

TREVISAN & ASSOCIATI

STUDIO LEGALE

Viale Majno 45 – 20122 Milan

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Hera S.p.A.

Viale C. Berti Pichat 2/4

40127 – Bologna

by email: societario@gruppohera.it

Milan, 2 April 2020

Subject: Filing of the list for the Board of Directors of Hera S.p.A. pursuant to Article 17 of the Articles of Association

To Hera S.p.A.

We hereby inform you that, on behalf of the shareholders: Amundi Luxembourg SA – Amundi European Equity Small Cap; Amundi Asset Management SGR S.p.A. fund manager for: Amundi Dividendo Italia, Amundi Risparmio Italia, Amundi Sviluppo Italia; APG Asset Management N.V., fund manager for Stichting Depository APG Developed Markets Equity Pool, Stichting Depository APG Developed Markets Equity Minimum Volatility Pool; ARCA Fondi SGR S.p.A. fund manager for Arca Azioni Italia; Etica SGR S.p.A. fund manager for Etica Rendita Bilanciato, Etica Obbligazionario Misto, Etica Bilanciato, Etica Azionario; Eurizon Capital SGR S.p.A. fund manager for: Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 40; Eurizon Capital S.A. fund manager for Eurizon Fund, Italian Equity Opportunities subfund; Fideuram Asset Management Ireland fund manager for Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. fund manager for: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50; Interfund Sicav – Interfund Equity Italia; Kairos Partners SGR S.p.A. management company of Kairos International Sicav subfunds: Italia, Target Italy Alpha; Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi SGR S.p.A. fund manager for: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Pramerica SGR S.p.A. – Pramerica Sicav subfunds Italian Equity and Clean Water, we are arranging the filing of the joint list for the appointment of the members of the Board of Directors of your Company proposed by the above, which will take place during your

Extraordinary and Ordinary Shareholders' Meeting to be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call, with the specification that the above named shareholders hold a total percentage of 1.80784% (26,928,425 shares) of the share capital.

Yours sincerely,

(lawyer) Mr. Dario Trevisan (lawyer)

Mr. Andrea Ferrero

(illegible signature)

(illegible signature)

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Amundi Luxembourg SA – Amundi European Equity Small Cap	2,136,669	0.143445%
Amundi Asset Management SGR SpA – Amundi Dividendo Italia	409,492	0.027491%
Amundi Asset Management SGR SpA – Amundi Risparmio Italia	1,705,441	0.114495%
Amundi Asset Management SGR SpA – Amundi Sviluppo Italia	2,340,000	0.157096%
Total	6,591,602	0.442526%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

Amundi Società di Gestione del Risparmio S.p.A.

Registered Office: Via Cernaia, 8/10 – 20121 Milan – MI – Italy
Tel. (+39) 02 00 651 – Fax (+39) 02 00 655 751 – amundi.it

Management and coordination Amundi Asset Management (SAS)

Sole Shareholder – Share Cap. €67,500,000 fully paid-in – Tax Code, VAT No. and Registration in Milan Companies Register 05816060965

Member of the National Guarantee Fund and registered in the Register of Asset Management Companies (no. 40 UCITS Managers Section and no. 105 AIF Managers Section)

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

Amundi Società di Gestione del Risparmio S.p.A.

Registered Office: Via Cernaia, 8/10 – 20121 Milan – MI – Italy
Tel. (+39) 02 00 651 – Fax (+39) 02 00 655 751 – amundi.it

Management and coordination Amundi Asset Management (SAS)

Sole Shareholder – Share Cap. €67,500,000 fully paid-in – Tax Code, VAT No. and Registration in Milan Companies Register 05816060965

Member of the National Guarantee Fund and registered in the Register of Asset Management Companies (no. 40 UCITS Managers Section and no. 105 AIF Managers Section)

Amundi
Asset Management

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Amundi SGRpA
The Official Representative
Head of Fund Admin
Andrea Valenti
(illegible signature)

Amundi Società di Gestione del Risparmio S.p.A.

Registered Office: Via Cernaia, 8/10 – 20121 Milan – MI – Italy
Tel. (+39) 02 00 651 – Fax (+39) 02 00 655 751 – amundi.it

Management and coordination Amundi Asset Management (SAS)

Sole Shareholder – Share Cap. €67,500,000 fully paid-in – Tax Code, VAT No. and Registration in Milan Companies Register 05816060965

Member of the National Guarantee Fund and registered in the Register of Asset Management Companies (no. 40 UCITS Managers Section and no. 105 AIF Managers Section)

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
APG Asset Management NV fund manager for Stichting Depository APG Developed Markets Equity Pool	2,000,000	0.13%
APG Asset Management NV fund manager for Stichting Depository APG Developed Markets Equity Minimum Volatility Pool	7,000,000	0.47%
Total	9,000,000	0.60%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

[apg logo]

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-ter(3) of the TUF and 144-quinquies of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

APG, (illegible)

(illegible signature)

Signature of shareholders (illegible)

Date, 30 March 2020

(illegible signature)

(illegible signature)

Milan, 30 March 2020
Ref. AD/498 UL/dp

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
ARCA Fondi SGR – Arca Azioni Italia	1,680,300	0.11%
Total	1,680,300	0.11%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

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All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

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hereby delegate

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Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;

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ARCA FONDI SGR S.p.A.
The Managing Director
(Ugo Loser)
(illegible signature)

Etica SGR
Investimenti responsabili

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF
DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Etica SGR S.p.A. – F.do Etica Bilanciato	626,521	0.04%
Etica SGR S.p.A. – F.do Etica Obbligazionario Misto	136,509	0.01%
Etica SGR S.p.A. – F.do Etica Azionario	236,900	0.02%
Etica SGR S.p.A. – F.do Etica Rendita Bilanciata	201,266	0.01%
Total	1,201,196	0.08%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

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No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

[company logo]

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

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The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
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Page 2 of 3

[company logo]

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(illegible signature)

Signature of the General Manager

Date 26 March 2020

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Eurizon Fund – Italian Equity Opportunities	143,144	0.0096
Total	143,144	0.0096

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

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- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

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The undersigned Shareholders

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hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

(illegible company details)

EURIZON
ASSET MANAGEMENT

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
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If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Wednesday, 25 March 2020

(illegible signature)

Jérôme Debortolis
Conducting Officer

(illegible signature)

Marco Bus
General Manager

(illegible company details)

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Eurizon Capital SGR S.p.A.-Eurizon progetto italia 70	262,800	0.018%
Eurizon Capital SGR S.p.A.-Eurizon azioni italia	433,339	0.029%
Eurizon Capital SGR S.p.A.-Eurizon pir italia azioni	38,970	0.003%
Eurizon Capital SGR S.p.A.-Eurizon progetto italia 40	255,960	0.017%
Total	991,069	0.067%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

Registered Office

Piazzetta Giordano Dell’Amore, 3
20121 Milan – Italy
Tel. +39 02 88101
Fax +39 02 88106500

Eurizon Capital SGR S.p.A.

Share Capital €99,000,000.00 fully paid-in • Tax Code and registration Milan Companies Register 04550250015. Company belonging to the “Intesa Sanpaolo” VAT Group. VAT No. 11991500015 (IT 1199150001) • Registered in the Register of Asset Management Companies at no. 3 in the UCITS Managers Section and no. 2 in the AIF Managers Section • Company subject to management and coordination of **Intesa Sanpaolo S.p.A.** and member of the Intesa Sanpaolo Banking Group, registered in the Register of Banking Groups • Sole Shareholder: **Intesa Sanpaolo S.p.A.** • Member of the National Guarantee Fund

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders’ agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer’s website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers’ Regulations approved by Resolution 11971/99 (“Issuers’ Regulations”) and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company’s Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer’s Articles of

EURIZON

ASSET MANAGEMENT

Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;

- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

(illegible signature)

Signature of shareholders

Date 26 March 2020

**FIDEURAM
ASSET MANAGEMENT IRELAND**

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF
DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
FIDEURAM ASSET MANAGEMENT (Ireland) – (FONDITALIA EQUITY ITALY)	986,000=	0.066%
Total	986,000=	0.066%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari

Fideuram Asset Management (Ireland) dac Regulated by the Central Bank of Ireland. A subsidiary of Fideuram – Intesa Sanpaolo Private Banking S.p.A. (Intesa Sanpaolo Group) Directors: P. O’Connor Chairman R. Mei (Italian) Managing Director V. Parry (British) Director W. Manahan Director G. La Calce (Italian) Director C. Russo (Italian) Director
Address: International House, 3 Harbourmaster Place, IFSC, Dublin D01 K8F1 – Ireland
Share Capital €1,000,000 – Registered in Dublin, Ireland, Company’s Registration no. 349135 – VAT No. IE 6369135L
Fideuram Asset Management (Ireland) dac London Branch Regulated by the Central Bank of Ireland and Financial Conduct Authority
Address: 90 Queen’s Street, London EC4N 1SA.
Registered in UK under No. FC034080, Branch No. BR019168 – VAT No. 654 0421 63

Company of the **INTESA SANPAOLO** Group

**FIDEURAM
ASSET MANAGEMENT IRELAND**

3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-ter(3) of the TUF and 144-quinquies of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

**FIDEURAM
ASSET MANAGEMENT IRELAND**

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Fideuram Asset Management (Ireland)

(illegible signature)

Roberto Mei

30 March 2020

**FIDEURAM
INVESTIMENTI**

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF
DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
FIDEURAM INVESTIMENTI SGR S.p.A. (FIDEURAM ITALIA PIANO AZIONI ITALIA-PIANO BILANCIATO ITALIA 50)	733,000	0.049%
Total	733,000	0.049%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer

**FIDEURAM
INVESTIMENTI**

4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders’ agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer’s website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers’ Regulations approved by Resolution 11971/99 (“Issuers’ Regulations”) and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company’s Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer’s Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,

**FIDEURAM
INVESTIMENTI**

3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Fideuram Investimenti SGR S.p.A.

(illegible signature)

Gianluca La Calce

30 March 2020

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. ("Company" and/or "Issuer") indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
INTERFUND SICAV (INTERFUND EQUITY ITALY)	39,000=	0.003%
Total	39,000=	0.003%

considering that

- the Company's extraordinary and ordinary shareholders' meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at "Spazio Hera", on 29 April 2020, at 10.00 a.m. on single call ("Shareholders' Meeting"), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company's Articles of Association and the Corporate Governance Code for listed companies ("Corporate Governance Code") on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company's Board of Directors on the items on the Agenda of the Shareholders' Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 ("TUF" - Consolidated Law on Finance) as published on the Issuer's website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 4) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 5) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 6) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

INTERFUND SICAV
SOCIÉTÉ D'INVESTISSEMENT
SIÈGE SOCIAL 9-11 rue Goethe
B.P. 1642 L-1016 LUXEMBOURG

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Interfund SICAV
(illegible signature)
Massimo Brocca

30 March 2020

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
KAIROS PARTNERS SGR S.p.A. (as Management Company di Kairos International Sicav - subfund ITALIA)	150,000	0.01007%
KAIROS PARTNERS SGR S.p.A. (as Management Company di Kairos International Sicav - subfund TARGET ITALY ALPHA)	14,000	0.00094%
Total	164,000	0.01101%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta

5.	Manlio	Costantini
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All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-ter(3) of the TUF and 144-quinquies of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

(illegible signature)

Signature of the shareholders

Date 30 March 2020

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Legal & General Assurance (Pensions Management) Limited	2,599,114	0.17
Total	2,599,114	0.17

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer

Legal & General
INVESTMENT MANAGEMENT

4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders’ agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer’s website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers’ Regulations approved by Resolution 11971/99 (“Issuers’ Regulations”) and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company’s Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer’s Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

Legal & General
INVESTMENT MANAGEMENT

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

DocuSigned by:

(illegible signature)

38B09982AFCB4D2...

Signature of the shareholders

Date 4 January 2020

mediolanum
INTERNATIONAL FUNDS

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity	300,000	0.0133%
Total	300,000	0.0133%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
-----	------	---------

Mediolanum International Funds Ltd
4th Floor, The Exchange
Georges Dock
IFSC
Dublin 1
Ireland
Tel: +353 1 2310800
Fax: +353 1 2310805

Registered in Dublin No: 264023
Directors: A. Bates, C. Bocca (Italian), M. Nolan,
F. Pietribiasi (Managing) (Italian), P. O’Faherty, G. Gessi
(Italian), C. Jaubert (French), J. Corrigan.

Mediolanum International Funds Limited is regulated by the Central Bank of Ireland

mediolanum
INTERNATIONAL FUNDS

1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-ter(3) of the TUF and 144-quinquies of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

mediolanum
INTERNATIONAL FUNDS

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

DocuSigned by:

(illegible signature)

Signature of the shareholders

E6E18D043A9342F

Date 25 March 2020 17:57 GMT

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD
OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
Mediolanum Gestione Fondi fund manager of Mediolanum Flessibile Futuro Italia	1,700,000	0.12%
Mediolanum Gestione Fondi fund manager of Mediolanum Flessibile Sviluppo Italia	200,000	0.01%
Total	1,900,000	0.13%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders’ agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer’s website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-ter(3) of the TUF and 144-quinquies of the Issuers’ Regulations approved by Resolution 11971/99 (“Issuers’ Regulations”) and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company’s Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer’s Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;

mediolanum

GESTIONE FONDI

- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Authorised signature

(illegible signature)

Milano Tre, 26 March 2020

Pramerica

LIST FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The holders of ordinary shares of Hera S.p.A. (“Company” and/or “Issuer”) indicated below, representing the following percentages of share capital:

Shareholder	no. shares	% share capital
PRAMERICA SICAV (subfund Italian Equity, Clean Water)	600,000	0.04%
Total	600,000	0.04%

considering that

- the Company’s extraordinary and ordinary shareholders’ meeting has been convened and will be held at the registered office – Viale C. Berti Pichat 2/4, Bologna – at “Spazio Hera”, on 29 April 2020, at 10.00 a.m. on single call (“Shareholders’ Meeting”), during which, *inter alia*, the members of the Board of Directors will be appointed through a list voting system,

in light of

- the provisions of current legislation and regulations, the Company’s Articles of Association and the Corporate Governance Code for listed companies (“Corporate Governance Code”) on the submission of lists of candidates for the purpose of the aforesaid appointment, including therein the rules on relationships of association between major shareholders and minority shareholders,

taking into account

- the guidelines contained in the Explanatory Report provided by the Company’s Board of Directors on the items on the Agenda of the Shareholders’ Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/98 (“TUF” - Consolidated Law on Finance) as published on the Issuer’s website,

hereby submit

- the following list of candidates, namely the persons in the order indicated for the election of the Board of Directors of the Company:

LIST FOR THE BOARD OF DIRECTORS

No.	Name	Surname
1.	Erwin Paul Walter	Rauhe
2.	Gianmarco	Montanari
3.	Paola Gina Maria	Schwizer
4.	Alice	Vatta
5.	Manlio	Costantini

Pramerica SGR S.p.A.

Register of Asset Management Companies – UCITS Managers Section no. 25, AIF Managers Section no. 179 – **Administrative Headquarters** Via Monte di Pietà 5, 20121 Milan - Tel. +39 02 43024.1, Fax +39 02 57760688, E-mail info@pramerica.gr.it. Member of the UBI Banca VAT Group with VAT no. 04334690163 - UBI Banca Group – Register of Groups no. 3111.2 – Subject to the management and coordination of UBI Banca. **Registered Office** Piazza Vittorio Veneto 8, 24122 Bergamo – Share Capital €19,955,465 fully paid-in – Tax Code / Bergamo Companies Register no. 02805400161

Pramerica

All the candidates have certified that they meet the requirements of independence established by the law, the Articles of Association, the Corporate Governance Code for listed companies and by current legislation.

The undersigned Shareholders

also declare

- the absence of relationships of association and/or of significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26 February 2009, with shareholders who – on the basis of the disclosures of significant shareholdings referred to in Article 120 of the TUF or of the publication of shareholders' agreements pursuant to Article 122 of the TUF, as can be seen as of this date on the Issuer's website and on the website of the Italian Companies and Exchange Commission (CONSOB) – individually or jointly hold a controlling or relative majority shareholding as provided for by Articles 147-*ter*(3) of the TUF and 144-*quinquies* of the Issuers' Regulations approved by Resolution 11971/99 ("Issuers' Regulations") and more generally by the Articles of Association and by current legislation;
- that, following a reasoned request from the Company, they will undertake to produce suitable documentation to confirm the truthfulness of their declarations,

hereby delegate

Messrs Dario Trevisan (tax code TRVDRA64E04F205I) and Andrea Ferrero (tax code FRRNDR87E05L219F), lawyers with address for service c/o Studio Legale Trevisan & Associati, at Viale Majno 45, Milan, to file, in their name and on their behalf, jointly and/or severally, this list of candidates for the appointment of the Company's Board of Directors, accompanied by the relevant documentation, at the same time authorising them to notify the competent authorities and the Market management companies that the list has been filed, if and so far as necessary.

* * * * *

The list is submitted with the following documentation:

- 1) declaration from each candidate stating their acceptance of the candidacy and satisfaction of the legal requirements, also certifying under their own responsibility that there are no grounds for ineligibility or incompatibility and that they meet the requirements of independence established by legislation and regulations, the Issuer's Articles of Association and the Corporate Governance Code, and more generally by any other provision, in so far as applicable;
- 2) curriculum vitae stating the personal and professional characteristics of each candidate, accompanied by a list of the administration, management and control positions held in other companies and legally relevant,
- 3) copy of an identity document of each candidate.

The communication/certification – concerning ownership of the number of shares registered to those entitled on the date the list is submitted – will be sent to the Company in accordance with current regulations.

* * * * *

Pramerica

If your Company should need to contact those who submitted the list, please address your queries to Studio Legale Trevisan & Associati, Viale Majno 45, 20123 Milan, tel. +39 02/877307, fax +39 02/8690111, email mail@trevisanlaw.it or studiolegaletrevisan@pec.it.

Document signed by:
ANDREA GHIDONI
27.03.2020 09:45:33
UTC

(illegible signature)

Signature of the shareholders

Date

DECLARATION OF ACCEPTANCE OF THE CANDIDACY TO
MEMBER OF THE BOARD OF DIRECTORS WITH CONFIRMATION
OF SATISFACTION OF THE LEGAL AND INDEPENDENCE
REQUIREMENTS

The undersigned Erwin Paul Walter RAUHE, born in Castelrotto (Bolzano) on 28 October 1955,

considering that

- A) he was designated by a number of shareholders as a candidate for the purpose of the election of the Board of Directors at the extraordinary and ordinary shareholders' meeting of Hera S.p.A. ("Company") which will be held at the Company's registered office – Viale C. Berti Pichat 2/4, Bologna – at "Spazio Hera", on 29 April 2020, at 10.00 a.m. in a single call ("Shareholders' Meeting"),
- B) he is aware of the provisions of current legislation and regulations, the Company's Articles of Association and the Corporate Governance Code issued by the Corporate Governance Committee ("Corporate Governance code"), on the submission of lists of candidates for the purpose of the aforesaid appointment, including the rules on relationships of association between major shareholders and minority shareholders, as well as the guidelines contained in the Explanatory Report provided by the Company's Board of Directors on the items on the Agenda of the Shareholders' Meeting pursuant to Article 125-*ter* of Italian Legislative Decree 58/98 (TUF - "Consolidated Law on Finance") as published on the Company's website ("Report"),

now therefore

the undersigned, under his own sole responsibility, in accordance with the law and the Articles of Association, and for the purposes set forth in Article 76 of Italian Presidential Decree no. 445 of 28 December 2000 in the event of document forgery or false statements,

declares

- the non-existence of grounds for ineligibility, forfeiture and incompatibility for fulfilling the office of Member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that he satisfies all the requirements established by and stated in current laws and regulations and in the Company's Articles of Association, including the requirements of professionalism and honourability pursuant to Article 147-*quinquies*(1) of the TUF (as identified by Italian Ministerial Decree no. 162 of 30 March 2000)
- that he satisfies all the requirements of independence, as required by current legislation (Articles 147-*ter*(4) and 148(3) TUF) and regulations (Article 114-*quinquies* of the Issuers' Regulations approved by Resolution 11971/99), and as required and established by the Company's Articles of Association, the Corporate Governance Code and the Report for appointment to the aforesaid office and more generally by any other applicable provision;

- that he does not exercise and/or hold similar offices in management, supervisory and control bodies in companies or groups of companies competing with the Company;
- that he complies with the limit on the maximum number of offices that can be held, as provided for by law and by the Articles of Association and more generally by current legislation;
- that he has submitted his *curriculum vitae*, accompanied by a list of the administration and control positions held in other companies and of relevance pursuant to current laws and regulations, the Articles of Association and the Corporate Governance Code, as well as a copy of an identity document, hereby authorising their publication;
- that he undertakes to promptly notify the Company and, on its behalf, the Board of Directors, of any change in the information on his personal and professional characteristics provided in the declaration;
- that he undertakes to produce, at the Company's request, the necessary documentation suitable to confirm the truthfulness of the information stated;
- that he is aware, pursuant to and for the purposes of the General Data Protection Regulation – Regulation (EU) 2016/679 and in accordance with current prevailing law, that the personal data collected will be processed by the Company, including by computer, exclusively within the scope of the procedure for which this statement is made, authorising the Company to carry out the legally required publications for this purpose.

lastly declares

- that he irrevocably accepts the candidacy to the office of director of the Company and any appointment to the office of director of the Company;
- that he is not a candidate on any other list filed in connection to the election of the body and/or the corporate bodies of the Company to be held at the Shareholders' Meeting

Yours faithfully,

Signature: *[Illegible signature]*

Date: 26 March 2020

I hereby authorise the processing of personal information pursuant to EU Regulation 679/2016 for any purpose related to activities concerning its acceptance.

Erwin P. Walter RAUHE

He is currently an independent director and member of the Control and Risk Committee of HERA SpA and is the Chairman (without legal representation) of HERA Comm. SpA.

He also holds the office of Independent Director of Isagro SpA and is Chairman of the company's Independent Directors Committee.

He also holds the position of independent director of SOL SpA.

He is a director of Eingenmann & Veronelli SpA and a member of the Appointments and Compensation Committee of the same family-owned company.

He is a director and past President of the Italian-German Chamber of Commerce in Milan, a member of the Board of the German Association of the Chambers of Commerce and Industry in Berlin, an Administrator of Executive Advocacy, a company specializing in consultancy for senior management.

In Spain he is adjunct professor at the Chair of Business Strategy of IESE of Barcelona (University of Navarra) and is a member of the Board of Directors of an industrial start-up.

As Senior Advisor he follows the investments in Italy of Deutsche Beteiligung AG of Frankfurt.

From 2009 until the end of 2016 he was Senior Vice President of the German chemical group BASF SE and President of the Southern Europe Region (Portugal, Spain, Italy, Greece, Malta and Israel). He was Vice Chairman of Federchimica until 2017, Vice Chairman of Feique (association of Spanish chemical industries), member of the Assolombarda Council and of various committees of Confindustria.

Previously he held different operational responsibilities in the BASF Group, both globally - based in Germany - and regionally as Country Manager in Switzerland, Spain and Italy. The professional responsibility in Spain was significant, where the Group's main industrial complex is located outside of Germany. Among his previous responsibilities, as Group Vice President, the Group's global activities in the Fine Chemistry sector, a sector that includes the Vitamins, Cosmetics and Pharmaceuticals activities.

Education: Graduated in Economics from the Catholic University of Milan

Master and executive training carried out at INSEAD (Fontainebleau), IMD (Lausanne), IESE (Barcelona), Bocconi (Milan), MIT (New York and Pabble Beach)

Languages: Italian and German (mother tongue)

English (excellent)

Spanish (excellent)

French (basic)

Personal data Born in Castelrotto (Bolzano / Italy) on 28th October 28 1955

Milan, March 2020

Erwin Paul Walter RAUHE

Professional experience

- **As of 2017** - Board member in different Italian and Spanish companies
- **2009 - 2016** - BASF Senior Vice President with responsibility for the Sub-Region of Southern Europe, which includes not only Italy and Spain but also Portugal, Greece and Israel. In Italy and Spain he is the CEO of the parent companies in the country.
With approx. 5,000 employees, sales revenues of circa € 3.6 billion and circa € 1.6 billion in production value in 18 production sites it represents BASF's most important European sub-region after Germany.
- **2005 - 2009** - BASF Group Vice President with responsibility for the country Italy, CEO of the parent company in the country where he led the expansion of the Group with strong commercial and production acquisitions in the country. In the period 200-2016 <source error> the BASF Group doubled its sales as well as the number of employees in Italy.
- **2001 - 2005** - Assumed the lead of BASF Group's activities in the Iberian Peninsula, a responsibility which also includes the Tarragona plant which represents the Group's largest production site in Europe outside Germany.
- **1997 - 2001** - Appointed Group Vice President, he assumes global responsibility for Marketing and Sales for BASF's Fine Chemistry Division. In 1999 his responsibilities were extended to include those of the Vitamins sector (for the human nutrition sector, animal nutrition and for applications in the cosmetic and pharmaceutical sector), a responsibility which also includes all the Division's production plants located outside Germany.
- **1994 - 1997** - He moved to Germany at the BASF headquarters in order to assume global responsibility for the commercial area of a sector of the Intermediate Chemical Products Division.
- **1991 -1994** - He moved to Switzerland to assume responsibility for sales of the BASF Group in this country as Deputy General Director.
- **1988 -1990** - Administrative and Financial Director of BASF Italia SpA
- **1974 -1987** - Different experiences in the various functions of the administrative and financial division of BASF Italia's Controlling department.

DECLARATION CONCERNING POSITIONS HELD IN OTHER COMPANIES

The undersigned Erwin Paul Walter RAUHE, born in Castelrotto on 28th October 1955, with reference to the acceptance of the candidacy for the office of Director of the company Hera S.p.A.,

HEREBY DECLARES

to hold the following administration and control positions in the following companies:

- Independent director of SOL SpA
- Independent director of Isagro SpA

In witness whereof,

Erwin Paul Walter RAUHE

<signature>

Place and date

Castelrotto, 30/03/2020

CHAMBERS OF COMMERCE OF ITALY

Registry of Companies - Official Archive of the Chamber of Commerce,
Industry, Handicrafts and Agriculture

PERSONAL DATA FILE WITH CURRENT OFFICES

RAUHE ERWIN PAUL WALTER

PERSONAL DATA

Born in CASTELROTTO (BZ) on 28/10/1955

07GM6L <barcode>

The QR Code allows you to verify the correspondence between this document and the one archived at the time of extraction. For the purposes of verification, use the RI QR Code App or visit the official website of the Registry of Companies.

THE INDIVIDUAL PARTY IN FIGURES

No. of companies in which he/she holds at least one office 7

No. of companies in which he/she is a representative 3

Personal information reported from the most recent declaration submitted to the Registry of Companies and relative to the company SOL S.P.A.

Economic & Administrative number: MB-991655

Footer:

Service generated by InfoCamere on behalf of the Italian Chambers of Commerce

Document no. T 352478748 extracted from the Registry of Companies on 26/03/2020

Header:

Registry of Companies

Official archive of the Chamber of Commerce

Document no. T 352478748 extracted from the Registry of Companies on 26/03/2020

RAUHE ERWIN PAUL WALTER

Tax ID RHARNP55R28C254G

Table of contents

1 Companies in which the party holds offices and positions 2

1 Companies in which the party holds offices and positions

Name	Office
HERA S.P.A.	
Tax ID 04245520376	Director
HERA COMM S.P.A.	Chairman of the board of directors, director
Tax ID 02221101203	
SOL S.P.A.	
Tax ID 04127270157	Director
EIGENMANN & VERONELLI S.P.A.	
Tax ID 08670900151	Director
ISAGROS.P.A.	
Tax ID 09497920158	Director
RABOFIN S.R.L.	
Tax ID 05046270962	Sole director
EXECUTIVE ADVOCACY S.R.L.	
Tax ID 09866460968	Sole director

HERA S.P.A. JOINT STOCK COMPANY

Registered office: BOLOGNA (BO) VIALE BERTI PICCHAT 2/4 ZIP CODE 40127

Certified e-mail: HERASPA@PEC.GRUPPOHERA.IT

Tax Code: 04245520376

Economic & Administrative number: BO- 363550

Activities: Start date of the company's activity: 01/01/1997

ATECORI 2007 classification:

Activity: 36 - COLLECTION, TREATMENT AND SUPPLY OF WATER

Offices: Director

Appointed with deed dated 27/04/2017

Duration of office: until approval of the financial statements as of 31/12/2019

HERA COMM S.P.A. JOINT STOCK COMPANY

Registered office: IMOLA (BO) VIA MOLINO ROSSO 8 ZIP CODE 40026

Certified e-mail: HERACOMM@PEC.GRUPPOHERA.IT

Tax Code: 02221101203

Economic & Administrative number: BO- 421914

Activity: Start date of the company's activity: 01/01/2002

ATECORI 2007 classification:

Activity: 35.23 – Marketing of gas distributed by pipelines

<footer: individual party sheet reporting current offices>

Offices: Chairman of the Board of Directors

Appointed with deed dated 16/05/2017

Duration in office: until approval of the financial statements at 31/12/2019

Director

Appointed with deed dated 16/05/2017

Duration in office: until approval of the financial statements as of 31/12/2019

SOL S.P.A. JOINT STOCK COMPANY

Registered office: MONZA (MB) VIA GEROLAMO BORGAZZI 27 ZIP CODE 20900

Certified e-mail: SOL@PEC.SOL.IT

Tax Code: 04127270157

Economic & Administrative number: MB-991655

Activities: Start date of the company's activity: 30/06/1981

ATECORI 2007 classification:

Activity: 20.11 - Manufacturing of industrial gases

Offices: Director

Appointed with deed dated 10/05/2019

Duration of office: until approval of the financial statements as of 31/12/2021

EIGENMANN & VERONELLI S.P.A. JOINT STOCK COMPANY

Registered office: RHO (MI) VIA DELLA MOSA 6 ZIP CODE 20017

Certified e-mail: AMMINISTRAZIONE@PEC.EIGVER.IT

Tax Code: 08670900151

Economic & Administrative number: MI-1238332

Activities: Start date of the company's activity: 09/03/1987

ATECORI 2007 classification:

Activity: 20.59 - Manufacturing of chemical products (not codified elsewhere)

Offices: director

Appointed with deed dated 20/04/2018

Duration of office: until approval of the financial statements as of 31/12/2020

ISAGRO S.P.A. JOINT STOCK COMPANY

Registered office: MILAN (MI) VIA CALDERA 21 ZIP CODE 20153 CALDERA PARK - ORANGE BUILDING

Certified e-mail: 09497920158RI@LEGALMAIL.IT

Tax Code: 09497920158

Economic & Administrative number: MI-1300947

Activities: Start date of the company's activity: 31/01/1995

ATECORI 2007 classification:

Activity: 46.75 - Wholesale of chemical products

Offices: director

Appointed with deed dated 24/04/2018

Duration of office: until approval of the financial statements as of 31/12/2020

RABOFIN S.R.L. LIMITED LIABILITY COMPANY

Registered office: MILAN (MI) VIALE TUNISIA 48 ZIP CODE 20124

Certified e-mail: RABOFINSRL@LAMIAPEC.IT

Tax Code: 05046270962

Economic & Administrative number: MI-1791938

Activities: Starting date of the company's activity: 02/01/2006

ATECORI 2007 classification:

Activity: 68.1 - Sale and purchase of owned real estate

Offices: Sole director

Appointed with deed dated 30/04/2018

Duration of office: until revocation

EXECUTIVE ADVOCACY S.R.L LIMITED LIABILITY COMPANY

Registered office: MILAN (MI) VIALE TUNISIA 48 ZIP CODE 20124

Certified e-mail: EXECUTIVEADVOCACYSRL@LAMIAPEC.IT

Tax Code: 09866460968

Economic & Administrative number: MI-2118265

Activities: Start date of the company's activity: 21/03/2017

ATECORI 2007 classification:

Activities: 70.22.09 - Other business management consultancy and other administrative-managerial consultancy and business planning activities

Offices: Sole director

Appointed with deed dated 21/03/2017

Duration of office: until revocation

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR MEMBER OF THE BOARD OF DIRECTORS WITH
CERTIFICATION OF THE EXISTENCE OF THE PREREQUISITES OF LAW AND OF INDEPENDENCE

The undersigned Gianmarco Montanari, born in Novara on 20/04/1972,

whereas

A) he has been designated by certain shareholders for appointment to the Board of Directors at the extraordinary and ordinary shareholders' meeting of Hera S.p.A. (the "Company") to be held at the registered office - Viale C. Berti Pichat no. 2 / 4, Bologna – in "Spazio Hera", on 29th April 2020, at 10.00 am in a single call (the "Meeting"),

B) he is aware of the provisions of the current legislative and regulatory framework as well as of the Company's Articles of Association and the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code") relative to the presentation of the list of candidates for to the aforementioned appointment, including the regulations on relations of connection between reference and minority shareholders as well as the indications contained in the Report of the Board of Directors of the Company on the topics of the agenda of the day of the Shareholders' Meeting pursuant to Article 125.3 of Italian Legislative Decree No. 58 of 24th February 1998 ("TUF") as published on the Company's website (the "Report")

Given the above,

the undersigned, under his own and exclusive responsibility and pursuant to the law and the Articles of Association, as well in accordance with the effects of Art. 76 of the Italian Presidential Decree of 28th December 2000, no. 445 in the case of false deeds and declarations,

hereby declares

- the non-existence of reasons of non-eligibility, forfeiture and incompatibility which would prevent the holding of the position of Director of the Company (also pursuant to Art. 2382 and 2387 of the Italian Civil Code);
- to be in possession of all the prerequisites envisaged and indicated by regulations, including regulatory ones in force, as well as those pursuant to the Articles of Association, including the requirements of professionalism and good standing pursuant to art. 147.5, paragraph 1 of the TUF (also identified by the Ministerial Decree of 30th March 2000. no. 162)
- to be in possession of all independence prerequisites, as required by current legislative provisions (arts. 147.3, paragraph IV, and 148, paragraph III, of the TUF) and regulatory ones (art. 144.5 of the Issuers Regulation approved with resolution 11971/99) in addition to those required and envisaged by the Company's Articles of Association, the Corporate Governance Code and the Report for the appointment to the aforementioned office and, in general, by any further applicable provisions;
- not to exercise and/or hold similar offices in management, supervisory and control bodies in companies or groups of companies competing with the Company;

- to comply with the limit of cumulative offices, as required by law and by the Articles of Association and, more generally, in accordance with current legislation;
- to register the curriculum vitae accompanied by the list of administration and control positions held in other companies, as relevant in accordance with current legislative and regulatory provisions, the Articles of Association and the Corporate Governance Code, as well as a copy of an identity document, authorizing their publication with immediate effectiveness;
- to undertake to promptly notify the Company and, and on its behalf, the Board of Directors of any changes in the information rendered with the declaration and relative to his/her personal and professional characteristics;
- to undertake to produce, at the Company's request, the appropriate documentation required to confirm the truthfulness of the declared data;
- to be informed, in accordance with and by effect of the General Regulations on the Protection of Personal Data - Regulation (EU) 2016/679 as well as currently effective legislation, that the personal data collected will be processed by the Company, even with IT tools, exclusively within the scope of the procedure for which this declaration is made, thereby authorizing it to proceed with the legally required publications for this purpose.

finally declares

- to irrevocably accept the candidacy for the office of director of the Company and any appointment to the office of director of the Company.
- to not to be a candidate on any other list presented in relation with the election of this body and/or corporate bodies of the Company to be held at the time of the Shareholders' Meeting.

In witness whereof,

Signature: <signature>

Date: 25/03/2020

I hereby authorize the processing of personal data pursuant to EU Regulation No. 679/2016 for any purpose relative to the activities related to its acceptance.

Gianmarco Montanari

Professional experience

02.2017 — today

Fondazione Istituto Italiano di Tecnologia, Director General - Research, Innovation, Start Up

08.2016-01.2017

Equitalia, Central Director, Services Industry

2013-2016

Municipality of Turin, General Director, Public Administration - Holding Company

2009-2013

Equitalia, Central Director, Services Industry

2005-2009

Unicredit Group, Director of Global Services Management (COO + CIO), Banking sector

1998-2005

A&G Management, Senior Manager, Professional services

1997-1998

Rieter Automotive Group, Controller for Italian Division and Assistant CFO and CIO

Automotive sector, manufacturing industry

Board / Council Membership

2017-present, Board member

University of Turin

2017-today, Independent Director and Chairman of the Remuneration Committee and Member of the Risks and Related Parties Committee

FinecoBank

2018-present, Board member

Istituti Riuniti Salotto e Fiorito of Rivoli

University Education

2012 Bachelor's Degree in Law and Business Economics

Turin Faculty of Law

2011 Bachelor's degree in Administration and Employment Consulting

Faculty of Political Sciences of Turin

2007 Specialized degree in Economics and Business Management

Turin Faculty of Economics

2005 Bachelor's degree in Business Administration

Turin Faculty of Economics

1996 Master's degree in Management Engineering

Polytechnic of Turin

1994 Erasmus student at University of Technology of Eindhoven

Advanced Education

2009 OWP, Orchestrating Winning Performance

IMD of Geneva

2008 Executive program

Bocconi in Milan

2000 Strategy formulation and implementation

Columbia University of New York

1999 Young Managers Program

INSEAD in Paris

1997 Project Management

AMMA of Turin

Publications

Expected 06.2020 *Tech Impact. The lights and shadows of technological development*

Published by Guerini e Associati

03.2019 *Tech Impact. Luci e ombre dello sviluppo tecnologico*

Published by Guerini e Associati

09.2016 *Marketing del III millennio. Economie emergenti e concept evolutivi di imprese in rete. Prefazione.*

Published by Amici d'autore

09.2014 *Strategie di Marketing del III millennio. Prefazione*

Published by Amici d'autore

03.2014 *The Samsung Way*

Published by Amici d'autore

Expected 12.2020 *World War III. The beginning*

TBD *Sport business 4.0. The popular shareholding*

Professional qualifications

- Qualified to practice the profession of Engineer
- Qualified to exercise the profession of Financial Advisor
- Qualified to practice the profession of journalist
- 6 Sigma BlackBelt certificate
- Completed procedure for the exercise of the profession of Accountant and Auditor

Honors and awards

- Ambassador of Genoa to the world
- Official Order of Merit of the Italian Republic
- Knight, Order of Merit of the Italian Republic
- Noble Protector of the Art of Sant'Olcese
- Testimonial for Ex Alumni of the Polytechnic of Turin
- Graduate Prize of the year from the Faculty of Economics of Turin

I authorize the processing of the personal data contained in my CV, in accordance with Art. 13 of Italian Legislative Decree 196/2003 and Art. 13 of GDPR (EU Reg. 2016/679)

25/03/2020

<signature>

DECLARATION RELATIVE TO POSITIONS HELD IN OTHER COMPANIES - ENTITIES

The undersigned Gianmarco Montanari, born in Novara on 20/04/1972, with reference to the acceptance of the candidacy for the office of Director of the company Hera S.p.A.,

HEREBY DECLARE

LIST OF POSITIONS COVERED

COMPANY:

FINECO BANK Independent Member of the Board of Directors

ENTITIES:

ITALIAN INSTITUTE OF TECHNOLOGY Director General

TURIN UNIVERSITY Member of the Board of Directors

ISTITUTI RIUNITI SALOTTO E FIORITO Member of the Board of Directors

Milan, 6th March 2020

Gianmarco Montanari

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR MEMBER OF THE BOARD OF DIRECTORS WITH CERTIFICATION OF THE EXISTENCE OF THE PREREQUISITES OF LAW AND INDEPENDENCE

The undersigned Paola Gina Maria SCHWIZER, born in Milan on 30th May 1965,

whereas

A) she was appointed by certain shareholders for the purposes of the election of the Board of Directors during the extraordinary and ordinary shareholders' meeting of Hera SpA, (the "Company") to be held at the registered office - Viale C. Berti Pichat No. 2 / 4, Bologna - at "Spazio Hera", on 29th April 2020 at 10.00 am in single call (the "Meeting"),

B) she is aware of the provisions of the current legislative and regulatory framework as well as of the Company's Articles of Association and the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code") relative to the presentation of the list of candidates for to the aforementioned appointment, including the regulations on relations of connection between reference and minority shareholders as well as the indications contained in the Report of the Board of Directors of the Company on the topics of the agenda of the day of the Shareholders' Meeting pursuant to Article 125.3 of Italian Legislative Decree No. 58 of 24th February 1998 ("TUF") as published on the Company's website (the "Report")

Given the above,

the undersigned, under her own and exclusive responsibility and pursuant to the law and the Articles of Association, as well in accordance with the effects of Art. 76 of the Italian Presidential Decree of 28th December 2000, no. 445 in the case of false deeds and declarations,

hereby declares

- the non-existence of reasons of non-eligibility, forfeiture and incompatibility which would prevent the holding of the position of Director of the Company (also pursuant to Art. 2382 and 2387 of the Italian Civil Code);
- to be in possession of all the prerequisites envisaged and indicated by regulations, including regulatory ones in force, as well as those pursuant to the Articles of Association, including the requirements of professionalism and good standing pursuant to art. 147.5, paragraph 1 of the TUF (also identified by the Italian Ministerial Decree of 30th March 2000. no. 162)
- to be in possession of all independence prerequisites, as required by current legislative provisions (arts. 147.3, paragraph IV, and 148, paragraph III, of the TUF) and regulatory ones (art. 144.5 of the Issuers Regulation approved with resolution 11971/99) in addition to those required and envisaged by the Company's Articles of Association, the Corporate Governance Code and the Report for the appointment to the aforementioned office and, in general, by any further applicable provisions;
- not to exercise and/or hold similar offices in management, supervisory and control bodies in companies or groups of companies competing with the Company;

- to comply with the limit of cumulative offices, as required by law and by the Articles of Association and, more generally, in accordance with current legislation;
- to register the curriculum vitae accompanied by the list of administration and control positions held in other companies, as relevant in accordance with current legislative and regulatory provisions, the Articles of Association and the Corporate Governance Code, as well as a copy of an identity document, authorizing their publication with immediate effectiveness;
- to undertake to promptly notify the Company and, and of its behalf, the Board of Directors of any changes in the information rendered with the declaration and relative to her personal and professional characteristics;
- to undertake to produce, at the Company's request, the appropriate documentation required to confirm the truthfulness of the declared data;
- to be informed, in accordance with and by effect of the General Regulations on the Protection of Personal Data - Regulation (EU) 2016/679 as well as currently effective legislation, that the personal data collected will be processed by the Company, even with IT tools, exclusively within the scope of the procedure for which this declaration is made, thereby authorizing it to proceed with the legally required publications for this purpose.

finally declares

- to irrevocably accept the candidacy for the office of director of the Company and any appointment to the office of director of the Company.
- to not to be a candidate on any other list presented in relation with the election of this body and/or corporate bodies of the Company to be held at the time of the Shareholders' Meeting.

In witness whereof,

Signature: <signature>

Date: 26/03/2020

I hereby authorize the processing of personal data pursuant to EU Regulation No. 679/2016 for any purpose relative to the activities related to its acceptance.

Paola Schwizer

Curriculum vitae

Personal information

Born on 30th May 1965 in Milan

Italian and Swiss nationality

Languages: German, English, French

Linkedin: <https://it.linkedin.com/in/paola-schwizer-17ab7741>

Education

1989, Degree in Business Administration, Bocconi University, Milan (score 110 cum laude)

1984 Scientific Swiss School degree from Milan-Cantonal High School of Coira (CH)

Academic curriculum

2003 – today

Full Professor of Economics of Financial Intermediaries, University of Parma. Lecturer of the "Risk management and value creation in banks" course (in English) - Master's degree in Finance and Risk Management and E-banking (Bachelor's degree in Economics and Management)

As of 2018, Vice President of the Board of the Master of Science in Finance and Risk Management.

From 2013 to 2016, President of the Joint Council for the Degree Courses of the Department of Economics.

1990-present

Affiliate Professor, SDA Bocconi School of Management (Milan), Financial Intermediation and Insurance Area. Manager of courses on Management Skills Development in the Banking and Financial sector. Creator and coordinator of the "Board Practice" program, an education & advisory program for corporate governance bodies aimed at stimulating strategic and systemic thinking in addition to promoting the capacity to assess the business implications of regulatory provisions, the enrichment of the professional position of the administrator, both executive and independent.

"Excellence in Innovation 2008" Award

"Best Case & Best Seller" Award 2011

"Excellence in Innovation and Creativity 2011" Award

"Excellence in Innovation 2012" Award

"Innovation - Custom Programs 2016" Award

ITP, International Teachers Program (June 2010), Kellogg's School of Management, Chicago.

1998-2003

Associate professor and then extraordinary professor of Economics of financial intermediaries in the University of Lecce.

President of Degree Courses in Business Management as well as in Economics and Legislation for Companies and in Economics of the Environment and Culture of the University of Lecce.

Member of the board of lecturers of the PhD in Banking and Finance of the University of Rome Tor Vergata.

Manager of the e-Mgierre Master in Asset Management for the Lecce office.

1994-1998

Researcher of Securities Market Economics at the Institute of Economics of Financial Intermediaries of L. Bocconi University, Milan.

Academic affiliations

Member of ADEIMF, Italian Association of Professors of Economics of Intermediaries and Financial Markets and Corporate Finance.

Member of AIDEA, Italian Association of Business Economics Professors.

Member of ECGI, European Corporate Governance Institute.

Other scientific assignments and activities

2020 - today

Member of the Advisory Board of "The CG Dialogue" at ecoDa, European Confederation of Directors' Associations, Brussels (B)

2020 - present

Co-Chair of the journal "Journal of Management and Governance"

2019-today

Affiliate Professor, Faculty of Economics, University of Rome 3 (Lecturer for the Master in Governance, Control and Auditing Systems in Public and Private Entities).

2019-today

Member of the Scientific Council of the Doctoral School of Economic and Legal Sciences of the University of Parma.

2013 - today

Member of the lecturing staff for the PhD in Economics and Management of Innovation and Sustainability at the University of Parma and Ferrara.

Member of the Board of Arbitrators of Aifirm, the Italian Financial Industry Risk Manager Association.

2010 - today

Director of the Research Center of Corporate Governance and Internal Controls of Banks - Faculty of Economics, University of Rome Tor Vergata.

Member of the Editorial Board of the "Journal of Management and Governance".

Reviewer for the "Journal of Management and Governance", "Journal of Banking and Finance", "Banking", "Journal of Financial Management, Markets and Institutions".

2014-2015

Member of the Editorial Board of the "Economy & Management" magazine.

2008-2009

Member of the "University Evaluation Unit" of LUM University, Free University of the Mediterranean, Jean Monnet, Bari.

Other professional assignments and activities

2016 - today

Monitoring Trustee on behalf of the European Commission (DG Competition) for UBI Banca as part of the resolution of Banca delle Marche, Banca dell'Etruria e del Lazio, Cassa di Risparmio di Chieti

Monitoring Trustee on behalf of the European Commission (DG Competition) as part of the resolution of Banca delle Marche, Banca dell'Etruria e del Lazio, Cassa di Risparmio di Ferrara, Cassa di Risparmio di Chieti

2010 - today

Legal Party Specialized Consultant in civil and criminal cases

Consulting activities in relation to internal auditing, internal controls and compliance

Member of 231 Supervisory Bodies

Tasks in Administration and Control Bodies

2017-present

Standing Auditor of Crescita SPAC and, following the business combination, of Cellularline (company listed in , STAR segment).

2015-present

Member of the board of directors (independent director) of Servizi Italia S.p.A. (STAR segment). Lead Independent Director. Member of the Control and Risk Committee and of the Appointments and Remuneration Committee.

2012-present

Member (independent director) of the Board of Directors of Credito Emiliano S.p.A. (MTA Segment), Chairman of the Group Risk Committee, Member of the Remuneration Committee, Member of the Committee of Independent Directors (Related Party Transactions Committee).

2010 - today

Member of the Supervisory Committee of IGM SGR in compulsory administrative liquidation following appointment of the Bank of Italy and the Ministry of Economy and Finance.

2014-2019

Member of the Board of Directors of ecoDa, The European Confederation of Directors' Associations (Brussels).

2014-2019

Member of the Management Board of ARGIS, Research Association for Social Enterprise Governance.

2013-2019

President of Nedcommunity, the Italian association of non-executive and independent directors.

2013-2018

Member of the Supervisory Committee of Reginato Mercante Jelmoni SGR in compulsory administrative liquidation following appointment of the Bank of Italy and the Ministry of Economy and Finance.

2015-2018

Member of the board of directors (independent director) of Inwit S.p.A. (MTA). Lead Independent Director. Chairman of the Control and Risk Committee.

2014-2015

Member of the board of directors (independent director) of Telecom Italia Media S.p.A. (MTA). Lead Independent Director. Chairman of the Control and Risk Committee.

2012-2014

Member of the Board of Directors of the University of Salento.

Primary recent publications

Carretta A., Schwizer P., Fattobene L., Errors and Failures in European Banking. A Cultural Perspective. In Elisabeth Vanderheiden E. and Mayer C.H. (Eds). *Mistakes, Errors and Failures across Cultures. Navigating Potentials*. Springer, March 2020.

Schwizer P., La sostenibilità nell'agenda dei board: dieci principi guida. TELOS magazine, No. 2. 2019.

Co-author of the CONSOB, Methodos, Nedcommunity report, "Non-financial information as a driver of transformation. Evidence from Italy", 2018.

Cosma S., Mastroleo S., Schwizer P., Assessing corporate governance quality: substance over form, *Journal of Management and Governance*, June, 2018, Volume 22, Issue 2, pages 457-493.

Carretta A., Fiordelisi F., Schwizer P., *Risk Culture in Banking*, ISBN 978-3-319-57591-9 (eBook ISBN 978-3-319-57592-6), Palgrave Macmillan. Series: Palgrave Macmillan Studies in Banking and Financial Institutions, 2017.

Schwizer P., Gli esami non finiscono mai. Il nuovo Fit & Proper Test per gli amministratori bancari alla prova della fattibilità", *Bancaria*, 3/2017, pages 2-13.

Carretta A., Schwizer P., *Governance 2.0. Stili di vigilanza, nuova governance e cultura dei rischi per la finanza di domani*, page 256, Bancaria Editrice, Rome, 2015, ISBN 978-88-449-1024-2.

Carretta A., Farina V., Fiordelisi F., Schwizer P., Saverio Stentella Lopes F., "Don't Stand So Close to Me: The role of supervisory style in banking stability", in *Journal of Banking and Finance*, JBF - D-13-01225R1, 2014, forthcoming.

Di Battista M.L., Schwizer P., Stefanelli V., *Banche e adesione al Codice di autodisciplina sulla corporate governance: forma o sostanza?*, in *Bancaria*, Forum Section, no. 4/2014, pages 40-56.

Fiordelisi F., Soana M.G., Schwizer P., Reputational losses and operational risk in banking, *The European Journal of Finance*, 2014, Vol. 20, No. 2, 105-124.

Di Battista M.L., Lippi A., Schwizer P., Independent directors and governance ratings: evidence from Italian listed companies, in Bracchi G., Masciandaro D., *Reshaping commercial banking in Italy: New challenges from lending to governance*, 19th Report on the Italian financial System, Edibank, Bancaria Editrice, Rome, 2014 ISBN 978-88-449-0521-7, pages 241-256.

Schwizer P. (edited by), *Internal Governance. Nuove regole, esperienze e best practice per l'organizzazione dei controlli interni nelle banche*, EGEA, Milan, 2013, ISBN / EAN: 9788823843677.

Fiordelisi F., Soana M.G., Schwizer P., "The determinants of reputational risk in the banking sector", in *Journal of Banking & Finance*, Volume 37, Issue 5, May 2013, Pages 1359-1371.

Schwizer P., Soana M.G., Sutter-Rüdisser M.F., "I consiglieri irrazionali: la behavioral corporate governance può spiegare la crisi?", In D.Masciandaro, G.Bracchi, *La banca commerciale territoriale nella crisi dei mercati*, XVII Rapporto sul Sistema Finanziario Italiano. Fondazione Rosselli", Bancaria Editrice, Rome, 2012, pages 121-136.

Schwizer P., Stefanelli V., Casiraghi R., Enhancing Board Effectiveness: What about Induction and Training Programs for Directors?, in *International Journal of Regulation and Governance*, Vol. 11, Issue 2, 2011, pages 1-19, ISSN 0972-4907.

Carretta, A., Farina, V., Fiordelisi, F., Martelli D. and Schwizer, P. "The impact of corporate governance press news on stock market return", in *European Financial Management*, article first published online: 28 JUN 2010, DOI: 10.1111/j.1468-036X.2010.00548.x - ISI Journal Citation Reports® Ranking: 2009: Business, Finance: 27/52 Impact Factor: 0.892; paper version: *European Financial Management*, Vol. 17, No. 1, pages 100 to 119, 2011.

I hereby authorize the processing of personal data pursuant to Art. 13 of Italian Legislative Decree No. 196 of 30th June 2003 (Personal data protection code) and Art. 13 of GDPR 679/16 (European regulations on the protection of personal data).

<signature>

DECLARATION CONCERNING POSITIONS HELD IN OTHER COMPANIES

The undersigned Paola Gina Maria Schwizer, born in Milan, with reference to the acceptance of the candidacy for the office of Director within the company Hera S.p.A.,

HEREBY DECLARES

to currently hold the following administration and control positions:

Credito Emiliano S.p.A. - independent director

Servizi Italia S.p.A. - independent director

Cellularline S.p.A. - Statutory auditor

I.G.M. s.g.r. in administrative compulsory liquidation - member of the Supervisory Committee, appointed by the Bank of Italy and MEF

In witness whereof,

<signature>

Milan, 26th May 2020

CHAMBERS OF COMMERCE OF ITALY

Registry of Companies - Official Archive of the Chambers of Commerce, Industry, Handicrafts and Agriculture

PERSONAL DATA FILE WITH CURRENT OFFICES

PAOLA GINA MARIA SCHWIZER

PERSONAL DATA

Born in CASTELROTTO (BZ) on 30/05/1965

OXVPQS <barcode>

The QR Code allows you to verify the correspondence between this document and the one archived at the time of extraction. For the purposes of verification, use the RI QR Code App or visit the official website of the Registry of Companies.

THE INDIVIDUAL PARTY IN FIGURES

No. of companies in which he/she holds at least one office 3

No. of companies in which he/she is a representative 0

Personal information reported from the most recent declaration submitted to the Registry of Companies and relative to the company CELLULARLINE S.P.A.

Economic & Administrative number: 315329

Footer:

Service generated by InfoCamere on behalf of the Italian Chambers of Commerce

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Header:

Registry of Companies

Official archive of the Chamber of Commerce

Document no. T 352460948 extracted from the Registry of Companies on 26/03/2020

PAOLA GINA MARIA SCHWIZER

Tax ID SCHPGN65E70F205E

Table of contents

1 Companies in which the party holds offices and positions 2

1 Companies in which the party holds offices and positions

Name

Office

SERVIZI ITALIA S.P.A.

Tax ID 08531760158 - Director

CREDITO EMILIANO S.P.A. ABBREVIABILE IN CREDEMBANCA AND CREDEM

Tax ID 01806740153 - Director

CELLULARLINE S.P.A.

Tax ID 09800730963 - Auditor

SERVIZI ITALIA S.P.A.

JOINT STOCK COMPANY

Registered office: SORAGNA (PR) VIA SAN PIETRO 59 B ZIP CODE 43019 DISTRICT: CASTELLINA

Certified e-mail: SI-SERVIZITALIA@POSTACERT.CEDACRI.IT

Tax Code: 08531760158

Economic & Administrative number: PR-185104

Activities ATECORI 2007 classification:

Activities: 96.01.1 - Activities of industrial laundries

Offices: Director

Appointed with deed dated 20/04/2018

Duration of office: until approval of the financial statements as of 31/12/2020

CREDITO EMILIANO S.P.A. ABBREVIABLE IN CREDEMBANCA AND CREDEM

JOINT STOCK COMPANY

Registered office: REGGIO EMILIA (RE) VIA EMILIA S.PIETRO 4 ZIP CODE 42121

Certified e-mail: CREDEM@PEC.GRUPPOCREDEM.IT

Tax ID: 01806740153

Economic & Administrative number: RE- 219769

Activities Start date of the company's activity: 11/10/1997

ATECORI 2007 classification:

Activities: 64.19.1 - Monetary intermediation of financial institutions other than central banks

Offices: Director

Appointed with deed dated 27/04/2018

Duration of office: until approval of the financial statements as of 31/12/2020

CELLULARLINE S.P.A.

JOINT STOCK COMPANY

Registered office: REGGIO EMILIA (RE) VIA GRIGORIS LAMBRAKIS 1 / A ZIP CODE 42122

Certified e-mail: SPA.CELLULARLINE@LEGALMAIL.IT

Tax Code: 09800730963

Economic & Administrative number: RE- 315329

Starting date of the company's activity: 15/02/2017

ATECORI 2007 classification:

Activities: 46.52.01 - Wholesale of telephone equipment and materials

Office: auditor

Appointed with deed dated 02/02/2017

Duration of office: until approval of the financial statements as of 31/12/2019

Footer: Individual person information sheet reporting current offices

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR MEMBER OF THE BOARD OF DIRECTORS WITH
CERTIFICATION OF THE EXISTENCE OF THE PREREQUISITES OF LAW AND OF INDEPENDENCE

The undersigned [Alice Vatta], born in [Torino] on [23/09/1975],

whereas

A) she has been designated by certain shareholders for appointment to the Board of Directors at the extraordinary and ordinary shareholders' meeting of Hera S.p.A. (the "Company") to be held at the registered office - Viale C. Berti Pichat no. 2 / 4, Bologna – in "Spazio Hera", on 29th April 2020, at 10.00 am in a single call (the "Meeting"),

B) she is aware of the provisions of the current legislative and regulatory framework as well as of the Company's Articles of Association and the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code") relative to the presentation of the list of candidates for to the aforementioned appointment, including the regulations on relations of connection between reference and minority shareholders as well as the indications contained in the Report of the Board of Directors of the Company on the topics of the agenda of the day of the Shareholders' Meeting pursuant to Article 125.3 of Italian Legislative Decree No. 58 of 24th February 1998 ("TUF") as published on the Company's website (the "Report")

Given the above,

the undersigned, under her own and exclusive responsibility and pursuant to the law and the Articles of Association, as well in accordance with the effects of Art. 76 of the Italian Presidential Decree of 28th December 2000, no. 445 in the case of false deeds and declarations,

hereby declares

- the non-existence of reasons of non-eligibility, forfeiture and incompatibility which would prevent the holding of the position of Director of the Company (also pursuant to Art. 2382 and 2387 of the Italian Civil Code);
- to be in possession of all the prerequisites envisaged and indicated by regulations, including regulatory ones in force, as well as those pursuant to the Articles of Association, including the requirements of professionalism and integrity pursuant to art. 147.5, paragraph 1 of the TUF (also identified by the Italian Ministerial Decree of 30th March 2000. no. 162)
- to be in possession of all independence prerequisites, as required by current legislative provisions (arts. 147.3, paragraph IV, and 148, paragraph III, of the TUF) and regulatory ones (art. 144.5 of the Issuers Regulation approved with resolution 11971/99) in addition to those required and envisaged by the Company's Articles of Association, the Corporate Governance Code and the Report for the appointment to the aforementioned office and, in general, by any further applicable provisions;
- not to exercise and/or hold similar offices in management, supervisory and control bodies in companies or groups of companies competing with the Company;

- to comply with the limit of cumulative offices, as required by law and by the Articles of Association and, more generally, in accordance with current legislation;
- to register the curriculum vitae accompanied by the list of administration and control positions held in other companies, as relevant in accordance with current legislative and regulatory provisions, the Articles of Association and the Corporate Governance Code, as well as a copy of an identity document, authorizing their publication with immediate effectiveness;
- to undertake to promptly notify the Company and, and on its behalf, the Board of Directors of any changes in the information rendered with the declaration and relative to his/her personal and professional characteristics;
- to undertake to produce, at the Company's request, the appropriate documentation required to confirm the truthfulness of the declared data;
- to be informed, in accordance with and by effect of the General Regulations on the Protection of Personal Data - Regulation (EU) 2016/679 as well as currently effective legislation, that the personal data collected will be processed by the Company, even with IT tools, exclusively within the scope of the procedure for which this declaration is made, thereby authorizing it to proceed with the legally required publications for this purpose.

finally declares

- to irrevocably accept the candidacy for the office of director of the Company and any appointment to the office of director of the Company.
- to not to be a candidate on any other list presented in relation with the election of this body and/or corporate bodies of the Company to be held at the time of the Shareholders' Meeting.

In witness whereof,

Signature: <signature>

Date: 26/03/2020

I hereby authorize the processing of personal data pursuant to EU Regulation No. 679/2016 for any purpose relative to the activities related to its acceptance.

ALICE VATTA

PROFESSIONAL EXPERIENCE

Business Performance Institute - BPI

Rome/Turin, 2018-Present

Junior Partner

BPI is a consultancy company which designs and implements programs to increase the skills and leadership abilities relative to managerial resources for the purposes of improving performance in multinational organizations.

I am currently responsible for:

- A portfolio of leadership transformation and development projects for global companies (pharmaceutical and industrial).
- A task force dedicated to business development in the technology sector as well as for start-ups.
- Financial planning and monitoring of the company's economic performance.

Angels4Women

Milan 2019-present

Member

Angels4Women is an association of business angels aimed at supporting female entrepreneurship; it is promoted by AXA Italia and Impact Hub Milano.

As a partner, I participate in the main activities of the association, such as networking, mentoring, and selection of startups to invest in. As a business angel, I have invested in a portfolio of startups which are operational in the digital sector (fintech, agritech).

Impact Hub

Milan, 2019-present

Investor

Impact Hub is one of the primary international networks dedicated to impact investing.

In 2019 I invested as a business angel in the club deal which selected a pool of early stage start-ups with a high content of innovation and potential social impact.

Global Startup Awards

2019-present

Jury member Italy

The Global Startup Award is the primary independent competition in the world of startups whose mission involves identifying, celebrating and connecting elements with the highest potential of the

digital sector. As a member of the national jury, I evaluated over 100 applications which were received in the various clusters of the digital sector and helped determine the Italian winners.

I hereby authorize the processing of the personal data contained in my CV in accordance with Art. 13 of Italian Legislative Decree 196/2003 and art. 13 of GDPR 679/16

C3.ai

Rome, Italy / Redwood City, CA, USA

Vice President Strategic Clients

2014-2018

C3.ai, operating in Italy as C3 Energy Italy, is among the world leaders in the sector of Platform-as-a-Service (PaaS) suppliers. These firms offer technological solutions for the design, development and implementation of software applications (SaaS). The C3.ai platform is designed to allow for rapid development of Big Data, forecasting and IoT applications in order to support the digital transformation of data-driven companies.

Responsible for the opening of the Italian branch and the growth of the primary European accounts. My main responsibilities were as follows:

- Contribution to the growth in value of the Enel Group with the launch of numerous IoT solutions in the areas of distribution and generation. Estimated impact: more than € 60M from the implementation of forecasting and fraud identification software.
- Management of relations with key players in the national sector for the purposes of developing alliances/partnerships: Accenture, EY, PWC, BiP, Indra, BCG, McKinsey, Deloitte, Power Reply.
- As country manager, I planned multidisciplinary staffing for the new office in Rome, recruiting technicians dedicated to system integration and downstream support for go-lives.
- Use case development for the European business development team, in particular for Southern Europe and UK accounts.
- Participation and development activities in sector meetings: European Utility Week, IDC Manufacturing.
- Management of the complex web of stakeholders involved in the primary accounts during digital transformation (innovation, ICT functions, business lines, strategy and purchases).
- Member of the BoD of the Italian branch (C3 Energy Italy, 2014-2015).

Bain & Company

Rome, Italy, 2013-2014

Principal

Leader in "European Energy practices", I supported both Italian utility firms as well as oil & gas companies involved in international expansion operations. The primary projects included the following:

- Drafting of the Industrial Plan for a primary multiutility firm in northern Italy.
- Formulation of an international growth strategy and launch of M&A activities in the Israeli gas extraction market.
- Formulation of the negotiation strategy for the clearing activities for transmission companies.

McKinsey & Company

Milan / Rome, Italy, 2000-2013

Associate Principal

Reference member within the European practice "Electric Power and Natural Gas", in particular with regard to issues relative to renewable energies and distribution networks. In McKinsey I worked for both Italian and foreign customers (in Europe, North Africa and South America), with projects aimed at

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defining market strategies, organizational restructuring and programs to improve operational performance (both in terms of costs and investments). A selection of the implemented studies is as follows:

- "Industry Vision 2020": identification of sector trends as well as the formulation of innovation plans for the future development of Utilities. Assessment of the potential impact on energy services as well as the quantification of scenarios in a publication in the McKinsey Quarterly: "Home of the Future" <https://goo.gl/Mv89KA>.
- Formulation of a portfolio asset management tool for the optimization of more than € 1B in investments in the distribution network of a leading global operator.
- Performance increase through the implementation of streamlined approaches for distribution and transmission networks of water, electricity and gas for numerous firms: Italy, Germany, Hungary, Russia, Romania, Poland, Belgium, and France. From the time of this experience, I created a benchmark for the performances of the main network operators (more than 50 distribution and transmission companies across Europe and Latin America); it is still a reference for international comparisons of operating performances.
- Entry strategy in the Brazilian small-size solar energy market and design of the recommended business model.
- Definition of the organizational structure of the main players in renewable energies and of the processes of key departments (Engineering and Construction, Purchasing, Business Development).
- Organizational design of multiple operators active in various industrial sectors (energy, telecommunications, logistics, consumer goods).
- Responsible for the "Womens' Initiative" of the Mediterranean offices.

International Finance Corporation - World Bank Group

Washington DC, USA, 2003

Intern

As part of the internship carried out at the IFC during the MBA, the marketing strategy of the department dedicated to investments in the "General Industrial and Consumer Products" sector was redesigned.

Optiflow Consulting

Marseille, France, 1999

Intern

Co-author of the publication in the "Journal of Wind Engineering" following the fluid dynamics simulation performed for the degree thesis.

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Bouygues Constructions

Marseille, France, 1998

Intern

During the Civil Engineering studies, internship at a petrochemical site (Shell) in support of the manager of the quality control procedures.

EDUCATION

University of California at Berkeley - Walter Haas School of Business

Master of Business Administration 2002-2004

Exchange program at the London Business School, 2003

Polytechnic of Turin

1994-1999

Degree in Civil Engineering (Summa Cum Laude)

Award winner for best degree thesis

Institut de Recherche of Marseille

Exchange program for completing the Degree Thesis 1999

Winner of scholarship for the thesis abroad

Languages: Italian (mother tongue), English (fluent), French (intermediate)

<signature>

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DECLARATION RELATIVE TO POSITIONS HELD IN OTHER COMPANIES

The undersigned [Alice Vatta], born in [Turin], on [23/09/1975],

with reference to the acceptance of the candidacy for the office of Director of the company Hera S.p.A.,

HEREBY DECLARES

not to hold offices of administration and control in other companies.

In witness whereof,

<Signature>

Rome, 26th March 2020

Place and date

DECLARATION OF ACCEPTANCE OF THE CANDIDACY FOR MEMBER OF THE BOARD OF DIRECTORS WITH CERTIFICATION OF THE EXISTENCE OF THE PREREQUISITES OF LAW AND INDEPENDENCE

The undersigned MANLIO COSTANTINI, born in Trento on 04/02/1964.

whereas

A) he was appointed by certain shareholders for the purposes of the election of the Board of Directors during the extraordinary and ordinary shareholders' meeting of Hera SpA, (the "Company") to be held at the registered office - Viale C. Berti Pichat No. 2 / 4, Bologna - at "Spazio Hera", on 29th April 2020 at 10.00 am in single call (the "Meeting"),

B) he is aware of the provisions of the current legislative and regulatory framework as well as of the Company's Articles of Association and the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code") relative to the presentation of the list of candidates for to the aforementioned appointment, including the regulations on relations of connection between reference and minority shareholders as well as the indications contained in the Report of the Board of Directors of the Company on the topics of the agenda of the day of the Shareholders' Meeting pursuant to Article 125.3 of Italian Legislative Decree No. 58 of 24th February 1998 ("TUF") as published on the Company's website (the "Report")

Given the above,

the undersigned, under his own and exclusive responsibility and pursuant to the law and the Articles of Association, as well in accordance with the effects of Art. 76 of the Italian Presidential Decree of 28th December 2000, no. 445 in the case of false deeds and declarations,

hereby declares

- the non-existence of reasons of non-eligibility, forfeiture and incompatibility which would prevent the holding of the position of Director of the Company (also pursuant to Art. 2382 and 2387 of the Italian Civil Code);
- to be in possession of all the prerequisites envisaged and indicated by regulations, including regulatory ones in force, as well as those pursuant to the Articles of Association, including the requirements of professionalism and good standing pursuant to art. 147.5, paragraph 1 of the TUF (also identified by the Italian Ministerial Decree of 30th March 2000. no. 162)
- to be in possession of all independence prerequisites, as required by current legislative provisions (arts. 147.3, paragraph IV, and 148, paragraph III, of the TUF) and regulatory ones (art. 144.5 of the Issuers Regulation approved with resolution 11971/99) in addition to those required and envisaged by the Company's Articles of Association, the Corporate Governance Code and the Report for the appointment to the aforementioned office and, in general, by any further applicable provisions;
- not to exercise and/or hold similar offices in management, supervisory and control bodies in companies or groups of companies competing with the Company;

- to comply with the limit of cumulative offices, as required by law and by the Articles of Association and, more generally, in accordance with current legislation;
- to register the curriculum vitae accompanied by the list of administration and control positions held in other companies, as relevant in accordance with current legislative and regulatory provisions, the Articles of Association and the Corporate Governance Code, as well as a copy of an identity document, authorizing their publication with immediate effectiveness;
- to undertake to promptly notify the Company and, and on its behalf, the Board of Directors of any changes in the information rendered with the declaration and relative to his/her personal and professional characteristics;
- to undertake to produce, at the Company's request, the appropriate documentation required to confirm the truthfulness of the declared data;
- to be informed, in accordance with and by effect of the General Regulations on the Protection of Personal Data - Regulation (EU) 2016/679 as well as currently effective legislation, that the personal data collected will be processed by the Company, even with IT tools, exclusively within the scope of the procedure for which this declaration is made, thereby authorizing it to proceed with the legally required publications for this purpose.

finally declares

- to irrevocably accept the candidacy for the office of director of the Company and any appointment to the office of director of the Company.
- to not to be a candidate on any other list presented in relation with the election of this body and/or corporate bodies of the Company to be held at the time of the Shareholders' Meeting.

In witness whereof,

Signature: <signature>

Date: 27/03/2020

I hereby authorize the processing of personal data pursuant to EU Regulation No. 679/2016 for any purpose relative to the activities related to its acceptance.

CURRICULUM VITAE

February 2020

NAME, SURNAME: Manlio Costantini

PLACE AND DATE OF BIRTH: 4th February 1964, Trento

EDUCATIONAL BACKGROUND

- High school diploma (60/60)
(*"L.DA VINCI" Scientific High School in Trento*)
- Degree in Political Economics (110/110 cum laude)
(*University "L.BOCCONI" in Milan*)

FOREIGN LANGUAGES

- English (advanced), French (basic)

HOBBIES

- Motorbikes, Tennis, Diving, Running, Ski & music (Jazz-Rock)

CEO of the Europe Energy Group (*until December 2019*)

The Europe Energy Group operates in the sale of electricity and gas in European markets. The Group supplies end customers in Italy, Romania, Slovenia, Croatia and Serbia, while in Electricity and Gas trading it utilises a logistics platform that allows it to exchange electricity and gas in more than 20 countries across Europe, ranging from Spain to Ukraine, Holland to Turkey. With more than 10 years of history, the Europe Energy Group is one of the most dynamic and innovative Italian private companies within the European energy market. Its business development path, as well as its multinational nature, will increasingly focus on the growth of the offer portfolio, thereby becoming a multi-utility firm by developing fiber, mobile and IOT connection services.

I am also a **Director** (*non-executive*) of **Covercare**, a service company specialized in guarantee extension, asset protection and security, buy backs and after-sales management.

Given my professional experiences, my main areas of competence are: Marketing & Sales, Business Development, Operations, Finance.

During the management of relevant turn-around/corporate restructuring projects, I have always managed trade union issues as well. Public communication (both in Italian and English) and team management are two other managerial skills that I have particularly developed during my professional career.

Manlio Costantini - Curriculum Vitae

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CURRENT POSITION

July 2018 – December 2020 CEO of Europe Energy Group

Primary responsibilities:

- Define and ensure the achievement of the targets of the 2018-2021 industrial plan of the Europe Energy Group which forecasts significant growth, mainly organic in nature, both within the domestic and foreign market as well as in terms of the expansion of the business from a multiutility perspective
- Define the new brand positioning of Europe Energy as "European Smart Multiutility Company"
- Manage the company in all its facets by ensuring the achievement of economic and financial objectives as well as full compliance with regulations relative to Accounting, Electricity and Gas Markets Regulation, 231, Workplace Safety

Main performance sectors (objectives):

- Ensure 100% revenue growth in the three-year period Oct. 2018 / Sep. 2021 with a 40% improvement in margins
- Become the best player in the reference market in terms of Customer Satisfaction
- Introduce 1 GB Fiber connectivity services and the creation of the Virtual Mobile operator
- Develop Value Added Services which are based primarily on IOT technology
- Design and implement the Group's organization as well as the development of corporate skills and talents
- Define and ensure the implementation of the new corporate IT system in order to support the company's digital transformation program

Primary results:

- Revenue growth of 60% in 18 months with a significant improvement in margins (2X) for the core retail business
- Redesigned the business model and developed a new 2020-2024 business plan
- Launch of the new "Withu" Brand Identity: a true multiutility platform
- Significant renewal of the managerial team both in terms of skills and diversity
- The Digital Transformation plan was launched and implemented 80% with respect to a complete model in 18 months

PREVIOUS PROFESSIONAL EXPERIENCE

Oct. 2013-June 2018 Enterprise Business Unit Director
(Vodafone Italy)

Primary responsibilities:

- Ensure the achievement of the income statement objectives of the Vodafone Italy Enterprise Division

Manlio Costantini - Curriculum Vitae

(I hereby authorize the processing of my personal data pursuant to Legislative Decree No. 196 of 30 June 2003)

- Define the strategic and commercial positioning of the division with reference to all segments of corporate clientele: SOHO / SME / CORPORATE (Private and Public Administration)
- Define and implement the new brand positioning of Vodafone business as "Total communication and Smart Company Solutions provider"
- Develop the portfolio of products and solutions to be provided to corporate customers
- Direct management of commercial operations (sales channels/account management)
- Ensure the attainment of sales targets, guarantee customer satisfaction, quality of service, decrease churn
- Define and implement the business development plan, even by means of the creation of strategic commercial and industrial partnerships

Main performance areas (annual data) and KPIs:

- Revenues: 1.6 billion Euros
- Ebitda Margin: 50%
- IT & NETWORK investments: 200 million Euros
- Managed individuals: 600 internal Fte (includes direct sales force) + 4,000 Fte through external partners (mainly sales agencies and outbound sales channels)
- Managed customers: 3.6 million
- Main KPIs: Revenues and Commercial-Operating Costs, Customer Satisfaction Index, Time to market and Capex Efficiency / Intensity, Churn Rate, Employee Satisfaction Level

Primary results:

- P&L target: 100% budget, reaching a full turnaround from -14% yoy with respect to 2013 revenues with a return to positive rates in the last three years. Leadership in NPS
- Market share leadership in Mobile Services, best market performance
- Strong positioning in the fixed services market (second market position) achieved with growth rates averaging 15-20% per year
- Increased leadership in the IOT world (7.5 million connected objects) and attainment of strong leadership in the world of solutions (Smart Working and Big Data / Analytics)
- Efficiency target: 40% improvement in the management of technological investments achieved through the implementation of new organizational processes (Agile)
- Vodafone Italy Enterprise bad debt ratio of 3.8%, the best in the TELCO market

Other tasks / organizational responsibilities:

- Member of the Executive Committee of Vodafone Italia
- Member of the Enterprise Leadership team for the Vodafone Group
- Member of the People Management and Development Corporate Board
- Member of the Global Enterprise Product Initiatives Board

Manlio Costantini - Curriculum Vitae

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March 2012-Oct. 2013

Commercial Operations Director
(Vodafone Italy)

Primary responsibilities:

- Develop the product and service portfolio for all reference markets (mobile consumer, residential and business customers) while ensuring a commercial launch on all sales and service channels
- Define Vodafone's CRM strategy and ensure its implementation
- Direct management of commercial operations (teleselling) and outsourcing centers
- Guarantee customer satisfaction, quality of service, reduction of churn, containment of the unit cost of customer management
- Risk and Fraud management: strategies and operational processes for credit and commercial risk management
- Web Services: define the online strategy of Vodafone and ensure the operational management of company sites
- Responsible for the Business Transformation project with the aim of designing and implementing the new IT systems architecture of Vodafone Italia.

Main performance areas (annual data) and KPIs:

- Revenues: € 200 million
- Operating Costs: € 300 million; Commercial costs (SAC + SRC): € 70 million
- IT investments: € 140 million
- Managed individuals: 4,000 internal Fte + 6,000 Fte in outsourced operations
- Managed customers: 30 million
- Main KPIs: Revenues and Operating Costs, Company Customer Satisfaction Index, Time to market and Capex efficiency / Intensity, Churn Rate, Level of Satisfaction and commitment of employees

Primary results:

- Leadership in Customer Satisfaction in all reference markets (consumer, residential and enterprise)
- Efficiency target: 110% vs budget
- Development of the most advanced M Service suite (mobile e-commerce and care) within the market.
- www.vodafone.it, leading site among Italian Telco Companies
- Vodafone Italy bad debt ratio of 3.4%, the best in the TELCO market

Other tasks / organizational responsibilities:

- Member of the Executive Committee of Vodafone Italia
- Member of the Global Transformation Programme Committee
- Member of the People Management and Development Corporate Board

Manlio Costantini - Curriculum Vitae

(I hereby authorize the processing of my personal data pursuant to Legislative Decree No. 196 of 30 June 2003)

Oct. 2006-Feb. 2012

Customer Operations & On line Director

(Vodafone Italy)

- Definition of Vodafone's CRM strategy
- Develop the new commercial network focused on tele-selling and online acquisition channels
- Guarantee customer satisfaction, quality of service, reduction of churn, containment of the unit cost of management
- Direct management of internal call centers (8 centres for a total of 5,000 employees) and outsourced call centers (approximately 2,000 Fte)
- Risk and Fraud management: strategies and operational processes for credit and commercial risk management
- Web Services: creating a new organizational unit dedicated to online services in order to redefine Vodafone's strategic positioning in light of the strong growth of the Internet

As manager of this Department, I designed and implemented in 2007 the largest spin-off operation of human resources by implementing a BPO (Business Process Outsourcing) deal for a total of 914 human resources.

May 2004- Sept. 2006

Head of Consumer Customer Operations

(Vodafone Italy)

- Define customer operations strategies as well as systems, processes, skills, corporate organization and customer care activity plans (in house and outsourcing) while ensuring their implementation at the level of territorial operating units

In Vodafone, in the same period, I was responsible for the following:

- development and implementation project of the Knowledge Management System for Customer Operations, Web and sales point structures
- Customer Operations Restructuring project (reengineering of the organization, management policies and development of 5,000 people)

April 2002- April 2004

Customer Care Director (Region 3, in Rome)

(Vodafone Omnitel)

- Management of CRM area structures (including two Customer Care areas for a total of 1400 employees with offices in Rome and Pisa) with the objectives of customer satisfaction, loyalty, credit management and development of the commercial penetration of services offered to the customer base.
- Management and Development of IT Systems for Central Area operations

Manlio Costantini - Curriculum Vitae

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In the same period and for Vodafone, I was the representative in the Confederation Council of Pisa as CEO of the company Vodafone Servizi Centro.

April 2000 - March 2002

Manager of New Markets

(Vodafone Omnitel)

- Develop Vodafone customer management strategies for innovative "3g Services" (Wireless Internet / Wap, GPRS/ UMTS, Mobile Commerce and Financial Payments through Wireless Handsets)
- Develop Multimedia Contact Centers for customer management and VAS services while managing their organization and development (processes-procedures-IT systems and training of Customer Reps)

January 1999 - March 2000

Strategic Planning Manager

(Omnitel - Milan)

- Formulation of Omnitel's strategic and financial plans
- Creation and negotiation of stock option systems for company management based on the value generated for shareholders
- Development of systems for payment and international settlement of financial balances between telephone operators

In the same period and in Vodafone, I was responsible for:

- The project "Development of Managerial IT Systems" (analysis and control systems of business dynamics - operational and financial - through the use of the most advanced IT technologies such as Data Warehouse/Business Intelligence Software, DSS & EIS tools, Intranet/Internet);

Dec. 1991 - Dec. 1998

Financial Planning Manager

(Telecom Italia Group - Turin)

- Various positions and responsibilities in the Finance & Control division, both at the level of operating companies and of the parent company (as of 1997: Group Financial Planning Manager)

In the same period and in Telecom Italia, I was the manager of the:

- Financial analyst team (valuation of businesses and companies for M&A operations) for all corporate operations that resulted in the creation of Nuova Telecom Italia through the merger

Manlio Costantini - Curriculum Vitae

(I hereby authorize the processing of my personal data pursuant to Legislative Decree No. 196 of 30 June 2003)

of SIP, Italcable, Iritel, Telespazio and Sirmi and the spin-off of the wireless business unit which gave birth to TIM;

- Italian delegation for the drafting of international agreements for the launch of the GSM International Roaming system.

Oct. 1990 – Nov. 1991

Junior Economist, reporting to the Central Director of the first Italian Insurance Company

(Assicurazioni Generali SpA)

Specialization courses

- Leading High Performance Team (*Hay Group for Senior Executives*)
- Managing Complexity (*Vodafone*)
- Global Management Development Program (*IMD Lausanne*)
- Advanced Organization Capabilities (*Vodafone Academy*)
- Customer Commitment Programme (*IMD Lausanne*)
- Advanced People Management (*Vodafone Academy*)
- Managerial behavior (*BOCCONI - Postgraduate Business School*)
- Senior Management Programme: Human Resources and Value Creation (*at STOA 'institute*)
- A strategies approach to CRM (*IRR- London*)
- Policies and strategic decision through simulation models (*BOCCONI - Postgraduate Business School*)
- Corporate Valuation Techniques, Project Finance (*IFF LONDON*)
- New methods for the financial appraisal of a Business Plan (*post graduate seminar of University of Turin*)

MILAN MONZA BRIANZA LODI Chamber of Commerce

Registry of Companies - Official Archive of the Chamber of Commerce, Industry, Handicrafts and Agriculture

This page contains an extract of the information present in the company identification data search which cannot be considered exhaustive but whose purpose is merely that of synthesis

CORPORATION DATA OVERVIEW

COVERCARE S.R.L.

W963J4 <barcode>

The QR Code allows you to verify the correspondence between this document and the one archived at the time of extraction. For the purposes of verification, use the RI QR Code App or visit the official website of the Registry of Companies.

ACTIVITIES

Activity status: active

Start date of business: 30/01/2012

Primary activity: on the national territory and with reference to the market of specialized distribution of electronic products as well as the design and supply of integrated services relative to: repair, maintenance, verification, control,

ATECO code 95.22.01

NACE code 95.22

Import export activities -

Network contract -

Registers roles and licenses yes

Environmental registers and registers yes

COMPANY DATA

Registered office address: Legnano (MI), Corso Italia 25 Cap 20025

PEC address: covercare@pec.it

Economic & Administrative Index No: MI-1995374

Tax code and registration number to the Registry of Companies: 02427340183

VAT number: 02427340183

Legal form: Limited liability company

Incorporation date: 30/09/2011

Registration date: 29/03/2019

Last protocol date: 29/01/2020

Company being updated

Chairman of the Board of Directors

Delegated Director: ANDREA PESSINA

THE COMPANY IN FIGURES

Share capital 100,000.00

Employees as of 30/09/2019 27

Shareholder 1

Directors 4

Parties holding office: 0

Auditors, control bodies 1

Local units 1

Practices sent in the past 12 months 8

Open protocols 1

Share transfers 2

Registered office transfers 1

Equity investments (1) -

CONSULTABLE DOCUMENTS

Financial statements: 2018-2017-2016-2015-2014 -...

Prospectus: yes

Articles of Association: yes

Other deeds: 28

COMPANY CERTIFICATIONS

SOA Certifications: -

QUALITY certifications: yes

Service created by InfoCamere on behalf of the Italian Chambers of Commerce

Document No. A AWVMBL4TW92D91024297 extracted from the Companies Register on 28/03/2020

MILAN MONZA BRIANZA LODI Chamber of Commerce

Registry of Companies - Official Archive of the Chamber of Commerce, Industry, Handicrafts and Agriculture

(1) Specifies whether the company holds equity investments in other companies, as deduced from shareholder lists or share transfers

Service created by InfoCamere on behalf of the Italian Chambers of Commerce

Document No. A AWVMBL4TW92D91024297 extracted from the Companies Register on 28/03/2020

Registry of Companies - Official Archive of the Chamber of Commerce, Industry, Handicrafts and Agriculture

Document No. A AWVMBL4TW92D91024297 extracted from the Companies Register on 28/03/2020

COVERCARE S.R.L.

Tax code 02427340183

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4 Shareholders and parties retaining rights on shares and quotas 6

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1 Registered office

Address of registered office: LEGNANO (MI)

CORSO ITALIA 25 ZIP CODE 20025

Certified e-mail covercare@pec.it

VAT number 02427340183

Economic & administrative number MI -1995374

Origin of company:

Province of origin: PAVIA

Economic and administrative directory number: PV - 272533

2 Information from the Articles of Association / Articles of Incorporation

Registry of Companies Tax code and registration number: 02427340183

Registration date: 29/03/2019

Sections: Registered in the ORDINARY section

Incorporation details Date of deed of incorporation: 30/09/2011

Administration system:

Board of directors (in office)

Corporate purpose

A) WITH REFERENCE TO THE MARKET OF SPECIALIZED DISTRIBUTION OF PRODUCTS AND HOUSEHOLD APPLIANCES, THE DESIGN AND DELIVERY OF INTEGRATED SERVICES RELATIVE TO:

Other statutory references: Corporate groups

Incorporation details

Registry of Companies registration

Tax code and registration number: 02427340183

Within the Registry of Companies of MILAN MONZA BRIANZA LODI

Registration date: 29/03/2019

Sections: Registered in the ORDINARY section on 04/10/2011

Incorporation information: Date of deed of incorporation: 30/09/2011

Administration and control system

Duration of the company End date: 31/12/2050

End of financial years First year end: 31/12/2011

Days to extend the deadlines for approving the financial statements: 60

Administration and control system:

Administration system adopted: multi-member collegial administration

Party exercising accounting control: regulatory auditor

Administrative forms: Board of directors (in office)

Corporate purpose:

A) WITH REFERENCE TO THE MARKET FOR THE SPECIALIZED DISTRIBUTION OF ELECTRONIC PRODUCTS AND HOME APPLIANCES, THE DESIGN AND SUPPLY OF INTEGRATED SERVICES RELATIVE TO THE:

A1) EXTENSION OF THE LEGAL WARRANTY, REPAIR, MAINTENANCE, VERIFICATION, CONTROL, UPDATE, RENEWAL, RESTORATION, ASSEMBLY AND CONFIGURATION OF ELECTRIC AND ELECTRONIC CONSUMER AND PROFESSIONAL PRODUCTS;

A2) MANAGEMENT OF ACTIVITIES SUPPORTING THE DISTRIBUTION CHANNEL DURING THE MANAGEMENT OF CUSTOMER COMPLAINTS; SUPPLY OF TECHNICAL ASSISTANCE SERVICES, WITH OR WITHOUT A WARRANTY, AND EXTENSION OF THE WARRANTY FOR EVERY TYPE OF PRODUCT AND MACHINERY;

A3) MANAGEMENT AND PLANNING OF TECHNICAL ASSISTANCE ACTIVITIES, LOGISTICS (TRANSPORT, STORAGE, WAREHOUSING AND DISPOSAL MANAGEMENT), TELEPHONE SUPPORT TO THE USER AND TO THE DISTRIBUTION CHANNEL;

A4) INSTALLATION, TESTING AND MAINTENANCE OF ELECTRONIC DEVICES AND HOUSEHOLD APPLIANCES. THESE ACTIVITIES MAY BE IMPLEMENTED BY THE COMPANY BOTH DIRECTLY AND THROUGH THIRD PARTY SERVICES AS WELL AS ON THE BASIS OF AGREEMENTS THAT PROVIDE FOR COMPENSATION OF THE INDIVIDUAL BENEFIT WHICH IS BASED ON OTHER TYPES OF AGREEMENTS, INCLUDING THOSE WITH FIXED DURATION;

B) THE SALE OF ELECTRIC AND ELECTRONIC PRODUCTS AS WELL AS OF THE RELATIVE SPARE PARTS AND ACCESSORIES, BOTH NEW AND USED;

C) THE PROCESSING OF DATA AND THE MANAGEMENT OF TECHNICAL AND ADMINISTRATIVE PRACTICES ON ITS OWN BEHALF AND FOR THIRD PARTIES;

D) INSTALLATION, TECHNICAL ASSISTANCE AND WHOLESALE AND/OR RETAIL MARKETING OF PRODUCTS RELATIVE TO THE FOLLOWING SECTORS:

THERMO-HYDRAULIC, AIR CONDITIONING, HEALTHCARE, ELECTROMECHANICAL, ELECTRONIC, IT SYSTEMS, ALARM AND SECURITY SYSTEMS, HARDWARE, COLORS AND PAINTS, PROMOTIONAL - ADVERTISING MATERIAL;

E) RECRUITMENT OF AGENCY AND / OR PROXY AGREEMENTS, WITH OR WITHOUT A DEPOSIT, ON BEHALF OF MANUFACTURERS AND THE POTENTIAL RECRUITMENT OF AGENTS TO PROMOTE THE SALE OF OWN PRODUCTS, AS LISTED ABOVE;

F) ACCEPTANCE OF TECHNICAL SERVICE MANDATES ON THE PART OF MANUFACTURERS IN ORDER TO GUARANTEE TECHNICAL ASSISTANCE OF THE CITED PRODUCTS IN THE TIME PERIOD PRIOR AND SUBSEQUENT TO THE SALE AND/OR THE ESTABLISHMENT OF OWN TECHNICAL SERVICES;

G) ASSISTANCE AND REPAIR OF HOUSEHOLD APPLIANCES AND SMALL HOME APPLIANCES; ASSEMBLY OF THE LATTER; WARRANTY ASSISTANCE FOR THIRD PARTIES; TRADE OF SPARE PARTS FOR HOUSEHOLD APPLIANCES, SALE, INSTALLATION AND MAINTENANCE OF CASH REGISTERS; REPAIR OF RADIOS, TV AND HOUSEHOLD APPLIANCES, INSTALLATION OF LAND AND SATELLITE AND ELECTRONIC RADIO AND TELEVISION SYSTEMS IN GENERAL, ANTENNAS AND SYSTEMS PROTECTING FROM ATMOSPHERIC

DISCHARGES, ELECTRICIAN, INSTALLATION OF BURGLAR ALARM SYSTEMS, INTERNAL AND EXTERNAL RESIDENTIAL TV MONITORING SYSTEMS, VOICE AND VIDEO INTERCOMS, INSTALLATION OF ELECTRICAL SYSTEMS AND ANTENNAS, SOLAR PHOTOVOLTAIC SYSTEMS, TECHNICAL REPAIR OF FIRST AND SECOND LEVEL MOBILE PHONES, SALE OF SPARE PARTS FOR REPAIRS OF MOBILE PHONES, SALE OF ACCESSORIES FOR MOBILE PHONES, CELLULAR TELEPHONES, REPAIRS OF PC'S, DESKTOPS, AND PORTABLE COMPUTERS, SALE OF ACCESSORIES FOR DESKTOPS, PC'S AND PORTABLE COMPUTERS;

H) INSTALLATION OF INTERNET NETWORKS, HOME AUTOMATION SYSTEMS, AUTOMATION SYSTEMS FOR GATES, STAIRS AND MOBILE WALKWAYS, ELEVATORS, THREE-PHASE INDUSTRIAL ELECTRICAL SYSTEMS, HEATING SYSTEMS FOR DOMESTIC HOT WATER WITH SOLAR PANELS; INSTALLATION OF VIDEO SURVEILLANCE NETWORKS;

I) TECHNICAL TRAINING COURSES, TELEPHONE REPAIRER, ELECTRICIAN AND ANTENNA TECHNICIAN TRAINING COURSES, HARDWARE TECHNICAL TRAINING COURSES;

L) SALE OF RADIO TV EQUIPMENT, COMPUTERS, MOBILE AND LANDLINE TELEPHONES, GAME CONSOLES, PORTABLE NOTEBOOK COMPUTERS, GENERAL SALE OF ELECTRONIC SPARE PARTS FOR REPAIR AND INSTALLATION, SALE OF ELECTRIC SPARE PARTS, SALE OF ELECTRICAL, ANTENNAS AND LIGHTING LIGHTS; SALE OF ELECTRONIC EQUIPMENT IN GENERAL, MISCELLANEOUS CABLING. ANTENNAS AND ELECTRONICS; SALE OF SMALL AND LARGE CONSUMER APPLIANCES; SALE OF SOLAR PANELS, INVERTER BATTERY GROUPS, SALE OF PC SPARE PARTS, SALE OF PROFESSIONAL TOOLS AND ELECTRIC TOOLS FOR ELECTRONICS, SALE OF PRE-PAID CARDS FOR PAY - TV, SALE OF PAY - TV SUBSCRIPTIONS, TELEMATIC TELEPHONE RECHARGE SERVICE.

M) ELECTRONIC COMMERCE (INTERNET SITE) OF IT MATERIAL, BOTH HARDWARE AND SOFTWARE AND RELATED ACCESSORIES; PHOTOGRAPHIC AND PHOTOGRAPHY / OPTICAL MATERIAL; TELEPHONY, GPS SYSTEMS; TV'S, RELATED ACCESSORIES; DVD'S AND DVD RECORDERS; HI-FI AND AUDIO, CAR HI-FI; DOMESTIC APPLIANCES.

THE SERVICES ARE ASSURED BY THE COMPANY ORGANIZATION BOTH THROUGH THE USE OF OWN RESOURCES AS WELL AS BY THE USE OF OTHER QUALIFIED SPECIALIZED PROFESSIONALS WHO WILL WORK IN THEIR OWN NAME, ALL IN FULL COMPLIANCE WITH APPLICABLE NORMS AND THEREFORE WITH THE EXPLICIT EXCLUSION OF ACTIVITIES RESERVED TO PROFESSIONS REGULATED BY ORDERS. FOR THE ACHIEVEMENT OF THE CORPORATE PURPOSE THE COMPANY MAY IMPLEMENT, IN A NON PREVALENT WAY, ALL COMMERCIAL, INDUSTRIAL, SECURITIES, REAL ESTATE AND FINANCIAL OPERATIONS, SO LONG AS THE LATTER ARE NOT WITH RESPECT TO THE PUBLIC AND SOLELY FOR THE PURPOSE OF REALIZING THE COMPANY PURPOSE AND WHICH ARE CONSIDERED BY THE ADMINISTRATION TO BE NECESSARY OR USEFUL; IT MAY ALSO, IN A NON PREVALENT WAY AND NOT WITH RESPECT TO THE PUBLIC, PROVIDE ENDORSEMENTS, SURETIES AND ANY OTHER GUARANTEES, EVEN WITH COLLATERAL AND WITH RESPECT TO THIRD PARTIES; ALWAYS IN A NON PREVALENT MANNER AND NOT WITH RESPECT TO THE PUBLIC, THE COMPANY MAY ASSUME, BOTH DIRECTLY AND INDIRECTLY, INTERESTS AND EQUITY INVESTMENTS IN OTHER COMPANIES OR FIRMS HAVING AN ANALOGOUS OR COMPLEMENTARY COMPANY PURPOSE.

Powers

Powers associated with the position of Board of Directors

THE MANAGEMENT OF THE COMPANY IS ENTRUSTED TO THE ADMINISTRATIVE BODY. FOR THIS PURPOSE, THE ADMINISTRATIVE BODY WILL BE ABLE TO IMPLEMENT ALL DEEDS AND ALL TRANSACTIONS, BOTH OF ORDINARY AND EXTRAORDINARY NATURE AND WITH THE SOLE EXCLUSION OF THOSE DEED AND TRANSACTIONS THAT THE LAW, THESE ARTICLES OF ASSOCIATION OR APPOINTMENT RESOLUTIONS EXPRESSLY RESERVE TO SHAREHOLDERS.

Other references to the Articles of Association

Withdrawal clauses Information present in the Articles of Association / Articles of Incorporation

Exclusion clauses Information present in the Articles of Association / Articles of Incorporation

Pre-emption clauses Information present in the Articles of Association / Articles of Incorporation

Arbitration clauses Information present in the Articles of Association / Articles of Incorporation

Corporate groups COMPANIES SUBJECT TO MANAGEMENT AND COORDINATION ACTIVITIES ON THE PART OF OTHER ENTITIES, IN ACCORDANCE WITH ART. 2497 BIS OF THE ITALIAN CIVIL CODE

3 Share capital and financial instruments

Share capital in Euro

Deliberated: 100,000.00

Underwritten: 100,000.00

Paid up: 100,000.00

Cash contributions

Contributions and benefits Information present in the Articles of Association / Articles of Incorporation

4 Shareholders and other parties retaining rights on shares and quotas

Summary of the shareholding structure and of other parties retaining rights on shares or quotas as of 26/03/2019

Share capital: Euro 100,000.00 DAROSANGELS LIMITED, €100,000.00 100%

The graph and the table below are a summary of the company's shareholding structure in relation to only property rights; it does not replace the actual legal disclosure provided by the list of shareholders below, where any restrictions on quotas are also reported.

Shareholder	Value	%	Type of Right
DAROS ANGELS LIMITED	100,000.00	100%	property

90011810182

List of shareholders and other parties retaining rights on shares or quotas as of 26/03/2019

File with deed dated 21/03/2019

Registration date: 26/03/2019

Protocol date: 26/03/2019

Protocol number: MI-2019-111370

Share capital

Share capital declared on the form with which the list of shareholders was registered: 100,000.00 Euro

Property: Nominal share: 100,000.00 Euro

Of which paid: 100,000.00

DAROS ANGELS LIMITED

Tax number: 90011810182

Citizenship: Ireland

Type of right: property

Domicile of the owner or common representative

DUBLIN FIRST FLOOR EXCHANGE PLACE 10/11 (IRELAND) at IFSC

Note: LIST OF SHAREHOLDERS TRANSFERRED FROM THE PROVINCE OF PV, PROT. 2016/30795

5 Directors

Chairman of the Board of Directors DAROS ANGELS LIMITED

Delegated Director ANDREA PESSINA

Director MANLIO COSTANTINI

Director FERRUCCIO MARIO VARESE

Administrative form adopted

Board of directors, Number of directors in office: 4

List of directors

Chairman of the Board of Directors

DAROSANGELS LIMITED

Tax Code 90011810182

State of incorporation: IRELAND

Registered office: DUBLIN

EXCHANGE PLACE 1ST FLOOR 10/11 CAP 1 IRELAND

Office **Director**

Appointed on 10/06/2015

Registration date: 30/06/2015

Duration of office: until revocation

Office start date: 29/06/2015

Sole shareholder

Appointed with a deed dated 15/04/2016

Registration date: 22/04/2016

Powers

*** THE COMPANY "DAROSANGELS LTD", A LEGAL PERSON APPOINTED CHAIRMAN OF THE BOARD OF DIRECTORS, IS REPRESENTED BY MR. RICCARDO BONINI BORN IN GALLARATE ON 13/07/1963 – TAX ID BNNRCR63L13D869V - RESIDENT IN PORTUGAL, TRAVERSA DO ABBARRICAMENTO DE PENICHE 13, 1200-001 LISBON.

*** BY MEANS OF THE BOARD MINUTES OF 10/06/2015, THE POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION WERE ASSIGNED TO THE CHAIRMAN OF THE BOARD, TO BE EXERCISED WITH FREE SIGNING POWERS, AND WITH THE EXCEPTION OF THE FOLLOWING COMPETENCIES:

- THE POWERS THAT MUST BE EXERCISED BY THE BOARD OF DIRECTORS UNANIMOUSLY;

- THE FOLLOWING POWERS THAT MUST BE DELIBERATED BY THE BOARD OF DIRECTORS:

MEDIUM-TERM BANK DEBT ASSUMPTION FOR AMOUNTS OVER EURO 1,000,000.00;

CONTRACTS THAT INVOLVE COMMITMENTS EXCEEDING EURO 1,000,000.00 PER YEAR OR LONGER THAN THREE YEARS;

COMMERCIAL AGREEMENTS WITH ANNUAL REVENUES FORECASTED AT OVER EURO 1,500,000.00 PER YEAR;

POWERS OF REPRESENTATION WITH RESPECT TO EVERY PUBLIC ENTITY OR PUBLIC BODY ADMINISTRATION AND THOSE RELATED TO THE FULL MANAGEMENT OF EMPLOYEE PERSONNEL

Office **Chairman of the Board of Directors**

Appointed on 10/06/2015

Registration date: 30/06/2015

Duration of office: until revocation

Office start date: 29/06/2015

Delegated Director

ANDREA PESSINA

Born in RHO (MI) on 25/04/1972

Tax number: PSSNDR72D25H264I

CERIANO LAGHETTO (MB) VICOLO EDISON 4 ZIP CODE 20816

Office Director

Appointed with deed dated 10/06/2015

Registration date: 30/06/2015

Duration of office: until revocation

Powers:

BY MEANS OF THE BOARD MINUTES OF 03/07/2013, THE POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION WERE ASSIGNED TO THE DELEGATED DIRECTOR, TO BE EXERCISED WITH FREE SIGNING POWERS, AND WITH THE EXCEPTION OF THE FOLLOWING COMPETENCIES:

- THE POWERS THAT MUST BE EXERCISED BY THE BOARD OF DIRECTORS UNANIMOUSLY;

- THE FOLLOWING POWERS THAT MUST BE DELIBERATED BY THE BOARD OF DIRECTORS:

MEDIUM-TERM BANK DEBT ASSUMPTION FOR AMOUNTS OVER EURO 1,000,000.00;

CONTRACTS THAT INVOLVE COMMITMENTS EXCEEDING EURO 1,000,000.00 PER YEAR OR LONGER THAN THREE YEARS;

COMMERCIAL AGREEMENTS WITH ANNUAL REVENUES FORECASTED AT OVER EURO 1,500,000.00 PER YEAR;

POWERS OF REPRESENTATION WITH RESPECT TO EVERY PUBLIC ENTITY OR PUBLIC BODY ADMINISTRATION AND THOSE RELATED TO THE FULL MANAGEMENT OF EMPLOYEE PERSONNEL.

BY MEANS OF THE BOARD MINUTES OF 10/06/2015, THE POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION WERE ASSIGNED TO THE DELEGATED DIRECTOR, TO BE EXERCISED WITH FREE SIGNING POWERS, AND WITH THE EXCEPTION OF THE FOLLOWING COMPETENCIES:

- THE POWERS THAT MUST BE EXERCISED BY THE BOARD OF DIRECTORS UNANIMOUSLY;

- THE FOLLOWING POWERS THAT MUST BE DELIBERATED BY THE BOARD OF DIRECTORS:

MEDIUM-TERM BANK DEBT ASSUMPTION FOR AMOUNTS OVER EURO 1,000,000.00;

CONTRACTS THAT INVOLVE COMMITMENTS EXCEEDING EURO 1,000,000.00 PER YEAR OR LONGER THAN THREE YEARS;

COMMERCIAL AGREEMENTS WITH ANNUAL REVENUES FORECASTED AT OVER EURO 1,500,000.00 PER YEAR;

POWERS OF REPRESENTATION WITH RESPECT TO EVERY PUBLIC ENTITY OR PUBLIC BODY ADMINISTRATION AND THOSE RELATED TO THE FULL MANAGEMENT OF EMPLOYEE PERSONNEL.

Office **Delegated Director**

Appointed with deed dated 10/06/2015

Registration date: 30/06/2015

Duration of office: until revocation

Director MANLIO COSTANTINI

Born in TRENTO (TN) ON 04/02/1964

Domicile.

Office **Director**

Appointed with deed dated 25/07/2018

Registration date: 02/08/2018

Duration of office: until revocation

Office start date: 30/07/2018

Director

FERRUCCIO MARIO VARESE

Domicile

Born in IVREA (TO) on 20/06/1957

Tax code: VRSFRC57H20E379D

IVREA (TO) VIA DEI CHIODI 8 / C ZIP CODE 10015

Office: Director

Appointed with deed dated 14/03/2018

Registration date: 03/04/2018

Duration of office: until revocation

Office start date: 30/03/2018

6 Auditors, members of control bodies

Auditor MATTEO NAVARONI

List of auditors, members of control bodies

Auditor: MATTEO NAVARONI

Born in PAVIA (PV) on 17/08/1977

Tax number: NVRMTT77M17G388M

PAVIA (PV) VIA GIACOMO FRANCHI 15 ZIP CODE 27100

Office: Auditor

Appointed with deed dated 30/06/2017

Registration date: 25/07/2017

Term of office: 3 years

Powers: REGULATORY AUDITOR

Registry of regulatory auditors:

Number: 149868

Date: 03/03/2008

Entity: MINISTRY OF ECONOMY AND FINANCE

7 Activities, roles, lists and licenses

Employees 27

Start date of the company's operations: 30/01/2012

Main activity: ON THE NATIONAL TERRITORY AND WITH REFERENCE TO THE MARKET FOR THE SPECIALIZED DISTRIBUTION OF ELECTRONIC PRODUCTS, THE DESIGN AND DELIVERY OF INTEGRATED SERVICES OF: REPAIR, MAINTENANCE, VERIFICATION, CONTROL,

Certifications: Quality

Activities

Start of activities (historical information) Start date of the company's operations: 30/01/2012

Primary activity exercised by the company:

ON THE NATIONAL TERRITORY AND WITH REFERENCE TO THE MARKET FOR THE SPECIALIZED DISTRIBUTION OF ELECTRONIC PRODUCTS, THE DESIGN AND DELIVERY OF INTEGRATED SERVICES OF: REPAIR, MAINTENANCE, VERIFICATION, CONTROL, UPDATING, RENEWAL, RESTORATION, ASSEMBLY AND CONFIGURATION OF ELECTRICAL PRODUCTS AND ELECTRONIC CONSUMER AND PROFESSIONAL PRODUCTS.

ATECORI 2007 classification of the main activity (classification based on declared activity)

Code: 95.22.01 - repair of household appliances and household items

Importance: core business of the company

Valid quality, environmental and other certifications

(source: Accredia, last updated 16/03/2020)

Certificate number: IT289903

Date of first issue: 30/04/2019

Certificate issued by the certification body: BUREAU VERITAS ITALIA S.P.A.

Tax number: 11498640157

Accreditation scheme:

QMS - Certification Of Quality Management Systems

Certified sectors:

35 - Other Services

Activity carried out in the registered office:

ON THE NATIONAL TERRITORY AND WITH REFERENCE TO THE MARKET FOR THE SPECIALIZED DISTRIBUTION OF ELECTRONIC PRODUCTS, THE DESIGN AND DELIVERY OF INTEGRATED SERVICES OF: REPAIR, MAINTENANCE, VERIFICATION, CONTROL, UPDATING, RENEWAL, RESTORATION, ASSEMBLY AND CONFIGURATION OF ELECTRICAL PRODUCTS AND ELECTRONIC CONSUMER AND PROFESSIONAL PRODUCTS.

Secondary activity carried out in the registered office

MANAGEMENT OF ACTIVITIES IN SUPPORT OF THE DISTRIBUTION CHANNEL DURING THE MANAGEMENT OF CUSTOMER COMPLAINTS; MANAGEMENT AND PLANNING OF TECHNICAL

ASSISTANCE ACTIVITIES, LOGISTICS (TRANSPORT, WAREHOUSING, STOCK AND DISPOSAL MANAGEMENT), TELEPHONE SUPPORT TO THE USER AND DISTRIBUTION CHANNEL.

INSTALLATION, TESTING AND MAINTENANCE OF ELECTRONIC EQUIPMENT AND DOMESTIC APPLIANCES

ATECORI 2007 classification of activities

(classification based on the declared activity)

Code: 95.22.01 - repair of household appliances and household items

Importance: primary, Registry of Companies

Start date: 30/01/2012

Code: 43.32.02 - installation of fixtures, furnishings, false ceilings, movable walls and similar items

Importance: secondary, Registry of Companies

Start date: 30/01/2012

Code: 95.21 - repair of consumer audio and video electronic products

Importance: secondary, Registry of Companies

Start date: 30/01/2012

Employees

(processed from INPS source)

Number of employees of the company registered in the year 2019

(Data collected as of 30/09/2019)

1st quarter - 2nd quarter - 3rd quarter

Employees 23 26 33 Average: 27

Independent Contractors 0 0 0 Average: 0

Total 23 26 33 Average: 27

1st quarter - 2nd quarter - 3rd quarter

Collaborators 0 0 1 Average: 0

Distribution of employees

Distribution by Contract

(Percentage data collected on 30/09/2019)

1st quarter - 2nd quarter - 3rd quarter

Fixed term contract: 13% 17% 16%

Indefinite term contract: 87% 83% 84%

Distribution by Working Hours

(Percentage data collected at 30/09/2019)

1st quarter - 2nd quarter - 3rd quarter

Full time: 96% 96% 97%

Part time: 4% 4% 3%

Distribution by Qualification

(Percentage data collected at 30/09/2019)

1st quarter - 2nd quarter - 3rd quarter

Apprentice: 17% 15% 17%

Worker: 9% 8% 11%

Office employee: 49% 55% 54%

Mid level manager: 21% 18% 15%

Manager: 4% 4% 3%

Employees in the municipality of LEGNANO (MI)

Registered office and local units: 1-2

1st quarter - 2nd quarter - 3rd quarter

Employees 23 26 33 Average: 27

Independent Contractors 0 0 0 Average: 0

Total 23 26 33 Average: 27

Roles and Lists

National Register of Environmental Operators

(source Ministry of the Environment)

Registration number: MI / 069698

Registered in the section of: MILAN

Category: 3bis - distributors and installers of electrical and electronic devices (aee), transporters of waste relative to electrical and electronic equipment (Italian Ministerial Decree 3/6/2014 art.8, sub.1, lett. C) •

Class: unique

Start date: 28/01/2020

Expiry date: 28/01/2025

8 Secondary offices and local units

Local Unit no. MI / 2

LEGNANO (MI)

VIA AMICIZIA 8 ZIP CODE 20025

Local Unit no. MI / 2

Depot

Opening date: 01/06/2018

Address:

LEGNANO (MI)

VIA AMICIZIA 8 ZIP CODE 20025

ATECORI 2007 classification of activity

(classification based on declared activity)

Code: 95.22.01 - repair of household appliances and household items

Importance: core business of the company

9 Company updating

Last protocol date 29/01/2020

Protocol no.415170 / 2019 Protocol date: 01/10/2019

File status: suspended

Disclosure requirement: change

Target entities: Registry of Companies, Italian Internal Revenue Agency

Form U1: single communication forwarded to the one-stop shop for productive activities (suap)

Form S5

Form /field: B2: variations in activities carried out in the registered office

Form C4: single communication submitted for the Registry of Companies and Italian Internal Revenue Agency

