# 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

 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.
- 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.

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

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

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. 17.6 Each shareholder may present or participate in the presentation of one participate in the presentation of one 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 aft no causes of ineligibility and/or forfeiture, and a declaration, if necessary, attesting that the candidates 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 corporate Governance Corporate Governance Cede drawn up by the Corporate Governance	CURRENT TEXT	NEW TEXT
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. 17.6 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 candidates 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 corporate Governance Corporate Governance Cede drawn up by the Corporate Governance	shareholders representing at least 1%	shareholders representing at least 1%
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. 17.6 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 thereof), certification attesting that there are no causes of ineligibility and/or forfeiture, and a declaration, if necessary, attesting that the candidates 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 condotates corporate Governance Cede drawn up by corporate Governance Cede drawn up by the Corporate Governance Cede drawn up by presenters conducted by the condot of conduct corporate Governance Cede drawn up by corporate Governance Cede drawn up by	of the share capital in the ordinary	of the share capital in the ordinary
and indicated in the call notice.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.17.6 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 Governanceand indicated in the call notice.and indicated in the call action corporate Governanceand indicated in the call action forpate Governance Cede drawn up by the Corporate Governance	shareholders' meeting, or the different	shareholders' meeting, or the different
<ul> <li>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.</li> <li>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.</li> <li>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</li> <li>17.5 The lists should be filed at the registered office, under penalty of forfeiture, and a be appointment by the conductors 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</li> <li>17.7 Together with Corporate Governance Code drawn up by the Corporate Governance</li> </ul>	percentage provided by the current law	percentage provided by the current law
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. 17.7 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	and indicated in the call notice.	and indicated in the call notice.
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. 17.7 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 Corporate Governance Corporate Governance Corporate Governance Corporate Governance Corporate Governance Corporate Governance Code drawn up by the Corporate Governance	17.5 The lists should be filed at the	17.5 The lists should be filed at the
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. 17.7 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 corporate Governance Corporate Governance Corporate Governance	registered office, under penalty of	registered office, under penalty of
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. 17.7 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 candidates 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 Corporate Governance Corporate Governance	forfeiture, at least twenty-five days	forfeiture, at least twenty-five days
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. 17.7 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 Corporate Governance Code drawn up by	before the meeting and will be made	before the meeting and will be made
<ul> <li>website and in the other ways provided by applicable laws and regulations at least twenty-one days before the meeting.</li> <li>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.</li> <li>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 corporate Governance</li> <li>website and in the other ways provided by applicable laws and regulations at least twenty-one days before the meeting.</li> <li>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.</li> <li>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 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</li> </ul>	available to the public at the	available to the public at the
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. 17.7 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 candidates 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 corporate Governance Corporate Governance Code drawn up by	registered office, on the company's	registered office, on the company's
leasttwenty-onedaysbeforethemeeting.17.6Eachshareholdermaypresentor17.6Eachshareholdermaypresentorparticipateinthepresentationoforlistonly.Subscriptionsand votescastininbreachofthisprohibitionshall notlistbeallocatedtoanylist.listor17.7Togetherwiththelists,presentersshould submit adescriptionoftheprofessionalcurriculumoftheadescriptionoftheprofessionalcurriculumoftheadescriptionoftheappointmentbythecandidatesfreevocableacceptance(subjecttoappointmentthere arecardidates,irrevocableacceptanceof(subjecttoappointmentthere arecardidates,irrevocableacceptanceof(subjecttoappointmentthere arecardidates,irrevocableacceptanceof(subjecttoappointmentthere arecardidatesforfeiture,andadelaration,ifnecessary, attestingthatthecandidatesisinpossessionoftheisinpossessionoftheindependenceis<	website and in the other ways provided	website and in the other ways provided
meeting.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 Governancemeeting.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 thereof), certification attesting that there are certification 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 corporate Governance17.6 Each shareholder may present of to appoint acceptance of the allocated to any list.17.7 Together with the lists, presenters should submit a descript	by applicable laws and regulations at	by applicable laws and regulations at
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 Corporate Governance Corporate Governance Code drawn up by the Corporate Governance	least twenty-one days before the	least twenty-one days before the
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 Corporate Governance Corporate Governance Corporate Governance Code drawn up by cast conduct and the candidates the appointed by the code of conduct drawn up by the Corporate Governance	meeting.	meeting.
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 Corporate Governance Corporate Governance Corporate Governance Code drawn up by cast conduct and the candidates the appointed by the code of conduct drawn up by the Corporate Governance	17.6 Each shareholder may present or	17.6 Each shareholder may present or
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 Corporate Governance Corporate Governance Corporat	participate in the presentation of one	participate in the presentation of one
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 Corporate Governance Corporate Governance Corporat	list only. Subscriptions and votes cast	list only. Subscriptions and votes cast
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 Corporate Governance Corporate Governance	in breach of this prohibition shall not	in breach of this prohibition shall not
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 Corporate Governance Corporate Governance	be allocated to any list.	be allocated to any list.
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	17.7 Together with the lists,	17.7 Together with the lists,
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	presenters should submit a description	presenters should submit a description
the appointment by the candidates (subject to appointment thereof), certification attesting that there are no causes of ineligibility and/or no causes of ineligibility and/or forfeiture, and a declaration, if 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 Code drawn up by	of the professional curriculum of the	of the professional curriculum of the
(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	candidates, irrevocable acceptance of	candidates, irrevocable acceptance of
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	the appointment by the candidates	the appointment by the candidates
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	(subject to appointment thereof),	(subject to appointment thereof),
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	certification attesting that there are	certification attesting that there are
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	no causes of ineligibility and/or	
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	forfeiture, and a declaration, if	forfeiture, and a declaration, if
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 Corporate Governance Corporate Code drawn up by	necessary, attesting that the candidate	necessary, attesting that the candidate
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 Corporate Governance Corporate Code drawn up by		is in possession of the independence
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 Corporate Governance Code drawn up by		
those provided by the code of conduct those provided by the self-regulatory drawn up by the Corporate Governance Code drawn up by	by article 148 subsection 3 of	_
those provided by the code of conduct those provided by the self-regulatory drawn up by the Corporate Governance Code drawn up by	Legislative Decree no. 58/1998 and	Legislative Decree no. 58/1998 and
	-	those provided by the self-regulatory
		Corporate Governance Code drawn up by
I COMMUTELEE OF DOTSA FLATIANA S.P.A. ANY [ <del>the corporate covernance committee of</del>	Committee of Borsa Italiana S.p.A. Any	the Corporate Governance Committee of
		_
		complied with or that does not include
	gender in accordance with the	
	-	_
	-	-
		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

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

#### **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

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

CURRENT TEXT	NEW TEXT
voted by shareholders associated with,	voted by shareholders associated with,
in accordance with the law in force,	in accordance with the law in force,
the shareholders who submitted or voted	the shareholders who submitted or voted
for the same list indicated by (i), are	for the same list indicated by (i), are
then divided by one, two, three and	then divided by one, two, three and
four. The quotients thus obtained are	four. The quotients thus obtained are
progressively awarded to the candidates	progressively awarded to the candidates
of each list, in the order indicated by	of each list, in the order indicated by
the list. The candidates are then	the list. The candidates are then
placed in a single decreasing ranking,	placed in a single decreasing ranking,
according to the quotients awarded to	according to the quotients awarded to
each candidate. The candidates elected	each candidate. The candidates elected
are those who obtain the highest	are those who obtain the highest
quotients up to the remaining members	quotients up to the remaining members
to elect, at least (2) two of which	to elect, at least (2) two of which
should be of the least represented	should be of the least represented
gender. On a par of quotients of	gender. On a par of quotients of
candidates on different lists, for the	candidates on different lists, for the
last member to be elected preference	last member to be elected preference
will go to the member on the list that	will go to the member on the list that
obtained the highest number of votes	obtained the highest number of votes
or, in the case of further parity, the	or, in the case of further parity, the
most senior candidate, in compliance	most senior candidate, in compliance
with the gender balance provided by the	with the gender balance provided by the
law, and regulations, in force.	law, and regulations, in force.
If the minimum number of directors	If the minimum number of directors
belonging to the least represented	belonging to the least represented
gender is not elected, the candidate of	gender is not elected, the candidate of
the most represented gender who ranks	the most represented gender who ranks
last in the ranking of candidates	last in the ranking of candidates
elected from the most voted list will	elected from the most voted list will
be replaced by the candidate of the	be replaced by the candidate of the
least represented gender who was ranked	least represented gender who was ranked
first of the candidates not elected of	first of the candidates not elected of
the same list and so on up to the	the same list and so on up to the
minimum number of directors of the	minimum number of directors of the
least represented gender. If, even	least represented gender. If, even
after applying this criterion, the	after applying this criterion, the
minimum number of directors belonging	minimum number of directors belonging
to the least represented gender is	to the least represented gender is
still not attained, the replacement	still not attained, the replacement
criterion indicated will be applied to	criterion indicated will be applied to
the minority lists, starting from the	the minority lists, starting from the
most voted list.	most voted list.
17.3 The lists must include at least	17.3 The lists must include at least
two candidates in possession of the	two candidates in possession of the

CURRENT TEXT	NEW TEXT
requisites of independence required for	requisites of independence required for
Auditors by article 148, subsection 3	Auditors by article 148, subsection 3
of Italian Legislative Decree no.	of Italian Legislative Decree no.
58/1998 and those required by the self-	58/1998, and at least half the
regulatory code drawn up by the	candidates must be in possession of the
Corporate Governance Committee of Borsa	requisites of independence required by
Italiana S.p.A.	the Corporate Governance Code and
ituliana b.p.n.	those required by the self-regulatory
	<del>code</del> drawn up by the Corporate
	Governance Committee of Borsa Italiana
	S.p.A.
17.4 The lists may be submitted by	17.4 The lists may be submitted by
shareholders representing at least 1%	shareholders representing at least 1%
of the share capital in the ordinary	of the share capital in the ordinary
shareholders' meeting, or the different	shareholders' meeting, or the different
percentage provided by the current law	percentage provided by the current law
and indicated in the call notice.	and indicated in the call notice.
17.5 The lists should be filed at the	17.5 The lists should be filed at the
registered office, under penalty of	registered office, under penalty of
forfeiture, at least twenty-five days	forfeiture, at least twenty-five days
before the meeting and will be made	before the meeting and will be made
available to the public at the	available to the public at the
registered office, on the company's	registered office, on the company's
website and in the other ways provided	website and in the other ways provided
by applicable laws and regulations at	by applicable laws and regulations at
least twenty-one days before the	least twenty-one days before the
meeting.	meeting.
17.6 Each shareholder may present or	17.6 Each shareholder may present or
participate in the presentation of one	participate in the presentation of one
list only. Subscriptions and votes cast	list only. Subscriptions and votes cast
in breach of this prohibition shall not	in breach of this prohibition shall not
be allocated to any list.	be allocated to any list.
17.7 Together with the lists,	17.7 Together with the lists,
presenters should submit a description	presenters should submit a description
of the professional curriculum of the	of the professional curriculum of the
candidates, irrevocable acceptance of	candidates, irrevocable acceptance of
the appointment by the candidates	the appointment by the candidates
(subject to appointment thereof),	(subject to appointment thereof),
certification attesting that there are	certification attesting that there are
no causes of ineligibility and/or	no causes of ineligibility and/or
forfeiture, and a declaration, if	forfeiture, and a declaration, if
necessary, attesting that the candidate	necessary, attesting that the candidate
is in possession of the independence	is in possession of the independence
requirements established for Auditors	requirements established for Auditors
-	-
Legislative Decree no. 58/1998 and	Legislative Decree no. 58/1998 and

CURRENT TEXT	NEW TEXT
those provided by the code of conduct	those provided by the self-regulatory
drawn up by the Corporate Governance	Corporate Governance Code drawn up by
Committee of Borsa Italiana S.p.A. Any	the Corporate Governance Committee of
list for which the above provisions are	<del>Borsa Italiana S.p.A.</del> Any list for
not complied with or that does not	which the above provisions are not
include candidates of a different	complied with or that does not include
gender in accordance with the	candidates of a different gender in
provisions of article 17.1 of the	accordance with the provisions of
Articles of Association, is considered	article 17.1 of the Articles of
not to have been submitted.	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
than one list. Acceptance of candidates	than one list. Acceptance of candidates
on more than one list is grounds for	on more than one list is grounds for
ineligibility.	ineligibility.
17.9 If the candidate elected is unable	17.9 If the candidate elected is unable
or unwilling to accept the position,	or unwilling to accept the position,
he/she will be replaced by the first	he/she will be replaced by the first
non-elected candidate on the list to	non-elected candidate on the list to
which said candidate belonged, in	which said candidate belonged, in
compliance with the principles of	compliance with the principles of
gender balance provided by applicable	gender balance provided by applicable
laws, and regulations. If a single list	laws, and regulations. If a single list
of candidates is presented, the members	of candidates is presented, the members
of the Board of Directors will be	of the Board of Directors will be
elected on this list, in compliance	elected on this list, in compliance
with the principles of gender balance	with the principles of gender balance
provided by applicable laws, and	provided by applicable laws, and
regulations. For the election of the	regulations. For the election of the
directors who for any reason are not	directors who for any reason are not
appointed in the manner indicated	appointed in the manner indicated
above, the shareholders' meeting	above, the shareholders' meeting
resolves with the majorities provided	resolves with the majorities provided
by law, in compliance with the	by law, in compliance with the
principles of gender balance provided	principles of gender balance provided
by applicable laws, and regulations.	by applicable laws, and regulations.
17.10 If during the year one or more	17.10 If during the year one or more
directors appointed on the basis of the list vote go out of office, the first	directors appointed on the basis of the
non-elected candidates on the list to	list vote go out of office, the first non-elected candidates on the list to
which the directors who go out of	which the directors who go out of
office not yet on the Board of	office not yet on the Board of
Directors will be co-opted pursuant to	Directors will be co-opted pursuant to
section 2386 of the Italian Civil Code,	section 2386 of the Italian Civil Code,
in compliance with the principles of	in compliance with the principles of
gender balance provided by applicable	gender balance provided by applicable
Sender paramee browided by abbileable	gender paramet provided by appricable

CURRENT TEXT	NEW TEXT
laws, and regulations. If for any	laws, and regulations. If for any
reason there are no names available,	reason there are no names available,
pursuant to section 2386 of the Italian	pursuant to section 2386 of the Italian
Civil Code, the Board proceeds with co-	Civil Code, the Board proceeds with co-
optation, in compliance with the	optation, in compliance with the
principles of gender balance provided	principles of gender balance provided
by applicable laws, and regulations.	by applicable laws, and regulations.
The Directors appointed in this way	The Directors appointed in this way
remain in office until the next	remain in office until the next
Shareholders' Meeting, which will	Shareholders' Meeting, which will
deliberate in the manner provided for	deliberate in the manner provided for
the appointment.	the appointment.

- (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)