

**HERA S.P.A.**

**Registered Office in Bologna at V.le Carlo Berti Pichat 2/4**

**Share capital Euro 1,489,538,745.00**

**Registered with the Bologna Register of Companies**

**Registration number 04245520376**

***DIRECTORS' REPORT***

***ITEM 2 ON THE AGENDA***

***ORDINARY PART***

*of the Extraordinary and Ordinary Shareholders' Meeting of HERA S.P.A.*

*called in a single call on 30 April 2025 at 10 a.m.*

Dear Shareholders,

The Board of Directors of HERA S.p.A., has asked you to attend the single call of this Extraordinary and Ordinary Shareholders' Meeting at the Company's Head Office - *Viale Berti Pichat 2/4, Bologna* - on 30 April 2025 at 10.00 am to discuss and decide on the items on the following:

agenda

**Extraordinary Part of the Shareholders' Meeting**

1. Amendment of Article 29 of the Articles of Association: related and consequent resolutions.

**Ordinary Part of the Shareholders' Meeting**

1. Financial statements as at 31 December 2024 of Hera S.p.A.: related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2024 Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.
2. Proposed allocation of profit for the period: related and consequent resolutions.
3. Report on the remuneration policy and fees paid: resolutions relating to Section I – Remuneration policy.
4. Report on the remuneration policy and fees paid: resolutions relating to Section II – Fees paid.
5. Fee integration for the auditing firm KPMG S.p.A.: related and consequent resolutions.
6. Renewal of the authorisation to purchase treasury shares and disposal procedure thereof: related and consequent resolutions.

Second item on the agenda.

**Proposed allocation of profit for the year: related and consequent resolutions.**

Dear Shareholders,

The Financial statements of Hera S.p.A. as at 31 December 2024 submitted for your approval, closed with a positive result of EUR 267,255,469.69 and therefore, if you agree, you are asked to approve the following resolution:

*“The Shareholders' Meeting of HERA S.p.A.:*

- *having acknowledged the management report of the Board of Directors;*

- *having acknowledged the report of the Board of Statutory Auditors;*
- *having acknowledged the report of the Independent Auditors;*
- *having examined the financial statements as at 31 December 2024, which closed with a profit of EUR 267,255,469.69;*

***hereby resolves***

a. *to allocate the profit for the year 1 January 2024 – 31 December 2024, of EUR 267,255,469.69 as follows:*

- ☐ *an amount of EUR 13,362,773.48 to the legal reserve; and*
- ☐ *to distribute a total dividend of a gross amount of EUR 0.150 for each outstanding ordinary share (excluding treasury shares in the company's portfolio) on the day of payment of that dividend; and*
- ☐ *an amount of EUR 30,461,884.46 to the extraordinary reserve, amount that will be increased by the dividends related to the treasury shares held by the company on the dividend payment date.*

*The total payable dividend amounts to EUR 223,430,811.75 corresponding to EUR 0.150 for each ordinary share;*

- b. *to pay the dividend from 25 June 2025 with coupon no. 23 detachment on 23 June 2025, a dividend that will be paid to the shares on account on 24 June 2025;*
- c. *to authorise the Board of Directors, and on its behalf, the Chairman, to ascertain in due course, in relation to the final number of outstanding shares, the precise amount of the distributed profit and, thus, the precise amount of the extraordinary reserve.”*

Bologna, 26 March 2025

***The Executive Chairman of the Board of Directors***

(Cristian Fabbri)