

HERA GROUP UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF JUNE 30, 2012 AND DECEMBER 31, 2011 AND UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENTS AND UNAUDITED PRO FORMA CONSOLIDATED CASH FLOW STATEMENTS FOR THE SIX MONTHS AND FOR THE YEAR THEN ENDED

1. INTRODUCTION

This document includes the unaudited pro forma consolidated statements of financial position as of June 30, 2012 and December 31, 2011 and the unaudited pro forma consolidated income statements and unaudited pro forma consolidated cash flow statements for the six months ended June 30, 2012 and for the year ended December 31, 2011 of Hera S.p.A. (“**Hera**” or the “**Company**”, together with its subsidiaries the “**Hera Group**”) and the related explanatory notes (the “**Unaudited Pro Forma Consolidated Financial Information**”). The Unaudited Pro Forma Consolidated Financial Information has been prepared for inclusion in the information document being prepared in accordance with article 70, paragraph 6, and article 57, paragraph 1, d) of the regulations implementing the Italian Legislative Decree no. 58 of February 24, 1998, adopted by CONSOB with Resolution n° 11971 of May 14, 1999, as subsequently amended and integrated, for the merger through incorporation of Acegas-Aps Holding S.r.l. (“**AcegasAps Holding**”, together with its subsidiaries the “**AcegasAps Holding Group**”) into Hera. Specifically, the Unaudited Pro Forma Consolidated Financial Information has been prepared to reflect the main effects on the Hera Group unaudited consolidated statements of financial position as of June 30, 2012 and December 31, 2011 and unaudited consolidated income statements and unaudited consolidated cash flow statements for the six months ended June 30, 2012 and for the year ended December 31, 2011 of the acquisition of a controlling interest in AcegasAps Holding (the “**Transaction**”), as described below in paragraph 2.4.2.

The Unaudited Pro Forma Consolidated Financial Information has been prepared in order to simulate, using accounting principles that are consistent with those used in the preparation of the Hera Group historical financial statements and compliant with the applicable legislation, the main effects of the Transaction on the consolidated statement of financial position and cash flows and result of operations of the Hera Group, as if the Transaction had occurred on June 30, 2012 and December 31, 2011 for the consolidated statement of financial position purposes and on January 1, 2012 and January 1, 2011 for the consolidated income statement and consolidated cash flow statement purposes.

As mentioned above, the Unaudited Pro Forma Consolidated Financial Information represents a simulation, for illustrative purposes only, of the main potential impacts of the Transaction. In particular, as pro forma information is prepared to illustrate retrospectively the effects of transactions that will occur subsequently using generally accepted regulations and reasonable assumptions, there are limitations that are inherent to the nature of pro forma information; hence, had the Transaction taken place on the dates assumed above, the actual effects would not necessarily have been the same as those presented in the Unaudited Pro Forma Consolidated Financial Information. Furthermore, in consideration of the different purposes of the pro forma information as compared to the historical financial statements and the different methods of calculation of the effects of the Transaction on the unaudited pro forma consolidated statement of financial position, on the unaudited pro forma consolidated income statement and on the unaudited pro forma consolidated cash flow statement, these statements should be read and interpreted without comparisons between them.

Finally, it should be noted that the Unaudited Pro Forma Consolidated Financial Information does not attempt to predict or estimate the future results of the Hera Group and should not be used for this purpose.

The Unaudited Pro Forma Consolidated Financial Information should be read together with the unaudited condensed consolidated interim financial statements of the Company for the six months ended June 30, 2012, approved by the Board of Directors of the Company on August 28, 2012 (the “**Hera Unaudited Condensed Consolidated Interim Financial Statements**”) and the consolidated financial statements of the Company as of and for the year ended December 31, 2011, approved by the Board of Directors of the Company on March 22, 2012 (the “**Hera Consolidated Financial Statements**”).

The consolidated financial statements of the AcegasAps Holding as of and for the year ended December 31, 2011 was approved by the Board of Directors of AcegasAps Holding on August 28, 2012 (the “**AcegasAps Holding Consolidated Financial Statements**”), and the financial statements of AcegasAps Holding as of and for the year

ended June 30, 2012 was approved by the Shareholders' meeting of AcegasAps Holding on October 15, 2012 (the "**AcegasAps Holding Financial Statements**"). These financial statements are available at the registered offices of AcegasAps Holding.

The Acegas Aps S.p.A. ("**AcegasAPS**", together with its subsidiaries the "**AcegasAPS Group**") unaudited condensed consolidated interim financial statements for the six months ended June 30, 2012 was approved by the Board of Directors of AcegasAPS on August 28, 2012 (the "**AcegasAPS Unaudited Condensed Consolidated Interim Financial Statements**"). These financial statements are available at the registered offices of AcegasAPS or at the official AcegasAPS website at www.gruppo.acegas-aps.it.

2. UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

This section presents the unaudited pro forma consolidated statements of financial position as of June 30, 2012 and December 31, 2011 (the "**Unaudited Pro Forma Consolidated Statements of Financial Position**"), the unaudited pro forma consolidated income statements for the six months ended June 30, 2012 and for the year ended December 31, 2011 (the "**Unaudited Pro Forma Consolidated Income Statements**"), the unaudited pro forma consolidated cash flow statements for the six months ended June 30, 2012 and for the year ended December 31, 2011 (the "**Unaudited Pro Forma Consolidated Cash Flow Statements**") and the related explanatory notes.

2.1 UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following schedules present the pro forma adjustments described in paragraph 2.4.3 made to reflect the main effects of the Transaction on the Hera Group unaudited consolidated statements of financial position as of June 30, 2012 and December 31, 2011.

Unaudited pro forma consolidated statement of financial position as of June 30, 2012

	Hera Group	Pro forma AcegasAps Holding Group	Pro forma adjustments			Pro forma Hera Group
			Transaction	Intercompany transactions	Transaction costs	
(thousands of Euro)	(A)	(B)	(C)	(D)	(E)	Total
ASSETS						
Non-current assets						
Tangible fixed assets	1,894,691	216,826	-	-	-	2,111,517
Investment property	-	3,161	-	-	-	3,161
Intangible assets	1,813,690	627,515	-	-	-	2,441,205
Goodwill	377,903	14,072	(14,072)	-	-	377,903
Timing difference of the pro forma shareholders' equity from the Transaction	-	-	4,078	-	-	4,078
Equity investments	135,814	11,882	-	-	-	147,696
Financial assets	14,259	25,865	-	-	-	40,124
Deferred tax assets	112,615	20,594	-	-	1,183	134,392
Financial instruments - derivatives	112,995	-	-	-	-	112,995
Other non-current assets	-	2,169	-	-	-	2,169
Total non-current assets	4,461,967	922,084	(9,994)	-	1,183	5,375,240
Current assets						
Inventories	64,703	11,839	-	-	-	76,542
Trade receivables	1,281,446	222,619	-	(18)	-	1,504,047
Contract work in progress	23,599	350	-	-	-	23,949
Financial assets	41,549	13,580	-	-	-	55,129
Financial instruments - derivatives	43,051	-	-	-	-	43,051
Assets for current taxes	6,297	69	-	-	-	6,366
Other current assets	233,122	37,137	-	-	-	270,259
Cash and cash equivalents	506,707	31,304	(8,983)	-	(3,700)	525,328
Total current assets	2,200,474	316,898	(8,983)	(18)	(3,700)	2,504,671
TOTAL ASSETS	6,662,441	1,238,982	(18,977)	(18)	(2,517)	7,879,911
SHAREHOLDERS' EQUITY AND LIABILITIES						
Share capital and reserves						
Group shareholders' equity	1,713,376	225,718	118,130	-	(2,517)	2,054,707
Minority interest share	134,692	137,146	(137,107)	-	-	134,731
Total shareholders' equity	1,848,068	362,864	(18,977)	-	(2,517)	2,189,438
Non-current liabilities						
Loans - maturing beyond the next year	2,660,211	246,796	-	-	-	2,907,007
Employee leaving indemnity and other benefits	91,211	23,570	-	-	-	114,781
Provisions for risks and charges	235,861	21,636	-	-	-	257,497
Deferred tax liabilities	75,382	2,005	-	-	-	77,387
Financial leasing payables - maturing beyond the next year	4,152	-	-	-	-	4,152
Financial instruments - derivatives	25,499	-	-	-	-	25,499
Other non-current liabilities	-	40,682	-	-	-	40,682
Total non-current liabilities	3,092,316	334,689	-	-	-	3,427,005
Current liabilities						
Banks and other borrowings - maturing within the next year	95,705	285,861	-	-	-	381,566
Financial leasing payables - maturing within the next year	3,133	8	-	-	-	3,141
Trade payables	1,011,164	163,656	-	(18)	-	1,174,802
Income tax liabilities	106,553	9,202	-	-	-	115,755
Other current liabilities	469,377	82,681	-	-	-	552,058
Financial instruments - derivatives	36,125	21	-	-	-	36,146
Total current liabilities	1,722,057	541,429	-	(18)	-	2,263,468
TOTAL LIABILITIES	4,814,373	876,118	-	(18)	-	5,690,473
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	6,662,441	1,238,982	(18,977)	(18)	(2,517)	7,879,911

Unaudited pro forma consolidated statement of financial position as of December 31, 2011

	Hera Group	Pro forma AcegasAps Holding Group	Pro forma adjustments			Pro forma Hera Group
			Transaction	Intercompany transactions	Transaction costs	
(thousands of Euro)	(A)	(B)	(C)	(D)	(E)	Total
ASSETS						
Non-current assets						
Tangible fixed assets	1,884,476	218,645	-	-	-	2,103,121
Investment property	-	3,214	-	-	-	3,214
Intangible assets	1,802,521	619,860	-	-	-	2,422,381
Goodwill	377,760	14,072	(14,072)	-	-	377,760
Timing difference of the pro forma shareholders' equity from the Transaction	-	-	10,008	-	-	10,008
Equity investments	135,865	13,327	-	-	-	149,192
Financial assets	11,039	26,521	-	-	-	37,560
Deferred tax assets	105,503	20,005	-	-	1,183	126,691
Financial instruments - derivatives	80,548	-	-	-	-	80,548
Other non-current assets	-	2,143	-	-	-	2,143
Total non-current assets	4,397,712	917,787	(4,064)	-	1,183	5,312,618
Current assets						
Inventories	72,761	11,037	-	-	-	83,798
Trade receivables	1,250,360	226,149	-	(53)	-	1,476,456
Contract work in progress	22,390	100	-	-	-	22,490
Financial assets	42,945	18,184	-	-	-	61,129
Financial instruments - derivatives	40,642	-	-	-	-	40,642
Assets for current taxes	6,164	-	-	-	-	6,164
Other current assets	211,833	31,053	-	-	-	242,886
Cash and cash equivalents	415,189	42,206	(8,983)	-	(3,700)	444,712
Total current assets	2,062,284	328,729	(8,983)	(53)	(3,700)	2,378,277
Non-current assets held for sale	10,606	-	-	-	-	10,606
TOTAL ASSETS	6,470,602	1,246,516	(13,047)	(53)	(2,517)	7,701,501
SHAREHOLDERS' EQUITY AND LIABILITIES						
Share capital and reserves						
Group shareholders' equity	1,736,915	219,282	124,566	-	(2,517)	2,078,246
Minority interest share	142,431	137,652	(137,613)	-	-	142,470
Total shareholders' equity	1,879,346	356,934	(13,047)	-	(2,517)	2,220,716
Non-current liabilities						
Timing difference of the pro forma shareholders' equity from the Transaction	-	-	-	-	-	-
Loans - maturing beyond the next year	2,405,262	275,202	-	-	-	2,680,464
Employee leaving indemnity and other benefits	91,595	24,234	-	-	-	115,829
Provisions for risks and charges	227,055	14,623	-	-	-	241,678
Deferred tax liabilities	76,057	1,817	-	-	-	77,874
Financial leasing payables - maturing beyond the next year	5,277	-	-	-	-	5,277
Financial instruments - derivatives	17,657	-	-	-	-	17,657
Other non-current liabilities	-	40,812	-	-	-	40,812
Total non-current liabilities	2,822,903	356,688	-	-	-	3,179,591
Current liabilities						
Banks and other borrowings - maturing within the next year	118,467	271,546	-	-	-	390,013
Financial leasing payables - maturing within the next year	3,683	8	-	-	-	3,691
Trade payables	1,229,242	195,293	-	(53)	-	1,424,482
Income tax liabilities	36,998	1,644	-	-	-	38,642
Other current liabilities	332,253	64,351	-	-	-	396,604
Financial instruments - derivatives	47,710	52	-	-	-	47,762
Total current liabilities	1,768,353	532,894	-	(53)	-	2,301,194
TOTAL LIABILITIES	4,591,256	889,582	-	(53)	-	5,480,785
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	6,470,602	1,246,516	(13,047)	(53)	(2,517)	7,701,501

2.2 UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENTS

The following tables present the pro forma adjustments described in paragraph 2.4.3 made to reflect the main effects of the Transaction on the Hera Group unaudited consolidated income statements for the six months ended June 30, 2012 and for the year ended December 31, 2011.

Unaudited pro forma consolidated income statement for the six months ended June 30, 2012

	<i>Pro forma adjustments</i>					Pro forma Hera Group
	Hera Group	Pro forma AcegasAps Holding Group	Allocation of AcegasAps Holding Group net profit of minority shareholder s	Intercompan y transactions	Other adjust- ments	
<i>(thousands of Euro)</i>	(A)	(B)	(C)	(D)	(E)	Total
Revenues	2,298,917	300,351	-	(51)	-	2,599,217
Other operating income	91,070	18,469	-	-	-	109,539
Use of raw materials and consumables	(1,399,806)	(126,721)	-	-	-	(1,526,527)
Service costs	(427,503)	(80,767)	-	51	-	(508,219)
Personnel costs	(192,797)	(48,735)	-	-	-	(241,532)
Amortization, depreciation and allocations	(151,550)	(31,804)	-	-	-	(183,354)
Other operating costs	(19,337)	(2,837)	-	-	-	(22,174)
Capitalized costs	13,057	274	-	-	-	13,331
Operating profit	212,051	28,230	-	-	-	240,281
Portion of profits pertaining to associated companies	2,897	10	-	-	-	2,907
Financial income	45,600	1,901	-	-	(185)	47,316
Financial charges	(110,268)	(10,689)	-	-	-	(120,957)
Total financial operations	(61,771)	(8,778)	-	-	(185)	(70,734)
Pre-tax profit	150,280	19,452	-	-	(185)	169,547
Taxes for the period	(66,833)	(9,542)	-	-	51	(76,324)
Net profit for the period	83,447	9,910	-	-	(134)	93,223
Attributable to:						
Shareholders of Parent Company	76,943	6,160	3,780	-	(134)	86,749
Minority shareholders	6,504	3,750	(3,780)	-	-	6,474

Unaudited pro forma consolidated income statement for the year ended December 31, 2011

	Pro forma adjustments					Pro forma Hera Group
	Hera Group	Pro forma AcegasAps Holding Group	Allocation of AcegasAps Holding Group net profit of minority shareholders	Intercompany transactions	Other adjust- ments	
(thousands of Euro)	(A)	(B)	(C)	(D)	(E)	Total
Revenues	4,105,680	542,797	-	(151)	-	4,648,326
Other operating revenues	210,189	43,160	-	-	-	253,349
Use of raw materials and consumables	(2,440,086)	(208,701)	-	-	-	(2,648,787)
Service costs	(870,486)	(160,620)	-	151	-	(1,030,955)
Personnel costs	(369,996)	(91,838)	-	-	-	(461,834)
Amortisation, depreciation and allowances	(310,325)	(68,755)	-	-	-	(379,080)
Other operating costs	(39,830)	(5,714)	-	-	-	(45,544)
Capitalized costs	49,324	1,925	-	-	-	51,249
Operating profit	334,470	52,254	-	-	-	386,724
Portion of profits pertaining to associated companies	6,260	32	-	-	-	6,292
Financial income	92,483	1,952	-	-	(301)	94,134
Financial charges	(211,987)	(16,368)	-	-	-	(228,355)
Total financial operations	(113,244)	(14,384)	-	-	(301)	(127,929)
Pre-tax profit	221,226	37,870	-	-	(301)	258,795
Taxes for the year	(94,471)	(18,908)	-	-	83	(113,296)
Net profit for the year	126,755	18,962	-	-	(218)	145,499
Attributable to:						
Shareholders of Parent Company	104,590	11,752	7,249	-	(218)	123,373
Minority shareholders	22,165	7,210	(7,249)	-	-	22,126

2.3 UNAUDITED PRO FORMA CONSOLIDATED CASH FLOW STATEMENTS

The following tables present the pro forma adjustments described in paragraph 2.4.3 made to reflect the main effects of the Transaction on the Hera Group unaudited consolidated cash flow statements for the six months ended June 30, 2012 and for the year ended December 31, 2011.

Unaudited pro forma consolidated cash flow statement for the six months ended June 30, 2012

	Hera Group	Pro forma AcegasAps Holding Group	Pro forma adjustments Other adjustments	Pro forma Hera Group
(thousands of Euro)	(A)	(B)	(C)	Total
Pre-tax profit	150,280	19,452	(185)	169,547
Adjustments to reconcile net profit to the cash flow from operating activities:				
Amortisation and impairment of tangible assets	65,754	10,276	-	76,030
Amortisation and impairment of intangible assets	50,164	17,287	-	67,451
Effect of valuation using the equity method	(2,897)	(10)	-	(2,907)
Allocations to provisions	36,471	4,326	-	40,797
Financial charges	64,668	8,856	185	73,709
Capital gains and other non-monetary elements (including valuation of commodity derivatives)	(40,029)	(909)	-	(40,938)
Change in provisions for risks and charges	(9,970)	(807)	-	(10,777)
Change in provisions for employee benefits	(3,318)	(1,173)	-	(4,491)
Total cash flow before changes in net working capital	311,123	57,298	-	368,421
Decrease / (Increase) in inventories	6,869	(1,052)	-	5,817
(Increase)/decrease in trade receivables	(53,283)	1,415	-	(51,868)
Decrease in trade payables	(232,223)	(31,632)	-	(263,855)
Increase/decrease in other current assets/liabilities	139,648	17,782	-	157,430
Change in working capital	(138,989)	(13,487)	-	(152,476)
Dividends collected	2,420	639	-	3,059
Interest income and other financial income collected	9,180	1,258	(185)	10,253
Interest expense and other financial charges paid	(75,202)	(9,674)	-	(84,876)
Taxes paid	(6,101)	(6,005)	51	(12,055)
Liquidity generated/(absorbed) by operations (a)	102,431	30,029	(134)	132,326
Investments in tangible fixed assets	(59,634)	(2,366)	-	(62,000)
Investments in intangible fixed assets	(63,440)	(25,068)	-	(88,508)
Investments in companies and business units net of cash and cash equivalents	(2,166)	-	-	(2,166)
Sale price of tangible and intangible fixed assets	27,086	55	-	27,141
Disinvestments in non-consolidated equity investments	(1,916)	1,455	-	(461)
(Increase)/decrease in other investment activities	(1,631)	132	-	(1,499)
Liquidity absorbed by investment activities (b)	(101,701)	(25,792)	-	(127,493)
New issues of long-term loans	241,810	1,500	-	243,310
Repayments and other net changes in loans	(34,570)	(12,690)	-	(47,260)
Financial lease fees paid	(1,815)	-	-	(1,815)
Dividends paid out to Hera shareholders and minority interests	(111,399)	(3,660)	-	(115,059)
Change in treasury shares in portfolio	(3,237)	(248)	-	(3,485)
Other minor changes	(1)	-	-	(1)
Liquidity generated/(absorbed) by financing activities (c)	90,788	(15,098)	-	75,690
Effect of change in exchange rates on liquidity (d)	-	17	-	17
Increase/(decrease) in liquidity (a+b+c+d)	91,518	(10,844)	(134)	80,540
Cash and cash equivalents at the beginning of the period	415,189	42,206	(12,683)	444,712
Cash and cash equivalents at the end of the period	506,707	31,362	(12,817)	525,252
Pro forma (increase)/decrease in liquidity not included in the unaudited pro forma consolidated statement of financial position	-	(58)	134	76
Cash and cash equivalents at the end of the period as reported in the unaudited pro forma consolidated statement of financial position	506,707	31,304	(12,683)	525,328

Unaudited pro forma consolidated cash flow statement for the year ended December 31, 2011

	Hera Group	Pro forma AcegasAps Holding Group	Pro forma adjustments Other adjustments	Pro forma Hera Group
(thousands of Euro)	(A)	(B)	(C)	Total
Pre-tax profit	221,226	37,870	(301)	258,795
Adjustments to reconcile net profit to the cash flow from operating activities:				
Amortisation and impairment of tangible assets	126,914	19,567	-	146,481
Amortisation and impairment of intangible assets	106,852	39,979	-	146,831
Effect of valuation using the equity method	(6,260)	(32)	-	(6,292)
Allocations to provisions	77,539	9,291	-	86,830
Financial charges	119,312	14,416	301	134,029
Capital gains and other non-monetary elements (including valuation of commodity derivatives)	(6,751)	(4,674)	-	(11,425)
Change in provisions for risks and charges	(25,008)	(4,049)	-	(29,057)
Change in provisions for employee benefits	(6,857)	(2,423)	-	(9,280)
Total cash flow before changes in net working capital	606,967	109,945	-	716,912
Increase in inventories	(24,043)	(17)	-	(24,060)
Increase in trade receivables	(151,803)	(11,913)	-	(163,716)
Increase in trade payables	161,691	65,370	-	227,061
Increase/decrease in other current assets/liabilities	(14,069)	10,638	-	(3,431)
Change in working capital	(28,224)	64,078	-	35,854
Dividends collected	2,418	232	-	2,650
Interest income and other financial income collected	30,815	1,403	(301)	31,917
Interest expense and other financial charges paid	(121,246)	(12,464)	-	(133,710)
Taxes paid	(125,596)	(22,818)	83	(148,331)
Liquidity generated/(absorbed) by operations (a)	365,134	140,376	(218)	505,292
Investments in tangible fixed assets	(155,400)	(33,017)	-	(188,417)
Investments in intangible fixed assets	(174,041)	(77,618)	-	(251,659)
Investments in companies and business units net of cash and cash equivalents	(6,604)	(23,670)	-	(30,274)
Sale price of tangible and intangible fixed assets	5,987	338	-	6,325
Disinvestments in non-consolidated equity investments	5	1,991	-	1,996
Decrease/(increase) in other investment activities	2,848	(43,193)	-	(40,345)
Liquidity absorbed by investment activities (b)	(327,205)	(175,169)	-	(502,374)
New issues of long-term loans	50,000	20,442	-	70,442
Repayments and other net changes in loans	(82,229)	44,301	-	(37,928)
Financial lease fees paid	(5,674)	-	-	(5,674)
Dividends paid out to Hera shareholders and minority interests	(117,242)	(8,692)	-	(125,934)
Change in treasury shares in portfolio	(5,253)	-	-	(5,253)
Other minor changes	(568)	(1,352)	-	(1,920)
Liquidity (absorbed)/generated by financing activities (c)	(160,966)	54,699	-	(106,267)
Effect of change in exchange rates on liquidity (d)	-	(4)	-	(4)
(Decrease)/increase in liquidity (a+b+c+d)	(123,037)	19,902	(218)	(103,353)
Cash and cash equivalents at the beginning of the year	538,226	22,261	(12,683)	547,804
Cash and cash equivalents at the end of the year	415,189	42,163	(12,901)	444,451
Pro forma decrease in liquidity not included in the unaudited pro forma consolidated statement of financial position	-	43	218	261
Cash and cash equivalents at the end of the year as reported in the unaudited pro forma consolidated statement of financial position	415,189	42,206	(12,683)	444,712

2.4 NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

2.4.1 BASIS OF PRESENTATION AND ACCOUNTING PRINCIPLES

The Unaudited Pro Forma Consolidated Financial Information was prepared in compliance with CONSOB Communication no. DEM/1052803 of July 5, 2001, which regulates the methodology for preparing pro forma data. In particular, the Unaudited Pro Forma Consolidated Statements of Financial Position, the Unaudited Pro Forma Consolidated Income Statements and the Unaudited Pro Forma Consolidated Cash Flow Statements were prepared on the basis of historical financial information of the Hera Group derived from the Hera Unaudited

Condensed Consolidated Interim Financial Statements and Hera Consolidated Financial Statements adjusted to reflect the main effects of the Transaction.

The accounting standards adopted for the preparation of the Unaudited Pro Forma Consolidated Financial Information, unless otherwise specified, are consistent with those used in the preparation of the Hera Unaudited Condensed Consolidated Interim Financial Statements, which have been prepared in accordance with International Financial Reporting Standards that comprise all the International Accounting Standards, all the International Financial Reporting Standards and all the interpretations of the International Financial Reporting Interpretations Committee, previously known as the Standing Interpretations Committee, and adopted by the European Union (“IFRS”).

2.4.2 DESCRIPTION OF THE TRANSACTION

As described in paragraph 1 above, the pro forma adjustments are made to represent the acquisition of a controlling interest in AcegasAps Holding. Specifically, the Transaction comprises:

- the merger through incorporation of AcegasAps Holding into Hera (the “**Merger**”), after which Hera will control AcegasAPS through a participation equal to 62.7% of the total share capital, (including the treasury shares held by AcegasAPS). The Merger will be carried out through the cancellation of the AcegasAps Holding share capital and the assignment, to the AcegasAps Holding shareholders of (i) a portion of Hera shares obtained through a capital increase, without pre-emptive rights, through the issuance of 143,380,651 ordinary shares and (ii) a cash payment of Euro 0.0181 for each share of AcegasAps Holding.
- the capital increase of Hera, without pre-emptive rights in accordance with article 2441, paragraph 4, first sentence, of the Italian Civil Code, which will finance the public tender offer for the purchase and exchange of shares that Hera will initiate on all the shares of AcegasAPS (the “**Public Tender Offer**”), upon completion of the Merger. The exchange between the ordinary shares of Hera and the shares of AcegasAPS will be effected through (i) an issue ratio of 4.1599 newly issued Hera shares for each AcegasAPS share exchanged in the Public Tender Offer and (ii) a cash payment of Euro 0.2734 for each share of AcegasAPS. For the purpose of the preparation of the Unaudited Pro Forma Consolidated Financial Information, full subscription to the Public Tender Offer has been assumed.

2.4.3 DESCRIPTION OF THE PRO FORMA ADJUSTMENTS

The following section briefly describes the pro forma adjustments performed in the preparation of the Unaudited Pro Forma Consolidated Financial Information.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

A) *Consolidated statements of financial position of the Hera Group*

This column includes the consolidated statement of financial position of the Hera Group as of June 30, 2012, derived from the Hera Unaudited Condensed Consolidated Interim Financial Statements and as of December 31, 2011, derived from the Hera Consolidated Financial Statements.

B) *Pro forma consolidated statements of financial position of the AcegasAps Holding Group*

It should be noted that the annual reporting reference date of AcegasAps Holding is June 30. Considering that the assets of AcegasAps Holding are comprised almost entirely of the 62.7% equity investment of AcegasAPS (including the treasury shares held by AcegasAPS), which prepares its financial statements using the annual reporting reference date of December 31, AcegasAps Holding prepares its consolidated financial statements as of December 31 accordingly. Therefore, this column includes the pro forma consolidated statement of financial position of the AcegasAps Holding Group as of June 30, 2012 and December 31, 2011, determined as set forth in the following schedule.

Unaudited pro forma consolidated statement of financial position as of June 30, 2012 of AcegasAps Holding Group

	AcegasAps Holding	AcegasAPS Group	Pro forma adjustments and reclassifications			Pro forma AcegasAp s Holding Group
			Reclassifications	Consolidation and intercompany transactions	AcegasAps Holding dividends distribution	
(thousands of Euro)	B.1	B.2	B.3	B.4	B.5	(B) Total
ASSETS						
Non-current assets						
Intangible assets	-	627,515	-	-	-	627,515
Goodwill	-	14,072	-	-	-	14,072
Tangible fixed assets	-	216,826	-	-	-	216,826
Investment property	-	3,161	-	-	-	3,161
Deferred tax assets	-	20,594	-	-	-	20,594
Equity investments	198,530	11,882	-	(198,530)	-	11,882
Financial assets	-	25,865	-	-	-	25,865
Other non-current assets	-	2,169	-	-	-	2,169
Total non-current assets	198,530	922,084	-	(198,530)	-	922,084
Current assets						
Cash and cash equivalents	54	37,250	-	-	(6,000)	31,304
Inventories	-	11,839	-	-	-	11,839
Trade receivables	-	222,630	-	(11)	-	222,619
Contract work in progress	-	350	-	-	-	350
Financial assets	-	24,704	(11,124)	-	-	13,580
Other current assets	6,273	35,848	1,220	(6,204)	-	37,137
Assets for current taxes	-	-	69	-	-	69
Total current assets	6,327	332,621	(9,835)	(6,215)	(6,000)	316,898
TOTAL ASSETS	204,857	1,254,705	(9,835)	(204,745)	(6,000)	1,238,982
SHAREHOLDERS' EQUITY AND LIABILITIES						
Share capital and reserves						
Group shareholders' equity	198,520	368,835	-	(335,637)	(6,000)	225,718
Minority interest share	-	39	-	137,107	-	137,146
Total shareholders' equity	198,520	368,874	-	(198,530)	(6,000)	362,864
Non-current liabilities						
Employee leaving indemnity and other benefits	-	23,570	-	-	-	23,570
Provisions for risks and charges	-	22,942	(1,306)	-	-	21,636
Loans - maturing beyond the next year	-	237,685	9,111	-	-	246,796
Long term financial payables	-	9,132	(9,132)	-	-	-
Deferred tax liabilities	85	1,920	-	-	-	2,005
Other non-current liabilities	-	40,682	-	-	-	40,682
Total non-current liabilities	85	335,931	(1,327)	-	-	334,689
Current liabilities						
Trade payables	139	163,528	-	(11)	-	163,656
Banks and other borrowings - maturing within the next year	6,000	173,417	106,444	-	-	285,861
Current portion of long term loans	-	83,634	(83,634)	-	-	-
Financial leasing payables - maturing within the next year	-	-	8	-	-	8
Short term financial payables	-	31,782	(31,782)	-	-	-
Income tax liabilities	-	17,731	(8,529)	-	-	9,202
Other tax liabilities	-	46,902	(46,902)	-	-	-
Other current liabilities	113	32,906	55,866	(6,204)	-	82,681
Financial instruments - derivatives	-	-	21	-	-	21
Total current liabilities	6,252	549,900	(8,508)	(6,215)	-	541,429
TOTAL LIABILITIES	6,337	885,831	(9,835)	(6,215)	-	876,118
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	204,857	1,254,705	(9,835)	(204,745)	(6,000)	1,238,982

B.1) Statement of financial position of AcegasAps Holding

This column includes the statement of financial position of AcegasAps Holding as of June, 30 2012, derived from the AcegasAps Holding Financial Statements.

B.2) Consolidated statement of financial position of the AcegasAPS Group

This column includes the consolidated statement of financial position of the AcegasAPS Group as of June 30, 2012, derived from the AcegasAPS Unaudited Condensed Consolidated Interim Financial Statements.

B.3) Reclassifications

This column includes reclassifications made to the statement of financial position of AcegasAps Holding and to the consolidated statement of financial position of the AcegasAPS Group, to align the statement of financial position classifications to those of the Hera Group. In particular, the reclassifications are as follows:

- the line item "Financial assets" of the AcegasAPS Group includes Euro 11,124 thousand related to receivables for energy efficiency certificates. This amount was reclassified to the line item "Other current assets";
- the line item "Other current assets" of AcegasAps Holding and of the AcegasAPS Group includes receivables for advances made on IRES (corporate income tax) and IRAP (regional tax on productive activities), amounting to Euro 69 thousand and Euro 8,529 thousand, respectively, which were reclassified to the line item "Assets for current taxes" and to reduce "Income tax liabilities" respectively. Moreover Euro 1,306 thousand relating to some provisions for green certificates were reclassified from "Provisions for risks and charges" to "Other current assets". As a result of the this adjustment, and of the adjustment described in the previous point, the line item "Other current assets" was adjusted by a total of Euro 1,220 thousand (Euro 11,124 thousand - Euro 69 thousand - Euro 8,529 thousand - Euro 1,306 thousand = Euro 1,220 thousand);
- the line item "Long term financial payables" of the AcegasAPS Group, amounting to Euro 9,132 thousand, was reclassified to "Loans - maturing beyond the next year" and "Financial instruments - derivatives" for Euro 9,111 thousand and Euro 21 thousand, respectively;
- the line item "Current portion of long term loans" and the short term borrowings included in the line item "Short term financial payables" of the AcegasAPS Group, amounting to Euro 83,634 thousand and Euro 21,910 thousand, respectively, and Euro 900 thousand relating to accrued interest included in the line item "Other current liabilities", were reclassified to the line item "Banks and other borrowings - maturing within the next year". As a result of the this adjustment, and of the adjustment described in the previous point, the item "Banks and other borrowings - maturing within the next year" was adjusted for a total of Euro 106,444 thousand (Euro 83,634 thousand + Euro 21,910 thousand + Euro 900 thousand = Euro 106,444 thousand).
- the line item "Other tax liabilities" of the AcegasAPS Group, amounting to Euro 46,902 thousand, includes payables for other taxes, which were reclassified to "Other current liabilities";
- the line item "Short term financial payables" of the AcegasAPS Group includes dividends to be paid to AcegasAps Holding, amounting to Euro 6,204 thousand. This amount and the dividends to be paid to minority interests, amounting to Euro 3,660 thousand, were reclassified were reclassified to the line item "Other current liabilities". The line item "Short term financial payables" includes financial leasing payables for Euro 8 thousand which were reclassified to the line item "Financial leasing payables - maturing within the next year".
- the line item "Other current liabilities" of the AcegasAPS Group includes the reclassification of the dividends to be paid to AcegasAps Holding amounting to Euro 6,204 thousand. As a result of this adjustment, and the adjustments described previously, "Other current liabilities" were adjusted by a total of Euro 55,866 thousand (Euro 46,902 thousand + Euro 6,204 thousand + Euro 3,660 thousand - Euro 900 thousand = Euro 55,866 thousand).

B.4) Consolidation and intercompany eliminations

This column includes adjustments to reflect the consolidation of the AcegasAPS Group in AcegasAps Holding and the eliminations of the related intercompany balances. In particular:

- the investment in AcegasAPS (Euro 198,530 thousand) in the statement of financial position of AcegasAps Holding was eliminated. The shareholders' equity of AcegasAps Holding was reduced by Euro 335,637 thousand to reflect 1) the elimination of the investment in AcegasAPS and 2) the allocation to minority shareholders of AcegasAPS (equal to 37.3% of the share capital (including the treasury shares held by AcegasAPS) of the related portion of consolidated shareholders' equity, equal to Euro 137,107 thousand (Euro 137,107 thousand + Euro 198,530 thousand = Euro 335,637 thousand);
- intercompany receivables and payables were eliminated relating to i) administrative services amounting to Euro 11 thousand rendered by AcegasAPS to AcegasAps Holding, and ii) the dividend of Euro 6,204 thousand, described above in section B.3 – Reclassifications.

B.5) AcegasAps Holding dividends distribution

This column includes the effects of the distribution of dividends to the shareholders of AcegasAps Holding, amounting to Euro 6,000 thousand, approved by the AcegasAps Holding Shareholders Meeting on October 15, 2012.

Unaudited pro forma consolidated statement of financial position as of December 31, 2011 of AcegasAps Holding Group

(thousands of Euro)	AcegasAps Holding Group	Pro forma adjustments and reclassifications		Pro forma AcegasAps Holding Group
		Reclassifications	AcegasAps Holding dividends distribution	
	B.6	B.7	B.8	(B) Total
ASSETS				
Non-current assets				
Intangible assets	619,860	-	-	619,860
Goodwill	14,072	-	-	14,072
Tangible fixed assets	218,645	-	-	218,645
Investment property	3,214	-	-	3,214
Deferred tax assets	20,005	-	-	20,005
Equity investments	13,327	-	-	13,327
Financial assets	26,521	-	-	26,521
Other non-current assets	2,143	-	-	2,143
Total non-current assets	917,787	-	-	917,787
Current assets				
Cash and cash equivalents	48,206	-	(6,000)	42,206
Inventories	11,037	-	-	11,037
Trade receivables	226,149	-	-	226,149
Contract work in progress	100	-	-	100
Financial assets	24,193	(6,009)	-	18,184
Other current assets	26,423	4,630	-	31,053
Assets for current taxes	-	-	-	-
Total current assets	336,108	(1,379)	(6,000)	328,729
TOTAL ASSETS	1,253,895	(1,379)	(6,000)	1,246,516
SHAREHOLDERS' EQUITY AND LIABILITIES				
Share capital and reserves				
Group shareholders' equity	225,282	-	(6,000)	219,282
Minority interest share	137,652	-	-	137,652
Total shareholders' equity	362,934	-	(6,000)	356,934
Non-current liabilities				
Employee leaving indemnity and other benefits	24,234	-	-	24,234
Provisions for risks and charges	15,929	(1,306)	-	14,623
Loans - maturing beyond the next year	265,548	9,654	-	275,202
Long term financial payables	9,706	(9,706)	-	-
Deferred tax liabilities	1,817	-	-	1,817
Other non-current liabilities	40,812	-	-	40,812
Total non-current liabilities	358,046	(1,358)	-	356,688
Current liabilities				
Trade payables	195,293	-	-	195,293
Banks and other borrowings - maturing within the next year	178,841	92,705	-	271,546
Current portion of long term loans	60,378	(60,378)	-	-
Financial leasing payables - maturing within the next year	-	8	-	8
Short term financial payables	31,587	(31,587)	-	-
Income tax liabilities	1,717	(73)	-	1,644
Other tax liabilities	33,578	(33,578)	-	-
Other current liabilities	31,521	32,830	-	64,351
Financial instruments - derivatives	-	52	-	52
Total current liabilities	532,915	(21)	-	532,894
TOTAL LIABILITIES	890,961	(1,379)	-	889,582
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	1,253,895	(1,379)	(6,000)	1,246,516

B.6) Consolidated statement of financial position of AcegasAps Holding

This column includes the consolidated statement of financial position of AcegasAps Holding as of December, 31 2011, derived from the AcegasAps Holding Consolidated Financial Statements.

B.7) Reclassifications

This column includes reclassifications made to the consolidated statement of financial position of the AcegasAps Holding Group, to align the statement of financial position classifications to those of the Hera Group. In particular, the reclassifications are as follows:

- the line item “Financial assets” of the AcegasAPS Group includes Euro 6,009 thousand related to receivables for energy efficiency certificates. This amount was reclassified to the line item “Other current assets”;
- the line item “Other current assets” includes receivables for advances made on IRES (corporate income tax) and IRAP (regional tax on productive activities), amounting to Euro 73 thousand, which were reclassified to reduce “Income tax liabilities”. Moreover Euro 1,306 thousand relating to provisions for green certificates were reclassified from “Provisions for risks and charges” to “Other current assets”. As a result of the this adjustment, and of the adjustment described in the previous point, the item “Other current assets” was adjusted for a total of Euro 4,630 thousand (Euro 6,009 thousand – Euro 73 thousand – Euro 1,306 thousand = Euro 4,630 thousand).
- the line item “Long term financial payables” of the AcegasAPS Group, amounting to Euro 9,706 thousand, was reclassified to “Loans - maturing beyond the next year” and “Financial instruments - derivatives” for Euro 9,654 thousand and Euro 52 thousand, respectively;
- the line items “Current portion of long term loans” and the short term borrowings included in the line item “Short term financial payables” of the AcegasAPS Group, amounting to Euro 60,378 thousand and Euro 31,579 thousand, respectively, and Euro 748 thousand relating to accrued interest included in the line item “Other current liabilities”, were reclassified to the line item “Banks and other borrowings - maturing within the next year”. As a result of the this adjustment, and of the adjustment described in the previous point, the line item “Banks and other borrowings - maturing within the next year” was adjusted for a total of Euro 92,705 thousand (Euro 60,378 thousand + Euro 31,579 thousand + Euro 748 thousand = Euro 92,705 thousand).
- the line item “Other tax liabilities” of the AcegasAPS Group, amounting to Euro 33,578 thousand, includes payables for other taxes, which were reclassified to “Other current liabilities”. As a result of the this adjustment, and of the adjustment described in the previous point, the item “Other current liabilities” was adjusted for a total of Euro 32,830 thousand (Euro 33,578 thousand – Euro 748 thousand = Euro 32,830 thousand);
- the line item “Short term financial payables” includes financial leasing payables for Euro 8 thousand which were reclassified to the line item “Financial leasing payables – maturing within the next year”.

B.8) AcegasAps Holding distribution of dividends

This column includes the effects of the distribution of dividends to the shareholders of AcegasAps Holding, described in the paragraph B.5. This adjustment was performed because the Merger will be effective after dividend payment.

C) *Transaction*

This column includes the pro forma effects of the Merger and the Public Tender Offer, which are collectively accounted for as a single operation under the guidance of IFRS 3 – Business Combinations. As mentioned above, the Unaudited Pro Forma Consolidated Financial Information has been prepared assuming full subscription to the Public Tender Offer and therefore the acquisition of 100% of the AcegasAPS outstanding shares.

Provisional purchase consideration

The provisional purchase consideration of the Transaction has been determined, in accordance with IFRS 3, as the fair value of the assets transferred, liabilities assumed and capital instruments issued on the date control is obtained, while the transaction costs related to the acquisition are recorded in the income statement as incurred. As previously mentioned, the purchase consideration of the Transaction will be determined using Hera shares and a cash payment. Specifically, considering the circumstances of the Transaction and the fact that Hera shares are listed on the *Mercato Telematico Azionario*, the purchase consideration will be determined using the market price of Hera shares on the date of acquisition, that is the date in which Hera obtains control over AcegasAps Holding, which is expected to be January 1, 2013; it should be noted that this will not effect the exchange ratio defined by the Board of Directors of Hera and

AcegasAps Holding. For the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information, the purchase consideration has been provisionally estimated using the market price of Hera shares on December 3, 2012, equal to Euro 1.23. Specifically, 228,214,477 Hera shares will be issued related to the Transaction, of which 143,380,651 will be used to finance the Merger and 84,833,826 will be used to finance the Public Tender Offer. Therefore, the purchase consideration for the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information has been estimated to be Euro 289,687 thousand (the “**Provisional Purchase Consideration of the Transaction**”), of which Euro 280,704 thousand (Euro 1.23 * 228,214,477 = Euro 280,704 thousand – “**Fair value of Issued Hera Shares**”) financed by new Hera shares issued and Euro 8,983 thousand paid in cash. The following table sets forth the criteria used in estimating the Provisional Purchase Consideration of the Transaction:

<i>(in thousands of Euro, except as indicated)</i>	
Number of Hera shares issued	228,214,477
Fair value of one Hera share on December 3, 2012 (in Euro)	1.23
Fair value of issued Hera Shares	280,704
Cash payment ⁽¹⁾	8,983
Estimate of the Provisional Purchase Consideration of the Transaction	289,687

- (1) The cash payment includes (i) compensation of Euro 0.0181 for each AcegasAps Holding quota for a total of Euro 3,407 thousand and (ii) compensation of Euro 0.2734 for each AcegasAPS share for a total of Euro 5,576 thousand.

In accordance with IFRS 3, at the date of acquisition, that is the date in which Hera obtains control over AcegasAps Holding, the Hera Group will have to recognize goodwill or a negative difference as the difference between the consideration transferred and the net of the acquisition-date amounts of the fair value of all identifiable assets acquired and the liabilities assumed, net of non-controlling interest of the AcegasAps Holding Group. In the circumstances, since the fair value of the AcegasAps Holding Group assets and liabilities is not available upon preparation of the Unaudited Pro Forma Consolidated Financial Information, in accordance with IFRS 3, paragraph 45, the aforementioned difference has been determined on a provisional basis as the difference between the Provisional Purchase Consideration of the Transaction and the book value of the AcegasAps Holding Group net assets as of June 30, 2012, adjusted for the net profit for the three months ended September 30, 2012. In particular:

<i>(in thousands of Euro)</i>	
Provisional Purchase Consideration of the Transaction	289,687
Book value of the net assets acquired	352,831
Negative Difference Resulting from the Transaction⁽¹⁾	(63,144)

- (1) As previously mentioned, IFRS 3, paragraph 34, requires that the negative difference resulting from the Transaction be recognized in the income statement as gains attributable to the acquirer. In the Unaudited Pro Forma Consolidated Statement of Financial Position, the negative difference has been recognized in the Hera Group shareholders’ equity.

The following table sets forth the book value of the net assets acquired:

<i>(in thousands of Euro)</i>	
AcegasAps Holding pro forma consolidated shareholders’ equity ⁽¹⁾	366,942
Portion attributable to minority shareholders from the consolidated financial statements of AcegasAPS ⁽¹⁾	(39)
AcegasAPS Group goodwill ⁽²⁾	(14,072)
Book value of net assets acquired	352,831

- (1) The AcegasApsHolding pro forma consolidated shareholders’ equity is calculated as the AcegasAps Holding Group consolidated shareholders’ equity as of June 30, 2012 and the net profit of the AcegasAPS Group attributable to owners for the three months ended September 30, 2012, equal to Euro 4,078 million, as derived from the September 30, 2012 quarterly report of AcegasAPS. The Unaudited Pro Forma Consolidated Financial Information assumes the 100% acquisition of AcegasAPS, therefore the equity attributable to minority shareholders is solely that derived from the consolidated financial statements of AcegasAPS.

- (2) The AcegasAPS Group goodwill was not considered in the determination of the book value of net assets, as goodwill will have to be reassessed as part of the Transaction.

It should be noted that, in accordance with IFRS 3, the Negative Difference Resulting from the Transaction could vary based on (i) the final purchase consideration of the Transaction and (ii) the final purchase price allocation, resulting in the recognition at the date of acquisition of all identifiable assets acquired and the liabilities or contingent liabilities assumed at fair value, including the relevant deferred tax, where applicable. In the event

that the purchase consideration of the Transaction results greater than the book value of the net assets acquired, the difference would not be recognized in the Hera Group income statement, but instead be recognized as goodwill.

The above analyses on the Estimate of the Provisional Purchase Consideration of the Transaction and the Negative Difference Resulting from the Transaction were performed by assuming full subscription to the Public Tender Offer. The below table sets forth the effects on the main items of the Transaction in the event that the subscription to the Public Tender Offer were less than 100%.

<i>(in thousands of Euro, except as indicated)</i>	Scenario 1	Scenario 2	Scenario 3	Scenario 4
Assumed subscription to the Public Tender Offer - number of AcegasAPS) shares ⁽¹⁾	-	2,039,301	10,196,503	20,393,006
Assumed subscription to the Public Tender Offer of those entitled	0%	10%	50%	100%
Estimate of the Provisional Purchase Consideration (A)	179,765	190,758	234,726	289,687
Percentage of AcegasAPS acquired ⁽²⁾	62.8% ⁽³⁾	66.5%	81.4%	100.0%
Book value of assets acquired, net of minority shareholders (B)	213,782	227,207	281,268	352,831
Negative Difference of the Transaction (B-A)	34,017	36,449	46,542	63,144

(1) The number of the AcegasAPS shares was determined assuming a subscription to the Public Tender Offer of 0% (scenario 1), 10% (scenario 2), 50% (scenario 3) and 100% (scenario 4) of AcegasAPS shareholders.

(2) The percentage of AcegasAPS acquired by Hera was calculated as a function of the different subscription scenarios.

(3) The percentage of shares acquired was calculated as a function of the shares held by AcegasAps Holding, amounting to 62.69%, net of treasury shares held by AcegasAPS as at the date of the Unaudited Pro Forma Consolidated Financial Information.

Analysis of the provisional change of consolidated shareholders' equity

The schedules below set forth the provisional changes in Hera Group shareholders' equity resulting from the Transaction and the methods used for determining the related pro forma entries as of June 30, 2012 and December 31, 2011. Considering that the purpose of the Unaudited Pro Forma Consolidated Financial Information is to simulate the effects of the Transaction on the consolidated statement of financial position, result of operations and cash flows of the Hera Group, an entry was performed to reflect the estimated changes in the Hera Group shareholders' equity upon completion of the Transaction, on the basis of the most recent information available. More specifically, as previously described, on the basis of information available at the date of the preparation of the Unaudited Pro Forma Consolidated Financial Information, it has been estimated that the Transaction will result in a change in shareholders' equity attributable to the Hera Group of Euro 343,848 thousand and a change of Euro 39 thousand in shareholders' equity attributable to minority shareholders.

i) Consolidated shareholders' equity at June 30, 2012

The following table sets forth the calculation of the adjustment to the shareholders' equity attributable to the Group and to minority shareholders.

<i>(in thousands of Euro)</i>	
Fair value of issued Hera shares	280,704
Negative Difference of the Transaction	63,144
Change in the Hera Group shareholders' equity as a result of the newly issued Hera shares	343,848
Pro forma consolidated shareholders' equity of AcegasAps Holding	(362,864)
Minority shareholders as derived from the consolidated financial statements of AcegasAPS	39
Change in the Hera Group shareholders' equity as a result of the Transaction	(18,977)

ii) Consolidated shareholders' equity as at December 31, 2011

The following table shows the method for the determination of the adjustment to the equity attributable to the Group and to minority interest.

<i>(in thousands of Euro)</i>	
Fair value of issued Hera shares	280,704
Negative Difference of the Transaction	63,144
Change in the Hera Group shareholders' equity as a result of the newly issued Hera shares	343,848
Pro forma consolidated shareholders' equity of AcegasAps Holding	(356,934)
Minority shareholders as derived from the consolidated financial statements of AcegasAPS	39
Change in the Hera Group shareholders' equity as a result of the Transaction	(13,047)

The line item "Timing difference of the pro forma shareholders' equity from the Transaction", included in the unaudited pro forma consolidated statements of financial position as of December 31, 2011 and June 30, 2012, represents the estimated net change in the assets and liabilities of the AcegasAps Holding Group from December 31, 2011 to September 30, 2012 and from June 30, 2012 to September 30, 2012, respectively. September 30, 2012 being the last date at which financial information of the AcegasAPS Group, acquired by Hera, is available. In particular:

<i>(in thousands of Euro)</i>	
Pro forma consolidated shareholders' equity of AcegasAps Holding as of December 31, 2011	356,934
Pro forma consolidated shareholders' equity of AcegasAps Holding as of September 30, 2012	(366,942)
Timing difference of the pro forma shareholders' equity from the Transaction as of December 31, 2011	(10,008)

<i>(in thousands of Euro)</i>	
Pro forma consolidated shareholders' equity of AcegasAps Holding as of June 30, 2012	362,864
Pro forma consolidated shareholders' equity of AcegasAps Holding as of September 30, 2012	(366,942)
Timing difference of the pro forma shareholders' equity from the Transaction as of June 30, 2012	(4,078)

For information purposes it should be noted that, pending the definitive determination of the fair value of the assets acquired and the liabilities assumed, the financial position of the AcegasAps Holding Group as of September 30, 2012 could have been used, which would have lead to an increased assets acquired and liabilities assumed.

D) *Intercompany transactions*

This column includes the adjustment to eliminate the intercompany balances as of June 30, 2012 and December 31, 2011 between Hera Group companies and AcegasAps Holding Group companies, which amount to Euro 18 thousand and Euro 53 thousand, respectively.

E) *Transaction costs*

This column includes the adjustment to account for the non-recurring transaction costs (advisory fees) that the Hera Group has estimated to incur related to the Transaction, amounting to Euro 3,700 thousand. This adjustment also includes the related tax effect, amounting to Euro 1,183 thousand, calculated using the tax rate applicable to Hera of 32.0% (27.5% for IRES and 4.5% for IRAP).

UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENTS

A) Consolidated income statements of the Hera Group

This column includes the Hera Group consolidated income statements for the six months ended June 30, 2012, derived from the Hera Unaudited Condensed Consolidated Interim Financial Statements, and for the year ended December 31, 2011, derived from the Hera Consolidated Financial Statements.

B) Pro forma consolidated income statements of the AcegasAps Holding Group

As previously mentioned, the annual reporting reference date for AcegasAps Holding is December 31, therefore, for the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information, the unaudited pro forma consolidated income statement of the AcegasAps Holding Group as of June 30, 2012 was prepared as set forth in the following table.

Unaudited pro forma consolidated income statement for the six months ended June 30, 2012 of AcegasAps Holding Group

	AcegasA ps Holding	AcegasA PS Group	Alignme nt of the period	Pro forma adjustments and reclassifications			Pro forma AcegasA ps Holding Group
				Reclassificati ons	Consolidat ion and intercompa ny transacti ons	AcegasA ps Holding dividend distributi on	
(thousands of Euro)	B.1	B.2	B.3	B.4	B.5	B.6	(B) Total
Revenues	-	300,197	-	160	(6)	-	300,351
Other operating income	-	18,429	-	40	-	-	18,469
Use of raw materials and consumables	-	(207,366)	-	80,645	-	-	(126,721)
Service costs	(257)	-	129	(80,645)	6	-	(80,767)
Personnel costs	-	(48,735)	-	-	-	-	(48,735)
Provision for risks and charges	-	(1,660)	-	1,660	-	-	-
Amortization, depreciation and provisions for doubtful debt	-	(29,670)	-	(2,134)	-	-	(31,804)
Other operating costs	(2)	(2,835)	1	(1)	-	-	(2,837)
Capitalized costs	-	-	-	274	-	-	274
Operating profit	(259)	28,360	130	(1)	-	-	28,230
Portion of profits pertaining to associated companies	-	10	-	-	-	-	10
Financial income	5	1,920	(3)	9	-	(30)	1,901
Financial charges	(142)	(10,618)	71	-	-	-	(10,689)
Income (charges) from equity investments	6,204	9	-	(9)	(6,204)	-	-
Other (charges) / income	-	(1)	-	1	-	-	-
Total financial operations	6,067	(8,680)	68	1	(6,204)	(30)	(8,778)
Pre-tax profit	5,808	19,680	198	-	(6,204)	(30)	19,452
Taxes for the period	(61)	(9,520)	31	-	-	8	(9,542)
Net profit for the period	5,747	10,160	229	-	(6,204)	(22)	9,910
Attributable to:							
Shareholders of Parent Company	5,747	10,190	229	-	(9,992)	(14)	6,160
Minority shareholders	-	(30)	-	-	3,788	(8)	3,750

B.1) AcegasAps Holding Income statement

This column includes the AcegasAps Holding income statement for the year ended June 30, 2012, derived from the AcegasAps Holding Financial Statements.

B.2) AcegasAPS Group consolidated income statement

This column includes the consolidated income statement of the AcegasAPS Group for the six months ended June 30, 2012, derived from the AcegasAPS Unaudited Condensed Consolidated Interim Financial Statements.

B.3) Alignment of the period

This column includes the adjustments to align the reporting reference period of AcegasAps Holding to that of the AcegasAPS Group. The fiscal year of AcegasAps Holding refers to the twelve months from July 1 to June 30,

while the fiscal year of AcegasAPS is aligned with the calendar year. Specifically, as a simplified measure in light of the insignificance of relative amounts, figures for the six months ended June 30, 2012 of AcegasAps Holding have been estimated on a linear pro rata basis.

B.4) Reclassifications

This column includes certain reclassifications to align the classifications of the income statement of AcegasAps Holding and the consolidated income statement of the AcegasAPS Group to those of the Hera Group. Specifically, the adjustments are as follows:

- Euro 40 thousand was reclassified from the line item "Other operating income" of the AcegasAPS Group. The reclassification comprises i) Euro 160 thousand in changes in work in progress inventory reclassified to revenues, ii) Euro 274 thousand in capitalized costs arising from the construction of assets that were reclassified to the line item "Capitalized costs" and iii) Euro 474 thousand in releases from provisions was reclassified from the line item "Provision for risks and charges" (- Euro 160 thousand - Euro 274 thousand + Euro 474 thousand = Euro 40 thousand);
- Euro 80,645 thousand in costs incurred for services rendered by third parties were reclassified from "Use of raw materials and consumables" to "Service costs";
- The line item "Provision for risks and charges" was reclassified in its entirety to "Amortization, depreciation and provisions for doubtful debt";
- The line item "Income (charges) from equity investments" was reclassified in its entirety to "Financial income".

B.5) Consolidation and intercompany transactions

This column includes the adjustments for the consolidation of the AcegasAPS Group in AcegasAps Holding and the elimination of the related intercompany transactions. Specifically, the main adjustments performed are summarized below:

- Euro 6,204 thousand in gains related to dividends approved by AcegasAPS were eliminated from the line item "Income (charges) from equity investments" of AcegasAps Holding.
- The net profit attributable to minority shareholders of the AcegasAPS Group was recognized, which represents 37.3% (including the treasury shares held by AcegasAPS) and amounts to Euro 3,788 thousand for the six months ended June 30, 2012.

B.6) AcegasAps Holding dividend distribution

This column includes the Euro 30 thousand adjustment to the financial income of AcegasAPS to reflect the decrease in cash balances and corresponding interest income that would have occurred had the distribution of dividends, approved by the AcegasAps Holding Shareholders' Meeting on 15 October 2012, been effected on 1 January 2012. The decrease in interest income was estimated by applying an yearly average interest rate of 1% to the amount of the dividend disbursement of Euro 6,000 thousand. An adjustment was also made to reflect the related tax benefit, amounting to Euro 8 thousand, that was calculated using the 27.5% tax rate applicable to Hera. Finally, the effect of the adjustment attributable to minority shareholders was calculated to be Euro 8 thousand, determined using the percentage of net profit attributable to minority shareholders of 37.3% (including the treasury shares held by AcegasAPS).

Unaudited pro forma consolidated income statement for the year ended December 31, 2011 of AcegasAps Holding Group

	AcegasAps Holding Group	Pro forma adjustments and reclassifications		Pro forma AcegasAps Holding Group
		Reclassifications	AcegasAps Holding dividends distribution	
(thousands of Euro)	B.7	B.8	B.9	(B) Total
Revenues	542,743	54	-	542,797
Other operating revenues	42,566	594	-	43,160
Use of raw materials and consumables	(369,321)	160,620	-	(208,701)
Service costs	-	(160,620)	-	(160,620)
Personnel costs	(91,838)	-	-	(91,838)
Provision for risks and charges	(2,782)	2,782	-	-
Amortization, depreciation and provisions for doubtful debt	(63,417)	(5,338)	-	(68,755)
Other operating costs	(5,714)	-	-	(5,714)
Capitalized costs	-	1,925	-	1,925
Operating profit	52,237	17	-	52,254
Portion of profits pertaining to associated companies	32	-	-	32
Financial income	1,695	317	(60)	1,952
Financial charges	(16,368)	-	-	(16,368)
Income (charges) from equity investments	317	(317)	-	-
Other income (charges)	17	(17)	-	-
Total financial operations	(14,307)	(17)	(60)	(14,384)
Pre-tax profit	37,930	-	(60)	37,870
Taxes for the period	(18,925)	-	17	(18,908)
Net profit for the period	19,005	-	(43)	18,962
Attributable to:				
Shareholders of Parent Company	11,779	-	(27)	11,752
Minority shareholders	7,226	-	(16)	7,210

B.7) AcegasAps Holding Group consolidated income statement

This column includes the consolidated income statement of the AcegasAps Holding Group for the year ended December 31, 2011, derived from the AcegasAps Holding Consolidated Financial Statements.

B.8) Reclassifications

This column includes certain reclassifications to align the classifications of the consolidated income statement of the AcegasAps Holding Group to those of the Hera Group. Specifically, the adjustments are as follows:

- Euro 594 thousand was reclassified from the line item "Other operating income" of the AcegasAps Holding Group. The reclassification comprises i) Euro 54 thousand in changes in work in progress inventory reclassified to revenues, ii) Euro 1,925 thousand in capitalized costs arising from the construction of assets that were reclassified to the line item "Capitalized costs", iii) Euro 2,556 thousand in releases from provisions were reclassified from the line item "Provision for risks and charges" and iv) Euro 17 thousand in gain on disposal reclassified from the line item "Other income (charges)" (- Euro 54 thousand - Euro 1,925 thousand + Euro 2,556 thousand + Euro 17 thousand = Euro 594 thousand);
- Euro 160,620 thousand in costs incurred for services rendered by third parties were reclassified from "Use of raw materials and consumables" to "Service costs";
- The line item "Provision for risks and charges" was reclassified in its entirety to "Amortization, depreciation and provisions for doubtful debt";
- The line item "Income (charges) from equity investments" was reclassified in its entirety to "Financial income".

B.9) AcegasAps Holding dividends distribution

This column includes the Euro 60 thousand adjustment to the financial income of AcegasAPS to reflect the decrease in cash balances and corresponding interest income that would have occurred had the distribution of dividends, described in the paragraph B.6, been effected on 1 January 2011. The decrease in interest income was estimated by applying an average interest rate of 1% to the amount of the dividend disbursement of Euro 6,000 thousand.

C) Allocation of AcegasAps Holding Group net profit of minority shareholders

The column includes the adjustment to allocate the portion of net profit of the minority shareholders of the AcegasAPS Group to the Hera Group. As mentioned above, for the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information, it was assumed that the Hera Group would control 100% of the AcegasAps Holding Group.

D) Intercompany transactions

The column includes the adjustment to eliminate the intercompany transactions between the entities included in the Unaudited Pro Forma Consolidated Income Statements, which amounted to Euro 51 thousand for the six months ended June 30, 2012 and Euro 151 thousand for the year ended December 31, 2011.

E) Other adjustments

This column includes the Euro 185 thousand and Euro 301 thousand adjustment to financial income, for the six months ended June 30, 2012 and for the year ended December 31, 2011, respectively, to reflect the decrease in cash balances and corresponding interest income that would have occurred had the payment of (i) the cash payment related to the Transaction amounting to Euro 8,983 thousand and (ii) transaction costs relating to the Transaction amounting to Euro 3,700 thousand, been made on January 1, 2012 and January 1, 2011, respectively. The decrease in interest income was estimated by applying an average interest rate for the six months ended June 30, 2012 and for the year ended December 31, 2011 of 2.9% and 2.4%, respectively, to the total cash payment of Euro 12,683 thousand. An adjustment was also made to reflect the related tax benefit, amounting to Euro 51 thousand for the six months ended June 30, 2012, and Euro 83 thousand for the year ended December 31, 2011 which were calculated using the 27.5% tax rate applicable to Hera.

UNAUDITED PRO FORMA CONSOLIDATED CASH FLOW STATEMENTS

A) Consolidated cash flow statements of the Hera Group

This column includes the Hera Group consolidated cash flow statements for the six months ended June 30, 2012, derived from the Hera Unaudited Condensed Consolidated Interim Financial Statements, and for the year ended December 31, 2011, derived from the Hera Consolidated Financial Statements.

B) Pro forma consolidated cash flow statements of the AcegasAps Holding Group

As previously mentioned, the annual reporting reference date for AcegasAps Holding is December 31, therefore, for the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information, the unaudited pro forma consolidated cash flow statement of the AcegasAps Holding Group as of June 30, 2012 was prepared as set forth in the following schedule.

Unaudited pro forma consolidated cash flow statement for the six months ended June 30, 2012 of AcegasAps Holding Group

	Acegas Aps Holdin g	Acegas APS Group	Pro forma adjustments and reclassifications			Pro forma AcegasA ps Holding Group
			Align ment of the period	Consolid ation and intercom pany transacti ons	Other adjustm ents	
(thousands of Euro)	B.1	B.2	B.3	B.4	B.5	(B) Total
Pre-tax profit	5,808	19,680	198	(6,204)	(30)	19,452
Adjustments to reconcile net profit to the cash flow from operating activities:						
Amortisation and impairment of tangible assets	-	10,276	-	-	-	10,276
Amortisation and impairment of intangible assets	-	17,287	-	-	-	17,287
Effect of valuation using the equity method	-	(10)	-	-	-	(10)
Allocations to provisions	-	4,326	-	-	-	4,326
Financial (income)/charges	(6,067)	8,689	-	6,204	30	8,856
Capital losses/(gains) and other non-monetary elements (including valuation of commodity derivatives)	59	(968)	-	-	-	(909)
Change in provisions for risks and charges	(99)	(708)	-	-	-	(807)
Change in provisions for employee benefits	-	(1,173)	-	-	-	(1,173)
Total cash flow before changes in net working capital	(299)	57,399	198	-	-	57,298
Increase in inventories	-	(1,052)	-	-	-	(1,052)
Decrease in trade receivables	-	1,415	-	-	-	1,415
Increase/(decrease) in trade payables	17	(31,649)	-	-	-	(31,632)
Increase/decrease in other current assets/liabilities	24	17,758	-	-	-	17,782
Change in working capital	41	(13,528)	-	-	-	(13,487)
Dividends collected	6,204	639	(6,204)	-	-	639
Interest income and other financial income collected	5	1,286	(3)	-	(30)	1,258
Interest expense and other financial charges paid	(141)	(9,604)	71	-	-	(9,674)
Taxes paid	(61)	(5,983)	31	-	8	(6,005)
Liquidity generated/(absorbed) by operations (a)	5,749	30,209	(5,907)	-	(22)	30,029
Investments in tangible fixed assets	-	(2,366)	-	-	-	(2,366)
Investments in intangible fixed assets	-	(25,068)	-	-	-	(25,068)
Investments in companies and business units net of cash and cash equivalents	-	-	-	-	-	-
Sale price of tangible and intangible fixed assets	-	55	-	-	-	55
Disinvestments in non-consolidated equity investments	-	1,455	-	-	-	1,455
Decrease in other investment activities	-	132	-	-	-	132
Liquidity absorbed by investment activities (b)	-	(25,792)	-	-	-	(25,792)
New issues of long-term loans	-	1,500	-	-	-	1,500
Repayments and other net changes in loans	(1,000)	(6,486)	1,000	(6,204)	-	(12,690)
Financial lease fees paid	-	-	-	-	-	-
Dividends paid out to Hera shareholders and minority interests	(5,000)	(9,864)	5,000	6,204	-	(3,660)
Change in treasury shares in portfolio	-	(248)	-	-	-	(248)
Other minor changes	-	-	-	-	-	-
Liquidity (absorbed)/generated by financing activities (c)	(6,000)	(15,098)	6,000	-	-	(15,098)
Effect of change in exchange rates on liquidity (d)	-	17	-	-	-	17
(Increase)/Decrease in liquidity (a+b+c+d)	(251)	(10,664)	93	-	(22)	(10,844)
Cash and cash equivalents at the beginning of the period	305	47,914	(13)	-	(6,000)	42,206
Cash and cash equivalents at the end of the period	54	37,250	80	-	(6,022)	31,362
Pro forma (increase)/ decrease in liquidity not included in the unaudited pro forma consolidated statement of financial position	-	-	(80)	-	22	(58)
Cash and cash equivalents at the end of the period as reported in the unaudited pro forma consolidated statement of financial position	54	37,250	-	-	(6,000)	31,304

B.1) AcegasAps Holding Cash flow statement

This column includes the AcegasAps Holding cash flow statement for the year ended June 30, 2012, derived from the AcegasAps Holding Financial Statements.

B.2) AcegasAPS Group consolidated cash flow statement

This column includes the consolidated cash flow statement of the AcegasAPS Group for the six months ended June 30, 2012, derived from the AcegasAPS Unaudited Condensed Consolidated Interim Financial Statements.

B.3) Alignment of the period

This column includes the adjustments to align the reporting reference period of AcegasAps Holding to that of the AcegasAPS Group. The fiscal year of AcegasAps Holding refers to the twelve months from July 1 to June 30, while the fiscal year of AcegasAPS is aligned with the calendar year (please also refer to Paragraph B.4). In particular, the effects deriving from the two following items were eliminated: i) the distribution of the 2011 dividends from AcegasAPS to AcegasAps Holding, equal to Euro 6,204 thousand; and ii) the distribution of dividends and the partial repayment of a loan by AcegasAps Holding, equal to Euro 5,000 thousand and Euro 1,000 thousand, respectively, as these operations were executed during the year ended December 31, 2011.

B.4) Consolidation and intercompany transactions

This column includes the adjustments for the consolidation of the AcegasAPS Group in AcegasAps Holding and the elimination of the related intercompany transactions. Specifically Euro 6,204 thousand in gains related to dividends approved by AcegasAPS were eliminated.

B.5) Other adjustments

This column includes i) the financial effects, represented by a decrease in cash flows, attributable to the lower finance income that will result from the Transaction as a result of the payment of dividends (see note B.6) to the unaudited pro forma consolidated income statement of the AcegasAps Holding Group); and ii) a decrease in opening liquidity resulting from the payment of dividends (see note B.5) to the unaudited pro forma consolidated financial position of the AcegasAps Holding Group).

Unaudited pro forma consolidated cash flow statement for the year ended December 31, 2011 of AcegasAps Holding Group

<i>(thousands of Euro)</i>	AcegasAps Holding Group	<i>Pro forma adjustments and reclassifications</i> Other adjustments	Pro forma AcegasAps Holding Group
	B.6	B.7	(B) Total
Pre-tax profit	37,930	(60)	37,870
Adjustments to reconcile net profit to the cash flow from operating activities:			
Amortisation and impairment of tangible assets	19,567	-	19,567
Amortisation and impairment of intangible assets	39,979	-	39,979
Effect of valuation using the equity method	(32)	-	(32)
Allocations to provisions	9,291	-	9,291
Financial charges	14,356	60	14,416
Capital gains and other non-monetary elements (including valuation of commodity derivatives)	(4,674)	-	(4,674)
Change in provisions for risks and charges	(4,049)	-	(4,049)
Change in provisions for employee benefits	(2,423)	-	(2,423)
Total cash flow before changes in net working capital	109,945	-	109,945
Increase in inventories	(17)	-	(17)
Increase in trade receivables	(11,913)	-	(11,913)
Increase in trade payables	65,370	-	65,370
Increase / decrease in other current assets/liabilities	10,638	-	10,638
Change in working capital	64,078	-	64,078
Dividends collected	232	-	232
Interest income and other financial income collected	1,463	(60)	1,403
Interest expense and other financial charges paid	(12,464)	-	(12,464)
Taxes paid	(22,835)	17	(22,818)
Liquidity generated/(absorbed) by operations (a)	140,419	(43)	140,376
Investments in tangible fixed assets	(33,017)	-	(33,017)
Investments in intangible fixed assets	(77,618)	-	(77,618)
Investments in companies and business units net of cash and cash equivalents	(23,670)	-	(23,670)
Sale price of tangible and intangible fixed assets	338	-	338
Disinvestments in non-consolidated equity investments	1,991	-	1,991
Increase in other investment activities	(43,193)	-	(43,193)
Liquidity absorbed by investment activities (b)	(175,169)	-	(175,169)
New issues of long-term loans	20,442	-	20,442
Repayments and other net changes in loans	44,301	-	44,301
Financial lease fees paid	-	-	-
Dividends paid out to Hera shareholders and minority interests	(8,692)	-	(8,692)
Change in treasury shares in portfolio	-	-	-
Other minor changes	(1,352)	-	(1,352)
Liquidity generated by financing activities (c)	54,699	-	54,699
Effect of change in exchange rates on liquidity (d)	(4)	-	(4)
Decrease / (increase) in liquidity (a+b+c+d)	19,945	(43)	19,902
Cash and cash equivalents at the beginning of the year	28,261	(6,000)	22,261
Cash and cash equivalents at the end of the year	48,206	(6,043)	42,163
Pro forma decrease in liquidity not included in the unaudited pro forma consolidated statement of financial position	-	43	43
Cash and cash equivalents at the end of the year as reported in the unaudited pro forma consolidated statement of financial position	48,206	(6,000)	42,206

B.6) AcegasAps Holding Group consolidated cash flow statement

This column includes the consolidated cash flow statement of the AcegasAps Holding Group for the year ended December 31, 2011, derived from the AcegasAps Holding Consolidated Financial Statements.

B.7) Other adjustments

This column includes i) the financial effects, represented by a decrease in cash flows, due to a decrease in finance income resulting from the Transaction as a result of the payment of dividends (see note B.9) the unaudited pro forma consolidated income statement of the AcegasAps Holding Group) and ii) a decrease in opening liquidity

related to the payment of dividends (see note B.8) to the unaudited pro forma consolidated financial position of the AcegasAps Holding Group).

C) *Other financial adjustments*

This column includes i) the financial effects, represented by a decrease in cash flows, due to a decrease in finance income resulting from the Transaction as a result of the cash settlement made for the Merger and for non-recurring costs and ii) a decrease in opening liquidity related to the payment of dividends (see note E) to the unaudited pro forma consolidated statement of financial position and note E) to the unaudited pro forma consolidated income statement).

It should be noted that, in accordance with the CONSOB communication n. DEM/1052803 of July 5, 2001 which provides general guidance on the preparation of pro forma financial information, the Unaudited Pro Forma Consolidated Income Statement does not reflect:

- non-recurring transaction costs connected to the Transaction, estimated to be Euro 3,700 thousand gross of the related tax effect estimated to be Euro 1,183 thousand;
- the positive effects of the Transaction related to the negative difference between the purchase consideration of the Transaction and the fair value of the net assets acquired. That difference, estimated at the date of the preparation of Unaudited Pro Forma Consolidated Financial Information to be Euro 63,144 thousand, will be recognized in the income statement of the Hera Group on the Transaction date;
- expected commercial upsides and synergies that Hera expects to realize from combining the businesses arising from the Transaction, such as greater opportunities for investment, higher quality and more effective services to regulated sectors and to the market, the consolidation of commercial processes in the energy sector, and industrial synergies due in part to geographical proximity and the consolidation of financial processes.

In accordance with the article 2503-bis, second paragraph, of the Civil Code, the Merger offers owners of Hera convertible bonds the right to exercise the option to convert those bonds into Hera shares. Considering the current circumstances, which would make the conversion of such bonds unfavorable to their holders, for the purposes of preparing the Unaudited Pro Forma Consolidated Financial Information, no effects given by the conversion of Hera convertible bonds into Hera shares was considered.