

HERA S.p.A.

ORDINARY SHAREHOLDERS MEETING
HELD ON 27 APRIL 2017

SUMMARY STATEMENT ON VOTING FOR THE ITEMS ON THE AGENDA AT THE MEETING

Financial statements at 31 December 2016

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
Votes in favour	471	1,140,008,367	99.181012	76.534321
Votes against	2	111,289	0.009682	0.007471
Abstentions	6	485,344	0.042225	0.032584
Non-voters	6	8,817,000	0.767081	0.591928
Total	485	1,149,422,000	100.000000	77.166304

Non-binding resolution on remuneration policies

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
Votes in favour	431	1,095,895,387	95.743267	73.572802
Votes against	31	13,180,245	1.151497	0.884854
Abstentions	12	26,726,119	2.334936	1.794255
Non-voters	6	8,817,000	0.770300	0.591928
Total	480	1,144,618,751	100.000000	76.843839

Renewal of authorisation to purchase treasury shares

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
Votes in favour	444	1,126,266,001	98.670383	75.611729
Votes against	22	5,526,428	0.484162	0.371016
Abstentions	6	833,386	0.073012	0.055949
Non-voters	6	8,817,000	0.772443	0.591928
Total	478	1,141,442,815	100.000000	76.630623

Appointment of members of the Board of Directors

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
LIST 1	77	702,393,315	61.327607	47.155089
LIST 2	335	270,583,619	23.625290	18.165598
LIST 3	55	167,704,645	14.642686	11.258831
Votes against	9	3,061,930	0.267344	0.205562
Abstentions	5	1,569,919	0.137073	0.105396
Non-voters	0	0	0.000000	0.000000
Total	481	1,145,313,428	100.000000	76.890476

Definition of remuneration for members of the Board of Directors

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
Votes in favour	132	849,811,069	74.679107	57.051961
Votes against	299	237,510,326	20.871768	15.945226
Abstentions	37	41,811,832	3.674311	2.807032
Non-voters	6	8,817,000	0.774814	0.591928
Total	474	1,137,950,227	100.000000	76.396148

Appointment of members of the Board of Statutory Auditors

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
LIST 1	67	681,905,603	59.975289	45.779649
LIST 2	335	270,537,161	23.794414	18.162479
LIST 3	53	165,142,424	14.524686	11.086816
Votes against	9	3,061,930	0.269304	0.205562
Abstentions	8	16,284,006	1.432219	1.093225
Non-voters	1	46,481	0.004088	0.003120
Total	473	1,136,977,605	100.000000	76.330851

Definition of remuneration for members of the Board of Statutory Auditors

	SHAREHOLDERS (INCLUDING PROXIES)	SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARE CAPITAL
Votes in favour	367	1,042,556,396	92.848750	69.991895
Votes against	55	29,663,301	2.641776	1.991442
Abstentions	37	41,811,832	3.723709	2.807032
Non-voters	7	8,823,000	0.785765	0.592331
Total	466	1,122,854,529	100.000000	75.382700