

Essential information from the shareholders agreements communicated to Consob pursuant to article 122 of legislative decree 24.2.1998 no. 58

Hera S.p.A.

Pursuant to article 122 of legislative decree 58/98 (the “**TUF**”), and articles 127 and following of the regulations approved by Consob resolution 19 May 1999 and following amendments and integrations (the “**Issuer Regulation**”), kindly note the following.

On 5 June 2024 the Municipality of Trieste and the Municipality of Padua, public shareholders of Hera S.p.A. (the “**Parties**”), who had previously signed the Voting Syndicate and Share Transfer Rules Contract (hereinafter the “**Syndicate Contract**”) further honed on 23 May 2024, along with other Hera S.p.A. (“**Hera**” or the “**Company**”) public sector shareholders, signed the shareholders agreement described hereunder (the “**Sub Agreement 24-27**” or “**Agreement**”) concerning the establishment of a syndicate for consultation and voting intended to implement, inter alia, provisions as to Hera’s corporate governance. The Agreement will be effective as of 1 July 2024.

The Sub Agreement 24-27 was stipulated in continuity with the previous agreements, particularly the one stipulated on 12 July 2021, maintaining the framework and balance expressed in the latter agreement unchanged.

Hera publishes the essential information of such Agreements in line with the provisions of article 130 of the Issuer Regulation.

1 Companies whose financial instruments are subject to the Sub Agreement

The company whose financial instruments are subject to the Sub Agreement 24-27 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 and VAT number 04245520376 and Group VAT code 03819031208, whose shares are listed on the electronic stock exchange organised and managed by Borsa Italiana S.p.A.

2 The parties of the Sub Agreement 24-27

The Parties of the Sub Agreement 24-27, public shareholders of Hera, are the following:

- Municipality of Trieste, with offices in Trieste, Piazza Unità d’Italia n. 4, VAT code 00210240321;
- Municipality of Padua, with offices in Padua, Via del Municipio n. 1, VAT code 00644060287.

The following table indicates, for each of the adherents:

- the number of Syndicated Shares, including the percentage represented by the latter within the Company’s share capital;
- the number of Syndicated Voting Rights, including the percentage represented by the latter of the total number of Voting Rights that make up the share capital and of the total number of Syndicated Voting Rights.

Adherents	Syndicated Shares	% of the Share Capital	Syndicated Voting Rights	% of Syndicated Voting Rights out of the total Voting Rights that make up the Share Capital	% of Syndicated Voting Rights out of the total Syndicated Voting Rights
MUNICIPALITY OF PADUA	46,126,176	3.09668%	92,252,352	4.13843%	45.35685%
MUNICIPALITY OF TRIESTE	55,569,983	3.73068%	111,139,966	4.98573%	54.64315%
	101,696,159	6.82736%	203,392,318	9.12416%	100%

3 Content of the Sub Agreement 24-27

The Sub Agreement 24-27 concerns the establishment of a syndicate for consultation and voting intended to implement provisions as to Hera's corporate governance, bringing the rulings of the Syndicate Contract into force.

More specifically, the Sub Agreement 24-27 regulates the joint appointment of one member of Hera's Executive Committee, foreseeing that the Parties confirm their mutual commitment to consult in good faith to define and agree upon which of the two administrators elected by the Parties as part of the Company's Board of Directors shall be the administrator to be appointed as a member of Hera's Executive Committee.

The Parties furthermore acknowledge that the Director designated by the Municipality of Trieste, currently present as a member of the Hera Executive Committee, which will last until the date of approval of the financial statements at 31 December 2025, will remain in office until the natural expiry of the Committee; the Parties agree that, in the subsequent Executive Committee, which will remain in office until the approval of the financial statements at 31 December 2028, the appointment will be made by the Municipality of Padua.

4 Duration of the Sub Agreement 24-27

The Sub Agreement 24-27 shall be valid for three years, starting from 1 July 2024 and will remain in force until 30 June 2027.

It is specified that, in order to align the effectiveness of the Sub Agreement 24-27 with that of the Syndicate Agreement, the Parties have agreed that the Sub Agreement 24-27 will be effective as of 1 July 2024, and shall be deemed to have been entered into upon full supersede of Sub Agreement 21-24.

In anticipation of the expiry of the Sub Agreement 24-27, the parties are committed, in accordance with the principle of good faith, to do everything in their power, in compliance with existing regulations, to renegotiate a new agreement in the same vein as the present Agreement.

5 Nature of the Agreement and parties that exercise control over the Company through the Agreement 24-27

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

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

6 Filing of the Agreement

The Agreement was filed at the offices of the Bologna Companies Registry on 7 June 2024, no. PRA/2024/65370.

Bologna, 7 June 2024