

Supplement No. 1 dated 17 May 2022 to the Base Prospectus dated 7 October 2021



HERA S.p.A.

(incorporated in the Republic of Italy as a joint stock company)

€3,500,000,000 Euro Medium Term Note Programme

This supplement (the “**Supplement**”) to the base prospectus dated 7 October 2021 (the “**Base Prospectus**”) constitutes a supplement to the Base Prospectus for the purposes of Article 23 (1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Euro 3,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Hera S.p.A. (“**Hera**” or the “**Issuer**”).

This Supplement has been prepared to: (i) update the disclosure in the paragraph of the Base Prospectus headed “*Information relating to “Green Bonds” and Sustainability-Linked Notes*”; (ii) update the disclosure in the paragraph of the Base Prospectus headed “*Alternative Performance Measures*”; (iii) update certain risk factors under the section of the Base Prospectus headed “*Risk Factors*”; (iv) incorporate by reference (a) the audited consolidated annual financial statements of Hera as at and for the financial year ended 31 December 2021, (b) the press release dated 23 March 2022 headed “*Hera Group approves results as at 31/12/2021*”; (c) the unaudited consolidated quarterly report as at 31 March 2022 and (d) the press release dated 11 May 2022 headed “*Hera Board of Directors approved Q1 2022 results*”; (v) update the section of the Base Prospectus headed “*Applicable final terms*”; (vi) update the section of the Base Prospectus headed “*Use of Proceeds*”; (vii) update the disclosure in the section of the Base Prospectus headed “*Description of the Issuer and the Group*”; (viii) update the disclosure in the section of the Base Prospectus headed “*Taxation*”; (ix) update the disclosure in the section of the Base Prospectus headed “*Regulation*”; and (x) update certain information in the section of the Base Prospectus headed “*General Information*”.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”) as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or of the quality of the securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

This document is supplemental to, and should be read in conjunction with, the Base Prospectus. The Base Prospectus is qualified in its entirety by any change made in this Supplement. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented, as the case may be, in the manner described below.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement, there have been no other significant new factors and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which are capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The language of this Supplement is English. Certain legislative references and technical terms may have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

A copy of this Supplement will be available on the website of Hera at https://eng.gruppohera.it/group_eng/investor-relations/debt-and-rating/bond-issuances.

The date of this Supplement is 17 May 2022.

INFORMATION RELATING TO “GREEN BONDS” AND SUSTAINABILITY-LINKED NOTES

The information set out below supplements the paragraph headed “*Information relating to “Green Bonds” and Sustainability-Linked Notes*” on pages vii and viii of the Base Prospectus.

The third sub-paragraph of the paragraph in object is deleted and replaced in its entirety by the following:

“In connection with the issue of “*Green Bonds*” the Issuer has published a “*Green Financing Framework*” which is available on the Issuer’s website at: [abaece92-838e-0532-b793-5f60dd4f73e0 \(gruppohera.it\)](https://www.gruppohera.it/abaece92-838e-0532-b793-5f60dd4f73e0) (the “**Green Financing Framework**”). A second party consultant appointed by the Issuer, namely Sustainalytics, has reviewed Hera’s Green Financing Framework and issued a second party opinion (the “**Green Financing Framework Second-party Opinion**”) which is available on the Issuer’s website at [18e542a6-665a-46f3-7785-a91968e781fd \(gruppohera.it\)](https://www.gruppohera.it/18e542a6-665a-46f3-7785-a91968e781fd).”.

ALTERNATIVE PERFORMANCE MEASURES

This Supplement and the documents incorporated by reference herein contain certain alternative performance measures (the so-called APMs) which are different from the IFRS-EU financial indicators adopted by the Group.

On 3 December 2015, the *Commissione per le Società e la Borsa* (CONSOB) issued Communication No. 92543/15 (“**CONSOB Communication**”) that acknowledged the Guidelines issued on 5 October 2015 by the European Securities and Markets Authority (ESMA) concerning the presentation of APMs disclosed in regulated information and prospectuses published as from 3 July 2016 (the “**Guidelines**”). These Guidelines – which update the previous CESR Recommendation (CESR/05-178b) – are aimed at promoting the usefulness and transparency of APMs in order to improve their comparability, reliability and comprehensibility. In addition, ESMA also published a Questions and Answers (Q&A) document on the Guidelines, last updated on April 2022, to promote common supervisory approaches and practices in the application of the Guidelines.

In line with the Guidelines and CONSOB Communication, the definitions, contents, basis of calculation and criteria used to construct the APM adopted by Hera are described below. Any operating, financial and fiscal special items are then described.

OPERATING APMs AND INVESTMENTS

The indicators illustrated below are used as financial targets in internal presentations (business plans) and in external presentations (to analysts and investors). They provide useful measures for assessing the Group’s operating performance (as a whole and within each business unit), including comparisons between the reporting period in question and previous periods as regards operating profitability

Ebitda is a measure of operating performance and is calculated as the sum of “Operating income” and “Depreciation, amortization and write-downs”.

Ebit is a measure of operating performance and is calculated by subtracting operating costs (use of raw materials and consumables, service costs, personnel costs, other operating costs, capitalized costs, amortisation, depreciation and provisions) from operating revenues (revenues and other operating revenues). Among operating costs, special operating items are deduced from the amortisations and provisions.

Pre-tax results are calculated by subtracting the financial operations from Ebit, as described above, net of special financial items, when present.

Net results are calculated by subtracting from pre-tax results, as described above, the taxes shown in the income statements minus special fiscal items, when present.

Results from special items (when present) are aimed at drawing attention to the result of the special item entries. In the Directors’ report, this measure is placed between net results and net income for the reporting period, thus allowing the performance of the Group’s characteristic management to be read more clearly.

Adjusted Net Result are the sum of the Net results and the Results from special items, as described above.

Ebitda on revenues, Ebit on revenues and net income on revenues measure the Group’s operating performance through a proportion, expressed as a percentage, of Ebitda, Ebit and net income divided by the value of revenues.

Net investments are the sum of investments in tangible fixed assets, intangible assets and equity investments, net of capital grants.

FINANCIAL APMs

Net non-current assets with respect to data as at 31 December 2021, are calculated as the sum of: tangible fixed assets; intangible assets and goodwill; equity investments; deferred tax assets and liabilities.

Net working capital is made up of the sum of inventories; trade receivables and payables; current tax receivables and payables; other assets and other current liabilities; the current portion of assets and liabilities for financial derivatives on commodities.

Provisions includes the sum of the items “employee severance indemnities and other benefits” and “provisions for risks and charges”.

Net invested capital is defined by calculating the sum of “net fixed assets”, “net working capital” and “provisions”.

Net financial debt (at times referred to below as Net debt) is a measure of the company’s financial structure determined in accordance with ESMA Guidelines 32-382-1138, adding the value of non-current financial assets. This measure is therefore calculated by adding together the following items: current and non-current financial assets; cash and cash equivalents; current and non-current financial liabilities; current and non-current portions of assets and liabilities for derivative financial instruments on interest and exchange rates. On the basis of the analyses carried out by Hera, no cases emerged that should be included in the determination of net financial debt pursuant to the recent ESMA Guidelines 32-382-1138, which had previously been excluded.

OPERATING-FINANCIAL APMs

Sources of financing are obtained by adding “net financial debt” and “net equity”.

Net debt to Ebitda ratio, expressed as a multiple of Ebitda, is a measure of the operating management’s ability to pay back its net financial debt.

Funds from operations (FFO) are calculated beginning with Ebitda, subtracting provisions for doubtful accounts, financial charges, uses of provisions for risks (net of releases from provisions and increases due to changes in assumptions on future outlays following revised estimates on current landfills) and severance pay and taxes, net of the special items.

The Net Debt to Ebitda Ratio expressed as a multiple of Ebitda is a measure of the operating management’s ability to pay back its net financial debt.

The FFO/Net debt indicator, expressed as a percentage, represents an indicator of the operating management’s ability to pay back its net financial debt.

ROI, return on net invested capital, is defined as the ratio between Ebit, as described above, and net invested capital. It is intended to indicate the ability to produce wealth through operating management, thus remunerating equity and capital pertaining to third parties.

ROE, return on equity, is defined as the ratio between net profits and net equity. It is intended to indicate the profitability obtained by investors, recompensing risk.

Cash flow is defined as operating cash flow, net of dividends paid. Operating cash flow is calculated as Ebit (as previously described and net of special items, if present), to which the following are added:

- amortisation, depreciation and provisions for the period, not including provisions for doubtful debts;
- changes in net working capital (*);

- provisions for the risk fund (net of releases from provisions) (**);
- use of severance pay reserves;
- the difference between changes in taxes paid in advance and deferred taxes;
- operating and financial investments;
- financial charges and financial income (***);
- divestitures;
- current taxes.

(*) net of the effects of the different accounting policy used for financial derivatives on commodities traded on the Eex platform, whose differential is regulated on a daily basis; minus any changes in NWC deriving from an enlarged entire scope of operations.

(**) minus releases from provisions and increases caused by modifications in estimated future expenses following revised appraisals for operating landfills.

(***) minus the effects of updating deriving from the application of accounting standards Ias 37 and Ias 19 and the profits coming from associated companies and joint ventures, plus the dividends received from the latter, and gains/losses from transferred shareholding (excluding special items, if present).

RISK FACTORS

The information set out below supplements the section of the Base Prospectus headed “*Risk Factors*” on pages 14 to 34 of the Base Prospectus.

MATERIAL RISKS THAT ARE SPECIFIC TO THE ISSUER AND THAT MAY AFFECT THE ISSUER’S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES

- The risk factor headed “*Risks related to the evolution in the legislative and regulatory framework for the electricity, natural gas, district heating, waste and water sectors poses a risk to Hera and its Group*” in the category headed “*1. REGULATORY AND COMPETITION RISKS*” on pages 14 and 15 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Risks related to the evolution in the legislative and regulatory framework for the electricity, natural gas, district heating, waste and water sectors poses a risk to Hera and its Group

The Group mainly operates in the waste, water and energy sectors, which are subject to several laws and regulations by the European Union, the Republic of Italy and certain regulatory agencies, including the Italian Regulatory Authority for Energy, Networks and Environment (*Autorità di Regolazione per Energia, Reti e Ambiente – ARERA*). For further information, see “*Regulation*”, below. Changes in applicable legislation and regulation, and the manner in which they are interpreted, could impact Hera's earnings and operations either positively or negatively, both through the effect on current operations and through the impact on the cost and revenue-earning capabilities of current and future planned developments in sectors in which Hera conducts its business, directly or through its subsidiaries. Such changes could include changes to regulatory framework applicable to concessions, the reference tariffs system, the ability to maintain licenses, authorisations, permits, approvals and other consents, government incentives for renewable energies, as well as changes in tax rates, legislation and policies, also involving an earlier termination of certain contracts assigned to and operated by the Hera Group, changes in environmental, health, safety or other workplace laws or changes in the regulation of cross-border transactions. In particular, legislative changes also include changes to laws relating to substitution of critical material in gas networks.

In addition, public policies related to water, waste, energy, energy efficiency and/or air emissions may impact the overall business environment in which Hera and its Group operate and particularly the public sector. Furthermore, regulation of a particular sector may affect many aspects of Hera's and its Group's business and, in many respects, determines the manner in which Hera and its Group conduct their business and the fees they charge or obtain for their products and services. Any new or substantially altered rules and standards may adversely affect the business, revenues, results of operations and financial condition of Hera and its Group with a consequent adverse impact on the market value of the Notes and/or on the Issuer's ability to fulfil its obligations under the Notes.”.

- The risk factor headed “*The Hera Group is dependent on concessions from local and national authorities for its regulated activities*” in the category headed “*1. REGULATORY AND COMPETITION RISKS*” on page 15 of the Base Prospectus is amended by adding after the first sentence ending with “[...] of the Hera Group’s EBITDA” the following sentence:

“For the financial year ended 31 December 2021, the regulated activities carried out by the Hera Group, including waste collection services, distribution of electricity and gas (both natural and liquid propane gas), integrated water services and district heating (*teleriscaldamento*), accounted for approximately 44% of the Hera Group's Ebitda.”.

- The risk factor headed “*Hera faces risks relating to the process of market liberalisation, resulting in greater competition in the markets in which it operates*” in the category headed “*1. REGULATORY AND*

COMPETITION RISKS” on pages 16 and 17 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Hera faces risks relating to the process of market liberalisation, resulting in greater competition in the markets in which it operates

The energy markets in which Hera and the Hera Group operate are undergoing a process of gradual liberalisation, which is being implemented in different ways and according to different timetables from country to country. For further information, see “*Regulation*”, below. As a result of the process of liberalisation, new competitors may enter many of the markets in which the Hera Group operates. It cannot be excluded that the process of liberalisation in the markets in which the Hera Group operates might continue in the future. In particular, as far as Italy is concerned, following the modified regulatory context, the process of gradual overcoming of the protection regime in the electricity and gas sectors for household customers is expected to start by 1 January 2023 and to terminate as of January 2024. For only microbusinesses with installed power less than 15 KW, it is confirmed that the protection regime in the electricity is expected to terminate as of 1 January 2023. Hera's ability to develop its businesses and improve its financial results may be constrained by such new competition.

Competition risks impact network (water, gas and electricity distribution) and market (electricity and gas sales) businesses, and appear in new or modified economic, organisational and informational requirements which Hera is bound to respect, as well as possible changes in market assets they bring about.

Among the other things, such liberalisation process is resulting in increased competition in the Italian energy market, particularly in the electricity business, in which Hera competes with other producers and traders within Italy and from outside of Italy who sell electricity in the Italian market to industrial, commercial and residential clients. This could have an impact on the prices paid or achieved in Hera's electricity production and trading activities. Moreover, Hera and its Group may be unable to offset the financial effects of decreases in production and sales of electricity through efficiency improvements, or expansion into new business areas or markets.

In its natural gas business, Hera faces increasing competition from both national and international natural gas suppliers. Increasingly high levels of competition in the Italian natural gas market could possibly entail reduced natural gas selling margins. Furthermore, a number of national gas producers from countries with large gas reserves have begun to sell natural gas directly to final clients in Italy, which could threaten the market position of companies, like Hera, which resell gas purchased from producing countries to final customers.

Although Hera and its Group have sought to face the challenge of liberalisation by increasing their presence and client base in free (*i.e.* non-regulated) areas of the energy markets in which they compete, they may not be successful in doing so. Any failure by Hera and its Group to respond effectively to increased competition could over time adversely affect the business, revenues, results of operations and financial condition of Hera and its Group and therefore have a consequent adverse impact on the market value of the Notes and/or on the Issuer's ability to fulfil its obligations under the Notes.”.

- The risk factor headed “*The Hera Group faces risks relating to the variability of weather*” in the category headed “*2. BUSINESS ACTIVITIES AND INDUSTRY RELATED RISKS – TECHNOLOGICAL, ENVIRONMENTAL AND HUMAN CAPITAL*” on page 19 of the Base Prospectus is deleted and replaced

in its entirety by the following:

“The Hera Group faces risks relating to the variability of weather

Electricity and natural gas consumption levels change significantly as a result of climatic changes. Hera has identified eight physical risks and eight transition risks associated with changes in the weather. In particular: (i) the physical risks may be generated by heat waves, abnormal winter temperature changes, flooding and floods resulting in landslides and mudslides, extreme weather phenomena, rising sea levels, changes in the timing of annual and average rainfall, the drying out of soils and rising temperatures; while (ii) the transition risks may be generated by the electrification of energy consumption, the development of renewable energy sources, the introduction of measures requiring structural and non-structural efficiency upgrades, limits on the production of greenhouse gas emissions, the increase in the cost of raw materials and greenhouse gas emissions, the stigmatisation of the sector in which the company operated and limited access to the capital market, the absence and/or obsolescence of the highly specialised skills required by the market to develop new technologies or replace existing products, legal disputes and the obsolescence of existing plants and the associated need to introduce new, more sustainable solutions/technologies. While the physical risks are distributed over both the medium and long term, with a higher number of occurrences in 2031-2050, the transition risks are mainly concentrated in the medium term. Such risks can produce, among others, significant variations in energy demand and the Hera Group’s sales mix as well as affect the regular delivery of energy and therefore could adversely affect the business prospects, revenues, results of operations and financial condition of Hera and its Group and, in turn, have a consequent adverse impact on the market value of the Notes and/or on the Issuer's ability to fulfil its obligations under the Notes.

Furthermore, the uncertainties deriving from the recent military intervention in Ukraine and the future of the conflict (in this respect, see “*Risks relating to the Russia-Ukraine conflict*” below) may not exclude an acceleration of the transition envisaged by the scenarios analysed by Hera to assess potential impacts on the Group’s assets deriving from extreme phenomena related to climate change and, therefore, an exacerbation of the transition risks referred to above.”.

- The risk factor headed “*Risks related to the overall economic situation, especially in Hera’s principal market*” in the category headed “2. BUSINESS ACTIVITIES AND INDUSTRY RELATED RISKS – TECHNOLOGICAL, ENVIRONMENTAL AND HUMAN CAPITAL” on page 20 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Risks related to the overall economic situation, especially in Hera’s principal market

The Group's main areas of activity include the production, sale and distribution of electricity, the sale and distribution of gas, the production, distribution and sale of heat through district heating networks, the management of waste and the management of integrated water cycles. It is from such activities that the Group derives most of its revenues. The Group’s profitability in this areas may be impacted by several external factors including, *inter alia*, the economic context (such as gross domestic product and inflation), the energy market conditions which are characterised by sudden and abnormal increases in the prices of gas, electricity and other raw materials, the difficulties connected to global logistics chains, the increased competition on the free market (in this respect, see risk factor headed “*Hera faces risks relating to the process of market liberalisation, resulting in greater competition in the markets in which it operates*” above) and, despite of the recovery in energy consumption in connection with the easing of restrictive measures, the effect of the Covid-19 pandemic.

In particular, the consumption of electricity and, in a reduced extent, gas, is generally related to gross domestic product especially in Italy, Hera’s principal market, where an economic context of limited growth, can affect the increase of energy consumption. In case of shrinking demand of energy and/or in sales margins scenario whether or not linked to increased competition or to the effect of the Covid-19

pandemic, and/or without an increase in Hera's market share, Hera could incur lower sales volumes of electricity and natural gas and, as a consequence, a reduction of the overall sales revenues (other than those arising from the gas distribution service, which based on the current tariff mechanism would not be affected by the foregoing). Sales volumes may differ from the supply volumes that Hera had expected to utilise from electricity purchase contracts. Differences between actual sales volumes and supply volumes that the Issuer has expected to utilise from electricity purchase contracts may require Hera to purchase additional electricity or sell excess electricity, both of which are themselves subject to market conditions, including weather, plant availability, transmission congestion and input fuel costs. The purchase of additional electricity or sale of excess electricity on unfavourable terms could adversely affect the business, results of operations and financial condition of Hera.

In addition, a potential reduction in waste production (which might derive from the economic context and European and national legislative orientations, or from new tendencies in customer behaviour), or again the unavailability of treatment and recovery infrastructures, could have a negative impact on the Group's ability to meet its goals".

- The risk factor headed "*Risks relating to the Covid-19 emergency*" in the category headed "*2. BUSINESS ACTIVITIES AND INDUSTRY RELATED RISKS – TECHNOLOGICAL, ENVIRONMENTAL AND HUMAN CAPITAL*" on page 20 of the Base Prospectus is deleted in its entirety.
- After the risk factor headed "*Risks related to the overall economic situation, especially in Hera's principal market*" in the category headed "*2. BUSINESS ACTIVITIES AND INDUSTRY RELATED RISKS – TECHNOLOGICAL, ENVIRONMENTAL AND HUMAN CAPITAL*" on page 20 of the Base Prospectus the following risk factors is added:

"Risks relating to the Russia-Ukraine conflict

The rapid escalation that led to Russia's decision to invade Ukraine on 24 February 2022, after several weeks of steadily rising tensions, triggered a series of economic and financial consequences, having a special impact on the energy markets in which the Group operates, whose evolution is currently uncertain and unpredictable. The price of commodities, both gas and electricity, which are already very high, has increased with extremely elevated daily growth rates. In this scenario, among others, two systemic risks, from which the Group may be indirectly impacted, are becoming increasingly important: (i) a further rise in inflation due to energy commodities, with effects extending to consumer products (agri-food and industrial production) and a consequent impact on GDP growth and energy demand; and (ii) the unavailability of gas supplies from Russia, as a sanction decided by the European Union or as a retaliatory measure by Russia, which would entail the unavailability of more than 100 billion cubic metres across Europe and about 25 billion for Italy, equal to about 35% of national demand. In this respect, the Group may also be directly exposed to the risk of unavailability of gas supplies from Russia, which constitute, on the basis of existing contracts, about 5% of its sources of supply of this commodity. Any of the above risks could have a material adverse effect on the Issuer's business, financial condition or results of operations and in turn on the market value of the Notes and/or the Issuer's ability to fulfil its obligations under the Notes."

- The risk factor headed "*Hera is exposed to interest rate risk arising on its financial indebtedness*" in the category headed "*3. ECONOMIC AND FINANCIAL RISKS*" on page 22 of the Base Prospectus is amended by adding after the last sentence the following sentence:

"This percentage decreased during financial year 2021."

- The risk factor headed "*Hera has exposure to counterparty risk arising from its commercial activity*" in the category headed "*3. ECONOMIC AND FINANCIAL RISKS*" on pages 22 and 23 of the Base Prospectus is amended by adding after the sentence "*In 2020, the 24-month unpaid ratio of the Group's*

main sales companies amounted to 0.89% the following sentence:

“In 2021, the 24-month unpaid ratio of the Group’s main sales companies amounted to 0.85%.”.

- The risk factor headed “*Hera is exposed to risks associated with fluctuations in the prices of certain commodities*” in the category headed “3. ECONOMIC AND FINANCIAL RISKS” on page 23 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Hera is exposed to risks associated with fluctuations in the prices of certain commodities

The Group operates in an integrated manner in the supply and sale of electricity and gas at different stages of the value chain. Hera is therefore exposed to risks arising from the volatility of energy markets, which are only partially mitigated by an integrated assessment of these markets and associated management strategies. In particular, in relation to the wholesale activities carried out by Hera's subsidiary Hera Trading S.r.l (“**Hera Trading**”), Hera must manage risks associated with the misalignment between the index-linked formulae governing Hera's purchase price for gas and electricity and the index-linked formulae of the price at which Hera may sell these commodities. Hera has also entered into certain fixed price contracts for gas and electricity in order to satisfy customers pricing formula required by them, which may require it to pay above-market prices for those commodities or sell such commodities at below-market prices in case of higher or lower customer consumption (see “*Risks related to the overall economic situation, especially in Hera’s principal market*”).

Significant variations in fuel, raw material or electricity prices, or any relevant interruption in supplies, also as a consequence of geopolitical events such as the recent Russo-Ukrainian war (see “*Risks relating to the Russia-Ukraine conflict*” above), could have an adverse impact on Hera's business, results of operations and financial condition and, in turn, the market value of the Notes and/or the Issuer's ability to fulfil its obligations under the Notes.”

- The risk factor headed “*The financing arrangements entered into by companies belonging to the Hera Group contain restrictive covenants*” in the category headed “3. ECONOMIC AND FINANCIAL RISKS” on page 23 of the Base Prospectus is amended by adding after the first expression “As of 31 December 2020” the following expression:

“and as of 31 December 2021”.

FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING THE MARKET RISKS ASSOCIATED WITH NOTES ISSUED UNDER THE PROGRAMME

- The risk factor headed “*There can be no assurance that Notes issued as “Green Bonds” and the related use of proceeds will be suitable for the investment criteria of an investor seeking securities to be used for a particular purpose*” in the category headed “2. RISKS RELATING TO THE CHARACTERISTICS OF NOTES ISSUED AS “GREEN BONDS” AND THE CHARACTERISTICS OF SUSTAINABILITY-LINKED NOTES” on pages 28 and 29 of the Base Prospectus is deleted and replaced in its entirety by the following:

“There can be no assurance that Notes issued as “Green Bonds” and the related use of proceeds will be suitable for the investment criteria of an investor seeking securities to be used for a particular purpose

In the case of Notes which are categorised as “*Green Bonds*” there can be no assurance that the relevant project(s) or use(s) the subject of, or related to, as the case may be, any Eligible Green Projects will be capable of being implemented in or substantially in such a manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially applied for such Eligible Green Projects.

Failure by the Issuer to apply the net proceeds of “*Green Bonds*” as specified under the section of the Base Prospectus headed “*Use of Proceeds*” and/or paragraph “*Reasons for the offer – Use of proceeds*” of the relevant Final Terms or to comply with the applicable Green Bond Framework will not trigger any Event of Default under the Conditions.

Furthermore, no assurance can be given that the use of net proceeds for any Eligible Green Projects will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether under any present or future applicable law or regulations or under its own by-laws or other governing rules or investment portfolio mandates.

In addition, it should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a “green” or an equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as “green” or such other equivalent label nor can any assurance be given that such a clear definition or consensus will develop over time.

A basis for the determination of the definitions of, *inter alia*, “green” has been established in the EU with the publication in the Official Journal of the EU on 22 June 2020 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 (the “**Sustainable Finance Taxonomy Regulation**”) on the establishment of a framework to facilitate sustainable investment (the “**EU Sustainable Finance Taxonomy**”). On 21 April 2021, the European Commission adopted the EU Taxonomy Climate Delegated Act, introducing the first set of technical screening criteria to define which activities contribute substantially to two of the environmental objectives under the EU Sustainable Finance Taxonomy: climate change adaptation and climate change mitigation (the “**Taxonomy Climate Delegated Act**”). The Taxonomy Climate Delegated Act entered into force on 1 January 2022. In addition, on 10 March 2022 the EU Commission adopted the EU taxonomy Complementary Climate Delegated Act covering certain nuclear and gas activities, which is expected to enter into force in the coming months. Furthermore, on 6 April 2022 the European Commission adopted the Regulatory Technical Standards (RTS) to Regulation (EU) 2019/2088 (the “**Sustainable Finance Disclosure Regulation**”) which is expected to apply from 1 January 2023. Any further delegated act that is adopted by the EU Commission in implementation of the Sustainable Finance Taxonomy Regulation or the Sustainable Finance Disclosure Regulation may furthermore evolve over time with changes to the scope of activities and other amendments to reflect technological progress, resulting in regular review to the relating screening criteria. Accordingly, there can be no guarantee that the Eligible Green Projects financed and/or refinanced by the Issuer out of the proceeds of its “*Green Bonds*” will fully align at all times with the EU Sustainable Finance Taxonomy or the Sustainable Finance Disclosure Regulation and the technical screening criteria established by the implementing delegated acts, as and when introduced and applicable from time to time.”.

- The risk factor headed “*Sustainability-Linked Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics*” in the category headed “**2. RISKS RELATING TO THE CHARACTERISTICS OF NOTES ISSUED AS “GREEN BONDS” AND THE CHARACTERISTICS OF SUSTAINABILITY-LINKED NOTES**” on page 29 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Sustainability-Linked Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics

The interest rate relating to any Sustainability-Linked Notes issued under the Programme is subject to upward adjustment in certain circumstances specified in the relevant Final Terms, however, Sustainability-Linked Notes may not satisfy an investor's requirements or any future legal or quasi legal

standards for investment in assets with sustainability characteristics. Sustainability-Linked Notes issued under the Programme are not being marketed as green bonds since the Issuer expects to use the relevant net proceeds for general corporate purposes and therefore the Issuer does not intend to allocate the net proceeds specifically to projects or business activities meeting environmental or sustainability criteria, or to be subject to any other limitations associated with green bonds.

Furthermore, as described with reference to the “*Green Bonds*” in the Risk Factor “*There can be no assurance that Notes issued as “Green Bonds” and the related use of proceeds will be suitable for the investment criteria of an investor seeking securities to be used for a particular purpose*” above, a basis for the determination of the definitions of “sustainability-linked” has been established in the EU with the publication in the Official Journal of the EU on 22 June 2020 of the Sustainable Finance Taxonomy Regulation on the establishment of the EU Sustainable Finance Taxonomy and the Sustainable Finance Taxonomy Regulation Delegated Acts. Any further delegated act that is adopted by the EU Commission in implementation of the Sustainable Finance Taxonomy Regulation or the Sustainable Finance Disclosure Regulation may furthermore evolve over time with changes to the scope of activities and other amendments to reflect technological progress, resulting in regular review to the relating screening criteria. Accordingly, there is no certainty to what extent the investments planned in the Group’s sustainability strategy (also underlying the Notes through their link to certain key performance indicators) will fully align at all times with the EU Sustainable Finance Taxonomy or the Sustainable Finance Disclosure Regulation and the technical screening criteria established by the implementing delegated acts, as and when introduced and applicable from time to time.”.

- The first and the seventh paragraphs of the risk factor headed “*A Second-party Opinion issued in respect of “Green Bonds” or “Sustainability-Linked Notes” does not reflect all the features which may be associated with such debt securities nor does it discuss all risks related to such “Green Bonds” or “Sustainability-Linked Notes”*” in the category headed “*2. RISKS RELATING TO THE CHARACTERISTICS OF NOTES ISSUED AS “GREEN BONDS” AND THE CHARACTERISTICS OF SUSTAINABILITY-LINKED NOTES*” on pages 30 and 31 of the Base Prospectus are deleted and replaced in their entirety by, respectively, the following:

“In connection with the issue of “*Green Bonds*” the Issuer has engaged Sustainalytics, a specialised consulting firm, to issue the Green Financing Framework Second-party Opinion (see: “*Use of Proceeds*”) assessing, *inter alia*, the alignment of the Green Financing Framework with the 2021 “Green Bond Principles” (“**2021 GBP**”) published by the ICMA and that the relevant “green” use of proceeds is aligned with the EU Taxonomy Climate Delegated Act (EU) 2021/2139 which specifies technical screening criteria (TSC) for economic activities that contribute to climate adaptation and climate mitigation, under the EU Taxonomy Regulation ((EU) 2020/852 and, in the future, the Issuer may request the issuance of further second-party opinions from specialist consulting firms or rating agencies (any such second-party opinion, a “**Green Bond Second-party Opinion**”).”.

“Subject to as specified under “*There can be no assurance that Notes issued as “Green Bonds” and the related use of proceeds will be suitable for the investment criteria of an investor seeking securities to be used for a particular purpose*” and “*Sustainability-Linked Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics*” above, even if a Second-party Opinions have been issued and/or further Second-party Opinions might obtained in respect of any series of “*Green Bonds*” and/or “*Sustainability-Linked Notes*” and (a) in the case of Green Bonds, any issue will be made in accordance with the 2021 GBP then applicable and (b) in the case of Sustainability-Linked Notes, any issue will be made in accordance with the ICMA SLBP then applicable no assurance is or can be given to investors by the Issuer, any other member of the Group, the Dealers or any Second-party opinion providers that the “*Green Bonds*” and/or “*Sustainability-Linked Notes*” will meet any or all investor expectations regarding the Green Bonds and/or Sustainability-Linked Notes or the Group's targets qualifying as “green”, “sustainable” or “sustainability-linked” or that any adverse other impacts

will not occur in connection with the Group striving to achieve such targets. The foregoing is also due to the fact that (a) in the case of Green Bonds, there is currently no clearly-defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes a “green” or equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as “green” and (b) in the case of Sustainability-Linked Notes, there is currently no clearly-defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes a “sustainable” or “sustainability-linked” or equivalently-labelled project or as to what precise attributes are required for a particular project to be defined as “sustainable” or “sustainability-linked” (and, in addition, the requirements of any such label may evolve from time to time). Furthermore, any withdrawal of any opinion or certification attesting that the Issuer is or is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying will not trigger any Event of Default under the Conditions.”.

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus headed “*Documents incorporated by reference*” on pages 43 and 44 of the Base Prospectus.

The following documents which have previously been published or are published simultaneously with this Supplement and have been filed with the Central Bank and Euronext Dublin shall be incorporated by reference in, and form part of, this Supplement:

- (a) the audited consolidated annual financial statements of Hera as at and for the financial year ended 31 December 2021 (available at [18c3ea2c-1298-7807-8a93-07445e5d8c7c \(gruppohera.it\)](https://eng.gruppohera.it/18c3ea2c-1298-7807-8a93-07445e5d8c7c)) including the information set out at the following pages, in particular:

Our leadership by business area	Page 11
Directors’ report	Pages 17 to 112
Income statement	Page 114
Statement of comprehensive income	Page 115
Statement of financial position	Pages 116 to 117
Cash flow statement	Page 118
Statement of changes in net equity	Page 119
Explanatory notes	Pages 120 to 195
Report by the independent auditor	Pages 219 to 225

- (b) the press release dated 23 March 2022 headed “*Hera Group approves results as at 31/12/2021*” (available at [89ba48e3-8a0d-7029-e488-8fcc0961d0c9 \(gruppohera.it\)](https://eng.gruppohera.it/89ba48e3-8a0d-7029-e488-8fcc0961d0c9)): entire document;

- (c) the unaudited consolidated quarterly report as at 31 March 2022 (available at [102f94d7-2398-6438-97ce-ef84e2428e5a \(gruppohera.it\)](https://eng.gruppohera.it/102f94d7-2398-6438-97ce-ef84e2428e5a)) including the information set out at the following pages, in particular:

Directors’ report	Pages 3 to 39
Income statement	Page 41
Statement of financial position	Pages 42 to 43
Cash flow statement	Page 44
Statement of changes in net equity	Page 45
Accounting policies	Pages 46 to 47

- (d) the press release dated 11 May 2022 headed “*Hera Board of Directors approved Q1 2022 results*” (available at <https://eng.gruppohera.it/documents/1514726/0/Press+release+Q1+2022.pdf/50b5230d-5662-a3d6-0705-b84c2bd529c2?t=1652263097480>): entire document.

The page references indicated above correspond to the page references of the PDF document format.

Any information contained in any of the documents specified herein which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in this Supplement.

Copies of documents incorporated by reference in this Supplement will be available for inspection at the registered office of the Issuer and at the specified office of the Paying Agent for the time being in London, and will be published on the website the Issuer (www.gruppohera.it) and of Euronext Dublin (<https://live.euronext.com/>).

Any documents themselves incorporated by reference in the documents incorporated by reference in this Supplement shall not form part of this Supplement and are either not relevant for the investor or covered in another part of this Supplement.

Any website pages referred to in this Supplement are for information purposes only and do not form part of the Supplement.

APPLICABLE FINAL TERMS

The form of Final Terms set out in the section headed “*Applicable Final Terms*” on pages from 47 to 61 of the Base Prospectus is amended as follows.

The box headed “3. *Reasons for the offer – Use of proceeds and estimated net proceeds*” of Part B headed “*Other information*” on pages 58 and 59 of the Base Prospectus is deleted and replaced in its entirety by the following:

3. REASONS FOR THE OFFER – USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

[The net proceeds of the issuance of Notes will be applied by the Issuer [for its general corporate purposes, which include making a profit and/or to refinance existing indebtedness] [to [finance and/or refinance] Eligible Green Projects][, as set forth in “Use of Proceeds” in the Base Prospectus]

Estimated net proceeds: [●]

USE OF PROCEEDS

The information set out below supplements the information included in the section headed “*Use of Proceeds*” on page 103 of the Base Prospectus.

- The third paragraph is deleted and replaced in its entirety by the following:

“For these purposes:

“**Eligible Green Projects**” means projects falling within the broad categorisation of eligibility for green projects pursuant to the 2021 “Green Bond Principles” published by the International Capital Market Association and the 2021 “Green Loan Principles” published by the Loan Market Association providing for clear environmental benefits which will be assessed and, whether feasible, quantified, measured and reported by the Issuer, as further specified under the “Green Financing Framework” published on the Hera’s website ([abaece92-838e-0532-b793-5f60dd4f73e0 \(gruppohera.it\)](https://www.gruppohera.it/abaece92-838e-0532-b793-5f60dd4f73e0)) as set out in the applicable Final Terms, under “*Reasons for the offer – Use of proceeds*”.”.

- The fourth paragraph is deleted and replaced in its entirety by the following:

“Sustainalytics has reviewed Hera’s “Green Financing Framework” and issued a second party opinion (the “**Green Financing Framework Second Party Opinion**”). The Green Financing Framework Second Party Opinion is available on the Issuer’s website ([18e542a6-665a-46f3-7785-a91968e781fd \(gruppohera.it\)](https://www.gruppohera.it/18e542a6-665a-46f3-7785-a91968e781fd)).”.

DESCRIPTION OF THE ISSUER AND THE GROUP

The information set out below supplements the information included in the section headed “*Description of the Issuer and the Group*” on pages from 104 to 153 of the Base Prospectus.

- The sub-section headed “*Corporate Governance*” on pages 140 to 152 of the Base Prospectus is amended as follows:
 - The paragraph headed “*Board of directors, internal committee, risk committee and senior management – The Board of Directors – The Board of Directors and its members*” on pages 140 to 143 of the Base Prospectus is deleted and replaced in its entirety by the following:

“The Board of Directors and its members

As at the date of this Base Prospectus, the By-laws entrusts the management of the Issuer to a collegial body composed of fifteen members, including the independent ones – in accordance with applicable laws and regulations – appointed by the shareholders’ meeting by a voting list system (collectively the “**Board of Directors**”, each a “**Director**”). All the members are appointed for three financial years and they may be reappointed.

The Board of Directors has the widest powers possible in order to perform the ordinary and extraordinary management of the Issuer. It is authorised to carry out all the acts it deems necessary or appropriate to achieve Hera’s corporate purpose, with the sole exception of those powers expressly reserved to the shareholders’ meeting under applicable law or Hera’s By-laws.

According to Articles 147-ter and 148 of the Financial Services Act, the relevant provisions of Regulation No. 11971 and Hera’s By-laws, the Board of Directors (as well as the Board of Statutory Auditors referred to below) shall be composed in respect of the principle of balance between the sexes at least to the extent required by current legislation and regulations, which provide that at least two fifth of the respective members of the board of directors (and the board of statutory auditors) shall be composed of the under-represented gender.

The shareholders’ meeting held on 29 April 2020 appointed the Board of Directors for a period of three financial years. Unless early termination of their office occurs, all the members will remain in office until the date of the shareholders’ meeting approving Hera’s financial statements for the year ending on 31 December 2022.

The following table sets out the current members of the Hera’s Board of Directors and their respective positions within the Hera Group.

Name	Position
Tomaso Tommasi di Vignano	Executive Chairman
Gabriele Giacobazzi*	Vice Chairman
Orazio Iacono**	Chief Executive Officer
Fabio Bacchilega*	Director
Danilo Manfredi*	Director
Alessandro Melcarne*	Director
Lorenzo Minganti*	Director
Monica Mondardini*	Director

Erwin Paul Walter Rauhe*	Director
Manuela Cecilia Rescazzi*	Director
Paola Gina Maria Schwizer*	Director
Federica Seganti*	Director
Bruno Tani*	Director
Alice Vatta*	Director
Marina Vignola*	Director

Notes:

* denotes Independent Director.

** Mr Orazio Iacono has been appointed by co-optation as new member of the Board of Directors of Hera on 11 May 2022 following the resignation of the previous chief executive officer Mr Stefano Venier and has been then appointed as new Chief Executive Officer (see, “– *SIGNIFICANT EVENTS AFTER THE DATE OF APPROVAL OF THE BASE PROSPECTUS (I.E., AFTER 7 OCTOBER 2021)* – *Resignation of Mr Venier as director and CEO of Hera*” and “– *SIGNIFICANT EVENTS AFTER THE DATE OF APPROVAL OF THE BASE PROSPECTUS (I.E., AFTER 7 OCTOBER 2021)* – *Appointment of the new CEO of Hera*” below).

The business address of the members of the Board of Directors is the Company’s registered office at Viale Carlo Berti Pichat n. 2 / 4, 40127 Bologna, Italy.

Other offices held by members of the Board of Directors

The table below sets forth the other offices or positions held by the members of the Board of Directors.

Name	Other main position
Tomaso Tommasi di Vignano	Director of HERAmbiente S.p.A. Chairman of AcegasApsAmga S.p.A. Director of HERA Comm S.p.A. Director of HERA Trading S.r.l. Director of INRETE Distribuzione Energia S.p.A.
Gabriele Giacobazzi	Director of HERAtech S.r.l. Chairman of the Order of Engineers of the Province of Modena Chairman of the Commission for the architectural and landscape quality of the Municipality of Prignano sulla Secchia
Orazio Iacono	/
Fabio Bacchilega	Chairman of the board of CON.AMI Chairman of the board of Fonderia Cab S.r.l. Chairman of the board of Fonderia Fomar Ghisa

	<p>S.r.l.</p> <p>Sole Director of CORA Costr. Resid. Artig. S.r.l.</p> <p>Director of Acantho S.p.A.</p> <p>Director of HERAmbiente S.p.A.</p>
Danilo Manfredi	<p>Chairman of HERA Trading S.r.l.</p> <p>Chairman of HERA Luce S.r.l.</p>
Alessandro Melcarne	<p>Director of HERA Comm S.p.A.</p> <p>Vice Chairman of Confservizi Veneto</p>
Lorenzo Minganti	<p>Director of HERAtech S.r.l.</p> <p>Chairman of Se.ra S.r.l.</p> <p>Director of AEES - Agenzia per l'energia e lo sviluppo sostenibile</p>
Monica Mondardini	<p>Independent Director of HERA Comm S.p.A.</p> <p>Chief Executive Officer of CIR S.p.A.</p> <p>Chairman of Sogefi S.p.A.</p> <p>Director of KOS S.p.A.</p> <p>Independent Director of Edenred S.A.</p>
Erwin P.W. Rauhe	<p>Chairman of HERA Comm S.p.A.</p> <p>Independent Director of SOL S.p.A.</p> <p>Independent Director of Eigenmann & Veronelli S.p.A.</p> <p>Sole Director of Rabofin S.r.l.</p> <p>Sole Director of Executive Advocacy S.r.l.</p>
Manuela Cecilia Rescazzi	<p>Director of Uniflotte S.r.l.</p> <p>Director of HERA Luce S.r.l.</p>
Paola Gina Maria Schwizer	<p>Director of HERA Trading S.r.l.</p> <p>Director of Cellularline S.p.A.</p> <p>Member of Supervisory Board of IGM in l.c.a.</p> <p>Director of Ferrovie dello Stato Italiane S.p.A.</p>
Federica Seganti	<p>Director of HERA Trading S.r.l.</p> <p>Chairman and Chief Executive Officer of Friulia S.p.A.</p> <p>Independent Director of Fincantieri S.p.A.</p> <p>Director of Finest S.p.A.</p>
Bruno Tani	<p>Director of HERA Comm S.p.A.</p> <p>Director of HERA Trading S.r.l.</p> <p>Director of Gas Rimini Holding S.p.A.</p> <p>Vice Chairman and Chief Executive Officer of Gruppo Società GAS Rimini S.p.A.</p>

	Chief Executive Officer of City Gas Bulgaria EAD
	Chief Executive Officer of Technoterm Ingenering EAD
	Chairman of Board of Statutory Auditors of D.G. Holding S.p.A.
Alice Vatta	Chief Executive Officer and Director of Business Performance Institute S.r.l. Director and Chairman of the board of BPI learning consulting Spain SL Sole Director of Be Learning S.r.l
Marina Vignola	Director of Acantho S.p.A. Director of INRETE Distribuzione Energia S.p.A. Head of the Degree Course in International Economics and Marketing, Department of Economics Marco Biagi - University of Modena and Reggio Emilia

- The paragraph headed “*Board of directors, internal committee, risk committee and senior management – The Board of Directors – Senior Management*” on pages 143 and 144 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Senior Management

The following table sets forth the members of Hera’s senior management:

Name	Position
Tomaso Tommasi di Vignano	Executive Chairman
Orazio Iacono	Chief Executive Officer
Gabriele Giacobazzi	Vice Chairman
Luca Moroni	Chief Financial Officer
Alessandro Baroncini	Networks group manager
Filippo Maria Bocchi	Manager of shared value and sustainability
Giancarlo Campri	Personnel and organisation group manager
Antonella Esposito	Internal auditing manager
Cristian Fabbri	Market group manager
Mila Fabbri	Legal and corporate affairs group manager
Franco Fogacci	Group manager of waste management and fleets

Giuseppe Gagliano	Group manager of external relations
Marcello Guerrini	Group manager of corporate services
Jens Klint Hansen	Investor relations manager
Salvatore Molè	Group manager of innovation
Stavros Papageorgiou	Manager (ad interim) of district heating
Andrea Ramonda	Manager (ad interim) of utilities market
Massimo Vai	Group manager of strategy, regulation and local authorities
Susanna Zucchelli	Water manager and diversity manager of Hera Group
Carmine Artone	Information systems manager
Alessandro Camilleri	Manager of development, training, organisation and personnel of central organisations
Marco Del Giaccio	Purchasing and contracts manager
Dario Farina	Administration manager

- References to “Mr Stefano Venier” in the paragraph headed “*Board of directors, internal committee, risk committee and senior management – The Board of Directors – Internal Committees*” on pages 144 and 145 of the Base Prospectus are deleted and replaced with “Mr Orazio Iacono”.
- References to “the Director of Market” in the paragraph headed “*Board of directors, internal committee, risk committee and senior management – The Board of Directors – Internal control and risk management system and the Risk Committee*” on page 145 of the Base Prospectus are deleted and replaced with “the Market group manager”.
- The paragraph headed “*Board of Statutory Auditors – Other offices held by members of the Board of Statutory Auditors*” on pages 146 to 150 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Other offices held by members of the Board of Statutory Auditors

The table below sets forth the offices of the boards of directors, boards of statutory auditors, supervisory committees or other positions other than those within the Hera Group held by the members of its Board of Statutory Auditors.

Name	Other main position held
Myriam Amato	Standing Auditor of Acantho S.p.A. Standing Auditor of HERAmbiente S.p.A. Chairman of Board of Statutory Auditors of HERA Comm S.p.A. Chairman of Board of Statutory Auditors of

Amgas Blu S.r.l.
Chairman of Board of Statutory Auditors of
Wolmann S.p.A.
Standing Auditor of HERA Comm Marche
S.r.l.
Alternate Auditor of Ascopiave Energie S.p.A.
Standing Auditor of Ascotrade S.p.A.
Standing Auditor of Blue Meta S.p.A.
Chairman of Board of Statutory Auditors of
HERA Trading S.r.l.
Alternate Auditor of Eco Gas S.r.l.
Chairman of Board of Statutory Auditors of
AcegaApsAmga Servizi Energetici S.p.A.
Chairman of Board of Statutory Auditors of
HERA Luce S.r.l.
Standing Auditor of AcegasApsAmga S.p.A.
Standing Auditor of INRETE Distribuzione
Energia S.p.A.
Alternate Auditor of HERAmbiente Servizi
Industriali S.r.l.
Alternate Auditor of HERAtech S.r.l.
Alternate Auditor of Uniflotte S.r.l.
Alternate Auditor of HestAmbiente S.r.l.
Standing Auditor of Biorg S.r.l.
Alternate Auditor of Recycla S.p.A.
Standing Auditor of Tre Monti S.r.l.
Alternate Auditor of CON ENERGIA S.p.A.
Alternate Auditor of Feronia S.r.l.
Alternate Auditor of Vallortigara Servizi
Ambientali S.p.A.
Chairman of Board of Statutory Auditors of
Tamburi Investment Partners S.p.A.
Standing Auditor of Neptune Vicolungo S.r.l.
Standing Auditor of Castel Guelfo S.r.l.
Standing Auditor of Kipoint S.p.A.
Standing Auditor of Credimi S.p.A.
Standing Auditor of Doorway S.r.l.
Chairman and Director of Revinet S.p.A.
Alternate Auditor of Brembo S.p.A.
Alternate Auditor of Tod's S.p.A.
Alternate Auditor of Brunello Cucinelli S.p.A.
Alternate Auditor of YOOX NET-A-PORTER
GROUP S.p.A.
Alternate Auditor of EPI S.r.l.

	<p>Alternate Auditor of Neinver Italia S.p.A.</p> <p>Alternate Auditor of Eureka! Venture Società di gestione del risparmio S.p.A.</p> <p>Alternate Auditor of Promuovi Italia S.p.A. in liquidazione</p>
Antonio Gaiani	<p>Chairman of Board of Statutory Auditors of INRETE Distribuzione Energia S.p.A.</p> <p>Chairman of Board of Statutory Auditors of HERA Servizi Energia S.r.l.</p> <p>Standing Auditor of HERAtch S.r.l.</p> <p>Standing Auditor of HERA Comm S.p.A.</p> <p>Standing Auditor of Amgas Blu S.r.l.</p> <p>Standing Auditor of HERA Trading S.r.l.</p> <p>Standing Auditor of AcegaApsAmga Servizi Energetici S.p.A.</p> <p>Standing Auditor of HERA Luce S.r.l.</p> <p>Standing Auditor of Frullo Energia Ambiente S.r.l.</p> <p>Standing Auditor of HERAmbiente Servizi Industriali S.r.l.</p> <p>Standing Auditor of HestAmbiente S.r.l.</p> <p>Standing Auditor of ASM Servizi Energetici e Tecnologici S.r.l.</p> <p>Standing Auditor of HERA Comm Marche S.r.l.</p> <p>Standing Auditor of Ascopiave Energie S.p.A.</p> <p>Standing Auditor of Feronia S.r.l.</p> <p>Standing Auditor of Uniflotte S.r.l.</p> <p>Standing Auditor of Enomondo S.r.l.</p> <p>Standing Auditor of CON ENERGIA S.p.A.</p> <p>Alternate Auditor of Ascotrade S.p.A.</p> <p>Alternate Auditor of Wolmann S.p.A.</p> <p>Alternate Auditor of Acantho S.p.A.</p> <p>Alternate Auditor of Aloe S.p.A.</p> <p>Alternate Auditor of Tamarete Energia S.r.l.</p> <p>Alternate Auditor of HERAmbiente S.p.A.</p> <p>Alternate Auditor of Marche Multiservizi S.p.A.</p> <p>Alternate Auditor of Aliplast S.p.A.</p> <p>Alternate Auditor of Eco Gas S.r.l.</p> <p>Alternate Auditor of Biorg S.r.l.</p> <p>Alternate Auditor of HEA S.p.A.</p> <p>Sole Director of G.S.G. S.r.l.</p> <p>Standing Auditor of Camera di Commercio di</p>

	<p>Bologna</p> <p>Standing Auditor of Fondazione Cecilia e Mario Piretti</p> <p>Statutory Auditor of Fornitek</p> <p>Chairman of Board of Statutory Auditors of Golden Group</p> <p>Alternate Auditor of Laboravi Findenter S.p.A.</p> <p>Alternate Auditor of Eurofrut S.p.A.</p> <p>Alternate Auditor of Zanichelli Editore S.p.A.</p> <p>Alternate Auditor of Zanichelli Venture S.p.A.</p>
Marianna Girolomini	<p>Chairman of Board of Statutory Auditors of Aloe S.p.A.</p> <p>Chairman of Board of Statutory Auditors of HERAtech S.r.l.</p> <p>Chairman of Board of Statutory Auditors of Tamarete Energia S.r.l.</p> <p>Standing Auditor of INRETE Distribuzione Energia S.p.A.</p> <p>Standing Auditor of HERA Comm S.p.A.</p> <p>Standing Auditor of Amgas Blu S.r.l.</p> <p>Standing Auditor of Wolmann S.p.A.</p> <p>Standing Auditor of HERA Trading S.r.l.</p> <p>Standing Auditor of Uniflotte S.r.l.</p> <p>Standing Auditor of HERA Luce S.r.l.</p> <p>Standing Auditor of Aliplast S.p.A.</p> <p>Standing Auditor of ASA S.c.p.A.</p> <p>Standing Auditor of HERAmbiente Servizi Industriali S.r.l.</p> <p>Standing Auditor of HestAmbiente S.r.l.</p> <p>Standing Auditor of S.G.R. Servizi S.p.A.</p> <p>Standing Auditor of Ascopiave Energie S.p.A.</p> <p>Standing Auditor of Ascotrade S.p.A.</p> <p>Standing Auditor of Eco Gas S.r.l.</p> <p>Standing Auditor of HEA S.p.A.</p> <p>Standing Auditor of CON ENERGIA S.p.A.</p> <p>Alternate Auditor of EstEnergy S.p.A.</p> <p>Alternate Auditor of Blue Meta S.p.A.</p> <p>Alternate Auditor of Etra Energia S.r.l.</p> <p>Alternate Auditor of Acantho S.p.A.</p> <p>Alternate Auditor of AcegasApsAmga S.p.A.</p> <p>Alternate Auditor of Feronia S.r.l.</p> <p>Alternate Auditor of Enomondo S.r.l.</p> <p>Alternate Auditor of SET S.p.A.</p> <p>Alternate Auditor of AcegasApsAmga Servizi</p>

	<p>Energetici S.p.A.</p> <p>Alternate Auditor of Frullo Energia Ambiente S.r.l.</p> <p>Alternate Auditor of HERA Comm Marche S.r.l.</p> <p>Alternate Auditor of HERA Servizi Energia S.r.l.</p> <p>Alternate Auditor of Adria Link S.r.l.</p> <p>Alternate Auditor of Biorg S.r.l.</p> <p>Alternate Auditor of Tre Monti S.r.l.</p> <p>Alternate Auditor of Banca Malatestiana – Credito Cooperativo – Società Cooperativa</p>
Valeria Bortolotti	<p>Sole Director of Filarmonica di Bologna S.r.l.</p> <p>Statutory Auditor of Borghi F.lli Imballaggi S.r.l.</p> <p>Director of Agora S.p.A.</p> <p>Statutory Auditor of Associazione Università Verde di Bologna APS</p>
Stefano Gnocchi	<p>Chairman of Board of Statutory Auditors of Snam S.p.A.</p> <p>Chairman of Board of Statutory Auditors of Gruppo MOL S.p.A.</p> <p>Standing Auditor of MTA S.p.A.</p> <p>Standing Auditor of Vercelli DC1 S.p.A.</p> <p>Standing Auditor of Logistica Bentivoglio S.p.A.</p> <p>Standing Auditor of RCP 6 S.r.l.</p> <p>Standing Auditor of Consorzio Logistica Pacchi S.c.p.a.</p> <p>Standing Auditor of San Salvo S.p.A.</p> <p>Standing Auditor of Castel San Giovanni 3 S.p.A. in liquidazione</p> <p>Alternate Auditor of Paredes Mapedo Fab S.p.A.</p> <p>Alternate Auditor of Paredes Italia S.p.A.</p> <p>Alternate Auditor of Gruppo Gazechim Italia S.r.l.</p> <p>Proxy Holder of Mazars Italia S.p.A.</p>

- The paragraph headed “*Shareholders – Major Shareholders*” on pages 150 and 151 of the Base Prospectus is deleted and replaced in its entirety by the following:

“As at the date of this Supplement, Hera has a widespread shareholding structure with 111 public shareholders that are parties to a shareholders’ agreement (approximately 45.8% of Hera’s share capital), effective from 1 July 2021 and expiring on 30 June 2024, stipulated on 28 April 2021 in continuity with the previous agreement stipulated on 26 June 2018, governing, *inter alia*, the

disposal of part of their shareholdings in Hera (approximately 38.3% of Hera's share capital) (the “**Public Shareholders’ Agreement**”). Pursuant to the Public Shareholders’ Agreement, the public entities which are parties thereto have undertaken to keep a minimum portion of their shares registered in the Special List.

The following table sets forth all shareholders of Hera holding, either directly or indirectly, more than 3% of Hera voting capital, based on communications provided pursuant to Article 120 of the Financial Services Act and publicly available information.

Declarer	Direct Shareholder	Type of possession	Percentage of voting capital
Comune di Bologna	Comune di Bologna	Owner	11.228%
Total			11.228%
Comune di Imola	CON.AMI	Owner	9.739%
	Comune di Imola	Owner	0.006%
Total			9.745%
Comune di Modena	Comune di Modena	Owner	8.712%
Total			8.712%
Lazard Asset Manag. LLC	Lazard Asset Manag. LLC	Owner	3.369%
<i>Gestione del Risparmio</i>	<i>Gestione del Risparmio</i>		
Total			3.369%
Comune di Ravenna	Ravenna Holding S.p.A.	Owner	6.569%
	Comune di Ravenna	Owner	0.000%
Total			6.569%
Comune di Trieste	Comune di Trieste	Owner	4.985%
Total			4.985%
Comune di Padova	Comune di Padova	Owner	4.138%
Total			4.138%
Comune di Udine	Comune di Udine	Owner	3.959%
Total			3.959%

- The paragraph headed “*Shareholders – Treasury shares and buy-back programme*” on page 151 of the Base Prospectus is deleted and replaced in its entirety by the following:

“In 2006, Hera initiated a programme to buy-back its ordinary shares on the market and hold them as treasury shares in order to fund opportunities that may arise for the integration of small companies and to standardise any anomalous fluctuations in share prices compared with those of its main Italian competitors. The shareholder meeting held on 28 April 2022 extended this treasury share purchase plan (the “**Share Purchase Plan**”) for a further 18 months whereby a maximum revolving of 60 million shares may be purchased by Hera, up to a total amount of €240 million. The same shareholders’ meeting resolved also to authorise the disposal (including, without limitation, any sale, exchange and contribution in kind) of the treasury shares purchased from time to time.

At the date of the shareholder meeting, Hera held 31,396,455 treasury shares.”.

- The second sentence of the paragraph headed “*Shareholders – Transactions with Related Parties*” on page 152 of the Base Prospectus is deleted and replaced in its entirety by the following:

“For further information, see “*Procedure for related parties transactions*” available, on the Hera’s website https://eng.gruppohera.it/group_eng/corporate-governance/corporate-governance-system/policies-and-procedures.”.

- After the sub-section headed “*Recent developments*” on pages 152 and 153 of the Base Prospectus, the following sub-section is added:

“SIGNIFICANT EVENTS AFTER THE DATE OF APPROVAL OF THE BASE PROSPECTUS (I.E., AFTER 7 OCTOBER 2021)

UPDATE ON THE GROUP’S STRATEGY

On 27 January 2022 the Board of Directors of Hera approved the business plan for the five-year period 2021-2025 (the “**2021-2025 Business Plan**”) which consolidates the Group’s commitment to balanced and sustainable development in all business areas, with the aim of continuing to create value for shareholders, local areas and the communities served. The 2021-2025 Business Plan shows increases in all main targets and outlines a wide range of actions for the energy transition, the circular economy and technological evolution, with concrete and innovative projects that will also benefit from funding opportunities coming from the National Recovery and Resilience Plan.

In continuity with the previous business plan and in full compliance with national and European policies and the objectives on the UN’s 2030 Agenda, which have been guiding Hera’s strategies for some time, all projects in the 2021-2025 Business Plan are structured around the same three focal points of the 2020-2024 Business Plan: the environment, socio-economic factors and innovation, with initiatives for the green and digital transition, capable of generating positive effects in the areas served. According to the 2021-2025 Business Plan it is expected that approximately Euro 2.5 billion of investments will contribute to the SDGs identified by the Issuer as priorities (see “- *Description of the Issuer – Sustainability strategy*” of the Base Prospectus).

UPDATE ON THE BUSINESS OF THE HERA GROUP IN 2021

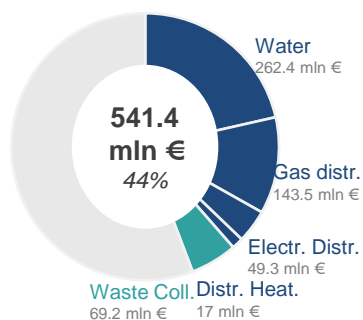
On 23 March 2022, the Hera’s Board of Directors approved the consolidated annual financial statements as at 31 December 2021, incorporated by reference herein (see “*Documents incorporated by reference*” above).

The Hera Group closed the year 2021 with positive results, despite the complex scenario seen in Italy due to the ongoing Covid-19 emergency and, in the second half of the year, high volatility in the energy market. Thanks to its solid and efficient multi-business model and its good operational, financial and fiscal management, Hera managed to keep its results growing while pursuing sustainable development. It also succeeded in supporting its stakeholders, first and foremost its customers, with concrete actions such as bill instalment plans to enable them to meet their payments. More generally, the Hera Group prolonged its path of uninterrupted growth, continuing to leverage its own strategy: a balanced mix of internal and external growth, with significant economies of scale and a significant extraction of synergies.

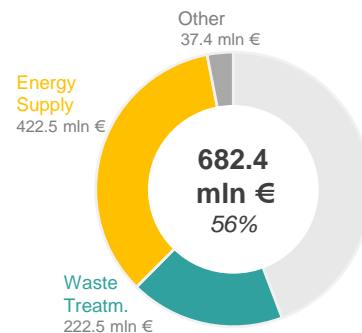
In particular, from its incorporation to 2021 Hera recorded a 1.4% cagr (compound annual growth rate) constant growth in ROI. Furthermore, the Group's Ebitda as at and for the period ending 31 December 2021 was equal to approximately 1.124 million and Cash Flow totalled Euro 838 million.

The charts below show the Ebitda of the Group as at 31 December 2021, by distinguishing between Ebitda from regulated activities and Ebitda from liberalized activities, as well as by business areas.

Regulated activities



Liberalised activities

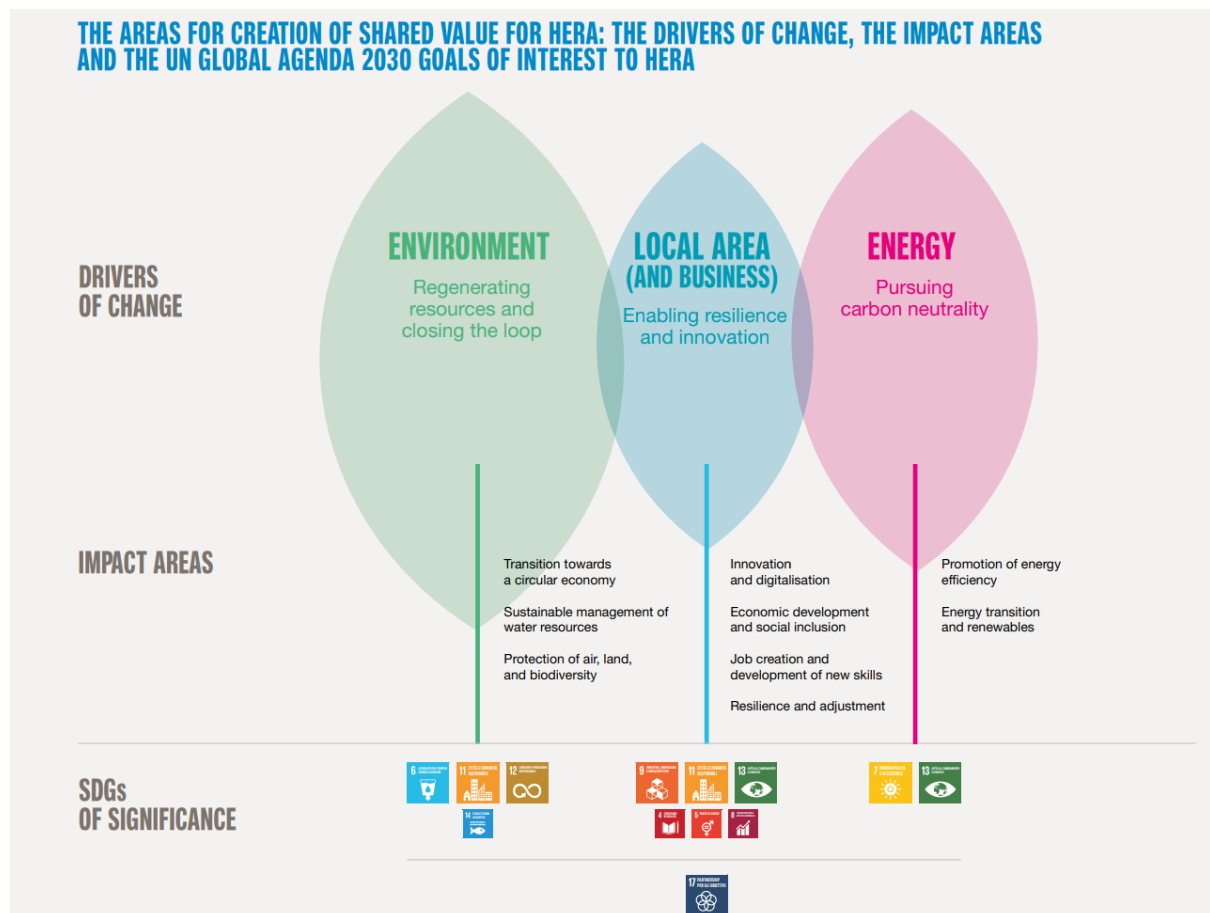


For detailed information on the Group's business in 2021 and the 2021 results see the Issuer's consolidated annual financial statements as at 31 December 2021 and the press release headed "*Hera Group approves results at 31/12/2021*", both incorporated by reference herein (see "*Documents incorporated by reference*" above).

UPDATE ON THE GROUP'S SUSTAINABILITY POLICY

On 23 March 2022, Hera's Board of Directors approved the 2021 sustainability report (a consolidated non-financial statement prepared pursuant to Legislative Decree 254/2016) which details the performance and goals achieved by the Group, together with the principles which guide Hera Group's actions, the future objective, the results of its dialogue with stakeholders and its existing initiatives (the **2021 Sustainability Report**).

Sustainability and shared value continue to be the foremost operating principles of the Group and one of the cornerstones upon which Hera's strategy is developed, combining operating and financial targets with environmental and social objectives. For further information on the Group's sustainability strategy and results, see paragraph 1.06 "*Sustainability results*" of the Directors' report of the Issuer's consolidated annual financial statements as at 31 December 2021 incorporated by reference herein (see, "*Documents incorporated by reference*" above).



Hera's attention to ESG standards is demonstrated by the number of rating and certifications assigned to the Group also in the last quarter of 2021 and the first months of 2022. In November 2021, with a score of 90/100, up compared to 2020, Hera was recognised as the world's best multi-utility for environmental, social and governance factors by S&P Global, which once again included the Group in the Dow Jones Sustainability Index, World and Europe, awarding it Gold Class 2022, the highest rating for companies included in the DJSI. Furthermore, Hera achieved a score of "18.8 low risk" by Sustainalytics which ranked it among the companies with the lowest ESG risk (best European multi-utility). In October 2021, Hera was also included in the MIB ESG index, the Italian stock exchange's index with leading Italian companies that stand out for their best environmental, social and governance performances, and which followed an assessment carried out by Vigeo which assigned Hera an "Advanced" rating. 2021 was also the third consecutive year of reporting on the New Plastics Economy Global Commitment, an initiative set up by the Ellen MacArthur Foundation to make the plastic sector more circular and joined by the Group in 2018 with challenging goals. Furthermore, the Group applied to one of its subsidiaries a digital tool developed by the Ellen MacArthur Foundation for measuring the circularity (Circulytics). In addition, in 2021 Hera was between the 70 companies that supported the second "Business Call for a UN Treaty on Plastic Pollution" promoted by the World Wide Fund for Nature (WWF) and the Ellen MacArthur Foundation. Lastly, Hera is also a member of ICESP (Italian

Circular Economy Stakeholder Platform), the Italian platform that includes the main national players in the circular economy and Alliance for the Circular Economy.

In May 2022, Hera published its new green financing framework.

UPDATE ON LONG-TERM OBJECTIVES BY 2030

Hera's commitment to lowering the amount of greenhouse gasses emissions is structured as follows: reduce absolute Scope 1&2 GHG emissions by 28% (also by purchasing 100% renewable energy by 2023); reduce Scope 3 GHG emissions from the use of sold natural gas by 30%; reduce Scope 3 GHG emissions for all sold electricity by 50% per MWh, in each cases compared to 2019. Hera also aims to increase the so-called shared value Ebitda (CSV Ebitda), *i.e.* the portion of Ebitda that derives from business activities capable of meeting the objectives on the UN Global Agenda, to an amount representing approximately 70% of the Group's total Ebitda by 2030.

Furthermore, the target relating to the rise in the amount of packaging recycled in 2030, already disclosed in sub-paragraph headed "*Long-term objectives by 2030*" of the Base Prospectus as being "over 75%", as at the date of this Supplement is equal to, approximately, 80% compared to 2017.

UPDATE ON THE KEY CONCESSIONS

After the approval of the Base Prospectus, the Hera Group awarded new concessions.

In October 2021, Hera Comm was awarded the lots for the Province of Rome, Campania, Calabria and Sicily, which involve approximately 39,000 electricity supply points and the annual supply of over 3.4 TWh of electricity to Public Administrations.

In November 2021, the Emilia-Romagna Territorial Agency for Water and Waste Services (ATERSIR), acting as the contracting authority, awarded Hera the tender for managing the integrated water service in the province of Rimini, with the exception of the Municipality of Maiolo. The tender concerned 24 municipalities in the Rimini area and over 160,000 thousand users, distributed along a network of over 3,000 km.

In November 2021, the Emilia-Romagna Territorial Agency for Water and Waste Services (ATERSIR), acting as contracting station, awarded to the temporary group of companies (*raggruppamento temporaneo di imprese* – RTI) formed by Hera, Giacomo Brodolini Soc. Coop and Consorzio Stabile Ecobi, the tenders for managing urban and assimilated waste in the "Pianura e Montagna Modenese" area and in the Bologna area. The first tender awarded concerned 32 municipalities in the Modena area with approximately 490,000 inhabitants, whilst the second tender awarded concerned 50 municipalities in the Bologna area in a catchment area with approximately 1 million inhabitants.

UPDATE ON THE GROUP'S INDEBTEDNESS STRUCTURE AND SUSTAINABLE FINANCE

After the approval of the Base Prospectus, the indebtedness structure of the Hera Group changed due to, *inter alia*, the following events.

In October 2021, Hera issued its first sustainability-linked bond under its EMTN Programme with a nominal value of Euro 500 million, repayable in 12 and a half years and with an annual fixed-rate coupon of 1% (the "**2021 SLB**"). The 2021 SLB is linked to the achievement of the sustainability targets contained in the Sustainability-Linked Financing Framework, for which intermediate sustainability performance targets (SPTs) have been defined. In particular, from the interest payment date of 2032, a possible increase in the interest rate is foreseen in the event that the Group does not achieve the targets for the reduction of the greenhouse gas emissions of CO₂ tonnes (rate increase of 0.20%) and/or the quantity of recycled plastic in thousands of tonnes (rate increase of 0.15%).

Furthermore, in the last quarter of 2021, the Issuer carried out a partial re-purchase of certain bonds, for a total book value of Euro 346 million, and early repaid a loan granted by the European Investment Bank which was to mature in June 2027 and two loans originally granted by Unione di Banche Italiane S.p.A. (now Intesa Sanpaolo S.p.A.), which were to mature, respectively, in March 2024 and June 2023.

In the first months of 2022, the Issuer entered into seven bilateral sustainability-linked revolving credit facilities (the “RCFs”) with seven primary banks for a total principal amount of Euro 480 million. The key performance indicators and the sustainable targets included in the RCFs refer to the Sustainability-Linked Financing Framework published by the Issuer in October 2021.

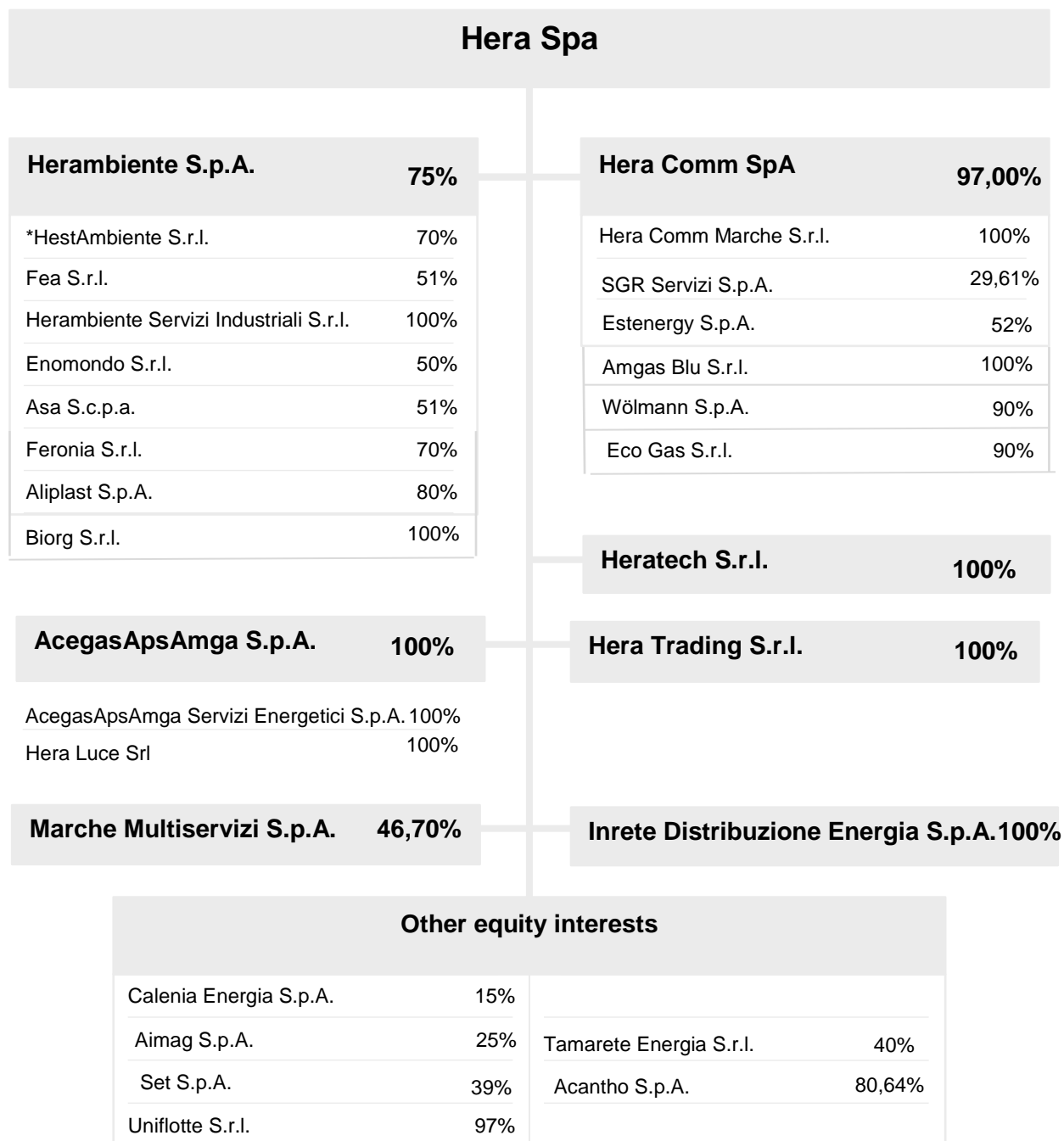
For further information on the indebtedness structure of the Group see Note 26 (*Current and non-current financial liabilities*) of the Commentary notes to the financial statement formats of the explanatory notes to the Issuer’s consolidated annual financial statements as at 31 December 2021 incorporated by reference herein (see, “*Documents incorporated by reference*” above).

UPDATE ON LEGAL PROCEEDINGS

For information on civil, administrative and tax proceedings involving the Hera Group and the provisions in the consolidated financial statements made for disputes which were likely to result in a negative outcome when a reasonable estimate of the amount involved could be made, see Note 10 (*Taxes*) and Note 28 (*Provisions for risks and charges*) of the Commentary notes to the financial statement formats of the explanatory notes to the Issuer’s consolidated annual financial statements as at 31 December 2021 incorporated by reference herein (see, “*Documents incorporated by reference*” above).

THE HERA GROUP AS AT 31 MARCH 2022

The following diagram sets forth the organisational structure of the Hera Group as at 31 March 2022.



*30% AcegasApsAmga S.p.A.

RESIGNATION OF MR VENIER AS DIRECTOR AND CEO OF HERA

On 4 April 2022, Mr Stefano Venier resigned from his position as director and chief executive officer of Hera following the acceptance of his appointment as director and chief executive officer of SNAM S.p.A., an Italian listed company whose reference shareholder is CDP Reti S.p.A.. The resignation became effective on 26 April 2022.

The Board of Directors of Hera held on 5 April 2022 formally acknowledged such resignation of Mr Stefano Venier and temporarily assigned, with effect from 26 April 2022, all powers pertaining to the chief executive officer of the Issuer to the Chairman of the Board of Directors. No severance pay was recognised to him, except for what is provided for by applicable law on the termination of employment.

To Mr Stefano Venier, who has been working in Hera since 2004, the Board of Directors expressed its heartfelt thanks for the important work carried out, in harmony with all the management, and wished him the best of success for his new professional challenges.

HERA SHAREHOLDERS MEETING: APPROVAL OF THE 2021 SEPARATE FINANCIAL STATEMENTS OF HERA AND DIVIDEND RISING TO 12 CENTS

On 28 April 2022, the shareholders meeting of Hera approved, *inter alia*, the 2021 financial statements and the payment of a dividend increasing to 12 cents per share (+9% compared to the last dividend paid), as further confirmation of the value created for stakeholders and local areas. The ex-dividend date was set at 20 June 2022, with payment as of 22 June 2022. The dividend will be paid to shares recorded on 21 June 2022. The dividend paid, based on the Hera share price at 31 December 2021, corresponds to a 3.3% annual return. At the shareholders meeting, the 2021 Sustainability Report was also presented.

The shareholders meeting also approved an amendment to the Issuer's by-laws, in compliance with the content of the new Corporate Governance Code and in particular with the recommendation that administrative bodies should include a number of independent directors coming to at least half of the total members. The new version of paragraph 17.3 of the by-laws clearly states that, within each list presented for the appointment of the board of directors, at least half of the candidates must meet independence requirements.

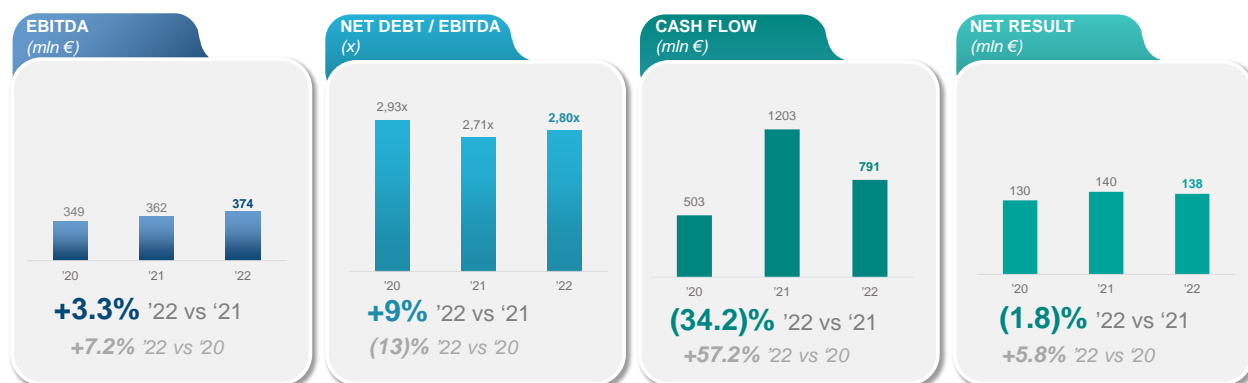
CURRENT MARKET CAPITALISATION

As at 30 April 2022, Hera has a market capitalisation of approximately €5.32 billion.

HERA BOARD OF DIRECTORS APPROVED Q1 2022 RESULTS

On 11 May 2022, the Hera Group's Board of Directors unanimously approved the consolidated results for the first quarter of 2022. Despite the fact that the results for the first quarter of 2022 were achieved against the backdrop of an extraordinarily difficult international scenario, marked by energy market volatility and geopolitical conflicts, Hera's management policies, based on its solid and resilient business model, proved to be effective and enabled it to show further growth in results. Following up on the indications contained in the 2021-2025 Business Plan, the Group continues to create value for stakeholders while ensuring, at the same time, quality and continuity in services.

The graphs below show certain financial highlights of the Q1 2022 results.



For further information, see the unaudited consolidated quarterly report as at 31 March 2022 and the press release dated 11 May 2022 headed “*Hera Board of Directors approved Q1 2022 results*”, both incorporated by reference into this Supplement (see, “*Documents incorporated by reference*” above).

APPOINTMENT OF THE NEW CEO OF HERA

Following the resignation of the previous chief executive officer (see, “- *Resignation of Mr Venier as director and CEO of HERA*” above), the Major of Bologna indicated Mr Orazio Iacono as new member of the board of directors and chief executive officer of Hera. On 11 May 2022, the Board of Directors appointed Mr Orazio Iacono by co-optation, pursuant to Article 2386 of the Italian Civil Code and Article 17.10 of the Company’s Articles of Association, as new director of Hera. Mr Orazio Iacono, who qualifies as a non-independent executive director, has been appointed on the same date as CEO, with all the related powers, and as a member of the Executive Committee (see “- *Corporate Governance – Board of directors, internal committee, risk committee and senior management – The Board of Directors – The Board of Directors and its members*”, “*Corporate Governance – Board of directors, internal committee, risk committee and senior management – The Board of Directors – Senior Management*” and “- *Corporate Governance – Board of directors, internal committee, risk committee and senior management – The Board of Directors – Internal Committees*” above).

REGULATION

The information set out below supplements the section of the Base Prospectus headed “*Regulation*”, on pages 154 to 176 of the Base Prospectus.

After the first paragraph in italics on page 154 of the Base Prospectus the following paragraph is added:

“For further information, see the paragraph headed “Businesses and regulations” of the Directors’ report in the audited consolidated annual financial statements of the Issuer as at 31 December 2021, incorporated by reference herein (see “Documents incorporated by reference” above).”.

TAXATION

The section of the Base Prospectus headed “*Taxation*” on pages 177 to 187 of the Base Prospectus is amended as follows.

The following sentence “*At any rate, where no specific exemption applies, a minimum stamp tax of Euro 34.20 is due on a yearly basis.*” at the end of the third paragraph of the sub-section headed “*Italian taxation – Stamp duty*” is deleted.

GENERAL INFORMATION

The information set out below supplements the section of the Base Prospectus headed “*General Information*” on pages from 191 to 193 of the Base Prospectus.

- The paragraph headed “*Material adverse change or significant change*” on page 192 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Material adverse change or significant change

Save as disclosed in the section “*Description of the Issuer - Significant events after the date of approval of the base prospectus (i.e., 7 October 2021)*” above, there has been no material adverse change in the prospects of Hera since 31 December 2021. Save as disclosed in the section “*Description of the Issuer – Significant events after the date of approval of the base prospectus (i.e., 7 October 2021)*” above, there has been no significant change in the financial performance or position of Hera or the Hera Group since 31 March 2022.”.

- The paragraph headed “*Litigation*” on page 192 of the Base Prospectus is deleted and replaced in its entirety by the following:

“Litigation

Save as disclosed in the paragraph headed “*Update on Legal Proceedings*” in the sub-section “*Description of the Issuer – Significant events after the date of approval of the base prospectus (i.e., 7 October 2021)*” above, neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this document which may have or have in such period had a significant effect on the financial position or profitability of the Issuer or the Group.”.