

2.08.02 REPORT BY BOARD OF STATUTORY AUDITORS

Report by the Board of Auditors on the Consolidated Financial Statements of the Company Hera Spa (art. 41 of Legislative Decree 4 April 1991, n. 127)

To the Shareholders' Meeting of the Company Hera Spa,

The consolidated financial statements as at 31 December 2015 of the Company Hera Spa, including the income statement, comprehensive income statement, statement of financial position, cash flow, statement of changes in equity and explanatory notes, which are placed at your disposal as information, were delivered to us according to the law and comply with the provisions that govern their drafting methods and were prepared in application of Regulation (EC) No. 1606/2002 of 19 July 2002, in observance of the IAS/IFRS International Accounting Standards approved by the European Commission, supplemented by the relevant interpretations of the International Financial Reporting Interpretation Committee (Ifrs Ic), as well as the provisions enacted in implementing art. 9 of Legislative Decree no. 38/2005.

The consolidated financial statements of the company Hera Spa have been submitted to legal auditing by the Independent Auditing Firm Deloitte & Touche Spa, which released its report on 4 April 2016, attached to the financial statements. The Board of Auditors points out that it results from the report of the Independent Auditing Firm that the financial statements under review were prepared in observance of the IAS/IFRS International Accounting Standards approved by the European Union, were clearly drafted and represent in a correct and truthful way the assets and liabilities, the financial position, the economic results and the cash flows of the Hera Group for the financial year ended 31 December 2015.

The consolidated financial statements present, for the purpose of comparison, the corresponding information found in the consolidated financial statements of the preceding year.

Our examination of the consolidated financial statements was conducted in compliance with the indications found in the applicable legislative regulations, taking into account the recommendations issued by the Italian Board of Professional Accountants and Auditors.

The Board of Directors has illustrated the consolidated business activities of the Group and the summary of the global profit and loss trends in its consolidation report and in the explanatory notes.

The Independent Auditing Firm, with which the Board of Auditors was in contact, confirmed that it ascertained the regularity and agreement of the statement of financial position and income statement deriving from consolidation with the accounting results of the company and with the information sent by the subsidiary companies included in the consolidation, and to have also ascertained that there is full correlation between the contents of the consolidated financial statements and the information and clarifications that can be drawn from the explanatory notes and Directors' Report.

As for what falls within our province, we can state the following:

- The consolidated financial statements of the Hera Group include the financial statements as at 31 December 2015 of the parent company Hera Spa and those of its subsidiaries.

- In drafting the present consolidated financial statements, the same principles and criteria applied in the preceding financial year were followed, taking into account the new accounting principles.
- All of the information contained in the consolidated financial statements and in the relevant accompanying documents refer to calendar year 2015.
- As far as the evaluation criteria are concerned, they comply with the statutory rules and are however fully explained in the explanatory notes.

The consolidated financial statements close with a net profit of EUR 194 million and net equity amounting to EUR 2,503 million.

The Shareholders' Meeting must take the consolidated financial statements and its accompanying documents into account only for information purposes as they form a document not subject to approval.

However, in our opinion these financial statements correctly express the statement of financial position and income statement of the Group for the financial period ended 31 December 2015, in conformity with the rules that govern the drawing up of consolidated financial statements.

Bologna, 4 April 2016

The Board of Auditors

Chairman, Board of Auditors	Sergio Santi
Standing auditor	Antonio Gaiani
Standing auditor	Marianna Girolomini