



**HERA S.p.A.**  
**Holding Energia Risorse Ambiente**  
Viale Carlo Berti Pichat 2/4 40127 Bologna  
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[www.gruppohera.it](http://www.gruppohera.it)

Dear Shareholders, you are called to an Ordinary Shareholders Meeting at the registered office of *Hera S.p.A. – Viale C. Berti Pichat n. 2/4, Bologna* – in the “*Spazio Hera*” area – on **30 April 2019 at 10:00 in a single call** to discuss and resolve on the following:

### **Agenda**

1. Financial statements for the year ended 31 December 2018, management report, profit allotment proposal and Board of Statutory Auditors and Independent Auditors report: related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2018.  
Presentation of the Sustainability Report – Consolidated non-financial statement drafted pursuant to legislative decree no. 254/2016.
2. Presentation of the corporate governance report and non-binding resolutions pertaining to remuneration policies.
3. Renewal of authorisation to purchase treasury shares and procedures for arrangement of the same: related and consequent resolutions.

The full text of the proposed resolutions, together with the related reports and the documents which will be put to the meeting, are available to the public at company headquarters and on the Company’s website ([www.gruppohera.it](http://www.gruppohera.it)), as well as on the authorized storage website lInfo ([www.lInfo.it](http://www.lInfo.it)) under the legal terms foreseen for each of the subjects treated.

### **Right to attend and participation by proxy**

All those entitled to vote at the end of the accounting day of 17 April 2019 (record date), and those from whom the Company has received the relevant notification from an authorised intermediary by the end of the third day the market is open prior to the date set for the meeting, i.e. 25 April 2019, are eligible to attend the Shareholders Meeting. Legitimacy to participate and to vote in any case remains if the communications are received after said term, as long as this occurs before the start of the proceedings of the meeting. Those who only become shareholders following 17 April 2019 will not have the right to take part in and vote at the Meeting.

Each person entitled to take part can nominate a representative to attend the Shareholders' Meeting, pursuant to the law, with the right to use for

this purpose the proxy form available on the Company's website ([www.gruppohera.it](http://www.gruppohera.it)), where details as to how the company can be notified electronically about proxies are also available.

The Company has appointed Computershare S.p.A. as a representative whom shareholders with voting rights can, within 26 April 2019, nominate as a proxy with instructions for voting on all or some of the proposals on the agenda. The proxy for the above-mentioned representative must be conferred using the methods in the dedicated proxy form available on the Company's website ([www.gruppohera.it](http://www.gruppohera.it)).

The proxy for the appointed representative is not valid with regard to proposals for which voting instructions have not been given.

#### **Other shareholders' rights**

Shareholders may also submit questions on agenda items before the date of the meeting, provided this is done by 27 April 2019 and in accordance with the procedures set forth on the Company's website ([www.gruppohera.it](http://www.gruppohera.it)).

Shareholders who, even jointly, represent one fortieth of the share capital, can request, within 10 days of the publication of this notice, the inclusion of subjects to be discussed, indicating the further topics proposed in the request, or can submit proposals for approval on the items already on the agenda. Requests should be submitted in writing using the methods indicated on the Company's website ([www.gruppohera.it](http://www.gruppohera.it)).

Bologna, 28 March 2019

The Executive Chairman of the Board of Directors  
(Mr. Tomaso Tommasi di Vignano)