

**MINUTES OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF HERA  
S.P.A. WITH REGISTERED OFFICE IN BOLOGNA, ITALY**

REPUBLIC OF ITALY

On the twenty-eighth day of April in the year two thousand and nine at 10:25 (ten twenty-five am)

At Via Gobetti 101, Bologna.

Appearing before me, FEDERICO TASSINARI, notary public registered with the Order of Notaries Public of Bologna and resident in Imola, is:

- **TOMASO TOMMASI DI VIGNANO**, born in Brescia, Italy on 14 July 1947, domiciled for the purpose of this document at the company address as stated hereafter, here in his capacity as Chairman of the Board of Directors of **HERA S.p.A.**, registered office Viale Carlo Berti Pichat 2/4, Bologna, with fully paid-up share capital of Euro 1,032,737,702.00 (one billion thirty-two million seven hundred and thirty-seven thousand seven hundred and two), tax code and Bologna Register of Companies no. 04245520376.

The aforementioned person is an Italian citizen of whose identity I, notary public, am certain.

In his capacity as indicated above, Tomaso Tommasi di Vignano declares attendance here on this day and at this time in second call, the meeting in first call of 27 April 2009 having not been quorate, following notice of call for the ordinary and extraordinary shareholders' meeting of the aforementioned company, published on insert no. 33, Part Two of the Official Journal of the Italian Republic dated 21 March 2009, and in the daily newspapers "La Repubblica" and "Finanza e Mercati" of 24 March 2009, to discuss and resolve upon the following

AGENDA

**Ordinary Session:**

1. Financial statements as at 31 December 2008, Report on operations, profit allocation proposal and report of the Board of Statutory Auditors: contingent resolutions;
2. Renewal of the authorisation to purchase treasury shares and related arrangements: contingent measures.

**Extraordinary Session:**

1. Approval of the plan for merger by incorporation of Gastecnica Galliera S.r.l. into Hera S.p.A.;
  2. Approval of the plan for merger by incorporation of Hera Rete Modena S.r.l. into Hera S.p.A.;
  3. Amendment of Articles 7 and 17 of the Articles of Association;
  4. Amendment of Articles 4, 16, 18 and 26 of the Articles of Association.
- Tomaso Tommasi di Vignano chairs the meeting pursuant to art. 13) of the Articles of Association and art. 4) of the Shareholders' Meeting Regulations, and having confirmed that:
- the shareholders' meeting has been duly called pursuant to articles 9) and 10) of the Articles of Association;

- the shareholders' meeting in first call of 27 April 2009 was not quorate;

- attending on behalf of the Board of Directors, in addition to himself as Chairman, are the directors:

Maurizio Chiarini - Managing Director;

Giorgio Razzoli - Vice Chairman;

Mara Bernardini - Director;

Filippo Brandolini - Director;

Luigi Castagna - Director;

Ferruccio Giovanelli - Director;

Alberto Marri - Director;

Nicodemo Montanari - Director;

Roberto Sacchetti - Director;

Francesco Sutti - Director;

Stefano Zolea - Director;

and attending on behalf of the Board of Statutory Auditors:

Sergio Santi - Chairman of the Board of Statutory Auditors;

Fernando Lolli - Member of the Board of Statutory Auditors;

Antonio Venturini - Member of the Board of Statutory Auditors

- also attending are the Secretary to the Board of Directors, Mila Fabbri, participating pursuant to art. 2) of the Shareholders' Meeting Regulations, the General Manager of Operations Roberto Barilli and the General Manager of Development and the Market Stefano Venier;

- authorised members of the press attend the Meeting via external closed circuit TV in compliance with the provisions of art. 2) of the Shareholders' Meeting Regulations;

- pursuant to art. 2) of the Shareholders' Meeting Regulations support staff are present, recognisable by a "STAFF" badge: such staff provide support in the technical and organisational aspects of the meeting;

- also attending are experts in shareholders' meeting best execution practices;

- the fully paid-up share capital current totals Euro 1,032,737,702.00 (one billion thirty-two million seven hundred and thirty-seven thousand seven hundred and two), divided into 1,032,727,702 (one billion thirty-two million seven hundred and thirty-seven thousand seven hundred and two) ordinary shares with a par value of Euro 1 (one) each, of which 1,030,487,159 bear the right to vote at this Shareholders' Meeting and 2,250,543 are currently held by the issuer as treasury shares;

- via the staff appointed for this purpose, the personal identity and legitimate right to attend the Meeting was verified for all attendees, together with confirmation that proxies were in order and placed on company record, a detailed list of which, in compliance with Annex 3E of the Regulation in enactment of Italian Legislative Decree 58/1998, adopted by Consob by resolution no. 11.971 of 14 May 1999 as amended, and art. 2375 of the Italian Civil Code, is attached herewith as Annex **A**).

Therefore:

- considered that with regard to current legal and statutory regulations, the ordinary Shareholders' Meeting is duly constituted in second call and may carry resolutions regardless of the percentage of capital represented by attending shareholders, whereas the extraordinary Shareholders' Meeting is duly constituted in second call with the participation of over one third of the share capital;

- having confirmed the representation of shares with voting rights at the Meeting, the list of registered shareholders attending being provided in Annex A) attached,

in accordance with powers granted to him pursuant to art. 13) of the Articles of Association and articles 4) and 5) of the Shareholders' Meeting Regulations, the Chairman declares the Meeting to be duly called and able to resolve upon items on the Agenda, and appoints me as notary public to draft the related minutes.

Before opening discussion of items on the agenda, the Chairman informs the Meeting that:

a) based on records in the Shareholders' Register and taking into account updates relating to this Meeting, notices received and other information made available, the shareholders with a direct or indirect investment in share capital of more than 2% (two per cent) are as follows:

- Municipality of Bologna
- HSST-Mo S.p.A.
- Municipality of Modena
- CON.AMI
- Municipality of Imola
- Municipality of Rimini
- Municipality of Forlì
- Municipality of Cesena
- Holding Ferrara Servizi S.r.l.
- Municipality of Ferrara
- Ravenna Holding S.p.A.
- Municipality of Ravenna

b) the following shareholders' agreement are currently in force:

**1) a consultation agreement signed on 6 November 2003, renewed on 27 October 2006 and last amended on 15 January 2009, by 6 HERA S.p.A. minority shareholders for a total 84,226,994 shares, equal to 8.15% of the current share capital:**

Fondazione Cassa dei Risparmi di Forlì	20,335,040	1.97%
Fondazione Cassa di Risparmio in Bologna	961,229	0.10%
Società Gas Rimini S.p.A. Group	20,654,754	1.99%
Fondazione Cassa di Risparmio di Imola	11,882,858	1.15%
Equiter S.p.A.	10,662,944	1.03%
Carimonte Holding S.p.A.	19,730,169	1.91%

**2) a Shareholders' Voting Agreement and Share Transfer Regulation signed**

**on 20 April 2009 by 122 public shareholders of HERA S.p.A. for a total of 578,714,421 shares, equal to 56.04% of the current share capital:**

AN.T.E.A. S.r.l.	1,237,855	0.11986%
MUNICIPALITY OF ALFONSINE	872,254	0.08446%
MUNICIPALITY OF ARGELATO	1,338,668	0.12962%
MUNICIPALITY OF BAGNACAVALLLO	793,509	0.07684%
MUNICIPALITY OF BAGNARA DI ROMAGNA	39,708	0.00384%
MUNICIPALITY OF BARICELLA	695,451	0.06734%
MUNICIPALITY OF BASTIGLIA	964	0.00009%
MUNICIPALITY OF BAZZANO	663,356	0.06423%
MUNICIPALITY OF BENTIVOGLIO	783,774	0.07589%
MUNICIPALITY OF BERRA	665,926	0.06448%
MUNICIPALITY OF BOLOGNA	152,445,222	14.76127%
MUNICIPALITY OF BONDENO	623,725	0.06040%
MUNICIPALITY OF BORGO TOSSIGNANO	590	0.00006%
MUNICIPALITY OF BRISIGHELLA	1,510	0.00015%
MUNICIPALITY OF BUDRIO	1,580,539	0.15304%
MUNICIPALITY OF CALDERARA DI RENO	2,219,498	0.21491%
MUNICIPALITY OF CAMPOGALLIANO	2,700	0.00026%
MUNICIPALITY OF CASALECCHIO DI RENO	3,365,319	0.32586%
MUNICIPALITY OF CASALFIUMANESE	580	0.00006%
MUNICIPALITY OF CASOLA VALSENIO	680	0.00007%
MUNICIPALITY OF CASTEL BOLOGNESE	1,300	0.00013%
MUNICIPALITY OF CASTEL D'AIANO	908,965	0.08802%
MUNICIPALITY OF CASTEL DEL RIO	470	0.00005%
MUNICIPALITY OF CASTEL GUELFO	1,060	0.00010%
MUNICIPALITY OF CASTEL MAGGIORE	2,613,334	0.25305%
MUNICIPALITY OF CASTEL SAN PIETRO TERME	27,488	0.00266%
MUNICIPALITY OF CASTEL D'ARGILE	6,050	0.00059%
MUNICIPALITY OF CASTELLO DI SERRAVALLE	732,053	0.07088%
MUNICIPALITY OF CASTENASO	1,550,041	0.15009%
MUNICIPALITY OF CASTIGLIONE DEI PEPOLI	1,394,220	0.13500%
MUNICIPALITY OF CATTOLICA	52,896	0.00512%
MUNICIPALITY OF CERVIA	5,099,917	0.49383%
MUNICIPALITY OF CESENA	23,260,003	2.25227%
MUNICIPALITY OF CESENATICO	1,416,549	0.13716%
MUNICIPALITY OF CIVITELLA DI ROMAGNA	589,341	0.05707%
MUNICIPALITY OF CODIGORO	798,774	0.07735%
MUNICIPALITY OF CONSELICE	213,531	0.02068%
MUNICIPALITY OF COPPARO	1,525,425	0.14771%
MUNICIPALITY OF CORIANO	361,401	0.03499%
MUNICIPALITY OF COTIGNOLA	396,754	0.03842%
MUNICIPALITY OF CREPELLANO	1,003,655	0.09718%
MUNICIPALITY OF DOVADOLA	330,728	0.03202%
MUNICIPALITY OF DOZZA	1,570	0.00015%

MUNICIPALITY OF FAENZA	3,155,339	0.30553%
MUNICIPALITY OF FERRARA	6,605,788	0.63964%
MUNICIPALITY OF FIRENZUOLA	940	0.00009%
MUNICIPALITY OF FONTANELICE	600	0.00006%
MUNICIPALITY OF FORLÌ	21,877,766	2.11842%
MUNICIPALITY OF FORLIMPOPOLI	2,744,234	0.26572%
MUNICIPALITY OF FUSIGNANO	362,885	0.03514%
MUNICIPALITY DI GABICCE MARE	2,593	0.00025%
MUNICIPALITY OF GALEATA	376,640	0.03647%
MUNICIPALITY OF GALLIERA	602,882	0.05838%
MUNICIPALITY OF GAMBETTOLA	1,397,305	0.13530%
MUNICIPALITY OF GATTEO	1,339,084	0.12966%
MUNICIPALITY OF GEMMANO	23,623	0.00229%
MUNICIPALITY OF GRANAROLO DELL'EMILIA	1,165,182	0.11282%
MUNICIPALITY OF GRIZZANA MORANDI	1,659,171	0.16066%
MUNICIPALITY OF IMOLA	71,480	0.00692%
MUNICIPALITY OF LIZZANO IN BELVEDERE	15,480	0.00150%
MUNICIPALITY OF LOIANO	735,919	0.07126%
MUNICIPALITY OF LONGIANO	170	0.00002%
MUNICIPALITY OF LUGO	1,356,907	0.13139%
MUNICIPALITY OF MARRADI	630	0.00006%
MUNICIPALITY OF MARZABOTTO	3,123,916	0.30249%
MUNICIPALITY OF MASSA LOMBARDA	201,537	0.01951%
MUNICIPALITY OF MEDICINA	2,070	0.00020%
MUNICIPALITY OF MELDOLA	2,196,393	0.21268%
MUNICIPALITY OF MERCATINO CONCA	138	0.00001%
MUNICIPALITY OF MERCATO SARACENO	289	0.00003%
MUNICIPALITY OF MESOLA	109,111	0.01057%
MUNICIPALITY OF MINERBIO	972,622	0.09418%
MUNICIPALITY OF MIRABELLO	36,762	0.00356%
MUNICIPALITY OF MISANO ADRIATICO	1,072,032	0.10380%
MUNICIPALITY OF MONDAINO	1,199	0.00012%
MUNICIPALITY OF MONTE COLOMBO	49,307	0.00477%
MUNICIPALITY OF MONTE SAN PIETRO	2,674,634	0.25898%
MUNICIPALITY OF MONTEFIORE CONCA	35,892	0.00348%
MUNICIPALITY OF MONTEGRIDOLFO	943	0.00009%
MUNICIPALITY OF MONTEGRIMANO	453	0.00004%
MUNICIPALITY OF MONTEVEGLIO	1,503,094	0.14554%
MUNICIPALITY OF MONTIANO	170	0.00002%
MUNICIPALITY OF MONZUNO	3,429,721	0.33210%
MUNICIPALITY OF MORDANO	1,800	0.00017%
MUNICIPALITY OF NONANTOLA	4,436	0.00043%
MUNICIPALITY OF OZZANO DELL'EMILIA	2,716,439	0.26303%
MUNICIPALITY OF PALAZZUOLO SUL SENIO	480	0.00005%
MUNICIPALITY OF PIANORO	3,230,049	0.31277%

MUNICIPALITY OF PIEVE DI CENTO	1,060,415	0.10268%
MUNICIPALITY OF POGGIO BERNI	512	0.00005%
MUNICIPALITY OF PORTOMAGGIORE	295,764	0.02864%
MUNICIPALITY OF PREDAPPIO	1,225,233	0.11864%
MUNICIPALITY OF RAVARINO	1,736	0.00017%
MUNICIPALITY OF RAVENNA	1,000	0.00010%
MUNICIPALITY OF RIMINI	24,085,208	2.33217%
MUNICIPALITY OF RIOLO TERME	980	0.00009%
MUNICIPALITY OF ROCCA SAN CASCIANO	448,460	0.04342%
MUNICIPALITY OF RUSSI	353,208	0.03420%
MUNICIPALITY OF SALA BOLOGNESE	919,309	0.08902%
MUNICIPALITY OF SAN BENEDETTO V. DI SAMBRO	2,140,457	0.20726%
MUNICIPALITY OF SAN GIORGIO DI PIANO	694,677	0.06727%
MUNICIPALITY OF SAN GIOVANNI IN MARIGNANO	636,715	0.06165%
MUNICIPALITY OF SAN GIOVANNI IN PERSICETO	5,160	0.00050%
MUNICIPALITY OF SAN LAZZARO DI SAVENA	2,772,010	0.26841%
MUNICIPALITY OF SAN LEO	566	0.00005%
MUNICIPALITY OF SAN PIETRO IN CASALE	1,502,716	0.14551%
MUNICIPALITY OF SANT'AGATA SUL SANTERNO	53,873	0.00522%
MUNICIPALITY OF SANTA SOFIA	782,945	0.07581%
MUNICIPALITY OF SANTARCANGELO DI ROMAGNA	1,615,739	0.15645%
MUNICIPALITY OF SARSINA	289	0.00003%
MUNICIPALITY OF SASSO MARCONI	2,172,279	0.21034%
MUNICIPALITY OF SASSOFELTRO	126	0.00001%
MUNICIPALITY OF SAVIGNANO SUL RUBICONE	1,746,628	0.16913%
MUNICIPALITY OF SOGLIANO AL RUBICONE	170	0.00002%
MUNICIPALITY OF SOLAROLO	830	0.00008%
MUNICIPALITY OF VERGATO	976,600	0.09456%
MUNICIPALITY OF VIGARANO MAINARDA	128,747	0.01247%
MUNICIPALITY OF ZOLA PREDOSA	486,709	0.04713%
CON.AMI	55,734,530	5.39677%
HOLDING FERRARA SERVIZI S.R.L.	15,500,000	1.50087%
HSST-MO S.p.A.	139,605,276	13.51798%
RAVENNA HOLDING S.P.A.	49,290,096	4.77276%

**3) a Shareholders' Voting Agreement signed on 28 May 2007 and last amended on 15 January 2009 by 64 public shareholders of HERA S.p.A. for a total of 209,327,463 shares, equal to 20.27% of the current share capital:**

MUNICIPALITY OF ALFONSINE	872,254	0.084460%
MUNICIPALITY OF BAGNACAVALLO	793,509	0.076835%
MUNICIPALITY OF BAGNARA DI ROMAGNA	39,708	0.003845%
MUNICIPALITY OF BAGNO DI ROMAGNA	289	0.000028%
MUNICIPALITY OF BELLARIA-IGEA MARINA	1,906,416	0.184598%
MUNICIPALITY OF BERTINORO	989,819	0.095844%
MUNICIPALITY OF BORGHI	289	0.000028%
MUNICIPALITY OF CASTEL GUELFO	1,060	0.000103%

MUNICIPALITY OF CASTEL SAN PIETRO TERME	27,488	0.002662%
MUNICIPALITY OF CASTROCARO TERME-T. SOLE		0.109842%
MUNICIPALITY OF CATTOLICA	52,896	0.005122%
MUNICIPALITY OF CERVIA	5,099,917	0.493825%
MUNICIPALITY OF CESENA	23,260,003	2.252266%
MUNICIPALITY OF CESENATICO	1,416,549	0.137164%
MUNICIPALITY OF CIVITELLA DI ROMAGNA	589,341	0.057066%
MUNICIPALITY OF CONSELICE	213,531	0.020676%
MUNICIPALITY OF CORIANO	361,401	0.034994%
MUNICIPALITY OF COTIGNOLA	396,754	0.038418%
MUNICIPALITY OF DOZZA	1,570	0.000152%
MUNICIPALITY OF FAENZA	3,155,339	0.305532%
MUNICIPALITY OF FIRENZUOLA	940	0.000091%
MUNICIPALITY OF FORLÌ	21,877,766	2.118424%
MUNICIPALITY OF FORLIMPOPOLI	2,744,234	0.265724%
MUNICIPALITY OF FUSIGNANO	362,885	0.035138%
MUNICIPALITY OF GALEATA	376,640	0.036470%
MUNICIPALITY OF GAMBETTOLA	1,397,305	0.135301%
MUNICIPALITY OF GEMMANO	23,623	0.002287%
MUNICIPALITY OF IMOLA	71,480	0.006921%
MUNICIPALITY OF LONGIANO	170	0.000016%
MUNICIPALITY OF LUGO	1,356,907	0.131389%
MUNICIPALITY OF MARRADI	630	0.000061%
MUNICIPALITY OF MASSA LOMBARDA	201,537	0.019515%
MUNICIPALITY OF MEDICINA	2,070	0.000200%
MUNICIPALITY OF MELDOLA	2,196,393	0.212677%
MUNICIPALITY OF MERCATINO CONCA	138	0.000013%
MUNICIPALITY OF MISANO ADRIATICO	1,072,032	0.103805%
MUNICIPALITY OF MODIGLIANA	289	0.000028%
MUNICIPALITY OF MONTE COLOMBO	49,307	0.004774%
MUNICIPALITY OF MONTEFIORE CONCA	35,892	0.003475%
MUNICIPALITY OF MONTESCUDO	56,826	0.005502%
MUNICIPALITY OF MONTIANO	170	0.000016%
MUNICIPALITY OF MORCIANO DI ROMAGNA	6,262	0.000606%
MUNICIPALITY OF MORDANO	1,800	0.000174%
MUNICIPALITY OF PALAZZUOLO SUL SENIO	480	0.000046%
MUNICIPALITY OF POGGIO BERNI	512	0.000050%
MUNICIPALITY OF PORTICO-SAN BENEDETTO	195,131	0.018895%
MUNICIPALITY OF PREDAPPIO	1,225,233	0.118639%
MUNICIPALITY OF PREMILCUORE	193,203	0.018708%
MUNICIPALITY OF RAVENNA	1,000	0.000097%
MUNICIPALITY OF RIMINI	24,085,208	2.332171%
MUNICIPALITY OF RONCOFREDDO	170	0.000016%
MUNICIPALITY OF RUSSI	353,208	0.034201%
MUNICIPALITY OF SAN GIOVANNI IN MARIGNANO	636,715	0.061653%

MUNICIPALITY OF SAN MAURO PASCOLI	1,339,084	0.129664%
MUNICIPALITY OF SANT'AGATA SUL SANTERNO	53,873	0.005217%
MUNICIPALITY OF SANTA SOFIA	782,945	0.075813%
MUNICIPALITY OF SANTARCANGELO DI ROMAGNA	1,615,739	0.156452%
MUNICIPALITY OF SARSINA	289	0.000028%
MUNICIPALITY OF SAVIGNANO SUL RUBICONE	1,746,628	0.169126%
MUNICIPALITY OF SOGLIANO AL RUBICONE	170	0.000016%
MUNICIPALITY OF TREDOZIO	289	0.000028%
MUNICIPALITY OF VERGHERETO	154	0.000015%
CON.AMI	55,659,530	5.389513%
RAVENNA HOLDING S.P.A.	49,290,096	4.772760%

The Chairman formally requests attendees to communicate the existence of any relationship or agreement other than those declared, or any situation which in accordance with the Articles of Association place restrictions on voting rights.

The Chairman then proceeds to illustrate the procedures adopted for conducting today's meeting. Specifically:

a) attendance registration procedures and vote counting is handled via technical equipment and a computerised process;

b) shareholders have been provided with an electronic device known as a televoter, which has a memorised code identifying the Shareholder and related number of shares held;

c) said device must be used to record presence at the meeting on entering or leaving the meeting venue in order to ensure correct reporting in the minutes;

d) voting will therefore be via the televoter;

e) use of the televoter is described in detail in a special document in the folder provided on entering the Meeting;

f) votes against and abstentions expressed and non-voting will be automatically recorded and analytically noted in the annex to the minutes;

g) for Shareholders voting by proxy who intend to express different votes within the total shares represented, a special "scrutineer point" for such votes is available;

h) shareholders are kindly asked not to enter or exit the venue during voting, in order that the number of persons present can be identified correctly;

i) shareholders are invited to intervene in discussions, in observance of the provisions of art. 6) of the Shareholders' Meeting Regulations, which will be duly applied in conducting this Meeting;

l) in order to allow the widest possible participation in discussions, shareholders are invited to formulate their speeches in accordance with items on the agenda and to limit their duration. Each shareholder may speak once only on each item on the agenda.

On conclusion of all shareholder intervention on each item discussed, replies will be provided to Shareholder queries, subject to a brief



adjournment of the Meeting as permitted under art. 7) of the Shareholders' Meeting Regulations.

Those requesting the floor will, on request, have the right to give a brief response to the replies given.

m) based on the provisions of art. 6) of the Shareholders' Meeting Regulations - taking into account the subject matter and relevance of individual items discussed - the Chairman considers it appropriate to establish the maximum duration of a speech to ten minutes and five minutes for responses;

n) all persons interested in submitting a request to speak are asked to do so using the special form included in the folder provided to the shareholder on entering the Meeting, together with the televoter, at the "SPEAKER REQUESTS" point in the centre of the Meeting hall;

o) as envisaged under current regulations, shareholder intervention will be recorded in summary format in the minutes, with an indication of the name of the speakers and the replies given;

p) with regard to current legal and statutory regulations, resolutions of the ordinary Shareholders' Meeting in second call will be carried on an absolute majority of the share capital represented by attending shareholders, whilst in relation to items 1), 2) and 4) on the agenda, the extraordinary Shareholders' Meeting resolutions will be carried by vote in favour by at least two thirds of the share capital represented at the Meeting. With regard to matters under item 3) on the Agenda, in second call a resolution will be carried by vote in favour by at least three-quarters of the share capital represented at the Meeting;

q) the Meeting venue has an acoustic amplification system and audiovisual recordings will be made for the sole purpose of facilitating drafting of the minutes, as permitted under art. 3) of the Shareholders' Meeting Regulations.

The Chairman announces the conclusion of formalities regarding constitution of the Meeting and, on behalf of the entire Board of Directors, thanks shareholders for attending the meeting and gives the following opening speech, transcribed in full:

"Dear Shareholders,

The attached financial statements provide a complete view of your company's activities in 2008. It was a year characterised by a number of exceptional events that affected the complexity of the action to be taken but without jeopardising planned developments and the quality of results. In fact, the economic figures were particularly significant with an increase in EBITDA of over 6%. In this respect, it should be emphasised that this result derives mainly from commitment to the growth of internal lines, which accounted for 80% of the overall result.

During the year in question, the impact of the initial stages of the global economic and financial crisis was still limited with regard to the economic result, whereas it strongly reduced our level of capitalisation,

even though this decrease in the value of the share was perfectly in line with that of the Italian stock market as a whole.

Once again in 2008, expansion of the Group's business area contributed to growth, with the full integration of the two operations completed in the previous year, becoming operative at the beginning of 2008 (Urbino and Sassuolo).

As you know, it was not possible during the year, however, to complete a further and more significant expansion plan which, unfortunately and despite extensive efforts, failed to meet all the conditions necessary for a successful conclusion.

Nonetheless, this growth strategy, targeting initiatives based on individual plants or specific area expansion, continues to be monitored in order to form an essential element for future development, as it was in the Group's first 6 years of business.

The investment commitment has remained at a highly significant level (Euro 429 million), especially in the water and waste management sectors. The construction of all plants envisaged at the time the Group was founded, now close to completion, will be a milestone reached - already in 2009 - in terms of balance between the annual investments level and complete self-financing capacity.

In fact, since those of 2007, investments have been finalised in the Imola plant and the Modena waste to energy plant, which will make their first contributions to the Group in 2009.

In trade profile terms, the most significant growth results were achieved in the waste management and electricity sectors, in this last area exceeding its target of 300,000 customers.

As last year, at the same time we present the 2008 Sustainability Report, which once again highlights the Group's commitment to its stakeholders and, in particular, the satisfactory - and increasing - level of opinions expressed by customers on service quality and of those recorded - of absolute importance at national level - in terms of the environmental impact of the Group's activities.

The scenario we face in 2009 certainly promises considerable exceptional difficulties which we will overcome with a flexible use of operating leverage, necessarily committed to pursuing the objectives of the new Industrial Plan.

Lastly, I would like to thank the Board of Directors and the Board of Statutory Auditors, and am certain that this year I can once again count on their support and judgement in the arduous tasks we must face."

The Chairman then opens discussions on the first item of the agenda.

**1. Financial statements as at 31 December 2008, Report on operations, proposal to allocate the profit and report of the Board of Statutory Auditors: contingent resolutions.**

With the consent of the attendees, a full reading of the Board of Directors' Report on operations and the Statutory Auditors' and

Independent Audit Reports is waived with regard to both the Parent Company and consolidated financial statements, for which reference should be made to the text reproduced in the financial statements included in the folder provided on entering the Meeting.

This offers more time for the discussion of topics calling for more specific attention.

The Chairman then invites the Managing Director to illustrate the Group's performance in 2008.

The Managing Director, Maurizio Chiarini, reports to the Meeting on the performance of the Hera Group, focusing particularly on significant events in 2008 and commenting on the information contained in the charts and tables projected on to the screens behind him, printed copies of which are attached herewith as Annex B).

The Chairman then takes the floor.

With regard to CONSOB Communication of 18/04/1996, he points out that PricewaterhouseCoopers S.p.A. has provided 4,867 hours' service for the audit and certification of the Parent Company and consolidated financial statements for 2008, for a total of Euro 282,000.

#### Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

Shareholder Katrin Bove takes the floor and declares that 2008 was a negative year for the economy but one in which the Hera Group has managed to achieve an extraordinary economic result.

This against-the-current performance derives from management's preparation of the initial plan which implies that within three years all investments can be financed in full.

She goes on to ask a number of questions regarding the 2009-2011 industrial plan.

She congratulates the directors and pre-announces a vote in favour of the financial statements.

The Chairman takes the floor and, in response to the questions put, points out that the objectives regarding separate waste management remain as indicated initially, in accordance with the industrial plan, achieving a level of 50% by the end of 2011. With regard to the plants, following completion of the Imola cogeneration plant, construction of the waste to energy plant in Rimini is now also in its final stages.

The electricity sales target by 2011 is 8 Terawatts per hour, 5 Terawatts

per hour of which produced by the Group.

There being no further requests to take the floor, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal regarding the first item on the agenda for the ordinary session.

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

- having acknowledged the Director's Report on operations;
- having acknowledged the Report of the Statutory Auditors;
- having acknowledged the Independent Audit Report;
- having reviewed the financial statements as at 31 December 2008 which closed with a net profit of Euro 84,523,059.96;

resolves

a) to approve the Financial Statements as at 31 December 2008 of Hera S.p.A. and the Report on operations prepared by the Board of Directors;

b) to allocate the net profit for the financial year 1 January 2008-31 December 2008, equivalent to Euro 84,523,059.96 as follows:

- Euro 4,226,153.00 to the legal reserve;
- Euro 80,296,906.96 as dividend to the shareholders;

c) to integrate the dividend to shareholders by the sum of Euro 2,322,109.20 withdrawn from the "retained earnings" reserve, to therefore total Euro 82,619,016.16, corresponding to Euro 0.08 per share, allocating the highest distributable dividend regarding own shares in the portfolio as at the payment date to the extraordinary reserve;

d) to commence payment of the dividend on 4 June 2009, with detachment of coupon no. 6 on 1 June 2009."

Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the first item on the agenda for the ordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

Announcement of voting results

The Chairman asks the scrutineer if there are any reports from Shareholders wishing to change their vote expressed via the televoter. He then declares voting closed on the proposal regarding the first item on the agenda for the ordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex C), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached the absolute majority of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with

votes in favour: 667,928,511

votes against: 102,362

abstentions: 101,585

non-votes: 0

**the proposal is declared approved.**

The approved Financial Statements are attached herewith as Annex D).

The Chairman acknowledges conclusion of discussions on the first item of the agenda for the ordinary session and proceeds to discussion of the second item on the agenda for the ordinary session.

**2. Renewal of the authorisation to purchase own shares and related arrangements: contingent measures.**

With the consent of the attendees, a full reading of the explanatory report prepared by the Board of Directors with regard to this item on the agenda, the text of which is contained in the folder provided on entering the Meeting, is waived.

The Chairman points out that during the Shareholders' Meetings of 27 April 2006, 26 April 2007 and 29 April 2008, Shareholders had already authorised the purchase and/or use/sale of Hera S.p.A. shares up to a maximum revolving limit of 15,000,000 shares, corresponding to approximately 1.5% of the share capital.

In this respect, he specifies that the share capital currently totals Euro 1,032,737,702.00, that the company holds 2,250,543 own shares and that no subsidiary possesses Hera S.p.A. shares.

The Chairman proposes, therefore, that in order to increase the value for shareholders, without excluding the option of using own shares purchased as part of transactions that prove to be investment opportunities, the Shareholders' Meeting, to the limits expressed pursuant to art. 2357 of the Italian Civil Code, again authorises the purchase of ordinary Hera shares with a nominal value of Euro 1 each, up to a maximum revolving limit of 24,000,000 shares, corresponding to approximately 2.3% of HERA S.p.A. share capital, emphasising that the aforementioned number of shares is compatible with the provisions of art. 2357 of the Italian Civil Code.

He therefore requests authorisation to purchase own shares within 18 months from now, in one or more stages for a total amount not exceeding Euro 60,000,000 and at a price not lower than the nominal value and no

more than 10% higher than the official price recorded on the stock market trading day prior to each purchase.

With reference also to the utilisation method for purchased shares, the Chairman requests that, pursuant to art. 2357-ter of the Italian Civil Code, the following are authorised:

(a) use of own shares purchased as part of transactions that prove to be investment opportunities, also by means of exchanges, swaps, part-exchange, transfer, sale or other means of disposal of own shares to purchase equity investments or shareholdings or in other transactions implying the allocation or placement of own shares;

(b) the sale, completed in one or more stages, at a price with no detrimental economic effect on the Company and in any event in observance of legal and regulatory provisions and of Supervisory Authority and Borsa Italiana S.p.A. instructions.

#### Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

No person having accepted the invitation, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

#### Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal for approval regarding the second item on the agenda for the ordinary session.

"The ordinary and extraordinary Shareholders' Meeting of HERA S.p.A.:

- having acknowledged the report by the Board of Directors;
- having acknowledged the explanation given by the Chairman;

resolves

1. to approve the purchase, for completion within 18 months of the date of these minutes and in one or more stages, of up to a maximum revolving limit of 24,000,000 ordinary Hera shares with a nominal value of Euro 1 per share, all of which in compliance with limits established in art. 2357 of the Italian Civil Code. The purchase of own shares may be made at a price not lower than their nominal value and no more than 10% higher than the official price recorded on the stock market trading day prior to each purchase, with a maximum outlay envisaged of Euro 60,000,000. In any event the preferred market for purchases must be the MTA market, in observance with legal and regulatory provisions and with Supervisory Authority and/or

Borsa Italiana S.p.A. instructions;

2. to authorise, pursuant to art. 2357-ter of the Italian Civil Code:

(a) use of own shares purchased as part of transactions that prove to be investment opportunities, also by means of exchanges, swaps, part-exchange, transfer, sale or other means of disposal of own shares to purchase equity investments or shareholdings or in other transactions implying the allocation or placement of own shares;

(b) the sale, completed in one or more stages, at a price with no detrimental economic effect on the Company and in any event in observance of legal and regulatory provisions and of Supervisory Authority and Borsa Italiana S.p.A. instructions;

3. to authorise, pursuant to art. 2357-ter of the Italian Civil Code, an increase in the previously established undistributable reserve by a sum equal to the own shares recognised as assets in the financial statements;

4. to confer mandate upon the Board and Directors and, on the Board's behalf, grant separate powers to the Chairman and Managing Director to proceed in compliance with law and in observance of this resolution to purchase and/or use/sell Hera shares under the aforementioned terms and over a timescale deemed to be most appropriate;

5. to establish that, in the event of disposal of own shares, the reserve pursuant to art. 2357-ter of the Italian Civil Code is utilised by a sum equal to the book value of own shares sold as integration to the special reserve for the purchase of own shares, in order that the amount may be later used for further purchases within the established time limits and under the terms authorised in this resolution, and envisaging that in the event of write-down or revaluation of own shares held in portfolio the latter reserve is adjusted accordingly."

#### Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the second item on the agenda for the ordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

#### Announcement of voting results

The Chairman asks the scrutineer if there are any reports from

Shareholders wishing to change their vote expressed via the televoter. He then declares voting closed on the proposal regarding the second item on the agenda for the ordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex **E**), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached the absolute majority of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with votes in favour: 682,363,769

votes against: 1,602,362

abstentions: 4,126,404

non-votes: 694,677

**the proposal is declared approved.**

The Chairman acknowledges conclusion of discussions on the second item of the agenda for the ordinary session.

In repeating that the extraordinary Shareholders' Meeting is duly constituted in second call with over 1/3 (one third) of the share capital being represented, before going on to discuss the first item on the agenda for the extraordinary session, the Chairman reminds attendees that Hera and Gastecnica Galliera have launched a merger project which initially involved Hera's acquisition of the entire share capital of Gastecnica and which will conclude with the merger of Gastecnica into Hera S.p.A.

Gastecnica Galliera, a company 100% owned by Hera S.p.A., is a distributor of methane gas and other gases to private and industrial customers through company-owned distribution networks, after the purchase or production and decompression of the gas in specific distribution stations, again company-owned.

The merger into Hera is appropriate for the implementation of an integration process that will increase and improve services provided to consumers, at the same time achieving cost savings and guaranteeing good market opportunities.

The Chairman then opens discussions on the first item of the agenda for the extraordinary session.

**1. Approval of the plan for merger by incorporation of Gastecnica Galliera S.r.l. into Hera S.p.A.**

With the consent of the attendees, a full reading of the explanatory report prepared by the Board of Directors with regard to this item on the agenda, the text of which is contained in the folder provided on entering the Meeting, is waived.

Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of



speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

No person having accepted the invitation, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

#### Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal for approval regarding the first item on the agenda for the extraordinary session.

"The ordinary and extraordinary Shareholders' Meeting of HERA S.p.A.:

- having acknowledged that the Merger Plan was approved at the Board of Directors' Meeting of 26 January 2009;
- having acknowledged the completion of formalities on 28 January 2009 regarding filing of the Merger Plan pursuant to art. 2501-ter et seq of the Italian Civil Code;
- having examined and discussed the Merger Plan;
- having acknowledged the financial and economic positions of HERA as the merging company and Gastecnica as the merged company, all as at 30 September 2008;
- having acknowledged the filing of documents pursuant to art. 2501-septies of the Italian Civil Code at the registered offices of HERA and Gastecnica

#### resolves

1. to approve the Plan for Merger by incorporation of Gastecnica Galliera S.r.l. into Hera S.p.A., drafted pursuant to the combined provisions of art. 2501-ter and art. 2505 of the Italian Civil Code;

2. to confer powers upon the Chairman of the Board of Directors as required to:

- stipulate and sign the public Deed of Merger;
- stipulate and sign any recognisance, supplementary and/or amending document, establishing all clauses, terms and methods regarding observance of the Merger Plan, permitting the ownership transfer of all activities, including real estate and securities recorded in public registers, public and private securities, rights, guarantee deposits, licences, permits and amounts due from the State and other public authorities;
- to complete all necessary formalities in order that adopted resolutions are registered with the Register of Companies, with the specific option allowing material or immaterial amendments, suppressions and/or additions to such resolutions as may be required at the time of registration."

#### Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the first item on the agenda for the extraordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

#### Announcement of voting results

The Chairman asks the scrutineer if there are any reports from Shareholders wishing to change their vote expressed via the televoter.

He then declares voting closed on the proposal regarding the first item on the agenda for the extraordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex **F**), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached at least two thirds of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with votes in favour: 530,050,754

votes against: 102,362

abstentions: 4,123,308

non-votes: 0

#### **the proposal is declared approved.**

The Chairman acknowledges conclusion of discussions on the first item of the agenda for the extraordinary session.

Before opening discussions on the second item of the agenda for the extraordinary session, the Chairman reminds the meeting that Hera and Hera Rete Modena have launched a merger project which initially involved Hera's acquisition of the entire share capital of Hera Rete Modena and which will conclude with the merger of Hera Rete Modena into Hera S.p.A.

Hera Rete Modena, a company 100% owned by Hera S.p.A., is a distributor and vendor of electricity.

The merger into Hera is appropriate for the implementation of an integration process that will increase and improve services provided to consumers, at the same time achieving cost savings and guaranteeing good market opportunities.

The Chairman then opens discussions on the second item of the agenda for the extraordinary session.

## **2. Approval of the plan for merger by incorporation of Hera Rete Modena**

**S.r.l. into Hera S.p.A.**

With the consent of the attendees, a full reading of the explanatory report prepared by the Board of Directors with regard to this item on the agenda, the text of which is contained in the folder provided on entering the Meeting, is waived.

Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

No person having accepted the invitation, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal for approval regarding the second item on the agenda for the extraordinary session.

"The ordinary and extraordinary Shareholders' Meeting of HERA S.p.A.:

- having acknowledged that the Merger Plan was approved at the Board of Directors' Meeting of 26 January 2009;
- having acknowledged the completion of formalities on 28 January 2009 regarding filing of the Merger Plan pursuant to art. 2501-ter et seq of the Italian Civil Code;
- having examined and discussed the Merger Plan;
- having acknowledged the financial and economic positions of HERA as the merging company and Hera Rete Modena as the merged company, all as at 30 September 2008;
- having acknowledged the filing of documents pursuant to art. 2501-septies of the Italian Civil Code at the registered offices of HERA and Hera Rete Modena

resolves

1. to approve the Plan for Merger by incorporation of Hera Rete Modena S.r.l. into Hera S.p.A., drafted pursuant to the combined provisions of art. 2501-ter and art. 2505 of the Italian Civil Code;

2. to confer powers upon the Chairman of the Board of Directors as required to:

- stipulate and sign the public Deed of Merger;
- stipulate and sign any recognisance, supplementary and/or amending document, establishing all clauses, terms and methods regarding observance of the Merger Plan, permitting the ownership transfer of all activities,

including real estate and securities recorded in public registers, public and private securities, rights, guarantee deposits, licences, permits and amounts due from the State and other public authorities;

- to complete all necessary formalities in order that adopted resolutions are registered with the Register of Companies, with the specific option allowing material or immaterial amendments, suppressions and/or additions to such resolutions as may be required at the time of registration."

#### Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the second item on the agenda for the extraordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

#### Announcement of voting results

The Chairman asks the scrutineer if there are any reports from Shareholders wishing to change their vote expressed via the televoter.

He then declares voting closed on the proposal regarding the second item on the agenda for the extraordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex G), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached at least two thirds of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with

votes in favour: 527,437,420

votes against: 102,362

abstentions: 4,123,308

non-votes: 2,613,334

**the proposal is declared approved.**

The Chairman acknowledges conclusion of discussions on the second item of the agenda for the extraordinary session and proceeds to discussion of the third item on the agenda for the extraordinary session.

### **3. Amendment of Articles 7 and 17 of the Articles of Association.**

With the consent of the attendees, a full reading of the explanatory report prepared by the Board of Directors with regard to this item on the

agenda, the text of which is contained in the folder provided on entering the Meeting, is waived.

On this point, the Chairman briefly points out that the amendments to articles 7 and 17 of the Articles of Association are required in adaptation to the provisions of art. 13, Italian Law no. 34 of 25 February 2008 which, replacing art. 2449 of the Italian Civil Code and in reference to companies resorting to the use of risk capital, suppresses the right of public entities to appoint one or more directors, and in adaptation to a number of regulatory provisions pursuant to Consob Regulation no. 11971 of 14.5.1999.

Specifically, the amendments required are as follows:

- amendment of art. 7 with deletion of paragraph 7.3 on voting methods for the approval of resolutions regarding the appointment of members of the Board of Directors other than those appointed under the terms of art. 2449 of the Italian Civil Code;

- amendment of art. 17 for which:

- \* references to art. 2449 of the Civil Code are deleted in compliance with current law, together with the deletion of the provision regarding list voting procedures for the appointment of directors not appointed under the terms of art. 2449 of the Italian Civil Code and the introduction of a list voting system for the appointment of all directors;

- \* the possession of independence requisites is not longer required for the first two candidates on each list, but rather to at least two candidates on each list, regardless of their position on that list;

- \* the provision regarding disclosure in the notice of call of an indication of the minimum investment required for the filing of lists of candidates for appointment as members of the Board of Directors is voluntarily introduced;

- \* it is explicitly established that failure to observe statutory regulations with regard to the content of the list and attached documentation shall be considered failure to file said list.

#### Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

No person having accepted the invitation, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

#### Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal for approval regarding the third item on the agenda for the extraordinary session.

"The Shareholders' Meeting of HERA S.p.A., in adaptation to the provisions of art. 13, Italian Law no. 34 of 25 February 2008 which, replacing art. 2449 of the Italian Civil Code and in reference to companies resorting to the use of risk capital, suppresses the right of public entities to appoint one or more directors, and in adaptation to a number of regulatory provisions pursuant to Consob Regulation no. 11971 of 14.5.1999

resolves

in relation to the explanation provided above, to amend articles **7 and 17 of the Articles of Association** as follows:

**ART. 7 PUBLIC MAJORITY SHAREHOLDING**

7.1 The Company share capital must be owned by at least 51% by municipalities, provincial governments or consortiums established pursuant to art. 31, Italian Legislative Decree 267/2000 or consortiums or joint stock companies including municipalities, provincial governments or consortiums established pursuant to art. 31, Italian Legislative Decree 267/2000 in possession of the majority of share capital.

7.2 With the exception of purchase and sale transactions on the Italian MTA market, the Company shall deem to be of no effect any transfer of shares resulting in local public capital no longer having the majority, and any registration in the Shareholders' Register of a transfer of shares in violation of the provisions of art. 7.1 is forbidden.

**ART. 17 APPOINTMENT OF THE BOARD OF DIRECTORS**

17.1 Election of members of the board of directors shall be based on lists in which candidates are listed by consecutive numbering and in any event in a number not exceeding the members to be elected.

17.2 The appointment of members of the board of directors shall be as follows:

(i) 14 (fourteen) members of the board of directors shall be appointed from the list obtaining most votes, in consecutive order as listed;

(ii) for appointment of the remaining 4 (four) members, the votes obtained by each list other than that referred to in paragraph (i) and which were neither filed nor voted upon by shareholders associated pursuant to pro tempore current regulations with shareholders that filed or voted upon the list referred to in paragraph (i), shall be consecutively divided by one, two, three and four. The quotients obtained in this manner shall be assigned progressively to candidates on each list, in the order in which they appear. These candidates are placed on a single list in decreasing order in accordance with the quotient assigned to each. Candidates with the highest quotients shall be elected up to the remaining number of members required. In the event of equal quotients among candidates on different lists, the last member to be elected shall preferably be from the list obtaining most votes or, if quotients remain equal, of the most

senior candidate.

17.3 The lists must include at least two candidates in possession of independence requisites established for Statutory Auditors pursuant to art. 148, subsection 3, Italian Legislative Decree 58/1998 and those established by the Corporate Governance Code drafted by the Corporate Governance Committee of Borsa Italiana S.p.A.

17.4 The lists may be filed by shareholders representing at least 1% of shares with voting rights at ordinary shareholders' meetings, or other percentage as envisaged in current regulations and indicated in the notice of call.

17.4 Said lists must be filed with the registered office, under penalty of cancellation, at least 20 days before the meeting and shall be made public by means of an announcement published in three national daily newspapers, of which two financial, at least 10 days before the meeting.

17.6 Each Shareholder may file or act in concert in filing and vote on one list only. Agreements and votes expressed in violation of the above ruling cannot be attributed to a list.

Parties presenting the lists must ensure that, together with the lists, a description of the candidates' professional curriculum, irrevocable acceptance of office by the candidates (if appointed) and certification that there are no grounds for ineligibility/forfeiture must also be filed, if applicable with a declaration confirming possession of the independence requisites established for Statutory Auditors pursuant to art. 148, subsection 3, Italian Legislative Decree 58/1998 and those established by the Corporate Governance Code drafted by the Corporate Governance Committee of Borsa Italiana S.p.A. Any list for which the aforementioned rulings are not observed shall be deemed to be unfiled.

17.8 No candidate may appear in more than one list. Acceptance of candidacy on more than one list shall result in disqualification.

17.9 Should an elected candidate be unable or does not intend to take up office, he/she shall be replaced by the first candidate not elected from that same list. If only one list of candidates is filed, members of the Board of Directors shall be elected from that list. For the election of directors who for any reason are not appointed by the methods described above, the shareholders' meeting shall resolve by majority vote in accordance with law.

17.10 If during the financial year one or more directors appointed on a list voting basis should cease office, the first candidates not elected from the list from which the former directors were elected and which have not yet been members of the Board of Directors shall be co-opted as replacement pursuant to art. 2386 of the Italian Civil Code. If for any reason no further candidates are available, the Board shall proceed to co-opt members pursuant to art. 2386 of the Italian Civil Code. Directors appointed in this manner shall remain in office until the next shareholders' meeting, which will resolve in accordance with methods

envisaged for full appointment."

#### Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the third item on the agenda for the extraordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

#### Announcement of voting results

The Chairman asks the scrutineer if there are any reports from Shareholders wishing to change their vote expressed via the televoter.

He then declares voting closed on the proposal regarding the third item on the agenda for the extraordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex H), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached at least three quarters of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with

votes in favour: 529,328,589

votes against: 102,362

abstentions: 4,123,308

non-votes: 722,165

#### **the proposal is declared approved.**

The Chairman acknowledges conclusion of discussions on the third item of the agenda for the extraordinary session and proceeds to discussion of the fourth item on the agenda for the extraordinary session.

#### **4. Amendment of Articles 4, 16, 18 and 26 of the Articles of Association**

With the consent of the attendees, a full reading of the explanatory report prepared by the Board of Directors with regard to this item on the agenda, the text of which is contained in the folder provided on entering the Meeting, is waived.

On this point, the Chairman briefly points out that the amendments regard articles 4, 16, 18 and 26 of the Articles of Association as follows:

- in art. 4, in compliance with art. 11.5 of AEEG Resolution 11/07 which aims to guarantee greater competition, efficiency and quality of



distribution and sales services of gas and electricity, therefore meeting related operations and accounting unbundling obligations, it is proposed to include paragraph 4.2 explaining the means to achieve competition, efficiency and quality objectives in the provision of services through the impartial management of infrastructures, elimination of discrimination regarding access to sensitive trade information and the ban on cross-transfer of resources between supply chain segments;

- in art. 16, reference to the replacement of directors according to law has been deleted as replacement is now governed by art. 17;

- in art. 18, paragraphs 18.1 and 18.2 which, in governing the cancellation option of art. 17 and subsequent alternate means for appointing directors, referred to and presumed that application of the original provision on the right of appointment pursuant to art. 2449 of the Italian Civil Code for public authorities, have been deleted;

- in art. 26, paragraph 26.4:

\* reference to paragraph 17.5 governing the disclosure of lists has been updated to comply with the new numbering of that article;

\* the compulsory attachment of a declaration regarding directorships and audit-related offices held with other companies to lists of candidates for appointment as auditors has been introduced;

\* it is explicitly established that failure to observe statutory regulations with regard to the content of the list and attached documentation shall be considered failure to file said list.

#### Submission of speaker requests and opening of discussions

The Chairman invites all persons interested in submitting speaker requests to present the special form and their televoter to the "SPEAKER REQUESTS" point in the centre of the venue, unless they have already done so.

He then invites the "SPEAKER REQUESTS" officer to provide a list of speaker requests and update the list if other requests have been submitted during discussions held thus far.

In order of presentation of the requests, he invites the first person requesting to speak to step up to the podium, reminding the Meeting that the speech should be limited to 10 minutes' duration.

No person having accepted the invitation, the Chairman declares speaker intervention to be concluded.

He then declares discussions closed and proceeds to voting.

#### Presentation of the resolution proposal

Pursuant to art. 5 of the Shareholders' Meeting Regulation, the Chairman submits the following proposal for approval regarding the fourth item on the agenda for the extraordinary session.

"The Shareholders' Meeting of HERA S.p.A., in order to:

- comply with the provisions of art. 11.5 of AEEG Resolution 11/07, which aims to guarantee greater competition, efficiency and quality of distribution and sales services of gas and electricity, therefore meeting related operations and accounting unbundling obligations;

- align clauses contained in articles 16, 18 and 26 of the Articles of Association with the resolution carried under item 4 of the agenda, and in line with the provisions of art. 13, Italian Law no. 34 of 25 February 2008 and regulatory provisions of Consob Regulation no. 11971 of 14.5.1999

resolves

- to include paragraph 4.2, with content as indicated above, in art. 4 of the Articles of Association, therefore renumbering subsequent paragraphs;

- in relation to the explanation provided above, to amend articles **16, 18 and 26 of the Articles of Association**

as specified below:

#### **ART. 4 CORPORATE PURPOSE**

4.1 The purpose of the company, in Italy and abroad, directly and/or indirectly, through holdings in companies of any legal format, authorities, consortiums or enterprises, is to provide public services and public utilities in general, and more specifically:

(a) integrated management of water resources and therefore (i) tapping, extraction, transport, treatment, distribution and sale of water for any use and in any form, (ii) collection, treatment and disposal of waste water and/or rainwater, (iii) construction and management of waste water treatment plants (iv) design, construction and management of artificial reservoirs and dams;

(b) integrated management of energy resources and therefore (i) production, transport, transformation, distribution, purchase and sale of electricity, (ii) production, transport, manipulation, distribution, purchase and sale, dispatch and storage of gas, (iii) production, transport and sale of heat for industrial and domestic use, (iv) installation and operation of heating plants for buildings with optional supply of heat and/or fuel, (v) heating plant control pursuant to Italian Presidential Decree 412/93, (vi) construction and management of energy/heat cogeneration plants, (vii) construction and management of heating systems and air-conditioning systems;

(c) waste management services and therefore including, as mere examples only, (i) collection, transport, trade and sale of municipal waste, hazardous and non-hazardous special waste including their separate collection, and cleaning of public areas, (ii) construction and management, also on behalf of third parties, of waste recovery, recycling, treatment and disposal systems and (iii) decontamination of areas from pollutant substances.

4.2 In observance of the principles of cost-saving and profitability and confidentiality of company data, the corporate purpose includes the promotion of competition, efficiency and adequate levels of quality in the provision of services:

a) guaranteeing impartial management of infrastructures essential to the development of a free energy market;

b) inhibiting discrimination in access to sensitive trade information;

c) inhibiting the cross-transfer of resources between supply chain segments.

4.3 The company operates in additional or other, in any event related, sectors for the production of goods and services to satisfy the needs and demands of the community, collaborating in the promotion of economic and social development of individuals, their organisations and their local communities.

For this purpose, by way of example, the company may operate directly or via design and construction of services destined to increase infrastructures in terms of quantity and quality to serve the many demands of the economic, social and private lives of individuals, particularly in the following sectors:

- (i) screen-based, IT and telecommunications services networks;
- (ii) installation and availability of telecommunications networks and proprietary or third party management of related services;
- (iii) public lighting systems;
- (iv) traffic light and illuminated sign systems;
- (v) proprietary or third party management of funeral and burial services and related activities (transport, obsequies, collection, cremation, cemetery maintenance and construction, post-mortem services);
- (vi) consulting, support, planning, construction and services in the energy, water and waste management sectors;
- (vii) laboratory analysis consulting, support and services;
- (viii) land and water resource protection services, also by means of the preparation, implementation and management of projects for this purpose;
- (ix) organisation of courses on the awareness and application of scientific, technological, management and organisational resources in the sectors of interest;
- (x) acceptance of building and usage permits with regard to public works;
- (xi) activities involving the transportation of materials on behalf of third parties with regard to sewerage and waste treatment services, the transportation of goods and materials resulting from production and/or industrial, commercial, trade and domestic processes;
- (xii) design, construction and management of gardens, parks, fountains, recreation areas, roads, street furnishings and signs, and setting up of the local environmental inspectorate;
- (xiii) environmental hygiene achieved through parasiticide treatments, plant health and hygiene in restricted environments and foods;
- (xiv) bottling and retailing or wholesale of drinking water, either directly or indirectly.

4.4 The corporate purpose also includes the direct and/or indirect exercise, through holdings in companies of any legal format, authorities, consortiums or enterprises, of any other economic activity strictly connected in instrumental, accessory or complementary terms with the activities indicated above.

4.5 Furthermore, the corporate purpose includes the technical, managerial and financial coordination of associated companies and the provision of services on their behalf.

4.6 The company may perform all transactions proving necessary or useful to achieve the corporate purpose. By way of example, the company may perform real estate, security, commercial, industrial and financial transactions, participate in public procedures for the undertaking of local public services or other activities in any event useful to the corporate purpose, except the attraction of investments from the public and lending activities pursuant to Italian Legislative Decree 385/1993, as amended.

4.7 In any event, the company is expressly forbidden to professionally provide investment services to the public pursuant to Italian Legislative Decree 58/1998, as amended, and all other activities reserved under current law to persons or entities registered with professional orders or in any way subject by law to special authorisation or qualification.

4.8 Lastly, the company may undertake investments and stakes in other Italian or foreign companies, consortiums or enterprises with a similar, compatible or complementary corporate purpose to that of the company, or with that of its investee companies, or with a different corporate purposes provided such investments or stakes do not substantially modify the respective corporate purposes, and may issue collateral security and/or personal guarantees on its own commitments or those of third parties, particularly sureties.

#### **ART. 16 THE BOARD OF DIRECTORS**

16.1 The company is administered by a Board of Directors comprising eighteen members, including non-shareholders, with a term of office of three financial years expiring on the date of the Shareholders' Meeting called to approve the financial statements for the final year of office. The Board of Directors can be re-elected and lapse in accordance with law.

#### **ART. 18 ADDITIONAL ARRANGEMENTS FOR APPOINTMENT OF THE BOARD OF DIRECTORS**

18.1 If due to resignation or any other cause the majority of Directors should terminate office, the entire Board of Directors shall be deemed to lapse.

18.2 Albeit lapsed, the Board will remain in office solely for ordinary administration purposes until the acceptance of appointment of the new Directors.

#### **ART. 26 APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

26.1 Appointment of the Board of Statutory Auditors shall be based on lists filed by Shareholders, by the same procedure as described above to guarantee minority shareholders the appointment of one standing auditor and one alternate auditor Municipal and Provincial Authorities or Consortiums established pursuant to art. 31, Italian Legislative Decree 267/2000 and consortiums or joint stock companies in any event controlled by such entities shall act in concert to file a single list until such a

time as qualification as an entity with a predominantly public capital pursuant to art. 7 no longer applies.

The lists shall contain a number of candidates not exceeding the number of members to be elected, listed by consecutive numbering. Each candidate may be included on one list only, on penalty of disqualification.

26.2 Lists may be filed by individual Shareholders or groups of Shareholders that represent at least 3% (three per cent) of shares with voting rights at the ordinary Shareholders' Meetings.

26.3 Each shareholder may file, or act in concert in filing, one list only. Should this rule be violated, no account will be taken of that Shareholder's vote on any list filed.

26.4 Lists signed by the Board of Directors and by the Shareholders filing said lists must, on penalty of lapse, be filed together with a declaration confirming the absence of agreements or links of any nature with other Shareholders filing the other lists at the registered office at least twenty days prior to the date set for the Shareholders' Meeting. The lists must be made public in accordance with the terms and deadlines indicated in art. 17.5.

By the deadline established for the filing of lists, declarations must also be filed in which the individual candidates accept their candidacy and, under their own responsibility, declare the lack of any cause for ineligibility or incompatibility as envisaged by law, the possession of integrity and professional requisites established by law for members of the Board of Statutory Auditors and the list of directorship or audit-related offices held with other companies. Any list for which the aforementioned rulings are not observed shall be deemed to be unfiled.

All parties entitled to vote may vote one list only.

26.5 Two standing auditors and one alternate auditor shall be appointed from the list obtaining the highest number of Shareholders' votes, in the consecutive order in which they appear on the list.

The third standing auditor and remaining alternate auditor shall be appointed from the other lists, respectively electing the first and second candidate from the list obtaining the second highest quotient. In the event of equal votes for two or more lists, the most senior candidate shall be appointed as Auditor.

26.6 Chairmanship of the Board of Statutory Auditors is assigned to the first candidate on the list obtaining the second highest quotient.

In the event of equal votes for two or more lists, the most senior candidate shall be appointed Chairman.

For the appointment of Auditors who for any reason are not appointed via the list voting procedure, the Shareholders' Meeting shall resolve by majority vote in accordance with law.

26.7 In the event of replacement of a Standing Auditor, the Alternate Auditor from the same list as the standing auditor shall be appointed.

The appointment of Auditors to integrate the Board of Statutory Auditors,

pursuant to art. 2401 of the Italian Civil Code, shall be performed by the Shareholders' Meeting, by majority vote in accordance with legal provisions, from among the candidates nominated by the same shareholders that filed the list from which the former Auditor was appointed to office. Where such a procedure is not possible, the Shareholders' Meeting shall appoint the replacement by majority vote.

26.8 The Shareholders' Meeting shall establish the fees payable to Auditors, in addition to the reimbursement of expenses incurred for related official duties.

The powers, duties and term of office of Auditors shall be those established by law."

#### Voting on the proposed resolution

The Chairman invites attendees not to leave the venue for the entire duration of voting operations.

He then declares voting to be open on the proposed resolution regarding the fourth item on the agenda for the extraordinary session.

Persons voting by proxy who intend to express different votes on this proposal are invited to reach the "scrutineer point".

With regard to other Shareholders, these may remain at their seats and express their vote using the televoter, in accordance with the methods indicated in the document contained in the folder provided on entering the Meeting.

The Chairman invites them to:

- press the button relating to their voting decision;
- verify that the screen displays the correct decision;
- press "OK";
- verify that the screen confirms that the vote has been recorded.

#### Announcement of voting results

The Chairman asks the scrutineer if there are any reports from Shareholders wishing to change their vote expressed via the televoter.

He then declares voting closed on the proposal regarding the fourth item on the agenda for the extraordinary session and invites one of the scrutineers to announce the voting result.

The Chairman then proclaims the result of voting, details of which are indicated in the document attached as Annex I), pursuant to the aforementioned Annex 3E of Regulation no. 11.971 of 14 May 1999:

having reached at least two thirds of share capital represented at the Meeting, as illustrated in the related annex to these minutes, and with

votes in favour: 525,508,077

votes against: 102,362

abstentions: 4,123,308

non-votes: 0

**the proposal is declared approved.**

The Chairman then delivers to me the text of the Articles of Association, updated according to the amendments approved as above, attached herewith

as Annex L).

The Chairman acknowledges conclusion of discussions on the fourth item of the agenda for the extraordinary session.

The Chairman then delivers to me:

- the merger plan for the merger of "GASTECNICA GALLIERA S.r.l" into "HERA S.p.A.", approved by this Shareholders' Meeting, registered with the Register of Companies of Bologna on 28 January 2009, protocol no. 4447/2009, the plan and its related annexes being attached herewith as Annex M);

- the merger plan for the merger of "HERA RETA MODENA S.r.l" into "HERA S.p.A.", approved by this Shareholders' Meeting, registered with the Register of Companies of Bologna on 28 January 2009, protocol no. 4465/2009, the plan and its related annexes being attached herewith as Annex N);

and asks me to acknowledge that, in relation to both merger plans, all documentation pursuant to art. 2501-*septies* of the Italian Civil Code has been filed with the registered office in accordance with law and that, pursuant to art. 2502-*bis* of the Civil Code, together with these minutes and their annexes, the documents indicated in art. 2501-*septies* of the Civil Code shall be registered with the Register of Companies of Bologna, specifying that the financial statements for 2005, 2006 and 2007 are already filed with the Register of Companies under specific protocol numbers as follows:

"**HERA S.p.A.**", with registered office at Viale Carlo Berti Pichat 2/4, Bologna, fully paid-up share capital of Euro 1,032,737,702 (one billion thirty-two million seven hundred and thirty-seven thousand seven hundred and two), tax code and registration number in the Register of Companies of Bologna 04245520376, has filed company financial statements with the Register of Companies of Bologna with the following protocol numbers:

- for the financial year ending 31 December 2007, protocol no. 24099/2008 of 8 May 2008;

- for the financial year ending 31 December 2006, protocol no. 26566/2007 of 17 May 2007;

- for the financial year ending 31 December 2005, protocol no. 30384/2006 of 24 May 2006;

"**GASTECNICA GALLIERA S.r.l.**", with registered office at Viale Carlo Berti Pichat 2/4, Bologna, fully paid-up share capital of Euro 312,000.00 (three hundred and twelve thousand), tax code and registration number in the Register of Companies of Bologna 01585360157, has filed company financial statements with the Register of Companies of Bologna with the following protocol numbers:

- for the financial year ending 31 December 2007, protocol no. 244448/2008 of 9 May 2008;

- for the financial year ending 31 December 2006, protocol no. 28501/2007 of 21 May 2007;

- for the financial year ending 31 December 2005, protocol no. 23589/2006 of 5 May 2006;

"**HERA RETE MODENA S.r.l.**", with registered office at Viale Carlo Berti Pichat 2/4, Bologna, fully paid-up share capital of Euro 22,221,850.00 (twenty-two million two hundred and twenty-one thousand eight hundred and fifty), tax code, VAT number and registration number in the Register of Companies of Bologna 02659891200, was incorporated by deed prepared by notary public Federico Tassinari on 23 May 2006, file reference 32928/20157, duly recorded and registered with the Register of Companies of Bologna on 25 May 2006 (protocol no. 30857/2006) and has therefore filed with the Register of Companies of Bologna only the financial statements:

- for the financial year ending 31 December 2007, protocol no. 26601/2008 of 16 May 2008;

- for the financial year ending 31 December 2006, protocol no. 27538/2007 of 18 May 2007.

In his closing speech, the Chairman sincerely thanks the notary public, "SPEAKER REQUESTS" officer and scrutineers, and all who have helped organise and conduct this Shareholders' Meeting.

All Shareholders' Meeting discussions are concluded at 11:52 (eleven fifty-two a.m.).

Tomaso Tommasi Di Vignano waives the reading of the annexes.

I, notary public,

have read this document to Tomaso Tommasi Di Vignano, who declares his approval and confirmation.

Drafted by a person in whom I trust and completed by myself as notary public on twelve legal sheets for a total of forty-eight pages.

Signed at 11:52 (eleven fifty-two a.m.).

Signed: Tomaso Tommasi Di Vignano - FEDERICO TASSINARI