



Repertory no. 62489

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MINUTES OF THE ORDINARY SHAREHOLDERS MEETING OF

"HERA S.P.A." HEADQUARTERED IN BOLOGNA (BO)

I T A L I A N R E P U B L I C

On the twenty-sixth of April two thousand eighteen, at 10:15 a.m.

In Bologna, Viale Carlo Berti Pichat n. 2/4.

Before me, Federico Tassinari, notary registered with the Notaries' Association of the District of Bologna, residing in Imola,

appeared

- TOMMASI DI VIGNANO Tomaso, born in Brescia on 14 July 1947, domiciled for the office in Bologna (BO), Viale Carlo Berti Pichat 2/4, who was proceeding herein as Chairman of the Board of Directors of "HERA S.p.A." with registered office in Bologna (BO), Viale Carlo Berti Pichat 2/4, with share capital amounting to € 1,489,538,745.00 (one billion four hundred eighty-nine million five hundred thirty-eight thousand seven hundred forty-five point zero zero), subscribed and paid-up, registered at the Bologna Companies' Register with tax code and VAT number 04245520376, R.E.A. number BO-363550 (hereinafter also "Hera" or the "Company").

Said appearing party, an Italian citizen, of whose personal identity I, the Notary Public, am certain, declares that the Ordinary Shareholders' Meeting of the aforementioned Company was convened at a single call in this location, on this date and at this time, by way of a notice communicated to the market and made available on the Company's website, as well as on the daily newspapers "Il Sole 24 Ore" and "QN - Quotidiano Nazionale" on 23 March 2018, to discuss and resolve upon the following

AGENDA

1. Financial statements for the year ended 31 December 2017, Management Report, Profit allotment proposal and Board of Statutory Auditors and Independent Auditors' Report: related and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2017.

Presentation of the Sustainability Report - Consolidated non-financial statement drafted pursuant to legislative decree no. 254/2016.

2. Presentation of the Corporate governance report and non-binding resolution pertaining to remuneration policies.

3. Renewal of authorisation to purchase treasury shares and procedures for arrangement of the same: related and consequent resolutions.

4. Appointment of one member of the Board of Directors.

The chairmanship of the Meeting was assumed pursuant to article 13 of the Articles of Association and article 4 of the Shareholders' Meeting Regulations by said appearing party, who ascertained that:

- the meeting had been duly convened in accordance with articles 9 and 10 of the Articles of Association;

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- in attendance for the Board of Directors were not only said Chairman, but also the following directors:

- Stefano Venier, Chief Executive Officer;
- Giovanni Basile, Vice President;
- Francesca Fiore, Director;
- Giorgia Gagliardi, Director;
- Massimo Giusti, Director;
- Sara Lorenzon, Director;
- Stefano Manara, Director;
- Danilo Manfredi, Director;
- Alessandro Melcarne, Director;
- Erwin P.W. Rauhe, Director;
- Duccio Regoli, Director;
- Marina Vignola, Director;
- Giovanni Xilo, Director;

apologies for their absence were received from the remaining Directors;

from the Board of Statutory Auditors, the following were present:

- Myriam Amato, Chairman of the Board of Statutory Auditors;
- Marianna Girolomini, Member of the Board of Statutory Auditors;
- Antonio Gaiani, Member of the Board of Statutory Auditors;

- also present was the Secretary of the Board of Directors, Mila Fabbri, and, pursuant to Article 2 of the Shareholders' Meeting Regulations, the Meeting was attended by the General Manager of Operations, Roberto Barilli;

- authorised journalists attended at a location outside the meeting site, with a closed-circuit TV connection, as provided for by Article 2 of the Shareholders' Meeting Regulations;

- pursuant to Article 2 of the Shareholders' Meeting Regulations, attendance by support service personnel was allowed, identified by special staff badges: such staff were present to deal with the technical and organisational requirements of the proceedings;

- also present were experts to aid in carrying out the Meeting's proceedings;

- the Company had engaged Computershare S.p.A. as its Designated Representative, pursuant to Article 135-undecies of Legislative Decree 58/1998 (hereinafter also "TUF");

- as of today's date, the share capital totals € 1,489,538,745.00 (one billion four hundred eighty-nine million five hundred thirty-eight thousand seven hundred forty-five point zero zero), fully paid up, and divided into 1,489,538,745 (one billion four hundred eighty-nine million five hundred thirty-eight thousand seven hundred forty-five) ordinary shares with a nominal value of € 1 (one) each, of which 1,472,168,826 (one billion four hundred seventy-two million one hundred sixty-eight thousand eight hundred twenty-six) carry the right to intervene and vote at this Shareholders Meeting, with Hera S.p.A. currently holding 17,369,919 (seventeen million three hundred sixty-nine thousand nine hundred nineteen) treasury shares;

- verifications were made, by personnel engaged for this purpose,

of the personal identity and legitimacy of the parties attending for the purposes of participating in the Shareholders Meeting, as well as of the validity of the proxies submitted, which documents were entered into the Company's records and a detailed list of which is attached hereto as **Appendix A**), in accordance with Appendix 3E of the regulations implementing Legislative Decree 58/1998, adopted by Consob Resolution 11,971 of 14 May 1999 as amended, and Article 2375 of the Italian Civil Code.

Therefore:

- considering that, with reference to current legal provisions and the Articles of Association, the Ordinary Shareholders Meeting is duly convened and resolves regardless of the portion of the share capital represented by the shareholders in attendance;

- having ascertained the presence at the Meeting of those holding shares bearing the right to vote, a list of whose names is included in the above-mentioned Appendix A),

the Chairman declared, based on the powers conferred on him by Article 13 of the Articles of Association and by Articles 4 and 5 of the Shareholders' Meeting Regulations, that the Meeting was duly convened and able to resolve upon the items on the Agenda and engaged me, the Notary, to draft the respective minutes.

According to the provisions of Article 5 of the Shareholders Meeting Regulations, the items on the Agenda would be dealt with in the order indicated above.

Before proceeding to discuss the items on the Agenda, the Chairman also noted that:

a) based on the contents of the Shareholders Register, taking into account the updates pertaining to today's Meeting, all notifications received and any other available information, the shareholders directly or indirectly holding an interest in the share capital in excess of 3% (three per cent) were the following:

- Municipality of Bologna, 144,951,776 shares, equalling 9.731% of the share capital;

- Municipality of Imola:

- directly, 71,480 shares, equalling 0.005% of the share capital;

- through CON.AMI, 108,554,164 shares, equalling 7.288% of the share capital;

- Municipality of Modena, 97,107,948 shares, equalling 6.519% of the share capital;

- Municipality of Ravenna:

- directly, 1,000 shares, equalling 0.00007% of the share capital

- through Ravenna Holding S.p.A., n. 79,226,545 shares, equalling 5.319% of the share capital;

- Municipality of Trieste, 63,069,983 shares, equalling 4.234% of the share capital;

- Municipality of Padua, n. 46.126.176 shares, equalling 3.097% of the share capital.

He furthermore noted that the following Agreements were in effect:

- among 118 public shareholders, Voting Trust and Share Transfer

Rules Agreement concerning procedures for the exercise of voting rights and the transfer of Hera shares held by the signatories, signed on 23 June 2015 for a period of three years, from 1 July 2015 to 30 June 2018;

- among 22 public shareholders from the Modena area, a Voting Trust Agreement concerning the definition of the procedures for the exercise of voting rights, the transfer of Hera shares held by the signatories and appointment of the members of the Board of Directors, signed on 25 June 2015 and effective until 30 June 2018.

- among 33 public shareholders from the Bologna area, a Voting Trust Agreement concerning the definition of the procedures for the exercise of voting rights, the transfer of Hera shares held by the signatories and appointment of the members of the Board of Directors, signed on 22 November 2017 and effective until 30 June 2018.

The Chairman in any case formally requested participants in the Meeting to communicate the existence of relationships, agreements or pacts, above and beyond those declared, and in any case situations involving, individually or collectively and pursuant to art. 8 of the Articles of Association, limitations on the exercise of the right to vote within the maximum overall limit of 5%.

None of those present requesting the floor, the Chairman then went on to explain the operational procedures for carrying out the proceedings of today's Meeting, drawing the attendees' attention to the instructions included in the notice contained in the folder provided at reception, and specifically:

a) the operations for recording attendance and tallying voting results would be managed with the aid of technical devices and an IT procedure;

b) shareholders had been provided with a special electronic device known as a "radiovoter", in which an identification code for the Shareholder and the respective shares held was memorised;

c) this device was to be used to record attendance, including each entry into and exit from the meeting room so as to allow proper recording in the minutes, and to cast the vote, and had to be returned to the staff responsible at the end of the Meeting;

d) voting would therefore take place via the "radiovoter";

e) detailed instructions for using the "radiovoter" could be found in a specific document contained in the folder provided at reception;

f) votes against and abstentions thus cast, as well as non-voters, would be automatically recorded and included in a breakdown provided in an appendix to the minutes of the Meeting;

g) Shareholders holding proxies who intended to cast votes that varied among the overall amount of shares represented were to go to the special voting station indicated above ("assisted voting");

h) shareholders were strongly encouraged not to enter and exit the room during voting operations, to facilitate a proper

attendance count;

f) votes against and abstentions thus cast, as well as non-voters, would be automatically recorded and included in a breakdown provided in an appendix to the minutes of the Meeting;

g) Shareholders holding proxies who intended to cast votes that varied among the overall amount of shares represented were to go to the special voting station indicated above ("assisted voting");

h) shareholders were strongly encouraged not to enter and exit the room during voting operations, to facilitate a proper attendance count;

i) shareholders were invited to participate and take part in the discussion, pursuant to the provisions of Article 6 of the Shareholders' Meeting Regulations, which would be strictly applied during the current Meeting;

l) to ensure the broadest possible participation in the discussion, shareholders were asked to make statements that were relevant to the agenda items and to limit their duration. Each shareholder could make only one statement on each agenda item. At the conclusion of all statements on each agenda item discussed, responses would be provided to the shareholders' requests, with the possible suspension of the Meeting's proceedings for a limited amount of time, as allowed for by article 7 of the Shareholders Meeting Regulations.

Those who had requested the floor would have the option, after the responses, of making a brief reply upon request;

m) based on the provisions of Article 6 of the Shareholders Meeting Regulation - taking into account the subject and the relevance of the single agenda items put up for discussion - the Chairman proposed that the maximum duration for statements be set beforehand at ten minutes, and at five minutes for replies;

n) all those interested in requesting the floor were asked to proceed, with the appropriate form found in the folder provided to attendees at reception, and with their "radiovoters", to the "SPEAKERS" station in the middle of the room;

o) as provided for by current regulations, statements would be recorded in the minutes in an abbreviated form, stating the names of the parties taking the floor and the responses obtained;

p) pursuant to the laws and articles of Association in effect, the Ordinary Shareholders' Meeting would adopt resolutions by absolute majority of the capital represented by the shareholders present, noting more precisely that only as regards item 4 on the agenda, which calls for a "Shareholders Resolution with Increased Voting Rights" pursuant to article 6 of the Articles of Association, the quorum required to resolve will be calculated by counting the increased voting rights that may be involved;

q) a voice amplification system would be installed in the room, and an audio-visual recording would be carried out for the sole purpose of facilitating the drawing up of the minutes, as allowed for by Article 3 of the Shareholders Meeting Regulations.

The Chairman declared that the requirements relating to the formulation of the Meeting had been fulfilled and, on behalf of the entire Board of Directors, thanked the shareholders for attending with the following welcoming speech, transcribed here in its entirety:

"Dear Shareholders,

Another year of your Company's activities has come to a positive conclusion and we hereby submit to your approval the financial statements that reflect the Hera Group's operations during 2017. This is a particularly brilliant financial report, which continues to pursue the aim of developing results through the fundamental levers of internal growth, local integration and business transactions. The latter involved the gas and electricity sectors as well as waste management, in which the Herambiente Group's activities and plant base were significantly enhanced.

The aforementioned operations allowed a year-end Ebitda 984.6 million euro to be reached, with a 7.4% increase over the previous year. This result in management was matched by the quality of the financial results, with a reduction in the net debt/Ebitda ratio to 2.56, whose effects also spread to indicators concerning return, which reached 9.2% in ROI and 9.9% in ROE, both above the figures seen in previous years.

The result in terms of growth was largely due to the contribution coming from internal growth in free market activities that, through market expansion and efficiency enhancement and innovation policies, also contributed to a further improvement in Ebitda per employee in terms of productivity.

As mentioned above, these briefly described operating results also benefited from a few acquisitions which on the one hand led our energy customer portfolio to grow and on the other saw our entry, as a majority shareholder, within the Aliplast Group. This group is the nation's leader in the sector of plastic recycling and represents for us a remarkable step forwards in plastic material recycling, boosting our orientation towards a circular economy, which is in turn the guiding principle for many of the activities involved in the services we offer.

These acquisitions, it is well worth emphasising, were entirely financed with cash flows coming from operating management, allowing the Group's debt to remain untouched. Not only this, but an improvement was also witnessed in the Group's debt, with an increase in financial flexibility that puts us in a position to look with interest towards the new opportunities that may arise on the market.

The amount of investments (including acquisitions) came to approximately 500 million, up 30 million net in the Group's operating activities. Taken as a whole, the results described also saw us achieve significant success in a few tenders, both in acquiring portions of customers, in particular in the so-called safeguarded electricity sector, and regarding the offer of our

services for single customers in liberalised markets.

This aspect of the results is particularly important, because it confirms that, from the point of view of our professionalism and ability to compete with other variously-sized operators, our overall structure and cultural orientation by now seem to have confirmed how this structure is adequate both for taking part in upcoming tenders for regulated service concessions and for maintaining and enhancing the Group's presence with customers and initiatives in free markets.

I furthermore wish to underline that, as appears in further detail in the Sustainability Report, this reporting tool, which we have adopted for many years now, has also become in its present edition an obligatory reference point. In the new version proposed for the end of 2017, it was indeed, as you yourselves may confirm, further renewed and particularly rich in elements that on the whole illuminate the many socio-environmental policies reinforced by the Group over time. Above all, measuring Shared Value - which reaches roughly one third of overall Ebitda - allows us to quantify and report to all our stakeholders as to our constant commitment towards searching for sustainable solutions and evolutions.

I would also like to point out that the Board of Directors has made arrangements, in line with the indications provided in the recently approved Business Plan and fully respecting the results achieved, to pay a dividend of 9.5 cents per share. This additional benefit for shareholders must be considered alongside the remarkable increase in the value of Hera stock recorded during 2017, coming to 33.9%.

Furthermore, in the recently approved 2017-2021 Business Plan, our desire to maintain a challenging path in Group reinforcement and growth was confirmed, and an evolution in dividends was planned involving additional growth, coming to over 10% by the end of the Plan.

Speaking for the CEO as well, I would like to thank the Board of Directors and the Board of Auditors for their activity, along with all our personnel, who contributed with the aim of bringing the current year as well to a close with coherent results involving further growth, which certainly lies within the Group's potential.

Thank you for your attention."

The Chairman then proceeded to discuss the first item on the agenda.

1. Financial statements for the year ended 31 December 2017, Management report, Profit allotment proposal and Board of Statutory Auditors and Independent Auditors' report: related and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2017.

Presentation of the Sustainability Report - Consolidated non-financial statement drafted pursuant to legislative decree no. 254/2016.

The Chairman, with the approval of the attendees, refrained from reading the entire Management Report drafted by the Board of Directors, as well as the reports prepared by the Statutory Auditors and the Independent Auditors concerning both the financial statements and the consolidated financial statements, for which reference is made to the files contained in the documentation concerning the statements, contained in the folder provided at reception.

This was intended to leave more room for discussion, thus dedicating more time to dealing with those issues that most merited being treated in greater detail.

He then gave the floor to the CEO, who illustrated the Group's performance in 2017, furthermore presenting the content of the Group's Sustainability Report.

On this matter, and specifically referring to the latter document, he pointed out that legislative decree 254 of 30 December 2016 introduced new obligations concerning transparency, implementing EU regulations contained in Directive 2014/95/UE.

This Decree, in force as of 25 January 2017 and applicable to financial years beginning as of 1 January 2017, introduced in our organisation the obligation for listed companies who are parents of a large Group, to draft, at the same time as their financial statements, a consolidated statement concerning "non-financial" matters ("NFS") such as environmental and social issues, also regarding personnel, respect for human rights and the struggle against active and passive corruption, which also includes the data pertaining to controlled companies.

CEO Stefano Venier proceeded by providing an account of the Hera Group's performance, dwelling on the most relevant events that occurred in 2017 and commenting on the information contained in the diagrams that were simultaneously projected on the screens behind him, printouts of which are attached hereto as **Appendix B**.

The Chairman then took the floor once again.

Making reference to the 18 April 1996 CONSOB notice, he clarified that in conducting the audit and certification of the 2017 separate and consolidated financial statements, Deloitte & Touche S.p.A. spent 3,500 (three thousand five hundred) hours and was compensated with Euro 118,155 (one hundred and eighteen thousand one hundred fifty-five).

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room.

He then asked a "SPEAKERS" station staff member to provide the list of requests to take the floor and to update said list in the event of additional requests submitted during the statements. Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request

to come to the podium, reminding those concerned to keep their statements to 10 minutes.

The floor was taken by shareholder Demetrio Rodinò, who underlined that Hera brought 2017 to a close with results exceeding expectations.

He asked what the main factors underlying Hera's future strategies were to be.

He drew attention to the bonus received by Hera, which was recognised as an international leader in human resource management. He asked which paths would be followed in managing these resources and which would be the criteria governing the personnel's behaviour towards their managers.

Concerning the growth of the Hera Group, he gave fundamental importance to acquisitions and enquired as to the sectors in which growth was expected after the acquisition of Aliplast, and the extent that this acquisition could reach.

Even while offering a generally positive evaluation, he noted the Court's sentence in favour of some users as to the restitution of IVA on TIA, including the trial charges. On this matter, he made two inquiries: he asked as to (i) the total sum to be returned and (ii) the legal expenses to be reimbursed.

Further information was requested as to the investigations carried out by the Ravenna district attorney regarding a few Hera employees for suspected irregularities in managing commissions and for undue benefits received by those employees.

As a conclusion for his intervention, he asked how much the total costs for the present Meeting amounted to.

The floor was then taken by shareholder Germana Loizzi, who expressed a few considerations. First of all she congratulated the management, who had succeeded in exceeding expectations by quintupling Ebitda with respect to the moment at which the Group was born, in spite of the difficult economic and social situation currently witnessed.

She then proceeded by offering a piece of personal advice: it would be desirable - in her opinion - to provide encouragement to employees and their families, precisely on account of the difficult current situation. She considered the high amount of permanent contracts, reaching roughly 98%, to be a positive factor.

She then raised a few questions that ensued from the CEO's presentation. She asked how much the waste management and energy areas contributed to reaching these significant results. Taking into consideration the increase in investments seen in 2017, amounting to 440 million over the previous year, she asked whether other projects had been planned, in addition to the ones mentioned by CEO Venier. She continued by enquiring as to the main factors that allowed the Group to obtain a change in the outlook provided by Standard & Poor's, from "stable" to "positive". Bringing up the issue of "industry 4.0", in which the role of digital technology must be taken on by all the sector's leaders, she asked

which innovations will be concretely introduced, which strategy would be followed by the Group in the sector of innovation and which prospects were foreseen for the upcoming two years. In conclusion, she asked about the features of Italy's energy model for the next 20 years and if, considering the increase in dividends per single share, there will be a change in the shareholders' behaviour.

The floor was then taken by shareholder Enrico Nannetti to express his considerations as a saver, a user and a citizen. He noted two significant issues concerning the first item on the agenda: (i) the analysis of the results of management and (ii) the decision as to profits. Concerning the first point he recognised that, seen from outside, the company showed a notable rapidity in carrying out the management's indications; this, in his opinion, gives a feeling of efficiency and leads to a very high degree of trust towards the management's activities. On the second point, he believes that it would be preferable to reinvest the profits produced, on the one hand to reduce debt and on the other to proceed with the growth already pursued through the acquisition of Aliplast. He reminded those present that he believes it would be preferable to invest in plants for gas production from renewable sources, energy from wind farms, on-location hospital waste disposal plants and to introduce a single waste bin, with a related investment in automatic and mechanical waste selection. The floor was then taken by shareholder Tobia De Salvo, who invited those present to reflect on the issue of internationalisation, which in other countries receives public incentives. He maintained that multi-utilities are not affected by the risk of delocalisation, and on the contrary reduce the distance between capital, the know-how possessed by local companies and the demand found in the areas served. He believes that investing in some countries, both European, such as the area of the Balkans, and outside Europe, could lead to excellent economic results and also ensure that high-quality essential services were provided. He suggested that the Mayors consider Hera as a "collector of public intelligence". He raised three questions: (i) whether there is value in the worldwide multi-utility sector, (ii) whether the Company is able to take advantage of this value, and if it is interested in doing so, and (iii) if there are any adverse factors involved in internationalisation. On the first point he expressed a positive opinion, on the second he added that since Hera is a strong group from a technological point of view, it would be able to grasp these opportunities. As regards the adverse factors, he could not note any, adding that an internationalised company can better serve its own original area. He concluded by affirming that Hera's financial capacities, along with potential public contributions, would allow it to be an important figure on the international scene and to become, therefore, a large European player.

The floor was then taken by Massimo Bosso, Mayor of the

Municipality of Casalecchio di Reno, who thanked the entire Company, from the Board of Directors to each single employee, for their contribution to the results reached and the company's growth over the years. He noted the significant results in terms of growth and value. He stated that he represented the trust agreement among the Bologna area's "Minor Municipalities", which have recently signed a second-level pact with the Municipality of Bologna in order to define a united strategy for the municipalities of the larger metropolitan Bologna area. He believes that significant progress has been made and that the 2017 Financial statements offers proof of this, but there is also a chance to go further, increasing the company's relations with the local area. He believes that there is a need for local and territorial bodies to become more amply involved in the company's activities, to create a greater awareness of the company's role across the areas served and to share it to a greater degree.

He stressed the risk of Hera becoming a company that produces results, but grows progressively detached from its original territory, with the risk of losing the particular bond that unites the company and the areas served. To this end, he foresees tools for greater development.

The floor was then taken by the representative of the Municipality of Padua, Andrea Micalizzi, who greeted those present on behalf of the newly elected mayor, who was not able to participate in the meeting. He underlined that this was the first meeting in which the city's recently established administration participated, showing the Municipality of Padua's participation in the Company and its belief in sharing, with the new administration wishing to change course completely compared to the previous one, which had sold a considerable amount of Hera shares. He conveyed to those present the new administration's desire to enthusiastically work with Hera, participating actively. He expressed his satisfaction with the results obtained and affirmed that service quality improves the quality of life for citizens. He hoped that the North-East could become an increasingly important area for Hera. The floor was then taken by Chairman Tommasi di Vignano, who responded to shareholder Rodinò: as far as personnel policies are concerned, Hera is once again among the top-ranking Italian companies in the sector for its *best practices*. He mentioned a significant 3.3 million euro investment in the welfare project, additionally reminding those present of the noteworthy bonuses received by the company for its personnel management, in which for the ninth consecutive year Hera is among the top three companies polled. As regards future evolutions, he mentioned that a business plan for the upcoming five years has already been approved, repeating however that the management is prepared to evaluate additional possibilities that may differ from the current policies in terms of further acquisitions.

He reminded those present that the multi-utility system did not exist before Hera and is now the reference model for the four main

Italian companies operating in the sector.

The floor was then taken by CEO Venier, who responded to the legal issues concerning VAT on the TIA, referring that the Court of Rimini ruled that 30,000 euro are to be reimbursed, including 9,000 euro in legal expenses, but, since Hera has already passed on to the state the VAT paid by customers, the state will have to reimburse to Hera the amount that the latter is required to pay on the basis of the court sentences (the Italian tax collection agency has already been advised of the matter). He added that this problem does not only concern Hera, but all national companies. The floor was taken once again by the Chairman, who, regarding the matter of the contracts, explained that the events took place some time ago, but that the Hera Group was only recently informed of the facts by the Ravenna public prosecutor. The Company has claimed status as an offended party in the trial, being completely uninvolved in the events in question. He clarified that the subjects involved are a small group of unfaithful single employees and mentioned that they were suspended as soon the notice arrived from the Ravenna public prosecutor. This suspension is a preparation for dismissal. He specified that, if necessary, further internal control mechanisms will be taken into consideration.

Chairman Tommasi di Vignano, concerning the environmental reclamation of the Berti Pichat area, said that he is very proud of the projects involving the area of the Hera Group's current central offices, conferred in 2002 by the Municipality of Bologna, with which a commitment to reclamation had been sealed. He referred that the works have not yet come to a conclusion, but they will end, as foreseen, within 31 December 2018, with total expenses coming to roughly 22 million euro.

He mentioned that the cost of organising the Meeting was approximately 79,000 euro.

Answering shareholder Loizzi, he repeated what had been said about the welfare project, adding that it had been highly appreciated by employees. As regards the business plan, he emphasised that it shows strong attention towards growth and investments, given that 2.9 billion euro in total investments are included.

As far as shareholders as a whole are concerned, he stated that no changes in their behaviour are expected, given that stability is currently present, above all as regards the public part.

The floor was taken once again by CEO Venier, who noted that from an organisational point of view, regarding the importance of innovation, Hera was one of the first companies to provide itself with a Central Management for Innovation. He specified that the main efforts will concern all sectors in which services are provided. In the water sector, there are three objectives: (i) introducing innovative solutions to improve infrastructure resilience; (ii) research in technological solutions for reducing electricity consumption (above all in the area of purification), which are already being tested; (iii) reducing leakage in networks

through the use of satellite technology to identify the so-called "hidden" underground leakages. In the gas sector, two projects are already underway with important international partners, concerning: (i) developing a new-generation electronic meter and (ii) developing new technology for turbo-expanders. In the waste management sector, the objectives will be: (i) to construct a biomethane plant for humid waste treatment (among the first in Italy), with the project of constructing more than one if so allowed by the regulatory context and (ii) the HergoAmbiente platform, which has digitalised collection systems, allowing both costs and environmental impact to be reduced. In conclusion, he specified that the area responsible for managing customers and the company as a whole called for a progressive digitalisation, furthermore referring that new technologies, still in the testing phase, are being studied that are aimed at an overall valorisation of the matter by developing technologies for processing it. As regards the energy model, he added that Hera's work is based on the NES, i.e. the National energy strategy, which sets the targets that act as a reference for the company.

Concerning the revision of the outlook formulated by Standard & Poor's, he noted that the condition for which it had priorly been proposed and was later introduced involved reaching a better ratio between cash flow and debt and a general solidity in performance over time.

The floor was taken once again by Chairman Tommasi di Vignano, whose responded to shareholder Nannetti, thanking him for expressing his trust. He noted, continuing, that six waste selection plants have already existed for ten years, as have advanced systems for waste collection and technologies for renewable sources. As regards his request for a reduction in debt, he underlined that the company's wish to reach this aim is demonstrated in the financial statements. Concerning internationalisation, instead, he maintained that while the company is open to acquiring raw materials and new technologies from abroad, the same cannot be said about offering services outside of Italy, above all bearing in mind that regions still exist in our own country in which water and waste management services show wide room for improvement. He underlined that it would be preferable to reach a high level of service quality in the entire country before getting involved in risky foreign investments.

The Chairman continued, answering Mayor Bosso, stating that in Hera there is no lack of communication with partners, employees and public administration bodies.

In conclusion, the Chairman addressed the representative of the Municipality of Padua, whose statement he agrees with. He added that he also hopes for a broad collaboration with the new administration.

While the Chairman was answering the questions, a slide was projected, included as appendix **B1**, showing a graph illustrating

the stock's trend over the last three years.

Since there were no further statements, the Chairman declared the discussion closed and then moved on to the vote.

Submission of the proposed resolution

As provided for by Article 5 of the Shareholders' Meeting Regulations, the Chairman therefore submitted for approval the following proposal relating to the first item on the agenda:

"The Shareholders Meeting of HERA S.p.A.:

- having acknowledged the report prepared by the Board of Directors regarding management;*
- having acknowledged the report prepared by the Board of Statutory Auditors;*
- having acknowledged the report prepared by the Independent Auditors;*
- having examined the financial statement as at 31 December 2017, that ends with a profit of Euro 170,415,558.87;*

resolves

a) *to approve the financial statement of Hera S.p.A. as at 31 December 2017 and the Report on management drafted by the Board of Directors;*

b) *to allocate the profit from 1 January 2017 - 31 December 2017, which is equal to Euro 170,415,558.87 as follows:*

** Euro 8,520,777.94 to the legal reserve; and*

** to distribute an overall dividend of Euro 0.095 gross for each ordinary share outstanding (thus excluding the treasury shares in the Company's portfolio) at the date of payment for said dividend;*

** Euro 20,388,600.15 to the extraordinary reserve.*

The overall distributable dividend thus amounts to Euro 141,506,180,78, corresponding to 0.095 euro for each ordinary share outstanding (thus excluding the treasury shares in the Company's portfolio);

c) *to pay out the dividend beginning 20 June 2018, with the detachment of the coupon n. 16 on 18 June 2018, said dividend being paid to shares registered on 19 June 2018;*

d) *to confer a mandate upon the Board of Directors and on their behalf to the Chairman to ascertain in due time, according to the definitive number of shares outstanding, the exact amount of profits distributed and, therefore, the exact amount of the extraordinary reserve."*

Vote on the proposed resolution

The Chairman asked the attendees not to leave the room throughout the entire duration of the voting operations.

He then declared the voting procedure open on the proposed resolution concerning the first item on the agenda.

Holders of proxies, intending to cast differing votes on the proposal, were asked to go to the "assisted voting" station.

The other Shareholders were asked to remain seated and cast their votes using the "radiovoters", according to the instructions given in the document included in the folder provided at

reception.

The Chairman then asked voters to:

- press the button corresponding to the vote they wished to cast (green key for a vote in FAVOUR or yellow to ABSTAIN or red for a vote AGAINST);
- check on the screen that this choice was correct;
- press the "OK" button;
- check on the screen that the vote had been sent correctly.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station staff if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the first item of the agenda for the Ordinary Part closed and asked a staff member to provide the results of the vote.

He then announced the outcome of the vote, the results of which are reproduced, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix C** :

having obtained the approval of shareholders representing an absolute majority of the share capital represented at the Meeting, as shown in the breakdown in the hereto attached document, and with

- 1,032,680,738 votes in favour, equalling 99.953239% of the ordinary shares represented;
- 463,512 votes against, equalling 0.044863% of the ordinary shares represented;
- 19,610 abstentions, equalling 0.001898% of the ordinary shares represented;
- 0 non-voters,

the proposal was declared approved.

The approved financial statements have been attached to these minutes as **Appendix D**).

2. Presentation of the corporate governance report and non-binding resolution concerning remuneration policies.

The Chairman reminded attendees that the Corporate governance report prepared by the Board of Administration is a specific section of the Management report, pursuant to article 123-bis of the TUF, and was contained in the folder provided at reception. Therefore, with the consent of the attendees, he refrained from reading it in its entirety and referred directly to the text contained in the folder.

As regards the Report concerning remuneration policies, the Chairman briefly reminded attendees that the fundamental principle underlying the Group's business culture and guiding its choices was a commitment to combining economic and social value with the ultimate objective of satisfying the legitimate expectations of all stakeholders.

Remuneration policies are to be understood as a factor that contributes to improving the Company's performance and creating

value over the medium-long term.

The Board of Directors, supported by the Remuneration Committee, developed the Remuneration Policy adopted by the Hera Group for 2017 in keeping with the recommendations outlined in Article 6 of the Borsa Italiana S.p.A.'s Code of Conduct.

The Report on Remuneration, prepared according to the requirements of Article 123-ter of Legislative Decree 58/1998 (TUF), therefore illustrates the principles and essential characteristics of the above-mentioned policies regarding the compensation offered to the group's senior figures, in particular the components of the administrative and management organs holding strategic responsibility within the Group.

He reminded attendees that, in accordance with the aforementioned Article 123-ter of Legislative Decree 58/1998, the resolution that would be reached in the current meeting regarding the first Section of the Report was not binding.

The Report, approved by the Board of Directors upon the proposal of the Remuneration Committee on 27 March 2018, defines and illustrates:

- in Section I, the Policy adopted by Hera for remuneration of Top management, Executives and the General Manager of Operations, specifying the general aims pursued, the organs involved and the procedures adopted in defining and implementing the Policy;
- in Section II, the compensation nominally paid during 2017 to the members of the Administrative and Control Bodies and the General Manager of Operations.

The company defines and applies a General Policy on Remuneration aimed at attracting, motivating and retaining human resources possessing the professional skills required to profitably pursue the Group's objectives.

The Policy is defined in such a way as to align the interests of Management with those of the Shareholders, pursuing the primary objective of creating sustainable value over the medium-long term by consolidating the correlation between compensation and performance, both individual and of the Group as a whole.

The Shareholders' Meeting defines the amount of compensation for the Board of Directors.

The Remuneration Committee has the task of formulating proposals for the Board of Directors regarding remuneration for the Chairman, the Vice Chairman, the CEO and the General Manager of Operations as well as, based on indications provided by the Executive Chairman, the adoption of general criteria for remuneration of managers.

The Board of Directors in turn determines, in accordance with Article 2389 of the Italian Civil Code, the remuneration to which administrators holding particular positions are entitled.

The Remuneration Committee periodically evaluates the adequacy, overall consistency and concrete implementation of the general policies governing the remuneration of executive administrators and the General Manager for Operations.

He specified that the guidelines adopted in defining remuneration policies for top management are as follows:

- ongoing monitoring of external markets, including the core sector, in order to verify the coherence of the company's wage scale, in view of both manager retention and cost avoidance;
- ensuring an internal consistency between the level of the wages offered and the complexity of the position held;
- using and constantly updating a methodology designed to assess positions, with the aim of ensuring that remunerative comparisons and analyses are homogeneous and consistent with the evolution of the Group's organizational structure over time.

He added that the main components of remuneration within Hera are currently as follows:

1. Fixed remuneration, usually defined by the professional specialization and organizational role held and the responsibilities involved. It therefore reflects technical, professional and managerial competencies.

The level of remuneration in question is determined according to the weight of the organisational position, based on which a benchmark with priorly chosen external markets is established. These markets are taken from remuneration surveys in which the Group participates, entrusted to specialised sector companies. Generally speaking, the wage scale is located in the middle bracket of the market (first quartile/median). These market references, coupled with an assessment of the individual's performance and managerial competencies, are at the basis of individual revisions of remuneration.

2. Short-term variable remuneration. The Balanced Scorecard (BSC) system is applied to top corporate positions as well as all the Directors and Managers of Hera S.p.A. and the Group's subsidiary companies.

The system of short-term incentivization involves assigning an individual Balanced Scorecard (BSC) score to each of the recipients, including a series of pre-set objectives which are tied to specific performance indicators.

For each objective, an expected result (target) is defined and the amount of the bonus to be paid is determined on the basis of the attainment of the objectives actually reached, and the specific weight of each individual objective.

The outcome of the assessment carried out using the above-mentioned individual Balanced Scorecard system is weighted in relation to corporate achievements, taking into account the Group's performance in relation to four specific parameters: EBITDA, Net result, Net financial position (NFP) and Customer Satisfaction Index (CSI).

He specified that Hera has chosen not to proceed with assigning highly volatile financial tools such as, for example, subscription privileges or other similar methods.

3. Deferred variable retribution for management retention.

He informed attendees that in this regard the Board of Directors

approved at its meeting held on 22 March 2016 the application of a retention plan to a small number of executives, taking into account the weight of the organizational position, an assessment of the performance achieved during the process of development and age.

He noted, in line with a benchmark policy which is constantly prudent with respect to market developments, that trends in remuneration for Hera S.p.A.'s directors and management fall below both the level of remuneration in other similar companies and the average of the first hundred listed companies in Italy in order of capitalization.

The retention plan sets targets according to operating-financial and social parameters for each of the three years, in order to incentivise a commitment to promoting a path of uninterrupted growth over the three-year period.

He emphasised that during the over ten years that have passed since the establishment of the Hera Group (2002), its results have consistently grown, with EBITDA having more than quintupled over the years (from Euro 192 million in 2002 to over Euro 985 million in 2017).

This growth was accompanied by a constant increase in efficiency; Ebitda per employee has indeed almost tripled since 2002 (2.8 times higher than the original figure, going from 41,000 euro to 113,000 euro).

Given the particular sensitivity of the issue of remuneration policies at the current historical moment, the Chairman noted that for over seven years, that is, since the beginning of the crisis, there had not been any corrections in the fixed remuneration offered to top managers and that not only had the market conditions been duly taken into account, but the organs in charge also made choices aimed at combining the objective of sobriety with the requirements arising from the need to ensure that the company continued to operate effectively with respect its existing contracts. To mention only a few of the measures taken in this sense, he noted:

- the significant reduction made over the years in the number of Boards of Directors in subsidiary companies (more than 200 units) and the subsequent fact that the role of director in subsidiary companies has been covered solely by Hera S.p.A. directors, reminding attendees that the latter provided such services free of charge;
- the reduction in compensation, as of 2011, for the Holding directors and the Vice Chairman;

He specified that the cost of Hera S.p.A.'s Board of Directors for 2017 amounted to approximately Euro 879,000 net of the compensation totalling approximately Euro 641,000 collected by Hera for the participation of directors/managers in the corporate bodies of subsidiary companies.

He furthermore called the attendees' attention to the upcoming introduction, for executive managers, following the renewal of

the administrative body:

- of a clause stating that, in the event of an administrator's dismissal (subject to the hypothesis of just cause), an amount of indemnity is to be paid to said administrator, covering any other claim, equal to that which the individual concerned would have perceived as remuneration, ex art. 2389 c.c., amounting to 18 months; noting that, in the past, this indemnity would at most have reached a sum commensurate with what the person concerned would have received as remuneration until the expiry of the mandate;

- of a claw-back clause that will introduce the obligation to return variable components of remuneration paid (or to hold deferred sums) determined on the basis of incorrectly disclosed data, and will be effective from the date of appointment for the entire term of office; the request for restitution may be activated, once the investigations in question have been closed, within three years of payment, making reference to the year in which the case occurred.

At any rate, considering the delicate nature of the issue, especially during the current historical moment, the Chairman sought to reassure shareholders that attention would remain high, in an effort to unite the objective of sobriety with the need to ensure the Company's effective operation.

In relation to the numerical data, he invited the attendees to refer to the Second section of the Report, which details the compensation received by the Board of Directors, top managers and the Chief Operating Officer.

As noted above, he emphasized that, in compliance with the Issuers' Regulation, the resolution to be reached in the current Shareholders' Meeting regarding the first Section of the Report was not binding.

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room.

He then asked a "SPEAKERS" station staff member to provide the list of requests to take the floor and to update said list in the event of additional requests submitted during the statements.

Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request come to the podium, reminding those concerned to keep their statements to 10 minutes.

The floor was taken by shareholder Demetrio Rodinò, who asked what the percentage increase/reduction in remuneration for directors was compared to 2016.

The floor was then taken by shareholder Enrico Nannetti, who specified that he is part of an association of shareholders dedicated to monitoring Hera's development since 2011. He emphasised that he did not intend to criticise the development

of the plants, but the amount actually invested. He believes that more investments would produce more profit and, therefore, a higher value of the stock. He continued by asking what the actual business risk was, and if this is evaluated by taking into account a tariff that allows for a 7% return on investments. He then affirmed that the global market has changed and that the strategy now adopted in countries such as China e Russia is "more State and less market". He asked why cooperation is not created between various companies in order to share some structures, such as purchases offices, to create scale economies.

CEO Venier answered, firstly pointing out that significant investments are already on the table, above all in the plants and infrastructures sector, even going beyond the normal deterioration to which plants are subject. On profitability, he noted that return on investments does not reach 7% but is much lower, coming to 5.5% pre-tax for electricity services (and is similar for other services) and equal to the return on state bonds plus 2% for waste management services.

He added, responding to shareholder Nannetti, that Hera would be interested in creating purchasing consortia with other multi-utilities, but that one must bear in mind the ANAC's related guidelines.

The discussion was concluded by Chairman Tommasi di Vignano, answering shareholder Rodinò as to the cost of the Board of Directors. He reported a 5% increase in costs, noting however that this is due to the addition of one more member of the Board of Directors compared to the previous year.

Given that there were no further statements, he declared the discussion closed and proceeded with the voting.

Submission of the proposed resolution

As provided for by Article 5 of the Shareholders Meeting Regulations, the Chairman therefore submitted for approval the following proposal relating to the second item on the agenda:

"The Ordinary Shareholders Meeting of HERA S.p.A., in keeping with the requirements of Article 123-ter of the TUF, and furthermore in implementation of the provisions of Art. 84-quater of the Consob Issuers' Regulation:

- *recognizing the policies adopted by the Group concerning remuneration;*
- *acknowledging the first section of the Remuneration Report;*

resolves

to approve the first section of the Hera Group's "Remuneration Report"."

Vote on the proposed resolution

The Chairman asked attendees not to leave the room throughout the duration of the voting operations.

He then declared the voting procedure open on the proposed resolution concerning the second item on the agenda.

Holders of proxies, intending to cast differing votes on the proposal, were asked to go to the "assisted voting" station.

The other Shareholders were asked to remain seated and cast their votes using the "radiovoters", according to the instructions given in the document included in the folder provided at reception.

The Chairman then asked voters to:

- press the button corresponding to the vote they wished to cast (green key for a vote in FAVOUR or yellow to ABSTAIN or red for a vote AGAINST);
- check on the screen that this choice was correct;
- press the "OK" button;
- check on the screen that the vote had been sent correctly.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the second item of the agenda for the Ordinary Part closed and asked a staff member to provide the results of the vote.

He then announced the outcome of the vote, the results of which are reproduced, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix E** :

having obtained the approval of shareholders representing an absolute majority of the share capital represented at the Meeting, as shown in the breakdown in the hereto attached document, and with

- 788,353,437 votes in favour, equalling 78.717481% of the ordinary shares represented;
- 213,095,673 votes against, equalling 21.277709% of the ordinary shares represented;
- 19,610 abstentions, equalling 0.001958% of the ordinary shares represented;
- 28,562 non-voters, equalling 0.002852% of the ordinary shares represented,

the proposal was declared approved.

The Chairman noted that the discussion of the second item on the agenda was closed, and moved on to discuss the third item.

3. Renewal of authorisation to purchase treasury shares and procedures for arrangement of the same: related and consequent resolutions.

The Chairman, with the consent of the attendees, refrained from reading the Explanatory Report prepared by the Board of Directors on this agenda item in its entirety, the text of which was contained in the folder provided at reception.

He reminded those present that since 2006 the Shareholders had authorized the purchase and/or use/sales of Hera S.p.A shares, most recently in 2016 when the maximum turnover threshold was set at 60,000,000 shares.

In relation to this, he clarified that the company's capital to date amounted to Euro 1,489,538,745 and that the company held

17,369,919 treasury shares and that its subsidiaries did not hold any Hera S.p.A shares.

He therefore proposed that, in order to increase the creation of value for shareholders, without excluding the possibility of using the treasury shares purchased as part of corporate operations that could generate investment opportunities, the Company's General Meeting, within the limits of and pursuant to Article 2357 of the Italian Civil Code, subject to the nullification of the previous authorization resolved by the Shareholders Meeting attendees on 27 April 2017 for the non-completed part, renew its authorization to purchase ordinary Hera shares with a par value of Euro 1 up to a maximum turnover threshold of 60,000,000 (sixty million), representing approximately 4.0281% (four point zero two eight one percent) of HERA S.p.A.'s share capital, acknowledging that the above-named number of shares was in compliance with Art. 2357 of the Italian Civil Code.

He therefore asked that the present Meeting authorize the purchase of treasury shares to be carried out within 18 (eighteen) months from the date of the Meeting, in one or more operations for an overall total not exceeding Euro 200,000,000 (one hundred eighty million) and for a minimum price per unit not inferior to their nominal value and a maximum price per unit not superior to 10% (ten percent) of the effective sale price listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. ("M.T.A.") in the trading session preceding each individual purchase.

Moreover, regarding the modality in which the purchased shares were to be used, he requested that, in compliance with Art. 2357 ter of the Italian Civil Code, the following be authorized:

(a) the use of treasury shares purchased as part of operations allowing for investment opportunities through exchange, share swap, conferment, divestiture or other operations involving treasury shares for the purchase of shareholdings or blocks of shares or other operations involving the allotment or distribution of treasury shares, as well as operations aimed at issuing financial instruments;

(b) the sale, to be carried out through one or more operations, at a price that does not involve adverse economic effects for the company and is at any rate in compliance with the legislative and regulatory provisions and limitations established by the Supervisory Authorities and Borsa Italiana S.p.A..

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room.

He then asked a "SPEAKERS" station staff member to provide the list of requests to take the floor and to update said list in the event of additional requests submitted during the statements.

Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request come to the podium, reminding those concerned to keep their statements to 10 minutes.

Given that there were no statements, he declared the discussion closed and proceeded with the voting.

Submission of the proposed resolution

As provided for by Article 5 of the Shareholders' Meeting Regulations, the Chairman therefore submitted for approval the following proposal relating to the third item on the agenda:

"The Ordinary Shareholders' Meeting of HERA S.p.A.:

- having heard the Chairman's report;*
- having examined the explanatory report of the Board of Directors and the proposals made therein*

resolves

1. *to approve the purchase, to be enacted within 18 months of the date of this meeting's resolution, in full or multiple payment, up to a maximum turnover threshold equalling nr. 60,000,000 HERA ordinary shares, each having a nominal value of one Euro; this shall always take place as per the thresholds under art. 2357 of the Italian Civil Code, after the previous authorisation resolution passed in the 27 April 2017 meeting has been repealed for the non-enacted part. The treasury share purchase price shall be no lower than their nominal value, not exceeding a 10% threshold with respect to the reference price recorded on the Stock Exchange day prior to every single purchase; it is understood that purchases cannot exceed a maximum amount equalling € 200,000,000. Moreover, purchases shall preferably take place on the M.T.A. and shall abide by all of the law provisions, regulations and prescriptions set out by the Supervising Authorities and/or by Borsa Italiana S.p.A.;*

2) *to authorize, pursuant to Art. 2357-ter of the Italian Civil Code:*

(a) *the use of treasury shares acquired within transactions allowing for investment opportunities including such means as exchange, share swap, trading-in, allocation, handover or any other treasury share assignment act aimed at acquiring shareholding or blocks of shares or any other transactions entailing treasury share allotment or disposal, as well as operations aimed at issuing financial instruments;*

(b) *the sale may take place through multiple payment, at a price that does not entail any negative financial outcome for the company, and shall always abide by all legislation and regulations and by the Supervising Bodies' and Borsa Italiana S.p.A.'s guidelines;*

3) *to authorise, under art. 2357-ter of the Italian Civil Code, that treasury shares be recorded in the balance sheets as a reduction of equity, through the creation of a specific entry with a minus sign;*

4) *to confer a mandate upon the Board of Directors and on their*

behalf to the Chairman and the CEO, in a separate manner, so that they carry out the purchase and/or the utilisation/sales of HERA shares under all relevant legislation, under this authorisation as well as under the above-listed conditions, within the most appropriate time frame."

Vote on the proposed resolution

The Chairman asked the attendees not to leave the room throughout the duration of the voting operations.

He then declared the voting procedure open on the proposed resolution concerning the third item on the agenda for the Ordinary Part.

Holders of proxies, intending to cast differing votes on the proposal, were asked to go to the "assisted voting" station.

The other Shareholders were asked to remain seated and cast their votes using the "radiovoters", according to the instructions given in the document included in the folder provided at reception.

The Chairman then asked voters to:

- press the button corresponding to the vote they wished to cast (green key for a vote in FAVOUR or yellow to ABSTAIN or red for a vote AGAINST);
- check on the screen that this choice was correct;
- press the "OK" button;
- check on the screen that the vote had been sent correctly.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the second item of the agenda for the Ordinary Part closed and asked a staff member to provide the results of the vote.

He then announced the outcome of the vote, the results of which are reproduced, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix F** :

having obtained the approval of shareholders representing an absolute majority of the share capital represented at the Meeting, as shown in the breakdown in the hereto attached document, and with

- 993,092,804 votes in favour, equalling 99.367147% of the ordinary shares represented;
- 5,503,975 votes against, equalling 0.550718% of the ordinary shares represented;
- 820,869 abstentions, equalling 0.082135% of the ordinary shares represented;
- 0 non-voters,

the proposal was declared approved.

The Chairman noted that the discussion of the third item on the agenda was closed, and moved on to discuss the fourth item.

4. Appointment of one member of the Board of Directors.

The Chairman, with the consent of the attendees, refrained from reading the Explanatory Report prepared by the Board of Directors on this agenda item in its entirety, the text of which was contained in the folder provided at reception.

He reminded those present that, effective as of 5 October 2017, director Aldo Luciano, following administrative events concerning the Municipality of Padua, resigned from his office as a member of the Board of Directors of Hera S.p.A..

He furthermore explained that, pursuant to article 17.10 of Hera S.p.A.'s current articles of association and article 2386 of the Italian civil code, the Hera S.p.A. Board of Directors, in the meeting held on 8 November 2017, proceeded, with a resolution approved by the Board of Auditors, to nominate by cooptation Alessandro Melcarne as a substitute for Aldo Luciano, specifying that the co-opted director would remain in office until the next Shareholders Meeting, pursuant to article 2386, first subsection, of the Italian civil code.

The Shareholders Meeting is thus called to resolve on the appointment of one director, who will remain in office until the date set for the appointment of the following board of directors, i.e. the date of the Meeting called to approve the financial statements for the year ended 31 December 2019.

He noted moreover that the Board of Directors would refrain from making specific proposals concerning the current item on the agenda and thus invited Shareholders to present their proposals for nominations to be appointed as director, along with the candidates' professional curricula and the statements with which the single candidates accept the nomination and declare, under their own responsibility, that no reason exists for them to be ineligible or incompatible with the office, that the prerequisites indicated in the articles of association, the law and regulations are met, as well as potentially mentioning their ability to qualify as independent pursuant to current regulations.

He furthermore specified that voting for the resolution on the current item on the agenda would take place according to the rules for increased voting rights described in article 6 of the Articles of Association.

The Municipality of Padua Shareholder took the floor and put forward the following proposal:

"Alessandro Melcarne, born in Latina (LT) on 21 June 1984 and priorly co-opted by the Board of Directors, whose curriculum vitae is available on the Company's website, is proposed to substitute the outgoing director Aldo Luciano."

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room.

He then asked a "SPEAKERS" station staff member to provide the

list of requests to take the floor and to update said list in the event of additional requests submitted during the statements. Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request come to the podium, reminding those concerned to keep their statements to 10 minutes.

Given that there were no statements, he declared the discussion closed and proceeded with the voting.

Submission of the proposed resolution

"The Ordinary Shareholders' Meeting of HERA S.p.A., having taken note of the aforementioned proposal,

resolves

to nominate, substituting outgoing director Aldo Luciano, Alessandro Melcarne, who will remain in office until the date set for the appointment of the following board of directors, more specifically until the date of the Shareholders Meeting called to approve the financial statements for the year ended 31 December 2019."

Vote on the proposed resolution

The Chairman asked the attendees not to leave the room throughout the duration of the voting operations.

He then declared the voting procedure open on the proposed resolution concerning the fourth item on the agenda.

Holders of proxies, intending to cast differing votes on the proposal, were asked to go to the "assisted voting" station.

The other Shareholders were asked to remain seated and cast their votes using the "radiovoters", according to the instructions given in the document included in the folder provided at reception.

The Chairman then asked voters to:

- press the button corresponding to the vote they wished to cast (green key for a vote in FAVOUR or yellow to ABSTAIN or red for a vote AGAINST);
- check on the screen that this choice was correct;
- press the "OK" button;
- check on the screen that the vote had been sent correctly.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the fourth item of the agenda closed and asked a staff member to provide the results of the vote.

He then announced the outcome of the vote, the results of which are reproduced, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix G**):

having obtained the approval of shareholders representing an absolute majority of the total voting rights represented at the Meeting, as shown in the breakdown in the hereto attached

document, and with

- 1,676,372,449 votes in favour, equalling 99.921953% of the voting rights represented;
- 1,146,813 votes against, equalling 0.068357% of the voting rights represented;
- 162,570 abstentions, equalling 0.009690% of the voting rights represented;
- 0 non-voters,

the appointment as member of the Board of Directors was given to:

* **Alessandro Melcarne**, born in Latina (LT) on 21 June 1984, tax code MLC LSN 84H21 E472H, resident for the purposes of the office in Bologna, Viale Carlo Berti Pichat 2/4 at the headquarters of Hera S.p.A..

The Chairman furthermore stated that, as provided for by article 16.1 of the Articles of Association, the Member of the Board of Directors would remain in office until the date set for the appointment of the following board of directors, more specifically until the date of the Shareholders Meeting called to approve the financial statements for the year ended 31 December 2019.

He informed those present that the appointed director had previously accepted the office conferred upon him, stating under his own responsibility that no legal cause for ineligibility or forfeiture exists.

The Chairman informed those present that the discussion of the fourth item on the agenda had come to a close.

Lastly, the President informed those present that the Company had received from shareholder Marco Bava, holder of no. 5 (five) ordinary shares, questions pursuant to art. 127-ter of the TUF, to which the Company had given a response prior to the beginning of today's meeting, and also specified that the answers to questions nos. 40 and 42 are contained in the document attached hereto as **Appendix H)**.

Since there were no interested parties, and none of the individuals so entitled objected, he declared the discussion on the agenda items closed.

Before concluding, he warmly thanked the notary, the staff of the "SPEAKERS" and "ASSISTED VOTING" stations and all those who had taken part in organizing and carrying out this Meeting.

Lastly, he expressed his heartfelt thanks to all those present for participating in the Meeting.

The proceedings of the Shareholders' Meeting were then closed at 12:55 p.m.

The appearing party, under his own responsibility, aware of the significance of his actions under criminal law pursuant to Article 55 of Legislative Decree 231/2007, declared:

- that he was aware that the information and other data supplied during the preliminary investigation and execution of this instrument would be used by the executing notary for the purposes of meeting the requirements laid down by the aforementioned

Legislative Decree;

- that said information and data were up to date.

The costs of this deed and those related and consequent hereto were defrayed by the Company.

The appearing party exempted me from the obligation to read the attached documentation.

I, the notary

read the deed to the appearing party, who approved and confirmed it.

Written by a person trusted by myself and completed by myself, the notary, on twelve sheets over forty-six pages.

Signed at 12:55 p.m.

Signed Tomaso TOMMASI DI VIGNANO - FEDERICO TASSINARI