

### **3. Renewal of the authorisation to purchase treasury shares and relevant allotment policies: related and consequent resolutions.**

The Chairman, with the consent of the attendees, refrained from reading the Explanatory Report prepared by the Board of Directors on this agenda item in its entirety, the text of which was contained in the folder provided at reception.

He reminded attendees that, during the meetings held from 2006 to 2013 to approve the financial statements, in every session the members had authorized the purchase and/or use/sales of Hera S.p.A shares, up to a maximum turnover threshold of 15,000,000 shares for the 2006, 2007 and 2008 financial years, up to a maximum turnover threshold of 24,000,000 shares for the 2009 and 2010 financial years, and up to a maximum turnover threshold of 25,000,000 for the 2011, 2012 and 2013 financial years.

In relation to this, he clarified that the company's capital at that date amounted to Euro 1,421,342,617, that the company held 9,178,065 (nine million one hundred seventy eight thousand and sixty five) treasury shares and that its subsidiaries did not hold any Hera S.p.A shares.

He therefore proposed that, in order to increase the creation of value for shareholders, without excluding the possibility of using the treasury shares purchased as part of corporate operations that might generate investment opportunities, the Company's General Meeting, within the limits of and pursuant to Article 2357 of the Italian Civil Code, subject to the nullification of the previous authorization decision made by the Shareholders' Meeting attendees on 30 April 2013 for the non-completed part, renew its authorization to purchase Hera ordinary shares with a par value of Euro 1 up to a maximum turnover threshold of 40,000,000 (forty million), representing approximately 2.8142% (two point eight thousand, one hundred forty-two percent) of HERA S.p.A.'s share capital, acknowledging that the above-named number of shares was in compliance with Art. 2357 of the Italian Civil Code.

He therefore asked that the present Meeting authorize the purchase of treasury shares to be carried out within 18 (eighteen) months from the date of the Meeting, in one or more operations for an overall total not exceeding Euro 80,000,000 and for a minimum price per unit not inferior to their nominal value and a maximum price per unit not superior to 10% (ten percent) of the effective sale price listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. ("M.T.A.") in the trading session preceding each individual purchase.

Moreover, regarding the modality in which the purchased shares were to be used, he asked that, in compliance with Art. 2357 of the Italian Civil Code, the following be authorized:

(a) (a) the use of treasury shares purchased as part of operations allowing for investment opportunities through exchange, share swap, conferment, divestiture or other operations involving treasury shares for the purchase of shareholdings or blocks of shares or other operations involving the allotment or distribution of treasury shares;

(b) (b) the sale, to be carried out through one or more operations, at a price that does not involve adverse economic effects for the company and is at any rate in compliance with the legislative and regulatory provisions and limitations established by the Supervisory Authorities and Borsa Italiana S.p.A.

Submission of requests for the floor and opening of the discussion

The Chairman invited all those interested in submitting requests to take the floor to go, if they had not already done so, with the appropriate form and their "radiovoter", to the "SPEAKERS" station found in the middle of the room. He then asked a "SPEAKERS" station staff member to provide the list of requests to take the floor and to update the said list in the event of additional requests submitted during the statements.

Following the order in which the requests to take the floor were submitted, he invited the first person who had made such a request come to the podium, reminding those concerned to keep their statements to 10 minutes.

Shareholder Ballestrazzi took the floor and asked for greater details as to what was intended by "small purchases" as regards the use of the treasury shares: he expressed his desire that Aimag be excluded from this context.

The Chairman intervened, expressing the opinion that he had already provided explanations as to the Aimag issue and repeating that the operation had strategic interest for HERA and that at the time there were no specific modalities imaginable for carrying out the operation.

Since there were no further statements, he declared the discussion closed.

The Chairman then moved on to the vote.

#### Submission of the proposed resolution

As provided for by Article 5 of the Shareholders' Meeting Regulations, the Chairman therefore submitted for approval the following proposal relating to the third item on the agenda for the Ordinary Part:

"The Ordinary Shareholders' Meeting of HERA S.p.A.:

- having heard the Chairman's report;
- having examined the explanatory report of the Board of Directors and the proposals made therein

#### **resolves**

1. to approve the purchase, to be enacted within 18 months of the date of this meeting's resolution, in full or multiple payment, up to a maximum turnover threshold equalling nr. 40,000,000 HERA ordinary shares, each having one Euro nominal value; this shall always take place as per thresholds under art. 2357 of the Italian Civil Code, after the previous authorisation resolution passed in the 30 April 2013 meeting has been repealed for the non-enacted part. Treasury share purchase price shall be no lower than their nominal value, not exceeding a 10% threshold with respect to the reference price recorded on the Stock Exchange day prior to every single purchase; it is understood that purchases cannot exceed a maximum amount equalling € 80,000,000. Moreover, purchases shall preferably take place on the M.T.A. and shall abide by all of the law provisions, regulations and prescriptions set out by the Supervising Authorities and/or by Borsa Italiana S.p.A.;

2. to authorize, pursuant to Art. 2357-ter of the Italian Civil Code:

(a) the use of treasury shares acquired within transactions allowing for investment opportunities including such means as exchange, share swap, trading-in, allocation, handover or any other treasury share assignment act aimed at acquiring shareholding or blocks of shares or any other transactions entailing treasury share allotment or disposal;

(b) the sale may take place through multiple payment, at a price that does not entail any negative financial outcome for the company, and shall always abide by all legislation and regulations and by the Supervising Bodies' and Borsa

Italiana S.p.A.'s guidelines;

3. to authorise, under art. 2357-ter of the Italian Civil Code, the increase of the existing non-disposable asset reserve, equalling the amount of treasury shares in the balance assets;

4) to confer a mandate upon the Board of Directors and on their behalf to the Chairman and the CEO, in a separate manner, so that they carry out the purchase and/or the utilisation/sale of HERA shares under all relevant legislation, under this authorisation as well as under the above-listed conditions, within the most appropriate time frame;

5. to establish that, in the case of treasury share handover, the reserve under art. 2357-ter of the Civil Code shall flow back to an amount equalling the book value of the treasury shares handed over in the existing treasury share purchase reserve, so that said reserve may eventually be used for other purchases, within the timing and conditions authorised under this resolution. Should the portfolio treasury shares undergo downwriting or revaluation, the above-mentioned reserve shall subsequently be rectified."

Vote on the proposed resolution

The Chairman asked the attendees not to leave the room throughout the entire duration of the voting operations.

He then declared the voting procedure open on the proposed resolution concerning the third item on the agenda for the Ordinary Part.

Holder of proxies, intending to cast differing votes on the proposal, were asked to go to the "assisted voting" station.

The other Shareholders were asked to remain seated and cast their votes using the "radiovoters", according to the instructions given in the document included in the folder provided at reception.

The Chairman then asked voters to:

- press the button corresponding to the vote they wished to cast ("F" for a vote in FAVOUR or "A" for ABSTAIN or "C" for vote AGAINST);
- check on the screen that this choice was correct;
- press the "OK" button;
- check on the screen that the vote had been sent correctly.

Announcement of the results of the vote

The Chairman asked the "assisted voting" station if there were any reports from Shareholders intending to correct the vote cast using the "radiovoters".

He then declared the voting on the proposal indicated in the third item of the agenda for the Ordinary Part closed and asked a staff member to provide the results of the vote.

He then announced the outcome of the vote, the results of which are reported, in accordance with the above-mentioned Appendix 3E to Regulation 11,971 of 14 May 1999, in the document attached hereto as **Appendix O**):

having obtained the approval of the shareholders representing an absolute majority of the share capital represented at the Meeting, as shown in the breakdown in the hereto attached document, and with

1,039,599,823 votes in favour

565,902 votes against

105 abstentions

10,000 non-voters

**the proposal was declared approved.**

The Chairman noted that the discussion of the third item on the agenda for the Ordinary Part was closed, and moved on to discuss the fourth item on the agenda for the Ordinary Part.