



**HERA S.p.A.**  
**Holding Energia Risorse Ambiente**  
Viale Carlo Berti Pichat 2/4 40127 Bologna  
tel. 051.287.111 fax 051.287.525  
[www.gruppohera.it](http://www.gruppohera.it)

With reference to the Extraordinary and Ordinary Shareholders' Meeting of Hera S.p.A., convened at the registered office in Bologna, *Viale C. Berti Pichat no. 2/4*, for the day of 29 April 2020 at 10am, at single call, in supplementation of what was already indicated in the Notice of Call published by the Company on 17 March 2020, as well as by virtue of the measures adopted by the competent Authorities aimed at containing, combating and managing the epidemiological emergency caused by the Covid-19 virus, it is noted that, in accordance with Art. 106, paragraph 4 of Italian Decree-Law 17 March 2020, no. 18 ("Decree"), **attendance at the Shareholders' Meeting will take place exclusively by the Designated Representative (more specifically Computershare S.p.A.)** pursuant to Art. 135-*undecies* of Italian Legislative Decree no.58 dated 24 February 1998 ("Consolidated Finance Law" - TUF).

The aforementioned Designated Representative may also be granted delegations or sub-delegations in accordance with Art. 135-*novies* of the Consolidated Finance Law, in derogation of Art. 135-*undecies*, paragraph 4 of that Law.

Any physical attendance of the individual shareholders or their delegates, other than the Designated Representative, is therefore precluded.

Therefore, each person legitimated to attend at the Shareholders' Meeting must grant a delegation and the respective voting instructions to the Delegated Representative, by completing and signing the specific form, which will be made available, as soon as possible, on the Company's internet website [www.gruppohera.it](http://www.gruppohera.it) in the section Corporate Governance, Shareholders' Meeting.

In light of the foregoing, the methods of granting the delegation to the Designated Representative are indicated below, in partial modification of what is envisaged in the Notice of Call of the Shareholders' Meeting, published on the Company's internet website and disseminated by way of the authorised storage mechanism on 17 March 2020, as well as reported in extract in the newspaper "Il Sole24Ore" on the same date, as follows:

#### **Instructions for Granting Delegation and Voting Instructions to the Designated Representative**

The delegation with voting instructions must be granted, free of charge, by the person entitled to vote, legitimated in the forms of law, to Computershare S.p.A., as Designated Representative, by completing and signing the specific form, which will be made available, as soon as possible, on the Company's internet website [www.gruppohera.it](http://www.gruppohera.it) in the section Corporate Governance, Shareholders' Meetings or at the

Company's registered office, to be sent, by the methods indicated in that form, by the end of the second open market day preceding the date fixed for the Shareholders' Meeting at single call (i.e. by 27 April 2020). The delegation thus granted has effect only for proposals in relation to which the voting instructions have been granted.

The delegation and voting instructions are revocable within the same period set out above (namely, by 27 April 2020).

No vote by correspondence or by electronic means is permitted.

The persons legitimated to attend at the shareholders' meeting (members of the Board of Directors and the Board of Statutory Auditors and the Designated Representative and Secretary) may attend also or exclusively by means of telecommunication which guarantee their identification, as provided by Art. 106, paragraph 2 of the Decree.

#### **Resolution proposals by the Shareholders on the items on the agenda**

In view of the fact that attendance at the Shareholders' Meeting is permitted exclusively by way of the Delegated Representative, to allow the Shareholders to grant complete voting instructions, the persons entitled to vote may formulate to the Company, in writing, resolution and/or voting proposals on the items on the agenda of the Shareholders' Meeting by 13 April 2020 at 3pm by means of certified email sent to [heraspa@pec.gruppohera.it](mailto:heraspa@pec.gruppohera.it). Each resolution proposal must indicate the item on the agenda to which it refers and indicate the specific resolution. Each proponent must communicate its share of investment and indicate the references of the intermediary's communication certifying the legitimacy to attend the shareholders' meeting. The company will publish on its website by 14 April 2020 the resolution proposals formulated by the Shareholders.

This is without prejudice to the other information contained in the Notice of Call published on 17 March 2020, to which reference is made.

Bologna, 3 April 2020

Executive Chairman of the Board of Directors  
(Mr Tomaso Tommasi di Vignano)