2010, as amended, and the observance of said Procedure;
- the existence of the requisites of suitability in relation to its representatives, in application of the current legislation on the subject;
- the criteria and practices used to assess the independence of members of the Board of Directors;
- compliance with the laws and regulations governing the preparation of the financial statements.

Furthermore, in its capacity as Internal Control and Audit Committee, the Board performed the functions envisaged by Art. 19 of Italian Legislative Decree no. 39/2010.

This report provides information on the activities carried out by the Board of Acea S.p.A. in the financial year ended 31 December 2025.

In the light of the foregoing, the information contained in Consob Communication no. 1025564/2001 and subsequent amendments and additions is provided below.

Appointment of the Board of Statutory Auditors

The undersigned Board was appointed at the Shareholders' Meeting held on 28 April 2025 for three financial years until the approval of the Financial Statements at 31 December 2027.

The Board in office at the date of this report comprises Mr Giampiero Tasco as Chairman, and Ms Ines Gandini and Mr Carlo Ravazzin as Standing Auditors.

Self-assessment of the Board of Statutory Auditors

Upon taking office, the Board assessed its composition, deeming it to be adequate, verifying in particular compliance with the requirements of independence, professionalism, integrity, diversity, skill and limits to the number of positions held.
Board members have also stated that they have the time necessary for the complexity of their duties.

A similar overall assessment was also conducted in March 2026 at the time of the Board's annual self-assessment. When these activities had been completed, based on the information in its possession, the information requested and acquired, as well as the declarations made by the individual members, the Board therefore verified and confirmed that all its members continue to have:

- the independence prerequisites provided for both in the law (Art. 148, paragraph 3 of the TUF) and in the Corporate Governance Code for statutory auditors of listed companies;
- the requirements regarding professionalism, competence and experience, as per the Regulations, which contain the rules for setting the requirements for the professionalism and integrity of the members of the Board of Statutory Auditors of listed companies;

- the requirements set out in Article 22 of the By-laws according to which "*The Board of Statutory Auditors shall consist of three standing auditors and two alternate auditors, all of whom meet the requirements set by the Law, all applicable regulations, and the Self-Governance Code for Listed Companies*". On the same occasion it was also verified that each member of the Board of Statutory Auditors continues to comply with the provisions of the applicable laws and regulations (art. 148-*bis* of the TUF and art. 144-*duodecies* to 144-*quinquiesdecies* of the Issuers Regulations) with regard to the limits on the number of posts held.

Moreover, also in accordance with the provisions of Article 19 of Italian Legislative Decree 39/2010, it was verified that the members of the Board, as the Internal Control and Audit Committee, as a whole are competent in the sector the Company operates in.

Activities and Organisation of the Board of Statutory Auditors

As from the date of its appointment and during 2025, the Board carried out the activities within its remit, holding 10 meetings, each lasting an average of around 2 hours.

Similarly, from the date of its appointment, the Board of Statutory Auditors (or at least one of its members) also attended all 14 meetings of the Board of Directors, all 7 meetings of the Control and Risks Committee, 5 of the 6 meetings of the Nominations and Remuneration Committee, all 7 meetings of the Committee for the Region, all 4 meetings of the Related Party Transactions Committee and all 6 meetings of the Ethics, Sustainability and Inclusion Committee.

During the Board of Directors' meeting, the Board received the information referred to in Article Article 150, paragraph 1 of the Consolidated Law on Finance regarding the activities carried out and transactions of major economic, financial and equity significance undertaken during the financial year by the Company and its subsidiaries.

Based on the information acquired through its supervisory activities, the Board did not become aware of any transactions, carried out during the period to which this report refers, that were not based on the principles of correct administration, resolved and carried out in breach of the law and the by-laws, not in the interest of Acea S.p.A., in contrast with resolutions passed by the Shareholders' Meeting, manifestly imprudent or reckless, lacking the necessary information in case of Directors' interests or compromising the integrity of the company's assets.

In addition to the matters already expressly referred to in this Report, during the period, the Board of Statutory Auditors, in the course of its periodic audits, made the observations required under current legislation and supervisory regulations.

The Board oversaw the Board of Directors' decision-making procedures and verified that the management decisions were compliant with the applicable regulations (substantive legitimacy), adopted in the interests of the Company, compatible with the Company's resources and assets and adequately supported by information, analysis and verification processes.

For details on the more significant transactions with related parties carried out by the Acea Group during 2025, reference is made to the documentation submitted to the Shareholders' Meeting.

The documents submitted for your approval, the information received during the Board of Directors' meetings and internal Board committees, Information received from the Chairman and Chief Executive Officer, from management, from the Boards of Statutory Auditors of the directly controlled companies, and from the independent auditor PwC S.p.A. (hereinafter referred to as "PwC" or the "Independent Auditor") have not identified any atypical and/or unusual transactions, including intra-group or related parties' transactions.

Significant intra-group or related-party transactions are reported in the documents submitted for your approval, to which reference is made.

Supervisory activities pursuant to the Consolidated Law on Statutory Audits

The Board, identified by the Consolidated Law on Auditing as the "Committee for Internal Control and Statutory Audit", oversaw, inter alia:
- the financial reporting process;
- the effectiveness of internal control, internal auditing and financial reporting risk management systems;
- the independence of the external auditor (hereinafter the "Auditor", "Independent Auditor" or "Audit Firm"), specifically with regard to the provision of non-audit services.

The Board examined the reports prepared by the independent auditing firm, whose activity supplements the general framework of the control functions established by the regulations with regard to the financial and non-financial reporting process.

The Acea Shareholders' Meeting appointed PwC to audit the accounts for the period 2017-2025, including the independent audit of the consolidated and separate financial statements, the limited audit of the condensed separate financial statements at 30 June and the audit of the separate annual accounts of Group companies.

Furthermore, in accordance with Articles 8 and 18 of paragraph 1 of Italian Legislative Decree No. 125 of 6 September 2024, the Audit Firm was appointed to carry out a limited assurance engagement of the Acea Group's Consolidated Sustainability Report for the financial year ended 31 December 2025, prepared in accordance with Article 4 of Legislative Decree 125/2024, presented in the specific section of the Report on Operations.

Based on the current rules, and pursuant to Article 14 of Italian Legislative Decree no. 39/2010 and Article 10 of Regulation (EU) 537/2014, the Audit Firm today issued the Audit Report on the individual and consolidated Financial Statements for the year ended 31 December 2025.

The Audit Firm issued the aforementioned reports without qualification. The Audit firm, in addition,
(i) issued an opinion which states that the Reports on Operations that accompany the separate and consolidated Financial Statements – as well as some specific information contained in the "Report on Corporate Governance and Shareholding Structure" stipulated under Article 123-*bis*, paragraph 4 of the Consolidated Finance Act (that the Directors are responsible for) – are consistent with the Financial Statements and are prepared in compliance with the applicable legal provisions;
(ii) checked that the Directors had prepared the "Annual Report on the Remuneration Policy and on Remuneration Paid", as required under Article 123-*ter*, paragraph 8-*bis* of the Consolidated Finance Act;
(iii) with regard to significant errors in the Reports on Operations, declared on the basis of the knowledge and understanding of the business and the related context acquired during the audit, that it had nothing to report.

The Audit Firm also certified that it had carried out the audit procedures set in Auditing Standard SA (Italy) 700B for the purpose of expressing an opinion on whether the annual financial statements and consolidated financial statements comply with the provisions of European Commission Delegated Regulation (EU) 2019/815 on regulatory technical standards relating to the specification of the European Single Electronic Reporting Format (ESEF) to the annual financial statements and consolidated financial statements, to be included in the annual financial report (the "Delegated Regulation").
These procedures did not reveal any non-compliance with the Delegated Regulation.
For details on the key aspects of the audit, reference is made to the content of the Reports issued by PwC, published together with the separate and consolidated Financial Statements.
The Audit Firm has stated that it did not provide any of the non-audit services prohibited under Article 5, paragraph 1 of Regulation (EU) No 537/2014 and that it has remained independent of Acea in carrying out the statutory audit.
To this end, during the year and in compliance with the referenced provisions on audits, and after the related checks regarding potential risks for independence and the safeguarding measures adopted, the Board gave prior approval to the appointments for activities other than the independent audit conferred on PwC and the companies within its network. On this point, monitoring is in place with the aim of verifying observance of the quantitative limits on the fees for non-auditing appointments provided for in Article 4 of the aforementioned European Regulation.
The Board attests that the limit was complied with.
In addition, it is noted that a specific internal regulation is applicable at Group level, governing operations for these checks related to the conferment of appointments for non-audit services.
The Financial Statements, in accordance with Article 149-*duodecies* of the Consob Issuers' Regulations, provide a table of the fees accrued by the independent auditors PWC in 2025.
On the basis of the information acquired, the Board notes that during 2025, with reference to the Acea Group, in addition to the audit assignments confirmed by the Shareholders' Meeting resolution, the PwC network was paid fees for other non-audit or audit-related services amounting to € 1,087 thousand, including € 200 thousand in fees relating to the limited audit on the Group's 2025 Sustainability Report.
In terms of Article 11 of Regulation (EU) no. 537/2014, the Audit firm also issued the Board of Statutory Auditors with the Report to the Internal Control and Audit Committee (the so-called "Additional Report"), in which it reported on:
i) the main aspects of the audit;
ii) the levels of significance for the consolidated financial statements and the individual financial statements;
iii) the audit plan;
iv) the scope and method of consolidation;
v) the audit methodology and measurement methods applied in the consolidated and separate financial statements;
vi) the areas of focus related to the consolidated and separate financial statements;
vii) the auditing activities carried out.

In its Additional Report, the Audit Firm stated that no shortcomings had been identified in the internal control system relating to the financial reporting process which, in its professional opinion, were significant enough to bring to the attention of the Internal Control and Audit Committee. With regard to the other shortcomings in the internal control system identified during the audit procedures carried out on the 2025 financial statements, the Audit Firm stated that as in the previous financial year, it will issue a specific letter of recommendations in the coming weeks, namely the so-called Management Letter.

With reference to the previous 2024 financial year, it is noted that during 2025, the Board submitted the PwC Additional Report together with its own observations to the Board of Directors.

In accordance with the recommendations of the joint Bank of Italy - CONSOB - ISVAP document no. 4 of 3 March 2010, the impairment test procedure governed by IAS 36 received the favourable opinion of the Control and Risks Committee and was approved by the Board of Directors.

Acea has appointed an external consultant to assist with the analysis aimed at verifying the recoverability of the carrying value for goodwill, equity investments and plant and equipment recognised in the Company's consolidated and individual financial statements.

The independent advisor stated that, for the purposes of the impairment test at 31 December 2025, Acea had used the operating cash flows from the 2026 Budget approved by the Board of Directors on 13 February 2026 and from the Business Plans approved by the Boards of Directors of the individual companies.

The results of the impairment test carried out show some overall impairments both at the level of the consolidated and individual financial statements, including certain situations that were identified as "requiring monitoring", which are presented in the documents submitted for your approval and to which reference is made.

While the market capitalisation of Acea was higher than the value of the Group's shareholders' equity, a second-level impairment test was also carried out, revealing no critical issues.

The Independent Auditor, with whom meetings were held on a periodic basis, in accordance with Article 150, paragraph 3 of the TUF, for the purpose of exchanging reciprocal information, did not bring to the attention of the Board any significant acts or facts or irregularities that required specific reporting pursuant to Art. 155, paragraph 2 of the TUF.

Supervision of the financial disclosure process

The Board of Statutory Auditors held regular meetings with the "Financial Reporting Manager" (hereinafter the "Reporting Manager"), appointed pursuant to Italian Law No. 262/2005, during which the Manager did not report any significant shortcomings in the operational and control processes which may have compromised the adequacy and effective application of administrative and accounting procedures for the purposes of providing a correct representation of the economic, asset and financial position, in accordance with accounting standards.

This view is confirmed by the information in the *"Explanatory Financial Reporting Manager's Report – Law 262/2005 and Legislative Decree 125/2024 -Consolidated Financial Statements and Company Financial Statements at 31.12.2025",* which confirms both the completion of the 2025 business plan, in line with the plan submitted to the corporate bodies, and the adequacy of the internal and external resources available to the Financial Reporting Manager to manage the 262 Model, given the size of the Acea Group.

At the end of the assessment process, on the basis of the activities performed, with regard also and taking into account the results of the test activities conducted according to the monitoring plan of the control system on the process for compiling the financial reporting, Acea's Financial Reporting Manager confirmed that the certification of Acea's separate and consolidated financial statements at 31 December 2025 could be signed, without any qualification.

Based on the information received and the documents examined, also considering the support provided to the Financial Reporting Manager by the Chief Audit Officer Function, which has specialist IT skills available to verify the design and functioning of the IT General Controls, the Board of Statutory Auditors has no observations to make to the Shareholders' Meeting on the functioning and adequacy of the administrative accounting system.

Supervision of the non-financial reporting process

In the scope of performing the functions assigned to it, the Board supervised, inter alia, through the periodic meetings with the structure responsible and in consultation with the Audit Firm – the observance of the rules contained in Italian Legislative Decree No. 125 of 6 September 2024.

In this regard, having examined the report issued today by the Audit Firm in relation to the limited assurance engagement on the Acea Group (hereinafter referred to as the "Group") Consolidated Sustainability Report for the financial year ended 31 December 2025, prepared in accordance with Article 4 of the Decree and presented in the specific section of the Consolidated Report on Operations, the Board did not find any instances of non-compliance and/or breaches of the relevant regulations.

On the basis of the work carried out, the Audit Firm stated that nothing had come to their attention that would indicate that:
- the Acea Group's Consolidated Sustainability Report for the financial year ended 31 December 2025 had not been prepared, in all material respects, in accordance with the reporting standards adopted by the European Commission pursuant to Directive (EU) 2013/34/EU (European Sustainability Reporting Standards, hereinafter referred to as "ESRS");
- the information contained in paragraph 2.1, "Disclosures required by the European Taxonomy" of the consolidated sustainability report were not prepared, in all material respects, in accordance with Article 8 of Regulation (EU) No 852 of 18 June 2020 (hereinafter referred to as the "Taxonomy Regulation").

Supervisory activities relating to the adequacy of the internal control system, risk management and organisational structure

Internal Control System

In noting the findings of the Corporate Governance Report on the adequacy and effective functioning of the Internal Control and Risk Management System ("ICRMS"), the Board reviewed the Reports at 31 December 2025 from the Chief Audit Officer Function, the Control and Risks Committee, the 231 Supervisory Body, and the second-level control entities.

More specifically, the Board of Statutory Auditors noted that during the year:

- the necessary functional and informative liaison was maintained with the Control and Risk Committee, the Supervisory Body and Heads of the Chief Audit Officer, Chief Risk Management & Sustainability Officer and Chief Legal & Compliance Officer Functions on the methods for carrying out the assessment and control tasks entrusted to them, relating to the adequacy, full operation and effective functioning of the internal control and risk management system, as well as the results of the audits performed by the Chief Audit Officer Function in accordance with the audit plan approved by the Board of Directors, and the outcomes of the activities vested with second-level control functions;

The analysis of the reports on second-level control measures found that:

- Acea S.p.A.'s implementation of the anti-corruption framework was considered complete, in light of the assessments carried out by the certifying body, the work undertaken across the framework's areas, and the progress made towards the 2025 objectives;
- most of the companies within the Acea Group have implemented, and continue to maintain an Integrated Quality, Environment, Safety and Energy Management System (hereinafter the "System"), which complies with UNI ISO 9001:2015 (Quality), UNI ISO 14001:2015 (Environment), UNI ISO 45001:2018 (Safety) and UNI ISO 50001:2018 (Energy), certified and issued by an accredited external body, as a tool for the prevention of accidents, diseases and pollution, as well as a measure to promote and support the efficiency and effectiveness of the company's processes, including energy processes, and to continuously improve System and work management performance. Furthermore, most companies also developed a gender equality management system in accordance with the PdR 125:2022 standard, which the certification body deemed compliant, with the aim of increasing women's empowerment;
- the activities carried out by the Head of the Prevention and Protection Service (RSPP) on topics related to health and safety at work within the Acea Group, confirmed the existence of an effective management system for safety in the workplace, with no significant issues that require inclusion in this report;
- the Company updated the Organisation, Management and Control Model, pursuant to Italian Legislative Decree 231/01 with the Board of Directors' resolution dated 12 March 2026 and, on 19 June 2025, appointed the new Supervisory Body pursuant to Legislative Decree 231/01 – comprising the following members: Giuseppe Cannizzaro, Chairman, Gianluca Luongo and Simone Bontempo – who submitted their half-yearly reports and with whom the Board met without receiving any reports of specific issues arising from their audits;
- the Board has never been informed by the designated persons, of any whistleblowing reports that could give rise to cause risks for the Company;
- in the annual report, the Data Protection Officer provided an overall positive assessment of the compliance with data protection regulations by the Company. Based on the activities carried out within the scope of the Privacy Governance Framework and relevant outcomes, it considered that Acea SpA's implementation of the Privacy Governance Model was now fully established, although there are areas for improvement, with corrective measures currently being implemented in this regard.

The Manager of the Chief Audit Officer Function periodically updated the Board on the activities carried out and the main results of the audits performed, communicating the corrective actions identified and discussed with the Company and subsidiaries' management, providing implementation deadlines and specific implementation responsibilities, subject to periodic monitoring by the Chief Audit Officer Function, in addition to the areas for improvement referring to material processes and controls.

The latter informed the Board that the functional hierarchical positioning, the constant dialogue and exchange of information with the company's top management, the Board committees and control bodies ensured that the Function had access to all the information needed to perform its duties, be fully independent and have autonomous judgement.

The 2025 Chief Audit Officer Function annual report noted that the audits were structured in a way that incorporates the necessary disclosures to formulate the opinion from different sources, in particular:

- in the context of monitoring certain relevant processes of the Internal Control and Risk Management System ("ICRMS"), the different out of the ordinary events highlighted by each Key Risk Indicator were analysed and verified and, downstream of this activity, no irregularities had emerged;
- the testing activities aimed at ensuring that key automatic controls, in the context of the administrative and accounting procedures, work correctly and are effective with respect to the objective set, had positive results, despite there being areas for improvement related to IT governance (still underway);
- the discussions held during the year with second-level control managers and their reports show adequate resilience of the ICRMS, not finding any critical issues and highlighting the aspects for improvement already included in the planning activities in progress;

- the audits carried out by the Chief Audit Officer Function highlighted the absence of critical aspects that could adversely affect the reliability of the ICRMS as a whole, including the limited situations where the internal regulatory system was not yet updated in relation to best practices;
- the remaining corrective actions identified in the context of the audit activities which are not yet completed at today's date, will be finalised with the completion of the update of the corporate regulatory system and in the various projects still in progress.

From the overall analysis of the above findings, the Head of the Chief Audit Officer Function highlighted that, despite certain design gaps in the Internal Control and Risk Management System, the control activities implemented had not identified any issues that could compromise the effectiveness of the overall Internal Control and Risk Management System adopted by Acea and its subsidiaries.

In light of the activities performed by the Chief Audit Officer Function, the second-level control audits and the internal board committee meetings that were held in the current reporting period, the Board of Statutory Auditors has no further observations to make to the Shareholders' Meeting on the functioning and adequacy of the internal control and risk management system.

Risk Management System
The Chief Risk Management & Sustainability Officer Function, in line with the Enterprise Risk Management Framework, regularly monitors the Group's risk profile, so as to support decision-making and strategic processes. As part of the revision and monitoring process for the Risk Appetite Framework, the same Function presented the results of this monitoring, highlighting that the Group's risk profile is in line with the Risk Appetite Framework itself, as all the metrics being monitored fell within the defined limits.

Activities are still in progress with the aim of developing the risk scenarios identified in an overall taxonomy of business risks that will be combined with the related risk owners and the business processes assigned as their responsibility, both at corporate level and at the level of the various corporate businesses.

Organisational Structure
The Board of Statutory Auditors examined the documentation produced from time to time during Board of Directors' meetings, focusing its attention on the existence of:
- an organisational chart and related company documentation detailing the roles and responsibilities of the organisational structures;
- an effective and efficient system of delegations and powers of attorney;
- corporate regulations for Acea to exercise in the scope of its guidance, coordination, control and direction function for the Group's legal entities;
- company regulations for the performance of the activities of each managerial function.

The Board was informed about the activities in progress, which were necessary to update the Group's regulatory system.

The Board has verified that the Company's organisational structure complies with the relevant legislation and, specifically, that it is commensurate with the Company's size and complexity, the nature and pursuit of its corporate purpose, as well as its other characteristics.

Remuneration policies – sustainability information
The Board acknowledged that the Board of Directors had approved, insofar as it was responsible in terms of current legislation, the Report on the Remuneration Policy and on the remuneration paid to the Group's personnel including the section "Remuneration Policy" and the section "Remuneration paid" as well as the related Report to the Shareholders' Meeting, to whom the documents will be submitted.

In relation to performance objectives, the Board of Statutory Auditors considered commendable, among other things, that the Acea Group is pursuing an even greater integration of sustainability into its business, by progressively aligning the performance management system with the ESG (Environmental, Social and Governance) goals outlined in the Business Plan, while paying the necessary attention to identifying and objectively measuring these goals, also for the purposes of appropriate transparency and disclosure of information by companies on the ESG impact of their activities, by consolidating reporting obligations in favour of stakeholders and investors.

The remuneration policy defines the criteria and guidelines for remunerating members of the Board of Directors, including Executive Directors and Directors with specific responsibilities, Managers with Strategic Responsibilities and members of the Company's Board of Statutory Auditors, over a period of time coinciding with the current financial year.

This document was drawn up in accordance with the existing regulatory framework (Article 123-*ter* of the Consolidated Law on Finance).

Corporate Information System
The Board of Statutory Auditors also paid close attention to the different initiatives implemented by the Acea Group with regard to developing a corporate information system and protecting business continuity, with a specific focus on cybersecurity issues. It noted that the Board of Directors had approved a "Group Cybersecurity Strategy Policy" at its meeting on 17 December 2024.

During 2025, the Company also adopted the "Artificial Intelligence (AI) Governance Policy", which establishes the principles aimed at defining the key elements guiding the management of AI within the Acea Group, with the aim of contributing to the safe, ethical and regulated adoption of AI technologies within the company.

The Board also recommended the adoption of appropriate initiatives with a view to continual improvement and strengthening of the governance model and oversight of IT risks, so as to further increase the activities aimed at ensuring the maximum levels of security for the information system and necessary quality on the services provided, also from the perspective of the recently introduced regulatory framework.

Additional Board of Statutory Auditors activities and disclosure required by Consob

In the performance of its duties as required by Art. 149 of the TUF, during the year, the Board:
- oversaw the processes of effective implementation of the corporate governance regulations provided under the codes of conduct that Acea declares it complies with. Acea has drawn up, pursuant to Article 123-*bis* of the TUF and Art. 144-*decies* of the Issuers' Regulations, the annual "Report on Corporate Governance and Ownership Structure". The Board verified that the Report on Corporate Governance and Ownership Structure contains all the information required under Article 123-*bis* of the TUF, as well as other information provided in compliance with the regulations governing issuers listed on regulated markets;
- it oversaw the adequacy of the instructions given to subsidiaries pursuant to Art. 114, paragraph 2 of the TUF;
- it exchanged information with the Boards of Statutory Auditors of subsidiary companies as required by Art. 151, paragraph 2 of the TUF. In order to provide for this exchange of information, a questionnaire was sent to all control bodies concerning the supervisory activities carried out by them during 2025. No significant critical issues or facts emerged from the analysis of these questionnaires, as well as the meetings held with Boards of Statutory Auditors of the main subsidiaries.

During the financial year, the Board issued the opinions and observations assigned by current legislation to its remit.

In addition, the Board of Statutory Auditors reports:
- that it acknowledged that the Board of Directors had positively assessed the adequacy of its size, composition and operation, also in light of the results of the self-assessment that was performed with the support of an external consultant with the necessary requisites of independence;
- that it has taken note that the Board of Directors had updated its Rules of Procedure to regulate attendance at Board and committee meetings, and access to the relevant documentation, in cases where a director has a direct or indirect conflict of interest;
- that in 2024, the Board of Directors had updated its Policy for managing discussions with institutional investors, and all shareholders and bondholders of Acea;
- that it had verified that its members meet the same independence requirements as those required of Directors in accordance with the recommendations of the Borsa Italiana Corporate Governance Code;
- that it had found the correct application of the criteria and practices for ascertaining the requisites used by the Board of Directors to assess the independence of its members on an annual basis.

No separate meeting of the independent directors was held during the year, as they considered it unnecessary in view of the quality of the information received from the delegated bodies and their active participation in the Board of Directors and in the Board Committees. The conditions set out in Recommendation 13 of the Corporate Governance Code for the appointment of a lead independent director, do not currently apply, given that at Acea, the Chairperson of the Board of Directors is not the chief executive officer, is not vested with significant powers of administration, and is not a shareholder with control, including joint control, over the Company.

The Board verified full compliance with obligations regarding regulated information, inside information or information required by the Regulatory Authorities.

The Board has noted that no appeals were made relating to complaints lodged with the Court pursuant to Article 2409, first paragraph, of the Italian Civil Code, nor was the Board required to submit any complaints pursuant to Article 2409, paragraph 7 of the Italian Civil Code. The Board was not required to intervene on account of omissions by the Administrative Body pursuant to Article 2406 of the Civil Code and had not made any reports to the Board of Directors in accordance in terms and for the purposes of Article 25-*octies* of Italian Legislative Decree No. 14/2019.

The Board of Statutory Auditors had not received any statements and reports pursuant to Article 2408 of the Italian Civil Code.

As a result of the supervisory activities carried out by the Board, no significant facts, omissions or irregularities emerged that should be included in this Report.

The Board does not deem it necessary to exercise the right to make proposals to the Shareholders' Meeting pursuant to Article 153, second paragraph of the TUF.

Conclusions

In conclusion, having reviewed the supervisory activities carried out as a whole, having taken note of the content of the reports drawn up by the Audit Firm and certifications issued jointly by the Chief Executive Officer and the Financial Reporting Manager, the Board of Statutory Auditors does not consider it necessary to exercise its right to submit proposals to the Shareholders' Meeting pursuant to Article 153, paragraph 2, of the Consolidated Law on Finance regarding the approval of Acea's separate financial statements at 31 December 2025 and the matters falling within its remit. Having carried out the necessary investigations, the Board has no comments to make regarding the proposed allocation of the profit for the financial year, as submitted by the Board of Directors.

Rome, 30 April 2026

For the Board of Statutory Auditors
Mr Giampiero Tasco

Independent auditor's report in accordance with article 14 of Legislative Decree 39/2010 and article 10 of Regulation (EU) 537/2014

To the Shareholders of

Acea SpA

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Acea SpA (the "Company"), which comprise the statement of financial position as of 31 December 2025, the income statement, statement of comprehensive income, statement of changes in shareholders' equity, cash flow statement for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as of 31 December 2025, and of the result of its operations and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree 38/2005.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this report. We are independent of the Company pursuant to the regulations and standards on ethics and independence applicable to audits of financial

PricewaterhouseCoopers SpA

Sede legale: **Milano** 20145 Piazza Tre Torri 2 Tel. 02 77851 Fax 02 7785240, Capitale Sociale Euro 6.890.000,00 i.v. C.F. e P.IVA e Reg. Imprese Milano Monza Brianza Lodi 12979880155 Iscritta al n° 119644 del Registro dei Revisori Legali - Altri Uffici: **Ancona** 60131 Via Sandro Totti 1 Tel. 071 2132311 - **Bari** 70122 Via Abate Gimma 72 Tel. 080 5640211 - **Bergamo** 24121 Largo Belotti 5 Tel. 035 229691 - **Bologna** 40124 Via Luigi Carlo Farini 12 Tel. 051 6186211 - **Brescia** 25121 Viale Duca d'Aosta 28 Tel. 030 3697501 - **Catania** 95129 Corso Italia 302 Tel. 095 7532311 - **Firenze** 50121 Viale Gramsci 15 Tel. 055 2482811 - **Genova** 16121 Piazza Piccapietra 9 Tel. 010 29041 - **Napoli** 80121 Via dei Mille 16 Tel. 081 36181 - **Padova** 35138 Via Vicenza 4 Tel. 049 873481 - **Palermo** 90141 Via Marchese Ugo 60 Tel. 091 349737 - **Parma** 43121 Via Pisacane 18 Tel. 0521 275911 - **Pescara** 65127 Piazza Ettore Troilo 8 Tel. 085 4545711 - **Roma** 00154 Largo Fochetti 29 Tel. 06 570251 - **Torino** 10122 Via Santa Maria 11 Tel. 011 556771 - **Trento** 38122 Viale della Costituzione 33 Tel. 0461 237004 - **Treviso** 31100 Viale Felissent 90 Tel. 0422 696911 - **Udine** 33100 Via Poscolle 43 Tel. 0432 25789 - **Varese** 21100 Via Albuzzi 43 Tel. 0332 285039 - **Verona** 37135 Via Francia 21/C Tel. 045 8263001.

www.pwc.com/it

statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	Auditing procedures performed in response to key audit matters
Recoverability of the value of investments in subsidiaries and associates	
Note 15 to the financial statements "Investments in subsidiaries and associates" The Company recognised in the financial statements as of 31 December 2025 investments in subsidiaries and associates for an amount equal to Euro 1,841 million. Annually, the Company, in accordance with a specific internal policy, verifies the presence, if any, of impairment losses of investments in subsidiaries and associates in compliance with IAS 36 "Impairment of assets", comparing their book value with their estimated recoverable amount measured mainly through the Discounted Cash Flow method (impairment test). Such verification is carried out on the main investments apart from the presence of any impairment indicators emerged during the year. The impairment test was carried out on the basis of the cash flows derived from the 2026 Budget approved by the Board of Directors of Acea SpA on 13 February 2026 and the Business Plans approved by the Board of Directors of each	We performed audit procedures in order to evaluate if the method to estimate the recoverable amount used by the Company was consistent with what is envisaged by IAS 36 and by the evaluation practice, verifying the appropriateness of the types of cash flows used, their consistency with the 2026 Budget and the Business Plans of each investee and the mathematical accuracy of the quantification of the recoverable amount. In particular, with reference to the investee companies in relation to which impairment indicators were found (so-called Trigger events), we: • verified the reasonableness of the main assumptions underlying the projected cash flows and the discount rates used to perform the impairment tests (also through a comparison with the budget data deriving from external information sources, if available);

investee.

With reference to the financial statements for the year ended 31 December 2025, the Company's management had recourse to an external expert to perform the impairment testing.

As part of our audit activities, we paid particular attention to the risk that there could be impairment losses in the abovesaid investments, inasmuch as the process for the estimate of their recoverable amount is particularly complex and based on valuation assumptions affected by future economic, financial and market conditions which are hard to forecast.

- compared the forecasts of the prior years with the corresponding final data;
- verified the sensitivity analyses performed by the Company on investee companies.

As part of audit activities, we were also supported by the PwC network experts in valuations. Moreover, we assessed the independence, technical capabilities and objectivity of the external experts who were tasked by the Company management with carrying out the impairment tests.

Finally, we examined the adequacy and completeness of the disclosures provided by the directors in the notes to the financial statements in relation to the above-described matters.

Non-current assets held for sale

Note 20bis to financial statements "Non-current assets held for sale"

On 24 June 2025, the Board of Directors of Acea SpA accepted a binding offer received from Eni Plenitude SpA Società Benefit for the purchase of 100% of the share capital of Acea Energia SpA, including the operations linked to the 50% equity investment in Umbria Energy SpA, excluding the following business lines: energy efficiency, electric mobility, circular economy, energy management and the related contracts and the regulated market. In light of the binding nature of the offer and the completion of the transaction by April 2026, the Company, in accordance with the provisions of IFRS 5 "Non-current assets held for sale and discontinued operations", classified the investment as non-current assets held for sale as at 31 December 2025.

Given the complexity of determining whether the conditions for applying the provisions of IFRS 5

Our audit procedures in response to this key matter related, inter alia, to:

- the analysis of the contracts signed between the parties to verify whether the conditions for applying the provisions of IFRS 5 were met and to assess the appropriateness of the accounting entries recorded by the Company;
- the analysis of the reasonableness of the estimated recoverable value of the investment in Acea Energia SpA, based on the estimate of the sale consideration prepared by the Company's management, also taking into account the definitive agreement signed on 10 April 2026, the closing date of the transaction.

Finally, we verified the adequacy and completeness of the disclosures provided in the notes to the financial statements.

were met, the related accounting implications and the complex process of estimating the recoverable amount of the assets being disposed of, as part of our audit activity, we paid particular attention to non-current assets held for sale.

Responsibilities of the directors and the board of statutory auditors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree 38/2005 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- We evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional disclosures required by article 10 of Regulation (EU) 537/2014

On 27 April 2017, the shareholders of Acea SpA in general meeting engaged us to perform the statutory audit of the Company's and consolidated financial statements for the years ending 31 December 2017 to 31 December 2025.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on compliance with other laws and regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 815/2019

The directors of Acea SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 815/2019 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (the "Commission Delegated Regulation") to the financial statements as of 31 December 2025, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) 700B in order to express an opinion on the compliance of the financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the financial statements as of 31 December 2025 have been prepared in XHTML format in compliance with the provisions of the Commission Delegated Regulation.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree 39/2010 and with article 123-bis, paragraph 4, of Legislative Decree 58/1998

The directors of Acea SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Acea SpA as of 31 December 2025, including their consistency with the relevant financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/1998, with the financial statements;

- express an opinion on the compliance with the law of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/1998;

- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/1998.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/1998 are consistent with the financial statements of Acea SpA as of 31 December 2025.

Moreover, in our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/1998 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree 39/2010, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Rome, 30 April 2026

PricewaterhouseCoopers SpA

Signed by

Luigi Necci

(Partner)

As disclosed by the directors on page 1, the accompanying financial statements of Acea SpA constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 815/2019. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.