



HERA S.p.A.
Holding Energia Risorse Ambiente
Viale Carlo Berti Pichat no. 2/4 40127 Bologna
tel. 051.287.111 fax 051.287.525
www.gruppohera.it

Shareholders are asked to attend the Extraordinary and Ordinary Shareholders' Meeting at the head office of *Hera S.p.A. - Viale C. Berti Pichat no. 2/4, Bologna* – at “*Spazio Hera*” - **on 30 April 2024 at 10.00 on a single call** to discuss and decide on the items on the following:

Agenda

Extraordinary Part of the Shareholders' Meeting

1. Amendment of Article 23 of the Articles of Association: related and consequent resolutions.

Ordinary Part of the Shareholders' Meeting

1. Financial statements as at 31 December 2023 of Hera S.p.A.: related and consequent resolutions.
Presentation of the consolidated financial statements as at 31 December 2023 Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.

Presentation of the Sustainability Report – the Non-Financial Consolidated Statement prepared pursuant to Legislative Decree no. 254/2016.

2. Proposed allocation of profit for the period: related and consequent resolutions.
3. Report on the remuneration policy and fees paid: resolutions relating to Section I – Remuneration policy.
4. Report on the remuneration policy and fees paid: resolutions relating to Section II – Fees paid.
5. Appointment of a member of the Board of Directors.
6. Appointment of a member of the Board of Directors who will assume the role of Vice Chairman.
7. Renewal of the authorisation to purchase treasury shares and the disposal procedure thereof: related and consequent resolutions.

The full text of the proposed resolutions, together with the explanatory reports, and the documents that are to be submitted to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the Company's website (www.gruppohera.it), as well as on the authorised storage web site 1Info (www.1info.it) within the term set out in law for each of the items on the agenda.

Right to attend and participate by proxy

Anyone who holds voting rights at the end of the accounting day of 19 April 2024 (*record date*) and for whom the related notices from the authorised intermediaries have been received by the end of the third day of trading prior to the date established for the Shareholders' Meeting, namely by 25 April 2024, shall be entitled to attend the Shareholders' Meeting. Attendees shall in any case have the right to speak and vote even if the above communications have been received beyond said term, provided they are received before the start of the shareholders' meetings. Anyone who has become a

shareholder after 19 April 2024 will not have the right to attend and vote at the Shareholders' Meeting.

Any person entitled to intervene may be represented at the Shareholders' Meeting pursuant to the law with the right to use the proxy form available on the Company's website (www.gruppohera.it), where the methods that interested parties may use to notify the Company of proxies also electronically can also be found.

The Company has appointed Computershare S.p.A. as a representative to whom the holders of voting rights may confer, by 26 April 2024, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy to the aforementioned representative must be conferred according to the procedures and using the specific proxy form available through the Company's website (www.gruppohera.it).

The proxy to the designated representative shall not have effect with respect to proposals for which voting instructions have not been given.

Other rights of Shareholders

Shareholders may raise questions on the items on the agenda before the Shareholders' Meeting, provided they do so no later than 19 April 2024, following the procedure indicated on the Company's website (www.gruppohera.it).

Questions received within the above deadline will be answered no later than 28 April 2024, following verification of their relevance and the legitimacy of the applicant, via publication in the section of the aforementioned website dedicated to the Shareholders' Meeting.

Shareholders who, even jointly, represent one fortieth of the share capital may request, within 10 days of the publication of this notice, that items be added to the agenda, specifying the additional topics proposed in their request, or may submit proposed resolutions for items already on the agenda. Requests must be submitted in writing in the manner indicated on the Company's website (www.gruppohera.it).

Bologna, 27 march 2024

The Executive Chairman of the Board of Directors
(Cristian Fabbri)