

## Essential information pursuant to article 130 of the CONSOB regulations

### Hera S.p.A.

Pursuant to article 122 of legislative decree 58/98 (the "TUF"), and articles 129 and following of the regulations included in Consob resolution 14 May 1999 and subsequent amendments and integrations (the "Issuer Regulation"), kindly note the following.

On 3 June 2024, 20 public sector shareholders of Hera S.p.A. ("Hera"), who had previously signed the Voting Syndicate and Share Transfer Rules Contract (hereinafter the "Hera Agreement") stipulated on May 2024, along with other Hera public sector shareholders, also signed the "Hera S.p.A. Modena Area Public Shareholder Syndicate Contract" (the "Modena Agreement" or the "Agreement"), concerning the procedures for consultation and joint decision making by the Parties as regards their shareholding in Hera S.p.A.

The Agreement was stipulated in continuity with the previous agreement (effective from 1 July 2021 to 30 June 2024) for a further three-year period beginning on 1 July 2024.

The overall number of voting rights conferred to the Voting Syndicate amounts to 231,297,327 and the corresponding percentage of the total voting rights that make up Hera's share capital is approximately 10.37597%.

Hera is publishing the essential information of the Modena Agreement in line with the provisions of article 130 of the Issuer Regulation.

#### 1 Companies whose financial instruments are subject to the Agreement

The company whose financial instruments are subject to the Agreement is Hera S.p.A., a company under Italian legislation with registered office in Bologna at Viale Carlo Berti Pichat 2/4, share capital € 1,489,538,745.00, registered with the Bologna Companies Registry, tax code n. 04245520376 and VAT number 03819031208, whose shares are listed on the electronic stock exchange organised and managed by Borsa Italiana S.p.A.

#### 2 The parties of the Agreement

The Parties of the Modena Agreement are 20 public sector shareholders of Hera S.p.A.

The following table indicates the current adherents to the Modena Agreement, the number of Hera voting rights conferred by each of them to the Voting Syndicate ("Conferred Voting Rights"), the percentage each of them represents within the total number of Voting Rights that make up the Hera's Share Capital, and the percentage each of them represents within the total number of Voting Rights conferred to the Voting Syndicate.

Adherents	Voting Rights conferred to the Voting Syndicate	% of Conferred Voting Rights out of the total Voting Rights that make up Hera's Share Capital	% of Conferred Voting Rights out of the total Voting Rights conferred to the Voting Syndicate
Municipality of Modena	194,215,896	8.71250%	83.96807%
Municipality of Castelfranco Emilia	8,044,370	0.36087%	3.47793%
Municipality of Sassuolo	6,755,290	0.30304%	2.92061%
Municipality of Formigine	5,320,974	0.23870%	2.30049%
Municipality of Maranello	3,185,138	0.14288%	1.37708%
Municipality of Pavullo nel Frignano	2,943,796	0.13206%	1.27273%
Municipality of San Cesario sul Panaro	2,766,267	0.12409%	1.19598%
Municipality of Fiorano Modenese	2,338,502	0.10490%	1.01104%
Municipality of Lama Mocogno	1,354,534	0.06076%	0.58562%
Municipality of Sestola	1,200,444	0.05385%	0.51900%

Municipality of Polinago	744,497	0.03340%	0.32188%
Municipality of Marano sul Panaro	670,572	0.03008%	0.28992%
Municipality of Frassinoro	457,790	0.02054%	0.19792%
Municipality of Serramazzone	445,666	0.01999%	0.19268%
Union of the Municipalities of Frignano	395,295	0.01773%	0.17090%
Municipality of Palagano	256,710	0.01152%	0.11099%
Municipality of Montefiorino	192,550	0.00864%	0.08325%
Municipality of Campogalliano	5,400	0.00024%	0.00233%
Municipality of Guiglia	2,797	0.00013%	0.00121%
Municipality of Riolunato	839	0.00004%	0.00036%
<b>Total</b>	<b>231,297,327</b>	<b>10.37597%</b>	<b>100.00000%</b>

### 3 Voting rights conferred under the Agreement

The Modena Agreement concerns 231,297,327 Voting Rights collectively held by 20 public sector shareholders, amounting to roughly 10.37597% of the overall Voting Rights.

All Hera shares held by the Parties at one moment or another and all the corresponding Voting Rights are bound to the Voting Syndicate.

### 4 Content of the Agreement

#### 4.1 Voting Syndicate

In order for the Voting Syndicate to reach decisions, the Parties have established a deliberative body of the Voting Syndicate (the “**Syndicate Assembly**”) made up of the *pro tempore* legal representatives of each Party or their proxies.

The Syndicate Assembly shall meet:

- (i) at least one day prior to each meeting of the Syndicate Committee, described under the Hera Agreement, whose agenda includes one of the resolutions and activities falling under article 4.3 of the Hera Agreement itself;
- (ii) at least one day prior to each meeting of the Hera Shareholders Meeting whose agenda includes any subject different from those falling under the responsibility of the Committee as described in the previous point (i).

As regards the procedure for drafting the majority list for appointing Hera’s Board of Directors, if and when the Hera Agreement stipulates that:

- (i) the Parties of the Modena Agreement are entitled to appoint one single member of the majority list for electing the Board of Directors, the Syndicate Meeting shall be responsible for this;
- (ii) the Parties of the Modena Agreement are entitled to appoint two members of the majority list for electing the Board of Directors, the Municipality of Modena shall be responsible for designating the person proposed as vice chairman of the Board of Directors, while the second member shall be chosen by the Syndicate Meeting;
- (iii) the Parties of the Modena Agreement are entitled to appoint more than two members of the majority list for electing the Board of Directors, the Municipality of Modena shall be responsible for designating two thirds of those included in the list, rounded off to the closest whole number, including the one proposed to act as vice chairman, while the others will be chosen by the Syndicate Meeting.

The Syndicate Meeting resolves based on the number of shares blocked held by the Parties: for the resolutions to be valid, the presence of a number of Parties possessing at least 7/8 of the blocked shares with respect to those held by the Parties is required, along with the vote in favour of a number of Parties

holding at least 7/8 of the blocked shares who are present.

#### **4.2 Regulations for blocked Hera shares**

The Modena Agreement does not call for a specific Block Syndicate, referring instead to the Hera Agreement for the regulations it contains concerning blocked shares.

#### **4.3 Regulations for Hera shares not included among the blocked shares**

The Modena Agreement refers to the Hera Agreement for regulations concerning the transfer of shares not included among blocked shares. It furthermore foresees that the parties shall commit themselves to priorly and jointly defining, in the Syndicate Meeting, the amount of shares to be transferred.

### **5 Duration of the Agreement**

The Modena Agreement, effective as of 1 July 2024, will remain in force until 30 June 2027. The Parties have committed themselves to renegotiating the Agreement in good faith and respecting its spirit before its expiry.

### **6 Nature of the Agreement and parties that exercise control over the Company through the Agreement**

Bearing in mind that which has been indicated above, the Modena Agreement can be considered relevant to the content of article 122, paragraph 5 a) and b) of the TUF.

Considering the nature of the Modena Agreement, and by virtue of the provisions contained therein, no individual is able to exercise control over Hera.

### **7 Penalties**

Any Party defaulting the provisions of the Agreement, will be bound to pay a penalty amounting to five percent of value of the Hera shares held at the moment of default, calculated as the average of the official stock exchange price of Hera shares over the 15 stock market days prior to the date of the default.

### **8 Filing of the Agreement**

The Modena Agreement was filed at the offices of the Bologna Companies Registry on 04 June 2024, no. PRA/2024/64232.

This notice is published on the website [www.gruppohera.it](http://www.gruppohera.it)

Modena, 6 June 2024