

**HERA S.P.A.**

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

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

**Registered with the Bologna Register of Companies**

**Registration number 04245520376**

***DIRECTORS' REPORT***

***ITEM 1 ON THE AGENDA***

***EXTRAORDINARY PART***

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

*called in a single call on 28 April 2022 at 10 a.m.*

Dear Shareholders,

The Board of Directors of HERA S.p.A., has asked you to attend the single call of this Ordinary and Extraordinary Shareholders' Meeting at the Company's Head Office - *Viale Berti Pichat 2/4, Bologna* - on 28 April 2022 at 10.00am to discuss and decide on the items on the following:

agenda

### **Extraordinary Part of the Shareholders' Meeting**

1. Amendment of article 17 of the Articles of Association in compliance with the new provisions contained in the Corporate Governance Code: related and consequent resolutions.

### **Ordinary Part of the Shareholders' Meeting**

1. Financial statements as at 31 December 2021 of Hera S.p.A.: related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2021 Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.

Presentation of the Sustainability Report – the Non-Financial Consolidated Statement prepared pursuant to Legislative Decree no. 254/2016.

2. Proposed allocation of profit for the period: related and consequent resolutions.
3. Report on the remuneration policy and fees paid: resolutions relating to Section I – Remuneration policy.
4. Report on the remuneration policy and fees paid: resolutions relating to Section II – Fees paid.
5. Conferral of the mandate for the legal audit of the accounts for the financial years 2024 – 2032: related and consequent resolutions.
6. Renewal of the authorisation to purchase treasury shares and disposal procedure thereof: related and consequent resolutions.

#### First item on the agenda of Extraordinary Part.

### **Amendment of article 17 of the Articles of Association in compliance with the new provisions contained in the Corporate Governance Code: related and consequent resolutions.**

The Board of Directors of HERA S.p.A. (hereinafter “**HERA**” or the “**Company**”), has invited you to attend this Extraordinary Shareholders' Meeting to submit to your attention the proposed resolution concerning the amendment of article 17 of the Articles of Association (hereinafter “**Articles of Association**” or “**Articles**”).

This report is prepared in accordance with the provisions of article 72 of the Regulations adopted pursuant to Consob Resolution no. 11971 of 14 May 1999 (hereinafter “**Issuers' Regulations**”) and Annex 3A, Schedule 3, attached to the Issuers' Regulations.

It should firstly be noted, that in January 2020, the Corporate Governance Committee approved the new Corporate Governance Code (formerly the «Self-Regulatory Code» and hereinafter referred to as the «Code»), modifying, not only its structure and content, but also its name. This new edition, which comes from a detailed comparison with listed companies, is the result of a detailed analysis of international developments in the field of corporate governance and the results of the monitoring activities of the application of the Code, conducted by the Corporate Governance Committee.

Given that application of the provisions of the Code is voluntary, on 11 November 2020 the Board of Directors of Hera resolved, in line with the past, to subscribe to the new Code, undertaking to apply the provisions thereof as from the 2021 financial year and providing adequate information to the market in the corporate governance report to be published in 2022.

In particular, as regards the provisions of article 2 – *Members of the corporate bodies*, Recommendation 5, the Code invites large companies with non-concentrated ownership, such as Hera S.p.A., to ensure that, the number of independent directors of their administrative bodies is equal to at least half of the members of the Board of Directors, also specifying that compliance with this recommendation should be applied as from the first renewal after 31 December 2020.

Given its renewal during the Ordinary Shareholders' Meeting called to approve the Financial Statements as at 31 December 2022, the Board of Directors of Hera considered it appropriate to propose in advance that the Articles of Association of the company be aligned with these provisions, so that, at the time of renewal, the Articles of Association are updated.

As mentioned above therefore, the amendments submitted to your attention are due to the need to transpose this recommendation of the new Code, by reformulating paragraph 17.3 so that it clearly states that, on each list submitted, at least half of the candidates must meet the independence requirements set forth herein.

Finally, as regards to the amendment to paragraph 17.7, it should be noted that this is a mere wording alignment.

Given the above, the amendments to article 17 of the Articles of Association, in order to transpose and adapt the Articles of Association to the principles and recommendations of the above Code, are therefore submitted to the Shareholders' Meeting for approval.

The following synoptic table compares the article of the Articles of Association in question, in the current and the proposed texts.

<b>CURRENT TEXT</b>	<b>NEW TEXT</b>
<b>ARTICLE 17 APPOINTMENT OF THE BOARD OF DIRECTORS</b>	<b>ARTICLE 17 APPOINTMENT OF THE BOARD OF DIRECTORS</b>
<p>17.1 The members of the Board of Directors are elected on the basis of lists on which the candidates are indicated by a progressive number, and are in any case no more than the members to be elected. Each list must contain a number of candidates belonging to the least represented gender that ensures, for the composition of the Board of Directors, compliance with the gender balance at least to the minimum extent required by the law, and regulations, in force and by these articles of association.</p>	<p>17.1 The members of the Board of Directors are elected on the basis of lists on which the candidates are indicated by a progressive number, and are in any case no more than the members to be elected. Each list must contain a number of candidates belonging to the least represented gender that ensures, for the composition of the Board of Directors, compliance with the gender balance at least to the minimum extent required by the law, and regulations, in force and by these articles of association.</p>
<p>17.2 The members of the board of directors are elected as follows:</p> <p>(i) (11) eleven members of the board of directors are taken from the list that obtains the highest number of votes, according to the progressive order in which they are listed, at least (4) four of which should be of the least represented gender;</p> <p>(ii) for the appointment of the remaining 4 (four) members, the votes obtained by each of the lists other than the list indicated by paragraph (i), and who were not submitted or voted by shareholders associated with, in accordance with the law in force, the shareholders who submitted or voted for the same list indicated by (i), are then divided by one, two, three and four. The quotients thus obtained are progressively awarded to the candidates of each list, in the order indicated by the list. The candidates are then placed in a single decreasing ranking, according to the quotients awarded to each candidate. The candidates elected</p>	<p>17.2 The members of the board of directors are elected as follows:</p> <p>(i) (11) eleven members of the board of directors are taken from the list that obtains the highest number of votes, according to the progressive order in which they are listed, at least (4) four of which should be of the least represented gender;</p> <p>(ii) for the appointment of the remaining 4 (four) members, the votes obtained by each of the lists other than the list indicated by paragraph (i), and who were not submitted or voted by shareholders associated with, in accordance with the law in force, the shareholders who submitted or voted for the same list indicated by (i), are then divided by one, two, three and four. The quotients thus obtained are progressively awarded to the candidates of each list, in the order indicated by the list. The candidates are then placed in a single decreasing ranking, according to the quotients awarded to each candidate. The candidates elected</p>

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<p>are those who obtain the highest quotients up to the remaining members to elect, at least (2) two of which should be of the least represented gender. On a par of quotients of candidates on different lists, for the last member to be elected preference will go to the member on the list that obtained the highest number of votes or, in the case of further parity, the most senior candidate, in compliance with the gender balance provided by the law, and regulations, in force.</p> <p>If the minimum number of directors belonging to the least represented gender is not elected, the candidate of the most represented gender who ranks last in the ranking of candidates elected from the most voted list will be replaced by the candidate of the least represented gender who was ranked first of the candidates not elected of the same list and so on up to the minimum number of directors of the least represented gender. If, even after applying this criterion, the minimum number of directors belonging to the least represented gender is still not attained, the replacement criterion indicated will be applied to the minority lists, starting from the most voted list.</p>	<p>are those who obtain the highest quotients up to the remaining members to elect, at least (2) two of which should be of the least represented gender. On a par of quotients of candidates on different lists, for the last member to be elected preference will go to the member on the list that obtained the highest number of votes or, in the case of further parity, the most senior candidate, in compliance with the gender balance provided by the law, and regulations, in force.</p> <p>If the minimum number of directors belonging to the least represented gender is not elected, the candidate of the most represented gender who ranks last in the ranking of candidates elected from the most voted list will be replaced by the candidate of the least represented gender who was ranked first of the candidates not elected of the same list and so on up to the minimum number of directors of the least represented gender. If, even after applying this criterion, the minimum number of directors belonging to the least represented gender is still not attained, the replacement criterion indicated will be applied to the minority lists, starting from the most voted list.</p>
<p>17.3 The lists must include at least two candidates in possession of the requisites of independence required for Auditors by article 148, subsection 3 of Italian Legislative Decree no. 58/1998 and those required by the self-regulatory code drawn up by the Corporate Governance Committee of Borsa Italiana S.p.A.</p>	<p>17.3 The lists must include at least two candidates in possession of the requisites of independence required for Auditors by article 148, subsection 3 of Italian Legislative Decree no. 58/1998, <b>and at least half the candidates must be in possession of the requisites of independence required by the Corporate Governance Code</b> <del>and those required by the self-regulatory code drawn up by the Corporate Governance Committee of Borsa Italiana S.p.A.</del></p>
<p>17.4 The lists may be submitted by</p>	<p>17.4 The lists may be submitted by</p>

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shareholders representing at least 1% of the share capital in the ordinary shareholders' meeting, or the different percentage provided by the current law and indicated in the call notice.	shareholders representing at least 1% of the share capital in the ordinary shareholders' meeting, or the different percentage provided by the current law and indicated in the call notice.
17.5 The lists should be filed at the registered office, under penalty of forfeiture, at least twenty-five days before the meeting and will be made available to the public at the registered office, on the company's website and in the other ways provided by applicable laws and regulations at least twenty-one days before the meeting.	17.5 The lists should be filed at the registered office, under penalty of forfeiture, at least twenty-five days before the meeting and will be made available to the public at the registered office, on the company's website and in the other ways provided by applicable laws and regulations at least twenty-one days before the meeting.
17.6 Each shareholder may present or participate in the presentation of one list only. Subscriptions and votes cast in breach of this prohibition shall not be allocated to any list.	17.6 Each shareholder may present or participate in the presentation of one list only. Subscriptions and votes cast in breach of this prohibition shall not be allocated to any list.
17.7 Together with the lists, presenters should submit a description of the professional curriculum of the candidates, irrevocable acceptance of the appointment by the candidates (subject to appointment thereof), certification attesting that there are no causes of ineligibility and/or forfeiture, and a declaration, if necessary, attesting that the candidate is in possession of the independence requirements established for Auditors by article 148 subsection 3 of Legislative Decree no. 58/1998 and those provided by the code of conduct drawn up by the Corporate Governance Committee of Borsa Italiana S.p.A. Any list for which the above provisions are not complied with or that does not include candidates of a different gender in accordance with the provisions of article 17.1 of the Articles of Association, is considered not to have been submitted.	17.7 Together with the lists, presenters should submit a description of the professional curriculum of the candidates, irrevocable acceptance of the appointment by the candidates (subject to appointment thereof), certification attesting that there are no causes of ineligibility and/or forfeiture, and a declaration, if necessary, attesting that the candidate is in possession of the independence requirements established for Auditors by article 148 subsection 3 of Legislative Decree no. 58/1998 and those provided by the self-regulatory <b>Corporate Governance</b> Code drawn up by <del>the Corporate Governance Committee of Borsa Italiana S.p.A.</del> Any list for which the above provisions are not complied with or that does not include candidates of a different gender in accordance with the provisions of article 17.1 of the Articles of Association, is considered not to have been submitted.
17.8 No one may be a candidate on more	17.8 No one may be a candidate on more

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<p>than one list. Acceptance of candidates on more than one list is grounds for ineligibility.</p>	<p>than one list. Acceptance of candidates on more than one list is grounds for ineligibility.</p>
<p>17.9 If the candidate elected is unable or unwilling to accept the position, he/she will be replaced by the first non-elected candidate on the list to which said candidate belonged, in compliance with the principles of gender balance provided by applicable laws, and regulations. If a single list of candidates is presented, the members of the Board of Directors will be elected on this list, in compliance with the principles of gender balance provided by applicable laws, and regulations. For the election of the directors who for any reason are not appointed in the manner indicated above, the shareholders' meeting resolves with the majorities provided by law, in compliance with the principles of gender balance provided by applicable laws, and regulations.</p>	<p>17.9 If the candidate elected is unable or unwilling to accept the position, he/she will be replaced by the first non-elected candidate on the list to which said candidate belonged, in compliance with the principles of gender balance provided by applicable laws, and regulations. If a single list of candidates is presented, the members of the Board of Directors will be elected on this list, in compliance with the principles of gender balance provided by applicable laws, and regulations. For the election of the directors who for any reason are not appointed in the manner indicated above, the shareholders' meeting resolves with the majorities provided by law, in compliance with the principles of gender balance provided by applicable laws, and regulations.</p>
<p>17.10 If during the year one or more directors appointed on the basis of the list vote go out of office, the first non-elected candidates on the list to which the directors who go out of office not yet on the Board of Directors will be co-opted pursuant to section 2386 of the Italian Civil Code, in compliance with the principles of gender balance provided by applicable laws, and regulations. If for any reason there are no names available, pursuant to section 2386 of the Italian Civil Code, the Board proceeds with co-optation, in compliance with the principles of gender balance provided by applicable laws, and regulations. The Directors appointed in this way remain in office until the next Shareholders' Meeting, which will deliberate in the manner provided for the appointment.</p>	<p>17.10 If during the year one or more directors appointed on the basis of the list vote go out of office, the first non-elected candidates on the list to which the directors who go out of office not yet on the Board of Directors will be co-opted pursuant to section 2386 of the Italian Civil Code, in compliance with the principles of gender balance provided by applicable laws, and regulations. If for any reason there are no names available, pursuant to section 2386 of the Italian Civil Code, the Board proceeds with co-optation, in compliance with the principles of gender balance provided by applicable laws, and regulations. The Directors appointed in this way remain in office until the next Shareholders' Meeting, which will deliberate in the manner provided for the appointment.</p>

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### Resolution proposal

Given the above, the Board of Directors invites you to pass the following resolutions:

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

- *having heard the Chairman’s presentation;*
- *having acknowledged the report of the Board of Directors and the proposal made therein;*

***hereby resolves***

- (i) to amend article 17 of the Articles of Association as indicated by the text hereunder, with a comparison of the proposed amendments*

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*(ii) to confer all-encompassing powers to the Chairman to arrange, even through representatives if necessary, whatever may be required, necessary or useful to pass the above resolution, including the authority to:*

- *sign and publish any document, deed and/or declaration that may be required or necessary for this purpose, including any notice that may be required by current regulations, including applicable regulations;*
- *more generally to arrange anything that may be required, necessary and useful for the passing of the above resolution, making any non-substantial changes that may be requested by the competent authorities, above all for registration with the Register of Companies”.*

Bologna, 23 March 2022

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