

SHAREHOLDERS MEETING NOTICE

We hereby announce that a note of convocation has been published on the Company's website (www.gruppohera.it) for the Ordinary Shareholders Meeting convened at the registered office of *Hera S.p.A. – Viale C. Berti Pichat n. 2/4, Bologna* – in the “*Spazio Hera*” area – on **27 April 2017 at 10:00 in a single call** to discuss and resolve on the following:

Agenda

1. Financial statements for the year ended 31 December 2016, management report, profit allotment proposal and Board of Statutory Auditors and Independent Auditors report: related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2016.
2. Presentation of the corporate governance report and non-binding resolutions pertaining to remuneration policies.
3. Renewal of authorisation to purchase treasury shares and procedures for arrangement of the same: related and consequent resolutions.
4. Appointment of the members of the Board of Directors: related and consequent resolutions.
5. Quantification of compensation for members of the Board of Directors: related and consequent resolutions.
6. Appointment of the members and the Chairman of the Board of Statutory Auditors: related and consequent resolutions.
7. Quantification of compensation for members of the Board of Statutory Auditors: related and consequent resolutions.

The full text of the proposed resolutions, together with the related reports and the documents which will be put to the meeting, are available to the public at the Company's registered offices and on its website (www.gruppohera.it), as well as on the authorized storage website *1Info* (www.1Info.it) under the legal terms foreseen for each of the subjects treated.

Right to attend and participation by proxy

All those entitled to vote at the end of the accounting day of 18 April 2017 (record date), and those from whom the Company has received the appropriate notification via an authorised intermediary, are eligible to attend the Shareholders Meeting. Each person entitled to

take part may request a representative to attend the Shareholders' Meeting, in accordance with the law, having the right to use the proxy form available on the Company's website for this purpose. The Company has appointed Computershare S.p.A. as a representative whom shareholders with voting rights can nominate as a proxy with instructions for voting via the dedicated proxy form available on the Company's website.

Other Shareholders' rights

The notice with which the Meeting has been convened is available on the Company's website (www.gruppohera.it) and contains all information and detailed instructions as to the rights Shareholders may exercise (present questions, make requests for integrations of the agenda, file lists for the appointment of members of the Board of Directors and the Board of Statutory Auditors).

Bologna, 7 March 2017

The Chairman of the Board of Directors

(Mr. Tomaso Tommasi di Vignano)