

Messrs.
HERA S.P.A.
Viale Berti Pichat no. 2/4
40100 Bologna

Subject: Shareholders' meeting of Hera S.p.A. on 27 April 2023
List of candidates for the office of member of the Board of Statutory Auditors

Hereby, the Chairman of the Voting Syndicate Committee referred to in the "*Voting Syndicate and Share Transfer Rules Agreement*", signed on 28 April 2021 by 111 public shareholders of Hera S.p.A., with effect from 1 July 2021, by virtue of the mandate conferred as per *Annex sub. 2*, submits the following list for the appointment of the members of the Board of Statutory Auditors of Hera S.p.A., in accordance with the terms and procedures indicated in the notice of call of the shareholders' meeting, and declares the non-existence of any agreements or links of any kind between the shareholders presenting this list and other shareholders who have submitted other lists.

In this regard, it should be noted that the presenting Shareholders are listed in *Annex sub. 1*, and that they hold a total of 610,623,147 Hera shares, corresponding to 40.99% of the share capital.

List of candidates for election to the Board of Statutory Auditors
- Shareholders' meeting of Hera S.p.A. on 27 April 2023 -

Standing Auditors

1. Marianna Girolomini (Standing Auditor)
2. Antonio Gaiani (Standing Auditor)

Alternate auditors

3. Susanna Giuriatti (Alternate Auditor)

2 March 2023

Yours faithfully.

The Chairman of the Voting Syndicate Committee
(Mr. Gian Carlo Muzzarelli)
[signed]

Attached are:

1. Identification details of the shareholders who submit the list;
2. Minutes of the Voting Syndicate Committee meeting

and for each candidate:

1. A declaration of irrevocable acceptance of the office;
2. Certification of the non-existence of any causes of ineligibility, and/o forfeiture or incompatibility;
3. Certification of possession of the requirements of eligibility, independence, good repute and professionalism established for members of the Board of Statutory Auditors;
4. List of management and control positions held at other companies;
5. Copy of identity document and *Curriculum Vitae* containing personal and professional details.

ANNEX SUB 1)

SHAREHOLDERS PRESENTING THE LIST

MUNICIPALITY OF BOLOGNA
MUNICIPALITY OF CASALECCHIO DI RENO
MUNICIPALITY OF CESENA
MUNICIPALITY OF MODENA
MUNICIPALITY OF PADUA
MUNICIPALITY OF TRIESTE
MUNICIPALITY OF UDINE
CON.AMI
FERRARA TUA S.P.A.
RAVENNA HOLDING S.P.A.
RIMINI HOLDING S.P.A.

**Minutes of the Voting Syndicate Committee meeting
on 2 March 2023**

* * * * *

On this day, 2 March 2023, at 10.30 am at the headquarters of HERA S.p.A. - Viale Berli Pichal, 2/4 - Bologna, the following are present:

- Gian Carlo Muzzarelli - Modena Shareholders (to whom 6 votes are attributed)
- Matteo Lepore - Municipality of Bologna (to whom 7 votes are attributed)
- Massimo Bosso - Bologna Area Minority Shareholders (to whom 2 votes are attributed)
- Matteo Fornasini - Ferrara Tua S.p.A. (to whom 1 vote is attributed)
(delegate by deed of the Municipality of Ferrara no. 23580 of 9 February 2023)
- Michele de Pascale - Ravenna Floding S.p.A. (to whom 5 votes are attributed)
- Marco Panieri - CON. AMI (to whom 6 votes are attributed)
- Marco Tognacci - Rimini Holding S.p.A. (to whom 1 vote is attributed)
(delegate by deed of the Municipality of Rimini no. 65512 of 23 February 2023)
- Camillo Acerbi - Municipality of Cesena (to whom 1 vote is attributed)
(delegate by deed of the Municipality of Cesena no. 17060 of 3 February 2023)
- Andrea Micalizzi - Municipality of Padua (to whom 3 votes are attributed)
(delegate by deed of the Municipality of Padua no. 58018 of 7 February 2023)
- Roberto Dipiazza - Municipality of Trieste (to whom 3 votes are attributed)
- Francesca Laudicina- Municipality of Udine (to whom 2 votes are attributed)
(delegate by deed of the Municipality of Udine no. 09817 of 20 January 2023)

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Mr. Gian Carlo Muzzarelli, assisted by Ms. Mila Fabbri, in his capacity as Secretary, chairs the meeting.

The notice of convocation, sent to all the members of the Committee, pursuant to article 4.2.6 of the Voting Syndicate and Share Transfer rules Agreement, provides for the following agenda:

- 1. Determination of the list of candidates for the Board of Directors of HERA S.p.A. pursuant to Article 4.3 and Article 6 of the Voting Syndicate and Share Transfer Rules Agreement.**
- 2. Determination of the list of candidates for the Board of Directors of HERA S.p.A. pursuant to Article 4.3 and Article 7 of the Voting Syndicate and Share Transfer Rules Agreement.**

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Item 1) Determination of the list of candidates for the Board of Directors of HERA S.p.A. pursuant to Article 4.3 and Article 6 of the Voting Syndicate and Share Transfer Rules Agreement.

The Chairman of the Voting Syndicate Committee introduced the item on the agenda, reminding those present that the Voting Syndicate Committee is responsible, pursuant to article 4.3 of the current "Shareholders' Transfer Discipline and Voting Agreement", for the adoption of resolutions relating to the determination of the List of Directors.

He therefore informs those present that, in compliance with the provisions of Article 6.1 of the aforementioned Syndicate Agreement, for the purposes of the formation of the List for the appointment of the 11 Directors of HERA S.p.A. (of which at least 4, according to the provisions of Article 17 2 (i) of the Articles of Association, must belong to the less represented gender), the shareholders have made the appointments they are entitled to make.

The Chairman of the Voting Syndicate Committee therefore proposes that the List for the appointment of the members of the Board of Directors of HERA S.p.A be composed of the following candidates

- 1 Cristian Fabbri (Chairman)
2. Orazio Iacono (Chief Executive Officer)
3. Gabriele Giacobazzi (Vice-Chairman)
4. Monica Mondardini (Director)
- 5 Fabio Bacchilega (Director)
- 6 Gianni Bessi (Director)

7. Lorenzo Minganti (Director)
8. Milvia Mingozi (Director)
9. Grazia Ghermandi (Director)
10. Alessandro Melcarne (Director)
11. Marina Monassi (Director)

The above List takes into account the "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" approved by the Board of Directors on 8 February 2023.

The Voting Syndicate Committee unanimously votes in favour of the determination of the List for the appointment of the 11 members of the Board of Directors of HERA S.p.A. as proposed by the Chairman of the Voting Syndicate Committee, and delegates the same so that, in the name and on behalf of the shareholders signing the Voting Syndicate and Share Transfer Rules Agreement, it will, within the terms established by law, file the aforementioned List with the Company's headquarters, accompanied by the documentation required by the Articles of Association of HERA S.p.A. and by current sector legislation, and proceed to meet all of its related and consequent obligations.

The Voting Syndicate Committee unanimously votes in favour of the validity of the List of members of the Board of Directors mentioned above, for all intents and purposes, as resolved in this session, and determines that said List shall not in any case be modifiable, even if the date of the Shareholders' Meeting of HERA S.p.A is postponed by amending the notice of convocation or by re-convocation, and grants a mandate to the Chairman of the Voting Syndicate Committee so that, in the name and on behalf of the shareholders subscribing to the Voting Syndicate and Share Transfer Rules Agreement, he/she may update, within the terms of the law, the documentation required by the Articles of Association of HERA S.p.A. and by current sector legislation and, where appropriate, shall file the aforementioned List with the headquarters of the Company accompanied by the aforementioned documentation, and proceed to meet all related and consequent obligations.

Item 2) - Determination of the list of candidates for the Board of Statutory Auditors of HERA

S.p.A. pursuant to Article 4.3 and Article 7 of the Voting Syndicate and Share Transfer Rules Agreement.

The Chairman of the Voting Syndicate Committee introduced the item on the agenda, reminding those present that the Voting Syndicate Committee is responsible, pursuant to article 4.3 of the current "Shareholders' Transfer Discipline and Voting Agreement", for the adoption of resolutions relating to the determination of the List of Statutory Auditors.

It also specifies that, in compliance with the provisions of art. 7 of the aforementioned Agreement, for the purposes of determining the List for the appointment of 2 Statutory Auditors (at least 1 of whom, according to the provisions of article 26.5 of the Articles of Association, shall belong to the less represented gender) and 1 Alternate Auditor, the shareholders have made the appointments they are empowered to make.

The Chairman of the Voting Syndicate Committee therefore proposes that the List for the appointment of the members of the Board of Statutory Auditors of HERA S.p.A be composed of the following candidates:

Standing Auditors:

1. Marianna Girolomini
2. Antonio Gaiani

Alternate auditors:

3. Susanna Giuriatti

The Voting Syndicate Committee unanimously resolves to determine the List for the appointment of the members of the Board of Statutory Auditors of HERA S.p.A. as proposed by the Chairman of the Voting Syndicate Committee, and declares the non-existence of agreements or links of any kind between the Shareholders presenting this List and other Shareholders who have submitted other lists. The Committee also delegates to the Chairman of the Voting Syndicate Committee the filing, in the name and on behalf of the shareholders signing the Shareholders' Transfer Discipline and Voting Agreement, of the aforementioned List with the Company's registered office, accompanied by the documentation required by the Articles of Association of HERA S.p.A. and by current sectoral legislation, as well as compliance with all related and consequent obligations.

The Voting Syndicate Committee unanimously votes in favour of the validity of the List of members of the Board of Statutory Auditors mentioned above, for all intents and purposes, as resolved in this session, and determines that said List shall not in any case be modifiable, even if the date of the Shareholders' Meeting of HERA S.p.A is postponed by amending the notice of convocation or by re-convocation, and grants a mandate to the Chairman of the Voting Syndicate Committee so that, in the name and on behalf of the shareholders subscribing to the Voting Syndicate and Share Transfer Rules Agreement, he/she may update, within the terms of the law, the documentation required by the Articles of Association of HERA S.p.A. and by current sector legislation and, where appropriate, shall file the aforementioned List with the headquarters of the Company accompanied by the aforementioned documentation, and proceed to meet all related and consequent obligations.

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The meeting closed at 11.45 a.m.

The Chairman of the Committee

(Mr. Gian Carlo Muzzarelli)

[signed]

The Secretary

(Ms. Mila Fabbri)

[signed]

These minutes are also signed by the Statutory Auditors, or their delegates, of the Municipality of Bologna, the Municipality of Cesena, the Municipality of Padua, the Municipality of Trieste and the Municipality of Udine, as well as the Statutory Auditors, or their delegates, of the Municipalities of Modena, Casalecchio di Reno, Ferrara, Ravenna, Imola and Rimini, respectively representing the Modena Shareholders, the Minor Shareholders of Bologna Area, Ferrara Tua S.p.A., Ravenna Holding S.p.A. , WITH AMI and Rimini Holding S.p.A., for the express conferment, by the same, to the Chairman of the Voting Syndicate Committee, of the irrevocable mandate to see to, within the terms of the law, the filing at the headquarters of the Company of the Lists for the appointment of the members of the Board of Directors and the Board of Statutory Auditors of HERA S.p.A. as resolved by the Voting Syndicate Committee, accompanied by the documentation required by the Articles of Association of HERA S.p.A. and by current sector legislation, as well as to the fulfilment of all related and consequent obligations, including the filing of any supplementary document of the aforementioned documentation or the re-filing of any such documents, if necessary, it being understood that henceforth the Chairman's mandate shall be considered fully ratified and valid. Modena Shareholders (Gian Carlo Muzzarelli)

[signed]

Municipality of Bologna (Matteo Lepore)	[signed]
Minority Shareholders Bologna Area (Massimo Bosso)	[signed]
Ferrara Tua S.p.A. (Matteo Fornasini)	[signed]
Ravenna Holding S.p.A. (Michele de Pascale)	[signed]
CON AMI (Marco Panieri)	[signed]
Rimini Holding S.p.A. (Marco Tognacci)	[signed]
Municipality of Cesena (Camillo Acerbi)	[signed]
Municipality of Padua (Andrea Micalizzi)	[signed]
Municipality of Trieste (Roberto Dipiazza)	[signed]
Municipality of Udine (Francesca Laudicina)	[signed]

A DECLARATION OF IRREVOCABLE ACCEPTANCE OF THE OFFICE
OF STANDING MEMBER OF THE BOARD OF STATUTORY AUDITORS OF HERA S.p.A.

The undersigned Marianna Girolomini, born in Riccione (RN) on 03/09/1970, [omissis] Registered in the Register of Auditors with provision of 19 April 2001 published in the Official Gazette of the Italian Republic, supplement no. 36 - IV Special Series - of 8 May 2001, no. 12050, in her capacity as a candidate for appointment as a standing member of the Board of Statutory Auditors of Hera S, p.a., with registered office in Viale Carlo Berti Pichat no. 2/4 - 40127 Bologna, Registered in the Bologna Register of Companies under no. 04245520376.

HEREBY DECLARES

- a) that she accepts, as of now and irrevocably, in the event of appointment, the position of standing member of the Board of Statutory Auditors of Hera S.p.A.;
- b) that she is not aware of the existence of any causes of ineligibility for and/or forfeiture of the position of Member of the Board of Statutory Auditors provided for by current legislation;
- c) that she is not aware of the existence of any grounds for incompatibility provided for by law and the Articles of Association, and therefore does not hold, pursuant to Article 25 of the Articles of Association, the office of director or councillor in any local public bodies, or of auditor in more than three listed companies with the exclusion of those companies controlled by Hera S.p.A., pursuant to Article 2359 of the Italian Civil Code and to Article 93 of Italian Legislative Decree 58/98;
- d) that she meets the requirements of eligibility, independence, good repute and professionalism established by current legislation, also in relation to the matters and sectors of activity concerning or inherent to the activity of the Companies referred to in Article 4 of the Articles of Association.

The undersigned undertakes, if requested, to produce the appropriate documentation to confirm the veracity of the declared information, and to promptly notify any changes in the content of this declaration. The undersigned authorizes the use of data pursuant to the current legislation on privacy.

A copy of the identity document, a curriculum vitae and a list of the administrative and supervisory positions held by the undersigned with other companies, are attached hereto for the above purposes.

Yours faithfully,

01/03/2023

[signed]

Attachment: C.S.

MARIANNA GIROLOMINI
CHARTERED ACCOUNTANT
AUDITOR

CURRICULUM VITAE

of MARIANNA GIROLOMINI, born in Riccione on 3 September 1970

Education, training and jobs held:

- ✓ degree in Business and Economics from the University of Bologna, Bologna on 14 December 1995;
- ✓ registration with the Order of Chartered Accountants and Accounting Experts of the province of Rimini, under no. 465, on 24 January 2000, following the State Examination, section A - chartered accountant;
- ✓ entered in the Register of Auditors with a provision of 19 April 2001 published in the Official Gazette of the Italian Republic, supplement no. 36 - IV Special Series - of 8 May 2001, no. 120501;
- ✓ since 2000, she has been a partner in the firm "*Studi Commerciali Associati Ferrini, Ciglietti, Montemaggi, Berardocco, Girolomini*", with registered office in Rimini, at no. 1 Piazzetta Gregorio da Rimini no. 1: this firm, founded in the early 1980s, is the first accountancy firm registered with the Order of Chartered Accountants of Rimini;
- ✓ partner in the firm "*Girolomini Studio Commerciale Associato*" based in Coriano (RN), Via Marano no. 5, founded by her father in 1964.

The undersigned, in the ordinary activity of Chartered Accountant, deals in particular with corporate, accounting, tax matters, accounting and tax due diligence, the management of corporate, accounting and tax obligations in the context of extraordinary transactions (mergers, demergers, contributions, transformations, liquidations, purchases and disposals of companies), company valuations and appraisals, and acts as a technical consultant.

The undersigned has acted, when called upon by the Court of Rimini, as Bankruptcy Trustee and Technical Consultant.

She holds, and has in the past, positions of Director and Auditor in several companies, including:

- ✓ that of member of the Board of Statutory Auditors of the listed company MERA S.p.a., since 2014;
- ✓ that of member of the Board of Statutory Auditors of the company ALIP LAST S.p.a., since 2017;
- ✓ that of member of the Board of Statutory Auditors of the company HERA LUCE SRL, since 2017;

- ✓ that of member of the Board of Statutory Auditors of the company HERA COMM S.r.L U.S. since 2014;
- ✓ that of member of the Board of Statutory Auditors of the company HERA TRADING S.r.L U.S. since 2014;
- ✓ that of member of the Board of Statutory Auditors of the company HERAMBIENTE SERVIZI INDUSTRIALI S.r.l. since 2017;
- ✓ that of member of the Board of Statutory Auditors of the company EstEnergy S.p.A. from 2015 to 2019;
- ✓ that of member of the Board of Directors of Rimini Fiera S.p.A. from 2011 to 2014.

I authorize the processing of my personal data pursuant to Italian Legislative Decree no. 196 of 30 June 2003 entitled "Code regarding the protection of personal data", and the GDPR (EU Regulation 2016/679).

Rimini, 30 January 2023.

Marianna Girolomini
[signed]

MARIANNA GIROLOMINI

entered in the Register of Auditors with a provision of 19 April 2001 published in the Official Gazette of the Italian Republic, supplement no. 36 - IV Special Series - of 8 May 2001, no. 120501.

List of management and supervisory positions held at other companies (Article 2400, paragraph 4, of the Italian Civil Code)

Company	Location	Tax Code	position held	Appointment	Expiry of office
A.S.A. Azienda Servizi Ambientali S.c.p.A	Via Saliceto no. 43/A - CASTEL MAGGIORE (BO)	C25364S0378	STANDING AUDITOR	21/05/2020	approval of financial statements 31/12/2022
AcegasApsAmga S.p.A.	via del Teatro no. 5 - Trieste	00930530324	ALTERNATE AUDITOR	21/04/2022	approval of financial statements 31/12/2024
ACHANTO S.p.A.	Via Molino Rosso no. 8 - IMOLA (BO)	02081881209	ALTERNATE AUDITOR	20/05/2020	approval of financial statements 31/12/2022
Adria link S.r.l.	Via Michelegelo Buonarroti no. 10 - Gorizia	01105250318	ALTERNATE AUDITOR	07/04/2022	approval of financial statements 31/12/2024
ALIPLAST S.p.A.	Via delle Fornaci no. 14 Ospedaletto di Istrana (TV)	00792100265	STANDING AUDITOR	21/05/2020	approval of financial statements 21/12/2022
ALOE S.p.A.	Via Sardegna no. 40 - ROME	02555921200	STANDING AUDITOR Chair of the Board of Statutory Auditors	28/04/2021	approval of financial statements 31/12/2023
BANCA MALATESTIANA - CR.COOP. - SOC COOP	Via XXII Settembre no. 63 - RIMINI	03310710409	ALTERNATE AUDITOR	27/06/2020	approval of financial statements 31/12/2022
CON ENERGIA S.P.A.	VIA L. GALVANI 17/B, 42122 FORLI' (FC)	03190670715	STANDING AUDITOR	13/04/2022	approval of financial statements 31/12/2024
Eco GAS S.r.l.	Zona Ind. Santa Liberata - Castel di Sangro (AQ)	01636590661	STANDING AUDITOR	04/05/2021	approval of financial statements 31/12/2023
Etra Energia S.r.l	Via dei Telarolo no. 9 - 35013 Cittadella (PO)	04199060288	ALTERNATE AUDITOR	20/04/2022	approval of financial statements 31/12/2024
ENOMONOO S.R.L.	FAENZA (RA) VIA CONVERTITE 6	02355350393	ALTERNATE AUDITOR	31/03/2020	approval of financial statements 31/12/2022
EstEnergy S.p.A.	Via Dei Rettoti no. 1 - TRIESTE	00997630322	ALTERNATE AUDITOR	20/04/2022	approval of financial statements 31/12/2024
FERONIA S.r.l.	Piazza Verdi no. 6 - Finale Emilia (MO)	03158250369	STANDING AUDITOR	21/04/2022	approval of financial statements 31/12/2024
Fruilo Energia Ambiente S.r.l.	V.le C. Berti Pichat 2/4- BOLOGNA	02076961206	ALTERNATE AUDITOR	27/04/2021	approval of financial statements 31/12/2023
HEA S.p.A.	V.le C. Berti Pichat 2/4- BOLOGNA	039312712C3	STANDING AUDITOR	03/03/2021	approval of financial statements 31/32/2023
Hera Comm Marche S.r.l.	via Sasso no. 120 - Urbino (PU)	02106730415	ALTERNATE AUDITOR	21/05/2020	approval of financial statements 31/12/2022
HERACOMM S.p.A.	Via Molino Rosso no. 8 - IMOLA (BO)	02221101203	STANDING AUDITOR	21/05/2020	approval of financial statements 31/12/2022
HERA LUCE S.R.L.	Via Due Martiri no. 2 - S. MAURO PASCOLI (FC)	02074551200	STANDING AUDITOR	28/05.72020	approval of financial statements 31/12/2022
HERA S.p.A.	V.le C Berti Pichat 2/4- BOLOGNA	C4245520376	STANDING AUDITOR	29/04/2020	approval of financial statements 31/12/2022
HERA TECH S.r.l U.S.	V.le C Berti Pichat n. 2/4 - BOLOGNA	03578271201	STANDING AUDITOR Chair of the Board Of Statutory Auditors	21/05/2020	approval of financial statements 31/12/2022
HERA TRADING S.r.l. U.S.	Via del Teatro no.5 - TRIESTE	02050500390	STANDING AUDITOR	21/05/2020	approval of financial statements 31/12/2022
HERAMBIENTE SERVIZI INDUSTRIALI S.R.L.	V.le C.Berti Pichat 2/4- BOLOGNA	03675900280	STANDING AUDITOR	21/05./2020	approval of financial statements 31/12/2022
HestAmbiente S.r.l.	via del Teatro no. 5 - Trieste	01266190329	STANDING AUDITOR	26/04/2021	approval of financial statements 31/12/2023
IL SOLE 24 ORE S.P.A	VIALE SARCA no. 223 - MILAN	00777910159	ALTERNATE AUDITOR	27/04/2022	approval of financial statements 31/12/2024
INRETE Distribuzione Energia S.p.a.	V.le C. Berti Pichat no. 2/4 BOLOGNA	03479071205	STANDING AUDITOR	19/05/2020	approval of financial statements 31/12/2022
SET S.p.A.	Via Uberti Giulio no. 37 - MILAN	13212400157	ALTERNATE AUDITOR	29/04/2022	approval of financial statements 31/12/2024
SGR Servizi S.p.a.	VIA CHIABRERA no. 34B RIMINI	00335000409	STANDING AUDITOR	25/06/2021	approval of financial statements 31/12/2023
TAMARETE ENERGIA S.r.l.	Contrada Tamarete s.n.c. - ORTONA (CH)	02154200691	STANDING AUDITOR	21/05/2020	approval of financial statements 31/12/2022
TRE MONTI S.R.L.	Foro Buonaparte no. 31 - MILAN	10432630969	ALTERNATE AUDITOR	14/07/2021	approval of financial statements 31/12/2023
UNIFLOTTES.r.1.	Via Angelo Masini no. 42 BOLOGNA	02216751202	STANDING AUDITOR	20/05/2020	approval of financial statements 31/12/2022
WOLMANN S.p.a.	V.le C. no. 2/4, Bologna BOLOGNA	03364160139	STANDING AUDITOR	29/09/2020	approval of financial statements 31/12/2022

**A DECLARATION OF IRREVOCABLE ACCEPTANCE OF THE OFFICE
OF STANDING MEMBER OF THE BOARD OF STATUTORY AUDITORS OF HERA S.p.A.**

The undersigned Antonio Galani, born in Bologna on 16 October 1966, [omissis] registered in the Register of Accounting Auditors under no. 75781 in the Official Gazette of 26 May 1999 no. 45, in his capacity as a candidate for appointment as a standing member of the Board of Statutory Auditors of Mera S.p.A, with registered office in Viale Carlo Berti Pichat no. 2/4 - 40127 Bologna, registered in the Bologna Companies Register under no. 0425520376.

HEREBY DECLARES

- a) that he accepts, as of now and irrevocably, in the event of appointment, the position of elected member of the Board of Statutory Auditors of Hera S.p.A.;
- b) that he is not aware of the existence of any causes of ineligibility for and/or forfeiture of the position of Member of the Board of Statutory Auditors provided for by current legislation;
- c) that he is not aware of the existence of any grounds for incompatibility provided for by law and the Articles of Association, and therefore does not hold, pursuant to Article 25 of the Articles of Association, the office of director or councillor in any local public bodies, or of auditor in more than three listed companies with the exclusion of those companies controlled by Hera S.p.A., pursuant to Article 2359 of the Italian Civil Code and to Article 93 of Italian Legislative Decree no. 58/98;
- d) that he meets the requirements of eligibility, independence, good repute and professionalism established by current legislation, also in relation to the matters and sectors of activity concerning or inherent to the activity of the Companies referred to in Article 4 of the Articles of Association.

The undersigned undertakes, if requested, to produce the appropriate documentation to confirm the veracity of the declared information, and to promptly notify any changes in the content of this declaration.

The undersigned authorizes the use of data pursuant to the current legislation on privacy.

A copy of the identity document, a curriculum vitae and a list of the administrative and supervisory positions held by the undersigned with other companies, are attached hereto for the above purposes.

Yours faithfully,

1 March 2023

[signed]

Attachment: C.S.

Curriculum Vitae

Personal details

Surname/First Name(s) Galani Antonio

Address

Phone

Fax

E-mail

Certified e-mail

Nationality Italian

Date of birth 16 October 1965 - Bologna

Gender Male

Enrolment in Professional Registers

1993: Enrolment in the Italian National Register of Accountants and Tax Advisors, Section A, Bologna - year 1993, at no. 2593 (now 1182/A)

1999: Enrolment in the Italian National Register of Statutory Auditors, at no. 75781

Entry in the Register of Court Expert Witnesses and Official Receivers held by the Court of Bologna

Entry in the Italian National Register of Liquidators held by the Ministry of Economic Development

Professional experience

Official receiver in bankruptcy proceedings including the bankruptcies of: Bio on S.p.a.; Bio on Plants S.r.l.; Gazzotti S.p.a.; Stampi Group S.r.l.; Verlicchi Casoli 2W S.r.l.;

Court-appointed administrator and Liquidator in the case of Arrangements with Creditors, including those concerning C.M.;C. Cooperativa Muratori Cementisti Ravenna; Gruppo Arde S.p.a.; ESVR S.r.l.; Dentes S.p.a.;

Liquidator in Compulsory Winding-Up Proceedings, including those of CESI Soc. Coop; Consorzio CER; Modenassistenza Soc. Coop; B.S. Soc. Coop; Augusta Soc. Coop.;

Technical expert, appointed by the court or by a party to legal proceedings, in banking matters regarding in particular the question of compound interest;

Appointed expert for the preparation of appraisals concerning, among others, Bonfiglioli Riduttori S.p.A.; Alfa Wasserman S.p.a.; Fiera di Vicenza S.p.a.; Torque S.p.a./Motovario S.p.a. (pursuant to art. 2501-bis, paragraph 4 of the Italian Civil Code);

Liquidator of limited companies;

Advisor/certifier for the preparation of Arrangements with Creditors and agreements for the restructuring of debt pursuant to Articles 67, 182-bis and 182-septies of the Finance Act, including those concerning Rimini Terme S.p.a.; Biemme S.r.l.; Dister Energia S.p.a.; Tre Spighe Soc. Coop.; King S.r.l.; Costruzioni e Impianti Ceisa S.p.a.; IMS S.r.l.; S.E.I. S.p.a.; S.I.E.C.I. S.r.l.; Fortitudo103 S.r.l.

Member of the Board of Statutory Auditors of the Chamber of Commerce of Bologna (since March 2015);

Member of the Board of Statutory Auditors of Hera S.p.a. (since April 2014);

Chair of the Board of Statutory Auditors, and Statutory Auditor, of joint-stock companies including Hera Comm S.p.a.; Hera Comm Marche S.r.l.; Hera Trading S.r.l.; Hera Servizi Energia S.r.l.; In Rete Distribuzione Energia S.p.a.; Fea S.r.l.; Enomondo S.r.l.; Hera Tech S.r.l.

Member of the Board of Directors of Nettuno Fiduciaria S.r.l. (April 2013 - July 2014);

Member of the Board of Statutory Auditors of the Fondazione Cassa di Risparmio in Bologna (June 2016 - May 2018);

Member of the Board of Directors of the Fondazione Cassa di Risparmio in Bologna (May 2018 - March 2021);

Member of the Board of Statutory Auditors of the Foundation of the National Research Centre for High-Performance Computing, Big Data and Quantum Computing - Bologna Technology Community (Tecnopolo) - (since July 2022);

Speaker at conferences on workers' buy out arrangements; compulsory winding-up proceedings, negotiated settlement of business crises;

	Co-author of "Il ruolo dell'Esperto nella Composizione Negoziata per la soluzione della Crisi d'impresa" (The role of the Expert in Negotiated Settlements for the solution of Business Crises), Ed. Giappichelli	
Education and training		
Date	19 July 1991	
Title of qualification awarded	Degree in Business and Economics from the University of Bologna	
Date	1984	
Title of qualification awarded	Diploma of accountant obtained from "Pier Crescenzi" technical school in Bologna	
Personal skills and abilities		
Languages	English	
	Reading skills	level: good
	Writing skills	level: good
	Speaking skills	level: good
	French	
	Reading skills	level: good
	Writing skills	level: good
	Speaking skills	level: good
Computer skills	Good ability in the use of Office software, the Internet and email programmes.	

The undersigned consents to the use of personal data pursuant to the privacy law D.lgs. 196/2003 and declares that he is informed of his rights under the articles of the same law.

Antonio Gaiani
[signed]

LIST OF ADMINISTRATIVE AND SUPERVISORY POSITIONS HELD IN THE LAST TWO YEARS
(*Positions no longer held)

- G.S.G. S.r.l. - Sole Director
- Hera S.p.A. - Standing Auditor
- Hera Trading S.r.l. - Standing Auditor
- HerAmbiente Servizi Industriali S.r.l. - Standing Auditor
- Hera Comm S.p.A. - Standing Auditor
- Hera Servizi Energia S.r.l. - Chairman of the Board of Statutory Auditors
- Hera Comm Marche S.r.l. - Standing Auditor
- Bologna Chamber of Commerce - Standing Auditor
- Hestambiente S.r.l. - Standing Auditor
- Inrete Distribuzione Energia S.p.A. - Chairman of the Board of Statutory Auditors
- FEA S.r.l. - Standing Auditor
- Enomondo S.r.l. - Standing Auditor
- Heratech S.r.l. - Standing Auditor
- Fondazione Cecilia and Mario Piretti - Standing Auditor
- Hera Luce S.r.l. - Standing Auditor
- Feronia S.r.l. - Chairman of the Board of Statutory Auditors
- ASM SET S.r.l. - Standing Auditor
- UNIFLOTTE S.r.l. - Standing Auditor
- Con Energia S.r.l. - Standing Auditor
- Standing Auditor of the Foundation of the National Research Centre for High-Performance Computing, Big Data and Quantum Computing
- Fondazione Cassa di Risparmio di Bologna - Board member *
- Golden Group S.p.A. - Chairman of the Board of Statutory Auditors *
- Fast Freight S.r.l. - Standing Auditor *
- Adria Link S.r.l. - Standing Auditor *
- AcegasApsAmga Servizi Energetici S.p.A. - Standing Auditor *
- Amgas Blu S.r.l. - Standing Auditor *
- Ascopiave Energie S.p.A. - Standing Auditor *

- Fornitek - Sole Auditor *

LIST OF SUPERVISORY APPOINTMENTS AS ALTERNATE AUDITOR

- Achanto S.p.A. - Alternate Auditor
- AcegasApsAmga S.p.A. - Alternate Auditor *
- Aloe S.p.A. - Alternate Auditor *
- Herambiente S.p.A. - Alternate Auditor
- Marche Multiservizi S.p.A. - Alternate Auditor
- Marche Multiservizi Falconara S.r.l. - Alternate Auditor
- Aliplast S.p.A. - Alternate Auditor
- Energiabase S.r.l. - Alternate Auditor *
- Alimpet S.r.l. - Alternate Auditor *
- Hera Comm Nord Est S.r.l. - Alternate Auditor *
- Ascotrade S.p.A. - Alternate Auditor
- Laboratori Fidenter 2 S.p.a. - Alternate Auditor
- Eco Gas S.r.l. - Alternate Auditor
- Wolmann S.p.a. - Alternate Auditor *
- Eurofrut S.p.a. - Alternate Auditor
- Eco Gas S.r.l. - Alternate Auditor
- Zanichelli Editore S.p.a. - Alternate Auditor
- Zanichelli Venture S.p.a. - Alternate Auditor
- HEA S.p.a. - Alternate Auditor
- Biorg S.r.l. - Alternate Auditor
- Tamarete Energia S.r.l. - Alternate Auditor
- Green Factory S.r.l. - Alternate Auditor

Bologna, 1 March 2023

**A DECLARATION OF IRREVOCABLE ACCEPTANCE OF THE OFFICE
OF ALTERNATE MEMBER OF THE BOARD OF AUDITORS OF HERA S.P.A.**

The undersigned Susanna Giuriatti, born in Ferrara on 23/04/1950, [omissis], registered in the Register of Auditors under no. 26530, in her capacity as candidate for appointment as alternate member of the Board of Statutory Auditors of Hera S.p.A., with registered office in Viale Carlo Berti Pichat no. 2/4 - 40127 Bologna, registered in the Bologna Companies' Register under no. 04245520376,

HEREBY DECLARES

- a) that she accepts, as of now and irrevocably, in the event of appointment, the position of alternate auditor on the Board of Statutory Auditors of Hera S.p.A.;
- b) that she is not aware of the existence of any causes of ineligibility for and/or forfeiture of the position of Member of the Board of Statutory Auditors provided for by current legislation;
- c) that she is not aware of the existence of any grounds for incompatibility provided for by law and the Articles of Association, and therefore does not hold, pursuant to Article 25 of the Articles of Association, the office of director or councillor in any local public bodies, or of auditor in more than three listed companies with the exclusion of those companies controlled by Hera S.p.A., pursuant to Article 2359 of the Italian Civil Code and to Article 93 of Italian Legislative Decree no. 58/98;
- d) that she meets the requirements of eligibility, independence, good repute and professionalism established by current legislation, also in relation to the matters and sectors of activity concerning or inherent to the activity of the Companies referred to in Article 4 of the Articles of Association.

The undersigned undertakes, if requested, to produce the appropriate documentation to confirm the veracity of the declared information, and to promptly notify any changes in the content of this declaration.

The undersigned authorizes the use of data pursuant to the current legislation on privacy.

A copy of the identity document, a curriculum vitae and a list of the administrative and supervisory positions held by the undersigned with other companies, are attached hereto for the above purposes.

Yours faithfully,

Ferrara, 1 March 2023

[signed]

Attachment: C.S.

European format**Curriculum Vitae****Personal details**

Surname GIURIATTI

Name SUSANNA

Address

Phone

Fax

E-mail

Nationality Italian

Date of birth 23 April 1956

*

WORK EXPERIENCE**PROFESSIONAL
OVERSIGHT AND
REPRESENTATION
ACTIVITIES**

Chairman of the Auditors of the Municipality of Pavullo
Sole Auditor of the Municipality of Talamello (no longer in office);
Sole Auditor of the Municipality of Pontenure (no longer in office);
Chairman of the Board of Statutory Auditors of the Municipality of Carpi (no longer in office);
Sole Auditor of the Municipality of Verucchio (no longer in office);
Sole Auditor of the Municipality of Toano (no longer in office);
Chairman of the Board of Statutory Auditors of Pegaso S.p.A. based in Ferrara (no longer in office);
Member of the Board of Statutory Auditors of Immobiliare Castello di Fossadalbero S.p.A. based in Fossadalbero (FE);
Member of the Board of Auditors of the University of Ferrara (no longer in office);
Member of the Board of Auditors of the Province of Ferrara (no longer in office);
Chairman of the Board of Directors of Innovazione S.r.l. with registered office in Ferrara; - Sole Director of the company Techlink S.r.l. with registered office in Ferrara;
Sole Director of Studio Giuriatti S.r.l. based in Ferrara;
Alternate auditor on the Board of Statutory Auditors of Cassa di Risparmio di Ferrara S.p.A. (no longer in office);
Member of the Board of Statutory Auditors of the company Vegagest Immobiliare SGR S.p.A. (no longer in office);

Alternate Auditor on the Board of Statutory Auditors of the company CARIFE S.E.L. s.c.a r.l. (no longer in office); Chairman of the Board of Auditors of the Municipality of Cento (no longer in office);
 Chairman of the Board of Statutory Auditors of the Municipality of Pavullo;
 Member of the auditing body of the Municipality of Cesenatico (no longer in office);
 Sole Auditor of the Municipality of Quattro Castella;
 Chairman of the Board of Statutory Auditors of Banca Farnese S.p.A. in liquidation, up until 8 March 2021;
 Chairman of the Board of Statutory Auditors of the company Ervet S.p.A., an in-house company of the Emilia Romagna Regional Government, up until May 2019;
 Chairman of the Board of Statutory Auditors of Acosea Impianti S.r.l. since 27 April 2020;
 Chairman of the Board of Auditors of Sipro S.p.A. since 26 April 2022; Statutory Auditor of the company Patrimonio Copparo S.r.l. since 28 April 2022;
 Sole Auditor of the company Patrimonio S.r.l.
 Chairman of the Board of Auditors of Sipro S.p.A.
 Eexpert witness appointed by the Court of Ferrara;
 Corporate conciliator by order of the Ministry of Justice dated 5 May 2010;
 Registered in the Register of Local Authority Auditors;
 Registered in the Register of Statutory Auditors under no. 28530
 Crisis Manager entered in the register kept by the Ministry of Justice - body 8.
 Teaching activities conducted since 2008.

**ACTIVITY AS AN
 INSTITUTIONAL
 REPRESENTATIVE**

•Dates (2011-2012)

MEMBER OF THE AUDITING BODY for the NORTH-EASTERN DISTRICT of FIDAPA (the Italian Federation of Women in the Arts, the Professions and Business), BPW Italy;

**Name and address of
 employer**

The NORTH-EASTERN DISTRICT of FIDAPA (the Italian Federation of Women in the Arts, the Professions and Business)
 National office: Via Piemonte, 32 - 00187 Rome

•Dates (from 2010 to
 2011)

Chairwoman of the Ferrara section of the FIDAPA association

**Name and address of
 employer**

FIDAPA Association

Type of company or sector

Association

•Dates (since 2012)

TREASURER OF THE ORDER OF CHARTERED ACCOUNTANTS AND ACCOUNTING EXPERTS OF FERRARA

**Name and address of
 employer**

The Order of Chartered Accountants and Accounting Experts of Ferrare

<ul style="list-style-type: none"> •Dates (from 2008 to 2012) 	SECRETARY OF THE FOUNDATION OF THE ORDERS OF ACCOUNTANTS OF FERRARA
Name and address of employer	The Foundation of the Orders of Accountants of Ferrara
<ul style="list-style-type: none"> •Dates (from 2006 to 2007) 	Chairwoman of the coordinating body of the Orders of Accountants of Emilia Romagna (CODER)
Name and address of employer	CODER
<ul style="list-style-type: none"> •Dates (from 2001 to 2007) 	Chairwoman of the Order of Chartered Accountants of Ferrara and its Foundation
•Name and address of employer	ODCEC
<ul style="list-style-type: none"> •Type of company or sector • Currently 	Local Order Member of the Disciplinary Board of the Order of Chartered Accountants and Accounting Experts of Ferrara
<ul style="list-style-type: none"> • Dates (from 21/04/1989 - to date) 	FREELANCER CARRYING OUT HER PROFESSIONAL ACTIVITY IN HER OWN OFFICES
•Name and address of employer	Accountant with offices in Ferrara, at Piazza Travaglio no. 7, registered under no. 159 of the Register of Chartered Accountants and Accounting Experts of Ferrara; Statutory Auditor registered in the Register of Statutory Auditors pursuant to Italian Legislative Decree no. 88 of 27 January 1992 and Presidential Decree no. 474 of 20 November 1992, with Ministerial Decree of 12 April 1995 published in the Italian Official Gazette no. 31-bis of 21 April 1995 under no. 28530;
<ul style="list-style-type: none"> •Type of company or sector •Type of employment 	Taxation, civil, commercial, business consultancy and reorganization of companies in crisis, Local Authorities, Professional Orders Chartered Accountant and Statutory Auditor Reporting and certification of training projects financed by public bodies
<ul style="list-style-type: none"> •Dates (from 01/04/1983 to 01/04/1989) 	FERRARA VAT OFFICE CLERK
•Name and address of employer	Ferrara VAT Office
<ul style="list-style-type: none"> • Type of company or sector • Type of employment • Main tasks and responsibilities 	Taxation Clerk Employee at the Ferrara VAT Office as a clerk entrusted with the verification and control of the tax obligations met by VAT returns.
Education and training	

<ul style="list-style-type: none"> • Dates 1995 	<p>Entry in the Register of Statutory Auditors pursuant to Legislative Decree no. 88 of 27 January 1992 and Presidential Decree no. 474 of 20 November 1992 by ministerial decree of 12 April 1995 published in the Italian Official Gazette no. 31-bis of 21 April 1995 under no. 28530 and registered in the Register of Auditors of Local Authorities established by decree of 15 February 2012;</p>
<ul style="list-style-type: none"> • Dates 1989 	<p>Qualification to exercise the profession of Chartered Accountant awarded in the second session of the academic year 1985 following the sitting of the relative State Examination at the University of Bologna; registered at no. 159 in the Register of Chartered Accountants and Accounting Experts of Ferrara.</p>
<ul style="list-style-type: none"> • Year of Graduation 1982 • Name and type of educational or training institute 	<p>University of Bologna Faculty of Economics and Business Studies</p>
<ul style="list-style-type: none"> • Dates (1969-1974) 	<p>A. Roiti Scientific Grammar School in Ferrara High-School Diploma in Sciences</p>
<p>Personal skills and abilities</p> <ul style="list-style-type: none"> • Mother tongue • Other languages • Reading skills • Writing skills • Speaking skills 	<p>Italian ENGLISH Good Good Good</p>
<p>COMMUNICATIVE skills and abilities</p>	<p>Listening, understanding, dialoguing and dealing with people are all specific aspects of my personality. I consider myself a helpful, communicative person open to the real world and to other cultures and people. I consider myself a practical, determined person. I am a reflective individual capable of adopting an open, intelligent approach to the analysis of a given situation, while at the same time quick, decisive and determined in seeking solutions.</p>
<p>ORGANIZATIONAL skills and abilities</p>	<p>The coordination and management of people, projects, budgets in my own office, and thus in my workplace. Engagement in voluntary work and socio-cultural activities. Efficiency and the habit of planning assigned work, are both aspects of my character. I can cope with difficulties and unforeseen events, paying attention to the details and the transversal aspects of the matter in question. I am well-organized, thorough and precise; I prepare plans and programmes in every detail for every occasion.</p>

TECHNICAL skills and abilities

Everyday use of computers. Excellent knowledge of the Microsoft Office package, including Word, Excel and PowerPoint. Excellent skills in the use of the Internet, Digital and Social Media, Google applications and email applications. Knowledge of the following operating systems: Android, Windows and Linux. Knowledge of the B Point SP (Osra) Accounting Programme, and of Tuttotei, Intratel, IntraWeb, Fedra.

ARTISTIC skills and abilities

Music, reading and writing.

Other skills and abilities

Skills in the employment of academic knowledge and of those studies carried out, together with a broad understanding of how to guarantee the successful implementation of new ideas, in this age of fast-moving changes; the ability to deal with and solve problems. I always look for the roots of any assumption through the adoption of an objective approach to the problem in hand, which I duly analyse from various different viewpoints. Tenacity and determination guide my work.

Driving licence(s)

I possess a standard driving licence and own a car

Additional information

I authorize the processing of my personal data based on the privacy policy of Italian Legislative Decree 196/2003.

SIGNATURE

Representations of the nominee/designee for the Board of Statutory Auditors

(Article 47 of Italian Presidential Decree no. 445 of 28 December 2000)

The undersigned Susanna Giuriatti, born in Ferrara on 23/04/1956 [omissis] hereby declares that she accepts the proposal made by the Mayor of Bologna to appoint her as an alternate member of the Board of Statutory Auditors of HERA S.P.A.

She declares, pursuant to Article 53 of Italian Legislative Decree no. 165/2001:

that she is not an employee of the Public Administration; or that she is an employee of the Public Administration

and that she has to request authorisation to take up the position, which will be delivered to the General Secretariat, Subsidiaries and Contracts Area - Shareholdings Unit, as soon as it is issued. In the event that authorization is denied, the undersigned shall promptly inform the General Secretariat, Subsidiaries and Contracts Area - Shareholdings Unit;

that she is an employee of the Public Administration.....

and is authorized by the same to accept the assignment, to be delivered to the General Secretariat, Participants and Contracts Area - Shareholdings Unit;

She also declares:

that she is not in the position of ineligibility and forfeiture provided for by Article 2399 of the Italian Civil Code.

She declares, pursuant to Art. 2400 of the Italian Civil Code:

that she does not hold other positions in Companies/Entities;

that she holds positions in the following Companies/Entities:

- ✓ ART-ER SOCIETÀ' CONSORTILE PER AZIONI, Tax Code 03786281208, alternate auditor;
- ✓ IMMOBILIARE CASTELLO DI FOSSADALBERO S.P.A./Tax Code 80019280389, auditor;
- ✓ S.I.PRO. - AGENZIA PROVINCIALE PER LO SVULIPPO S.P.A., Tax Code 00243260387, Chair of the Board of Statutory Auditors;
- ✓ STUDIO GIURIATTI S.R.L., Tax Code 01637750389, Sole Director;
- ✓ ACOSEA IMPIANTI S.R.L., Tax Code 01642180382, Chair of the Board of Statutory Auditors;
- ✓ INNOVAZIONE S.R.L. in liquidation, Tax Code 01686410380, Liquidator;
- ✓ PATRIMONIO COPPARO S.R.L., Tax Code 01708200389, sole auditor;
- ✓ TECH LINK S.R.L., Tax Code 01815590383, Sole Director;
- ✓ IMMOBILIARE PORTA PAOLA S.R.L., Tax Code 01976620383, Chair of the Board of Directors;
- ✓ MATILDE SOCIETÀ COOPERATIVA AGRICOLA, Tax Code 02049380385, Director;

- ✓ MUNICIPALITY OF PAVULLO nel FRIGNANO (MO), Tax Code 00223910365, Chair of the Board of Auditors;
- ✓ MUNICIPALITY OF QUATTRO CASTELLA (RE), Tax Code 00439250358, Sole Auditor.

Finally, **she declares** that she is aware of the appointments guidelines approved by the Bologna City Council by Guideline Document General Register no. 573024/2021, for the 2021-2026 term of administrative office;

The information provided in this declaration will be processed for the administrative purposes of the Municipality of Bologna - General Secretariat Area, Participants and Contracts - Shareholdings Unit, in accordance with the provisions of the applicable law and regulations.

Ferrara, 1 March 2023

[signed]

Attachments: photocopy of the signatory's identification document and updated CV