

**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 4 ON THE AGENDA***

***ORDINARY 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.

According to article 125-*ter* of Legislative Decree no. 58 of 24 February 1998, if this is not already provided by other legal provisions, the board of directors shall, within the term for publication of the call notice of the meeting, make available to the public at the registered office, on the company's website, and in any other way provided for by Consob with regulations, a report on the items on the agenda.

Fourth item on the agenda of the Ordinary Part of the Shareholders' Meeting.

**Report on the remuneration policy and fees paid: resolutions relating to Section II – Fees paid.**

Dear Shareholders,

Section II of the Report on the remuneration policy and the fees paid, prepared in compliance with the provisions of article 5 of the Corporate Governance Code, adopted by HERA S.p.A. pursuant to resolution of 11 November 2020, and article *123-ter* of Legislative Decree 58/1998 (hereinafter “TUF” - Consolidated Law on Financial Intermediation) and art. *84-quater* of the implementing regulation of the TUF adopted by Consob pursuant to resolution 11971 of 14 May 1999 (hereinafter “**Issuers Regulation**”) as amended by Consob pursuant to resolution no. 21623 of 10 December 2020, describes and explains in a clear and comprehensible manner the breakdown of the fees paid to the members of the Board of Directors and Supervisory Board.

Given the above, pursuant to art. *123-ter* paragraph 6-ter of the TUF, the Shareholders' Meeting is called to decide on section II of the Report, with a non-binding resolution.

For more detailed information on this resolution, please read the Report on the remuneration policy and the fees paid, approved by the Board of Directors on 23 March 2022 and made available to the public as set out in law.

Given the above, we invite you to pass the following resolution:

*“The Shareholders' Meeting of Hera S.p.A., in accordance with the applicable law, having acknowledged the breakdown of the remuneration paid to the members of the board of directors and supervisory board*

***hereby resolves***

*to give a favourable opinion on Section II of the Report on the remuneration policy and remuneration paid by Hera Group. ”*

Bologna, 23 March 2022

***The Executive Chairman of the Board of Directors***

(Mr. Tomaso Tommasi di Vignano)