



**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 3 ON THE AGENDA***

*of the Ordinary Shareholders' Meeting of HERA S.P.A.  
called in a single call on 27 April 2023 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 Ordinary Shareholders' Meeting at the Company's Head Office - *Viale Berti Pichat 2/4, Bologna* – at “Spazio Hera” - on 27 April 2023 at 10.00 to discuss and decide on the items on the following:

agenda

1. Financial statements as at 31 December 2022 of Hera S.p.A.: related and consequent resolutions.  
Presentation of the consolidated financial statements as at 31 December 2022 Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.  
Presentation of the Sustainability Report – the Non-Financial Consolidated Statement prepared pursuant to Legislative Decree no. 254/2016.
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. Renewal of the authorisation to purchase treasury shares and disposal procedure thereof: related and consequent resolutions.
6. Appointment of the members of the Board of Directors: related and consequent resolutions.
7. Determination of the remuneration of the members of the Board of Directors: related and consequent resolutions.
8. Appointment of the members of the Board of Statutory Auditors and of the Chairman: related and consequent resolutions.
9. Determination of the remuneration of the members of the Board of Statutory Auditors: related and consequent resolutions.

Third item on the agenda.

**Report on the remuneration policy and fees paid: resolutions relating to Section I – Remuneration policy.**

Dear Shareholders,

Section I of the Report on the remuneration policy and the fees paid, prepared in compliance with the provisions of art. 5 of the Corporate Governance Code, adopted by HERA S.p.A. pursuant to resolution of 11 November 2020, and art. 123-ter of Legislative Decree 58/1998 (hereinafter “TUF” - Consolidated Law on Financial Intermediation) and art. 84-quater of the implementing regulation of the TUF adopted by Consob pursuant to resolution 11971 of 14 May 1999 (hereinafter “**Issuers**

**Regulation**”) as amended by Consob pursuant to resolution no. 21623 of 10 December 2020, describes and explains the policy on remuneration proposed by the Company, as well as the procedures used for the introduction and implementation of this policy.

Given the above, pursuant to art. 123-ter paragraph 3-ter of the TUF, the Shareholders’ Meeting is called to decide on the first Section of the Report with a binding resolution.

For more detailed information on this resolution, please read the Report on the remuneration policy and the fees paid, approved by the Board of Directors on 21 March 2023 and made available to the public as set out in law.

Given the above, we invite you to pass the following resolution:

*“The Shareholders’ Meeting of Hera S.p.A., in accordance with applicable law,*

***hereby resolves***

*to approve Section I of the report on the remuneration policy and fees paid of Hera Group.*

Bologna, 21 March 2023

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

(Mr. Tomaso Tommasi di Vignano)