



HERA S.p.A.
Holding Energia Risorse Ambiente
Viale Carlo Berti Pichat no. 2/4 40127 Bologna
tel. 051.287.111 fax 051.287.525
www.gruppohera.it

Shareholders are asked to attend the Extraordinary and Ordinary Shareholders' Meeting at the head office of *Hera S.p.A. - Viale C. Berti Pichat no. 2/4, Bologna* - **on 28 April 2022 at 10.00 am on a single call** to discuss and decide on the following agenda:

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 independent 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.

It should be noted that, in light of the continuing need for caution related to the need to avoid risk situations deriving from the spread of the COVID-19 epidemic, and therefore in compliance with fundamental principles of health protection, pursuant to the provisions of art. 106 paragraph 4 of Decree Law no. 18 of 17 March 2020 converted into Law no. 27 of 27 April 2020, whose applicability was last extended by Decree Law no. 228 of 30 December 2021 converted into Law no. 15 of 25 February 2022, the **participation of the entitled persons in the Shareholders' Meeting will be through the Designated Representative exclusively** (in this case Computershare S.p.A.) pursuant to art. 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Financial Intermediation"), in the manner set out below.

Proxies or sub-proxies may also be granted to the above Designated Representative, pursuant to article 135-*novies* of the Consolidated Law on Financial Intermediation, in waiver of article 135-*undecies*, subsection 4, of the Consolidated Law on Financial Intermediation.

Only the Designated Representative will physically attend the Meeting, excluding the presence of the

shareholders or the proxy-holders thereof.

Entitlement to speak and vote at the Shareholders' Meeting

Anyone who holds voting rights at the end of the accounting day of 19 April 2022 (*record date*) and for whom the related notices from the authorised intermediaries have been received by the end of the third day of trading prior to the date established for the Shareholders' Meeting, namely on 25 April 2022, shall be entitled to attend the Shareholders' Meeting without entering the place of the meeting and exclusively in the manner specified below. Attendees shall in any case have the right to speak and vote even if the above communications have been received beyond said term, provided they are received before the start of the shareholders' meetings. Anyone who has become a shareholder after 19 April 2022 will not have the right to attend and vote at the Shareholders' Meeting.

Anyone else who has the right to attend the shareholders' meeting in person (members of the Board of Directors and Board of Statutory Auditors, the Designated Representative and Secretary) may also attend remotely through the use of telecommunications devices that allow them to be identified, as provided by article 106, subsection 2, of the abovementioned Decree Law no. 18 of 17 March 2020.

Instructions for issuing Proxies and Voting Instructions for the Designated Representative

The proxy with voting instructions should be conferred, free of charge, by the person with voting rights, authorised as set out in law, to Computershare S.p.A., as Designated Representative, by filling in and signing the form, which is available as a download from the Company's website www.gruppohera.it in the Corporate Governance section, Shareholders' Meeting or at the head office of the Company and should be sent, in the manner specified on the form, within the end of the second day of trading prior to the date of the single call of the Shareholders' Meeting (i.e. by 26 April 2022). The proxy to the Designated Representative may be sent, by noon on 27 April 2022, through the specific web application prepared and managed directly by Computershare S.p.A. A guide for completing the proxy form and voting instructions are available on this application.

The proxy conferred as above shall be valid for proposals for which voting instructions have been given.

The proxy and voting instructions may be revoked within the above term (i.e. by 12 pm on 27 April 2022).

Voting will not be possible by correspondence or electronically, the only applicable method being through the designated representative to whom voting instructions will be given.

Addition of items to the agenda and resolution proposals by Shareholders on items on the agenda

Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within 10 days of the publication of the call notice, that items be added to the agenda, specifying the additional topics proposed in their request, or may submit proposed resolutions for items already on the agenda.

Given that the Shareholders' Meeting will be attended exclusively through the Designated Representative, in order to allow Shareholders to provide full voting instructions, shareholders with voting rights may submit to the Company, in writing, resolution proposals and/or their votes on the items on the agenda of the Shareholders' Meeting no later than 3 pm on 12 April 2022 by forwarding a certified e-mail to heraspa@pec.gruppohera.it. Each resolution proposal should indicate the item on the agenda to which it refers and should also specify the resolution proposal. A shareholder who submits a proposal should specify its shareholding and the reference details of the intermediary's communication confirming that it is authorised to attend the meeting. No later than 13 April 2022,

the Company will publish on its website the resolution proposals of the Shareholders, if applicable.

Other rights of Shareholders

Shareholders may raise questions on the items on the agenda before the Shareholders' Meeting, provided they do so no later than 19 April 2022, following the procedure indicated on the Company's website (www.gruppohera.it).

Requests received within the above deadline will be answered by 12 noon on 26 April 2022, following verification of their relevance and the legitimacy of the applicant, via publication in the section of the aforementioned website dedicated to the Shareholders' Meeting.

Resolution proposals of the Board of Directors, reports and documents

The full text of the proposed resolutions, together with the explanatory reports, and the documents that are to be submitted to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the Company's website (www.gruppohera.it), as well as on the authorised storage web site 1Info (www.1info.it) within the term set out in law for each of the items on the agenda.

Additional instructions

Given the current COVID-19 epidemiological emergency and the fact that it is currently impossible to predict how it will develop, the Company reserves the right, when this is permitted or required by law or regulatory provisions that may be issued, and in accordance with the limits provided therein, to communicate any changes or additions to the above information and consequently to introduce any provision in accordance with any law and/or regulatory provision that may be issued even after the publication of this call notice or, in any case, in the interest of the Company and the Shareholders.

Bologna, 28 March 2022

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