



HERA S.p.A.

Holding Energia Risorse Ambiente

Registered office: Viale C. Berti Pichat 2/4 40127 Bologna

Share capital Euro 1,489,538,745.00

Registered with Bologna Companies Register

Registration number 04245520376

**Guidelines of the Board of Directors of Hera S.p.A.
to Shareholders on the size and composition of the
new Board of Directors**

GUIDELINES OF THE BOARD OF DIRECTORS OF HERA S.P.A. TO SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE NEW BOARD OF DIRECTORS

In compliance with the recommendations of Article 4, Recommendation 23 of the Corporate Governance Code for listed companies and taking into account that its term of office expires with the approval of the financial statements for the year 2025, the Board of Directors of HERA S.p.A. ("**HERA**" or the "**Company**"), considering the positive results of the Self-Assessment (Board Review) referring to FY 2025, in view of the renewal of the Board itself, provides the Shareholders with its **Guidelines** regarding:

- the **size** of the new Board of Directors;
- the **composition**, referring to the managerial and professional figures whose presence on the new Board of Directors is deemed appropriate, also taking into account elements such as the professional characteristics and gender of its members, as well as their seniority in office.

Size of the Board of Directors

HERA's Board of Directors, considering HERA's size and organisational complexity as well as the positive operating dynamics that emerged during the last term, considers:

- the current **number** of fifteen Directors provided for in the Company's current Articles of Association to be appropriate in ensuring an adequate balance of the skills and experience required by the complexity of the Company's and the Group's business and in allowing participation in the intra-board Committees without excessive overlap;
- the current **ratio** of Executive Directors (two) to non-Executive Directors (thirteen) and of Independent Directors (eleven) to non-Independent Directors (four) to be adequate in ensuring the effective functioning of the Board of Directors.

Composition of the Board of Directors

The future composition of the Board of Directors must take into account the current and prospective needs of the Company, as well as the need to maintain an adequate **diversity of gender, tenure and**

seniority, in compliance with the applicable legal and regulatory provisions.

It is believed, in fact, that diversity is a value that contributes positively to the effectiveness of the action of the corporate bodies. Therefore, with regard to its composition, HERA's Board of Directors aims to integrate different and complementary professional and managerial profiles.

Shareholders are invited, in preparing the lists of candidates for Directors, to ensure compliance with the requirements of **Article 17 of the Articles of Association**, including those on gender balance, which reserve at least 6 (six) of the elected Directors for the least represented gender, as well as to take into account the benefits that may derive from the presence on the Board of Directors of different age groups and seniority in office.

It should be noted that all candidates must meet the **integrity requirements** prescribed by current legislation.

The lists must also include at least 2 (two) candidates who meet the **independence requirements** established for statutory auditors by Italian Legislative Decree no. 58/1998, as well as at least half of the candidates who meet the independence requirements set out in the Corporate Governance Code.

HERA's Board of Directors also hopes that, in order to ensure continuity of action for the Board itself, the confirmation of some of the current members will be considered at the time of renewal in order to enhance the knowledge acquired of the Company and the business as well as the active contribution provided to the Board's work during the term of office.

Considering the tasks that the Directors are called upon to perform as well as in light of the size and complexity of the Company and its business objectives, the **personal and professional characteristics** deemed appropriate for the different roles present within the Board of Directors are shown below.

Members of the Board of Directors

HERA's Board of Directors believes that the members of the Board should:

- a) be figures with a professional and/or managerial and/or academic/institutional profile that bring a set of **different and complementary skills and experiences**, thereby contributing to the overall adequacy of the Board of Directors, also taking into account the benefits that may derive

- from the presence in the Board of different genders, age groups and seniority of office;
- b) Possess **adequate seniority**, understood as proven experience in complex organisational contexts in the business and/or professional and/or academic field;
 - c) have gained **experience** in the boards of directors of companies (preferably listed) of adequate size and/or complexity;
 - d) have previous **experience** in the multi-utilities sector or in other sectors with similarities, relevance or contiguity;
 - e) possess **skills** that enable them to participate effectively in the work of both the Board of Directors and the various internal board committees established within it. To this end, skills acquired in the economic-financial and/or legal and/or industrial and/or sustainability and/or digital innovation fields are considered relevant;
 - f) demonstrate suitable **personal characteristics**, including the ability to relate to all levels, a sense of responsibility and loyalty;
 - g) have a **strategic orientation** to ensure that the Board has the capacity for strategic vision, for interpreting the evolution of market scenarios and for assessing new business opportunities.

Executive Chairman

The Executive Chairman should:

- a) be a figure with experience, authority and strategic vision and with knowledge of the sector in which the Company operates and its development trends;
- b) have adequate preparation in the field of corporate governance, having gained previous experience in the context of boards of directors of listed companies of complexity and size comparable to those of HERA;
- c) Possess skills in the field of multi-utilities or in other sectors having with the latter similarities, relevance or contiguity;
- d) possess a considerable sensitivity to the topics of governance and management of complex business realities as well as in the field of corporate sustainability;
- e) possess technical and/or economic-financial skills, as well as experience and custom to manage, within the Board of Directors, extraordinary and thematic operations of strategic importance as well as business specifications;
- f) have a leadership and management style oriented towards management and the ability to team

up and create team spirit among employees;

- g) possess personal characteristics that allow the creation of a strong team spirit and a strong sense of cohesion among the members of the Board of Directors.

Chief Executive Officer

The Chief Executive Officer should:

- a) be a figure with experience, authority and strategic vision and with knowledge of the sector in which the Company operates and its development trends;
- b) have a leadership and management style oriented towards management and the ability to team up and create team spirit among employees;
- c) have gained significant experience and success in leadership or in relevant positions in leading companies of comparable complexity and size to HERA;
- d) Possess skills in the field of multi-utilities or in other sectors having with the latter similarities, relevance or contiguity;
- e) possess technical and/or economic-financial skills, as well as experience and custom to manage, within the Board of Directors, extraordinary and thematic operations of strategic importance as well as business specifications;
- f) possess a considerable sensitivity to the topics of governance and management of complex business realities as well as in the field of corporate sustainability.

Time availability

All candidates for Directors, in accepting their candidacy - in addition to meeting the requirements of integrity and independence and the required experience criteria - should carefully assess the **availability of sufficient time** to devote to the performance of the assignment (including any commitment as members of HERA's internal advisory committees and the boards of directors of the main Group companies), taking into account both the number and quality of the positions held in the management and control bodies of other companies, and the commitment required of them by the additional work and professional activities carried out, verifying that their situation is aligned with the time commitment required by HERA.

In this regard, they are asked to verify that their situation is aligned with the provisions established

by the Board of Directors of HERA (also in compliance with the provisions of the Corporate Governance Code) regarding the limits on the accumulation of positions held in other companies¹.

Finally, it is recalled that, pursuant to the Corporate Governance Code, shareholders submitting a list containing more than half of the members to be elected are required to provide **adequate information**, in the documentation submitted for the filing of the list, regarding its **compliance** with the Guidelines set out in this document.

¹ **1 (one)** is the maximum number of positions as director or auditor in other listed companies or in companies of significant size that may be held by an **executive director of HERA S.p.A.** and **2 (two)** is the maximum number of positions as director or auditor in other listed companies or in companies of significant size that may be held by a **non-executive director of HERA S.p.A.** (Resolution of the Board of Directors of HERA S.p.A. passed on 10 October 2006, confirmed by the Resolution of 28 June 2023).