

**Slate of candidates for the
Board of Statutory Auditors of HERA S.p.A.**

In relation to the Shareholders' Meeting of HERA s.p.a. (the "Company") convened for 29 April 2026 in a single call, at 10.00, in Bologna, at the "Hera Space" at the Company's registered office, viale C. Berti 2/4 in order to resolve, inter alia, on the appointment of the company's Board of Statutory Auditors, the shareholder **Gruppo Società Gas Rimini s.p.a.**, TIN and VAT no. 00126550409, with registered office in Rimini, Via Chiabrera 34/D, representing over 1% of the shares with voting rights in the Ordinary Shareholders' Meeting of Hera s.p.a., in accordance with the provisions of Articles 25 and 26 of the Company's Articles of Association

SUBMITS

this slate of candidates for the position of member of the Board of Statutory Auditors that it intends to propose for appointment by the aforementioned Shareholders' Meeting:

1. Mr Alberto Spada (standing auditor);
2. Ms Sara Pennacchi (alternate auditor).

In accordance with the provisions of Article 26 of the Company's Articles of Association, we attach hereto the following documents:

- 1) irrevocable acceptance of the office by the candidates and certification that they possess the requirements for the office, as well as that there are no causes of ineligibility, forfeiture and incompatibility for the office of statutory auditor provided for by law;
- 2) declaration of non-existence of agreements or links of any kind with other shareholders who have submitted other slates;
- 3) certification of possession of all the requirements of integrity and professionalism laid down by the regulations in force for members of the Board of Statutory Auditors, and indication of the offices of director and auditor held in other companies;
- 4) curriculum vitae and identity document of the candidates.

Bologna, 30.03.2026

Gruppo Società Gas Rimini s.p.a.

[signature]

(Micaela Dionigi - Chair)

**PROXY FOR THE SUBMISSION OF THE SLATE OF CANDIDATES FOR THE OFFICE OF MEMBER OF THE
BOARD OF STATUTORY AUDITORS OF HERA S.P.A.**

In relation to the Shareholders' Meeting of HERA s.p.a. (the "Company") convened for 29 April 2026 in a single call, at 10.00, in Bologna, at the "Hera Space" at the Company's registered office, viale C. Berti 2/4 in order to resolve, inter alia, on the appointment of the Board of Statutory Auditors, the shareholder **Gruppo Società Gas Rimini s.p.a**, with registered office in Rimini, Via Chiabrera 34/d, representing over 1% of the shares with voting rights in the Ordinary Shareholders' Meeting of Hera SPA, in accordance with the provisions of Articles 25 and 26 of the Company's Articles of Association,

HEREBY AUTHORISES

Bruno Tani, born in Sogliano al Rubicone on 18/09/1949, TIN TNABRN49P18I7790, to submit the slate of candidates for the office of member of the Board of Statutory Auditors of Hera s.p.a. proposed by the same company.

Yours faithfully,
30/03/2026

Gruppo Società Gas Rimini s.p.a.
(Micaela Dionigi - Chair)

[signature]

Certification of percentage held in Hera s.p.a.

In relation to the Shareholders' Meeting of HERA s.p.a. (the "Company") convened in a single call for 10.00 on 29 April 2026 in Bologna, at "Spazio Hera" in the Company's registered office, Viale C. Berti 2/4, in order to resolve, among other things, on the appointment of the Company's Board of Statutory Auditors,

WHEREAS

the shareholder **Gruppo Società Gas Rimini s.p.a.**, TIN and VAT no. 00126550409, with registered office in Rimini, Via Chiabrera no. 34/D, representing over 1% of the shares with voting rights in the Ordinary Shareholders' Meeting of Hera s.p.a., submits a slate of candidates for the Board of Statutory Auditors in accordance with the provisions of Articles 25 and 26 of the Company's Articles of Association

HEREBY DECLARE

- that, as of the date of submitting the slate of candidates for the Board of Statutory Auditors, it owns 30,771,269 ordinary shares of Hera s.p.a., equal to 2.065825% of the Company's share capital, all present in the register of enhanced voting rights.

Rimini, 30 March 2026

[signature]

(Micaela Dionigi - Chair)

Certification of non-existence of agreements or links

In relation to the Shareholders' Meeting of HERA s.p.a. (the "Company") convened in a single call for 10.00 on 29 April 2026 in Bologna, at "Spazio Hera" in the Company's registered office, Viale C. Berti 2/4, in order to resolve, among other things, on the appointment of the Company's Board of Statutory Auditors,

WHEREAS

the shareholder **Gruppo Società Gas Rimini s.p.a.**, TIN and VAT no. 00126550409, with registered office in Rimini, Via Chiabrera no. 34/D, representing over 1% of the shares with voting rights in the Ordinary Shareholders' Meeting of Hera s.p.a., submits a slate of candidates for the Board of Statutory Auditors in accordance with the provisions of Articles 25 and 26 of the Company's Articles of Association

HEREBY DECLARE

- the non-existence of agreements or links of any kind with other shareholders who have submitted other slates;

Rimini, 30 March 2026

[signature]
(Micaela Dionigi - Chair)

**DECLARATION OF IRREVOCABLE ACCEPTANCE OF THE OFFICE OF MEMBER OF THE
BOARD OF STATUTORY AUDITORS
SHAREHOLDERS' MEETING OF 29 APRIL 2026**

I, ALBERTO SPADA, born in Forlì (FC) on 21 June 1970, TIN SPD LRT 70H21 D704H, as candidate for appointment as member of the Board of Statutory Auditors of Hera s.p.a., with registered office in Viale Carlo Berti Pichat 2/4, 40127 Bologna, registered in the Bologna Companies Register under no. 04245520376, pursuant to and for the purposes of Articles 25 and 26 of the Company's Articles of Association,

HEREBY DECLARE

- that I accept, should I be appointed pursuant to Article 26 of the Articles of Association, the position of member of the Board of Statutory Auditors of Hera s.p.a;
- that I am not aware of the existence of any causes of ineligibility for and/or forfeiture and incompatibilities provided for by law for the office of member of the Board of Statutory Auditors;
- that I possess the requirements of integrity and professionalism prescribed by law for members of the Board of Statutory Auditors;
- that I hold, as of the current date, the following offices as Director and standing member of the Boards of Statutory Auditors in the following Bodies and Companies:

COMPANY	CHAIR	AUDITOR
Adrigas S.p.a. - Rimini		X
C.e.m. - Cooperativa fra esercenti macellai - Società Cooperativa - Cesena		X
C.e.m. - Cooperativa fra esercenti macellai - Società Cooperativa - Cesena	Supervisory Body 231/2001	
Crn S.p.a. - Cesena		X
D.G. Holding S.p.a. - Rimini		X
Gruppo Società Gas Rimini S.p.a. - Rimini		X
Idraulica Emiliana S.p.a. - Cesena		x
Idroexpert S.p.a. - Cesena		X
Menowatt GE S.p.a. - Ascoli Piceno		X
Numen S.p.a. - Roma	X	
Onit S.p.a. - Cesena		X
Paresa S.p.A. - Cesena		X
Paresa S.p.A. - Cesena	Supervisory Body 231/2001	
Sg Energia S.p.a. - Milano		X
Sgr Servizi S.p.a. - Rimini		X
Vertical S.r.l. - Rimini		X
Weedoo S.p.a. - Milan	X	

Please find enclosed a copy of my CV and photocopy of my identity document.

Cesena, 27 March 2026

Yours faithfully.

[signature]

CURRICULUM VITAE

Alberto Spada, born in Forlì on 21 June 1970, TIN SPD LRT 70H21 D704H,

EDUCATION AND TRAINING

- 1995 - Master's degree in Economics and Business at the Università di Bologna;
- 1999 - Registered in the Register of Chartered Accountants and Accounting Experts of Forlì since 09/11/1999 under no. 369-A;
- 1999 - Associate of the Associate Firm Dr. Spada - Dr. Buda, with registered office in Cesena (FC), Via Padre Vicinio da Sarsina 42, since 16/11/1999;
- 2001 - Enrolled in the Register of Auditors under no. 122055 published in the Official Gazette fourth special series no. 67 of 24/08/2001;
- 2018-2022 Member of the Disciplinary Board of the Order of Chartered Accountants and Accounting Experts of Forlì;
- 2022-2026 Director of the Register of Chartered Accountants and Accounting Experts of Forlì.

I authorise the processing of my personal data in accordance with Legislative Decree no. 196 of 2003, as subsequently amended, and the GDPR (Regulation (EU) 2016/679).

Alberto Spada
[signature]

**DECLARATION OF IRREVOCABLE ACCEPTANCE OF THE OFFICE OF MEMBER OF THE
BOARD OF STATUTORY AUDITORS**

SHAREHOLDERS' MEETING OF 29 APRIL 2026

I, Sara Pennacchi, born in Cesena (FC) on 8 January 1987, TIN PNNNSRA87A48C573L, as candidate for appointment as member of the Board of Statutory Auditors of Hera s.p.a., with registered office in Viale Carlo Berti Pichat 2/4, 40127 Bologna, registered in the Bologna Companies Register under no. 04245520376, pursuant to and for the purposes of Articles 25 and 26 of the Company's Articles of Association,

HEREBY DECLARE

- that I accept, should I be appointed pursuant to Article 26 of the Articles of Association, the position of member of the Board of Statutory Auditors of Hera s.p.a;
- that I am not aware of the existence of any causes of ineligibility for and/or forfeiture and incompatibilities provided for by law for the office of member of the Board of Statutory Auditors;
- that I possess the requirements of integrity and professionalism prescribed by law for members of the Board of Statutory Auditors;
- that I hold, as at the current date, the following offices as Director and standing member of the Boards of Statutory Auditors in the following public Bodies and Companies:

COMPANY	CHAIR	AUDITOR
F.M.I. Srl - Forlì partecipata al 100% dal Comune di Forlì		X
Gesturist Cesenatico SPA		X
Glamping Cesenatico Srl		X
Unioncamere Regione Emilia Romagna		X

Please find enclosed a copy of my CV and photocopy of my identity document.

Cesena, 16 March 2026

Yours faithfully.

[signature]

PROFESSIONAL CV

Sara Pennacchi



PERSONAL DETAILS

Name: Sara Pennacchi

Date and place of birth: 08/01/1987 Cesena (FC)

EDUCATION AND TRAINING

2013 Registered with the Order of Chartered Accountants and Accounting Experts of the jurisdiction of the Court of Forlì-Cesena on 18/10/2013 under no. 665, Section A, and registered in the Register of Statutory Auditors under no. 170677 by decree of 03/02/2014, published in Official Gazette no. 13 of 14/02/2014.

2011 Master's degree in Economics and Business Administration at Alma Mater Studiorum, University of Bologna, Forlì campus, on 29/09/2011, **with marks of 110/110 cum laude**. Thesis entitled "The municipal holding company: regulatory and organisational aspects and main experiences in light of an analysis of empirical cases" (supervisor: Professor L. Mazzara).

2009 Bachelor's degree in Economics and Business Administration at Alma Mater Studiorum, University of Bologna, Forlì campus, on 30/09/2009. Thesis entitled "Monitoring the strategic plan: initial comparative experiences" (supervisor: Professor L. Mazzara).

2006 Professional secondary school diploma – Technical diploma in business management at Cino Macrelli IPSSCT in Cesena.

PROFESSIONAL ACTIVITY

Period: January 2013 to present

- Sole practitioner **Studio Sara Pennacchi, Chartered Accountant and Statutory Auditor**, with offices in San Piero in Bagno (FC) and Cesena (FC). Among the entities advised by the firm are organisations of small, medium and large size operating at the local, national and international levels, with interests both within and outside the European Union.

- **President** of the **Order of Chartered Accountants and Accounting Experts of Forlì** from **2026** to the present;

- **Member of the Real Estate and Movable Assets Enforcement Committee at the National Council of Chartered Accountants and Accounting Experts, delegated councillor Giovanna Greco**

- **Bankruptcy trustee, registered in the National Register of Crisis Managers pursuant to Article 356 CCCI at the Court of Forlì:**

Dogana Massimo & C. Snc and partner Dogana Massimo	17/2019	closed	28/06/2021
Parequation 2 Srl in Liquidazione	99/2017 no.	closed	14/03/2018
B & G Srl	34/2015 no.	closed	10/05/2018
Librincontro Di Eredi Capacci			
Marino Di Francesco	113/2014 no.	Judgment	open
Sf Servizi Srl	39/2014 no.	18/12/2014	closed 05/04/2018

- **Judicial liquidator at the Courts of Forlì and Rimini**

- **Court-appointed expert** at the Court of Forlì;

- **Judicial custodian and delegated professional** at the Court of Forlì;

- **Crisis manager at the OCC (Body for the Settlement of Over-Indebtedness) of the Order of Chartered Accountants and Accounting Experts of Forlì-Cesena**, registered under no. 235 with the Ministry of Justice

- **Local authorities auditor, registration from 01/01/2024 BAND 1**

- **Sole Statutory Auditor** of the Company **Terme Sant'Agnese Spa Bagno di Romagna (FC) Nuovareda Srl** in Longiano (FC) **BIG Srl** Cesena (FC) **Lab 51 Srl** Cesena (FC) **Culturale Cattolica Srl Fusignano (RA)** **Impresa Sicura Srl Cesenatico (FC)** **Gorini Dario Srl Mercato Saraceno Fenice Invest Srl Cesena (FC)** **S.E.M. Srl Forlì Vaisavio Holding Srl Mercato Saraceno (FC)**

- **Standing Auditor:** Gesturist Cesenatico S.p.A., FMI Forlì Srl (owned by the Municipality of Forlì), Unioncamere Regione Emilia Romagna, Bologna

- Alternate auditor of **Horsa S.p.A., Bertinoro (FC), SERIANA 2000 SOCIETÀ COOPERATIVA SOCIALE – O.N.L.U.S., Cesenatico (FC)**

Period: November 2009 - November 2012

Chartered Accountant traineeship. *Supervisor: Gustavo Ravaioli* Chartered Accountant and Statutory Auditor. Close collaboration with the professional in firm activities and in insolvency procedures entrusted to him (composition with creditors and individual enforcement and bankruptcy procedures).

PARTICIPATION IN MAIN CONFERENCES AND TAX MASTER CLASSES

March 2024 ADVANCED TRAINING COURSE – The activity of the technical consultant and expert in civil and criminal proceedings: procedural issues and case studies, ODCEC Bologna

September 2023 Excel for Chartered Accountants – reserved for SAF alumni

March 2020 - November 2021 SAF Advanced Training School - Business crisis

November 2017 - May 2018 Eutekne Tax Master

November 2017 The company in its future outlook: how to plan managerial and generational transition – Confindustria Forlì-Cesena

October 2017 Statutory audit of accounts

October 2016 - April 2017 “Il Sole 24 Ore” Tax Master

October 2015 - April 2016 “Il Sole 24 Ore” Tax Master

November 2014 Bankruptcy: analysis of key aspects Lecturer: Luigi D'Orazio Magistrate at the Court of Sulmona, Counsellor at the Court of Appeal of L'Aquila

November - December 2014 Specialisation Master “Judicial Custodian and Delegate in Real Estate Sales” Euroconference – Order of Chartered Accountants Florence

October 2014 - April 2015 Euroconference Tax Master

October 2013 - April 2014 Euroconference Tax Masterclass

May 2011 “Law & management: the organisation of justice in Italy from a new perspective” Lectio Magistralis Professor Mario Barbuto, Presiding Judge of the Court of Appeal of Turin

April 2011 Business crisis and restructuring: the tools of Business Economics and Law Coordinators: Professor Giuseppe Savioli, Professor of Business Economics, and Professor Paolo Felice Censoni, Professor of Commercial Law - University of Urbino

December 2009 What future for medium-sized enterprises? The role of management control tools. Scientific coordination: Faculty of Economics of the University of Bologna - Forlì Campus - Professor Monica Bartolini - Professor Giuseppe Farneti

LANGUAGE SKILLS

Knowledge of English written: Good - spoken: Excellent

Knowledge of French written: Good - spoken: Good

IT SKILLS

Windows operating system and Office suite: Excellent - ECDL (European Computer Driving Licence)

Application software: GECOM Multi Teamsystem – PROFIS Sistemi

AWARDS AND SCHOLARSHIPS

2011 Ministry of Youth, admission and participation in “Campus Mentis” – career guidance programme dedicated to Italy’s top graduates.

2009 Egisto Ruscelli Recreational Cooperative, San Piero in Bagno (FC), winner of a scholarship for the development of a project on the historical and motivational origins of the cooperative.

2007 Confesercenti Cesena - Municipality of Cesena “A book rewards forever”, Bancarella nelle Scuole. Best review at Cino Macrelli IPSSCT in Cesena.

2006 Cassa dei Risparmi di Cesena Foundation, winner of a scholarship reserved for top students residing in the provinces of Forlì-Cesena.

Lastly, the undersigned gives her consent for the processing of the personal data provided, in compliance with Italian Legislative Decree 196/03.

[signature]