

Shareholders' Meeting of 15 October 2012

Poll results

	Outcome	For	Against	Abstentions	Votes not cast	Votes Total	% of Issued Share capital voted*
Extraordinary Session - 1							
Approval of the merger by incorporation of Acegas-Aps Holding S.r.l. into Hera S.p.A. pursuant to Article 2501 et seq. of the Italian Civil Code and the consequent amendment of paragraph 5.1 of the Articles of Association: applicable and consequent resolutions.	●	862,446,638	26,000	282,229	-	862,752,867	77.4%
	% on total voting	99.96%	0.00%	0.03%	0.00%	100.00%	
Extraordinary Session - 2							
Amendment of Articles 16, 26 and 17 of the Articles of Association: applicable and consequent resolutions.	●	852,807,608	178,864	282,229	23,500	853,292,001	76.5%
	% on total voting	99.94%	0.02%	0.03%	0.00%	100.78%	
Extraordinary Session - 3							
Amendment of Articles 7 and 17 of the Articles of Association and introduction of a transitory clause: applicable and consequent resolutions.	●	856,527,173	202,164	282,229	-	857,011,566	76.9%
	% on total voting	99.94%	0.02%	0.03%	0.00%	100.00%	
Extraordinary Session - 4							
Share capital increase, in one or more issues, by payment and in several tranches, of a maximum amount of €84,833,826.00, in addition to any premium, through the issue of a maximum of 84,833,826 ordinary shares, with regular dividends and the same characteristics as outstanding shares at the issue date, with the exception of the option right pursuant to Article 2441, paragraph 4, first period of the Italian Civil Code, servicing any promotion by the Company of a cash and stock tender offering for ordinary shares issued by Acegas-Aps S.p.A. and the consequent amendment of Article 5 of the Articles of Association, through the introduction of paragraph 5.5: applicable and consequent resolutions.	●	855,319,941	3,628,900	282,229	-	859,231,070	77.1%
	% on total voting	99.54%	0.42%	0.03%	0.00%	100.00%	
Extraordinary Session - 5							
See the supplement to the notice of call	●	855,385,652	26,000	282,229	-	855,692,881	76.7%
	% on total voting	99.96%	0.00%	0.03%	0.00%	100.00%	
Ordinary Session - 1							
The appointment of three members of the Board of Directors, of which two with delayed effectiveness to the effective date of the merger of Acegas-Aps Holding S.r.l. into Hera S.p.A.	●	732,958,407	93,034,655	20,657,702	-	846,650,764	75.9%
	% on total voting	86.57%	10.99%	2.44%	0.00%	100.00%	
Ordinary Session - 2							
Integration of the Board of Statutory Auditors: consequent provisions.	●	753,357,107	62,327,151	24,485,028	-	840,169,286	75.4%
	% on total voting	89.67%	7.42%	2.91%	0.00%	100.00%	

*Share capital amounts to 1,115,013,754 shares of nominal value 1 €/each

Key
● Approved
● Rejected