

## TREVISAN &amp; ASSOCIATES

LAW FIRM

Viale Majno 45 - 20122 Milan

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www.trevisanlaw.it

To

HERA S.p.A.Viale Carlo Berti Pichat 2/4  
40127 – Bolognaby certified e-mail: [societario@gruppohera.it](mailto:societario@gruppohera.it)

Milan, 31.03.2023

**Subject: Submission of the slate for the Board of Directors of HERA S.p.A.  
pursuant to Article 17 of the Articles of Association**

To HERA S.p.A.,

on behalf of the shareholders: Amundi Asset Management SGR S.p.A., manager of the funds: Amundi Sviluppo Italia, Amundi Risparmio Italia, Amundi Dividendo Italia, Amundi Luxembourg SA - Amundi Funds European Equity Small Cap; Arca Fondi Sgr S.P.A. manager of the fund Fondo Arca Azioni Italia; Etica Sgr S.p.A. manager of the funds: F.do Etica Rendita Bilanciata, F.do Etica Obbligazionario Misto, F.do Etica Bilanciato, F.do Etica Azionario, F.do Etica Impatto Clima, F.do Etica Obiettivo Sociale; Eurizon Capital SGR S.p.A manager of the funds: Eurizon Progetto Italia 40, Eurizon Am Tr Megatrend, Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Progetto Italia 70; Eurizon Capital S.A. manager of the fund Eurizon Fund comparti: EuF - Equity Italy Smart Volatility, EuF - Equity Europe LTE, EAM - Global Equity; Fideuram Asset Management Ireland manager of the fund Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. manager of the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy; Kairos Partners Sgr S.P.A. as Management Company of Kairos International Sicav – Italy and Made in Italy sub-funds; Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi Sgr S.P.A. manager of the fund Mediolanum Flessibile Futuro Italia, we hereby submit the unitary slate, complying with the gender balance objectives identified by the sector regulations, for the appointment of the members of the Board of Directors of your Company proposed by the above shareholders, which will take place during your ordinary

shareholders' meeting to be held at the Company's registered office – Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023 in a single call, specifying that the aforementioned shareholders collectively hold 1.18926% (17,714,416 shares) of the share capital.

Sincerely,



Avv. Giulio Tonelli



Avv. Andrea Ferrero

SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF  
DIRECTORS OF HERA S.p.A

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
Amundi Asset Management SGR SpA - AMUNDI DIVIDENDO ITALIA	557,400	0.03742
Amundi Luxembourg SA - A-F EUROPEAN EQ SMALL CAP	672,853	0.04517
Amundi Asset Management SGR SpA - AMUNDI SVILUPPO ITALIA	2,250,600	0.15109
Amundi Asset Management SGR SpA - AMUNDI RISPARMIO ITALIA	1,658,393	0.11134
<b>Total</b>	<b>5,139,246</b>	<b>0.34502</b>

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

**Amundi Società di Gestione del Risparmio S.p.A**  
Headquarters: Via Cernaia, 8/10 - 20121 Milan - MI - Italy  
Phone (+39) 02 00 651 - Fax (+39) 02 00 655 751 - amundi.it

Managed and coordinated by Amundi Asset Management (SAS)

Sole Shareholder - Share Capital € 67,500,000 fully paid up - Tax Identification no., VAT no. and no. in the Milan Companies' Register 05816060965  
Member of the National Compensation Fund (*Fondo Nazionale di Garanzia*) and registered in the Register of Asset Management Companies (no. 40 in UCITS Managers Section, no. 105 in AIF Managers Section and no. 2 in ELTIF Managers Section)

submit

the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

**SLATE FOR THE BOARD OF DIRECTORS**

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of the nomination and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;
- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

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Shareholders' signatures

Digital signature by  
Daniela De Sanctis  
Date: 2023.03.22  
16:35:56 +01'00'

Date 22/03/2023

Milan, 28 March 2023  
Prot. AD/411 UL/dp

**SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A**

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

Shareholder	No. of shares	% of share capital
ARCA Fondi SGR - ARCA Azioni Italia	284,000	0.02%
<b>Total</b>	<b>284,000</b>	<b>0.02%</b>

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Lawyers Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\*\*\*\*\*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their nomination and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;
- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;

3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\*\*\*\*\*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

ARCA FONDI SGR S.p.A.  
The Chief Executive Officer  
(Mr Ugo Loeser)  
[signed]

SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The undersigned ordinary shareholders of HERA S.p.A. (the “Company” and/or “Issuer”), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
ETICA SGR S.p.A. - F.DO ETICA RENDITA BILANCIATA	439,278	0.029%
ETICA SGR S.p.A. - F.DO ETICA OBBLIGAZIONARIO MISTO	194,494	0.013%
ETICA SGR S.p.A. - F.DO ETICA BILANCIATO	1,477,557	0.099%
ETICA SGR S.p.A. - F.DO ETICA AZIONARIO	673,270	0.045%
ETICA SGR S.p.A. - F.DO ETICA IMPATTO CLIMA	1,393,830	0.094%
ETICA SGR S.p.A. - F.DO ETICA OBIETTIVO SOCIALE	6,850	0.00046%
Total	4,185,279	0.281%

whereas

- an ordinary meeting of the Company’s shareholders has been convened in a single call and will be held at the Company’s headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at “Spazio Hera” - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company (“Meeting”) where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company’s Articles of Association (“Articles of Association”) and the Corporate Governance Code of Borsa Italiana S.p.A. (“Corporate Governance Code”), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders’ Meeting (“Report”) pursuant to Article 125-ter of Legislative Decree no. 58/98 (“Consolidated Law on Finance” or “TUF”), and (ii) in the document called “Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors” (“Guidelines”), as published on the Issuer’s website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

- All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;
- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate,

accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;

- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the list, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

[signed]

General Manager's Signature

Date 27/03/2022



## SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
Eurizon Capital SGR S.p.A.-Eurizon Am Tr Megatrend	10,936	0.001%
Eurizon Capital SGR S.p.A.-Eurizon Progetto Italia 70	128,500	0.009%
Eurizon Capital SGR S.p.A.-Eurizon Azioni Italia	484,280	0.033%
Eurizon Capital SGR S.p.A.-Eurizon Pir Italia Azioni	19,500	0.001%
Eurizon Capital SGR S.p.A.-Eurizon Progetto Italia 40	113,988	0.008%
Total	757,204	0.051%

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:



- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;
- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

[signed]

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Shareholders' signatures

Date 24/03/2023

**SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF  
DIRECTORS OF HERA S.p.A**

The undersigned ordinary shareholders of HERA S.p.A. (the “Company” and/or “Issuer”), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
EuF - Equity Europe LTE	80,384	0.0054
EuF - Equity Italy Smart Volatility	66,000	0.0044
EAM - Global Equity	3,212	0.0002
<b>Total</b>	<b>149,596</b>	<b>0.0104</b>

whereas

- an ordinary meeting of the Company’s shareholders has been convened in a single call and will be held at the Company’s headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at “Spazio Hera” - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company (“Meeting”) where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company’s Articles of Association (“Articles of Association”) and the Corporate Governance Code of Borsa Italiana S.p.A. (“Corporate Governance Code”), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders’ Meeting (“Report”) pursuant to Article 125-ter of Legislative Decree no. 58/98 (“Consolidated Law on Finance” or “TUF”), and (ii) in the document called “Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors” (“Guidelines”), as published on the Issuer’s website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

**SLATE FOR THE BOARD OF DIRECTORS**

No	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
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The undersigned Shareholders

they also declare

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Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally

among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

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- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
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The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

Wednesday, 22 March 2023



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Emiliano Laruccia

CIO



# FIDEURAM ASSET MANAGEMENT IRELAND

## SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A.

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
FIDEURAM ASSET MANAGEMENT (Ireland) (FONDITALIA EQUITY ITALY)	948,000	0,064
<b>Total</b>	<b>948,000</b>	<b>0,064</b>

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-

existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;

- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the slate, please contact Studio Legale Trevisan & Associati in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

Fideuram Asset Management (Ireland)

[signed]  
Roberto Mei

28 March 2023

## SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A

The undersigned ordinary shareholders of HERA S.p.A. (the “Company” and/or “Issuer”), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
FIDEURAM INTESA SANPAOLO PRIVATE BANKING ASSET MANAGEMENT SGR (FIDEURAM ITALIA - PIANO AZIONI ITALIA - PIANO BILANCIATO ITALIA 50)	801,000	0,054
<b>Total</b>	<b>801,000</b>	<b>0,054</b>

whereas

- an ordinary meeting of the Company’s shareholders has been convened in a single call and will be held the Company’s headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at “Spazio Hera” - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company (“Meeting”) where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company’s Articles of Association (“Articles of Association”) and the Corporate Governance Code of Borsa Italiana S.p.A. (“Corporate Governance Code”), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders’ Meeting (“Report”) pursuant to Article 125-ter of Legislative Decree no. 58/98 (“Consolidated Law on Finance” or “TUF”), and (ii) in the document called “Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors” (“Guidelines”), as published on the Issuer’s website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Lawyers Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of

ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;

- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

XXXX

Should your Company need to contact the parties submitting the slate, please contact Studio Legale Trevisan & Associati in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A.

[signed]  
Gianluca Serafini

28 March 2023

**SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF  
HERA S.p.A.**

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

<i>Shareholder</i>	<i>no. of shares</i>	<i>% of share capital</i>
INTERFUND SICAV (INTERFUND EQUITY ITALY)	46,000	0,003
<b>Total</b>	<b>46,000</b>	<b>0,003</b>

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De'Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Lawyers Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by

the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;

- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

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Should your Company need to contact the parties submitting the slate, please contact Studio Legale Trevisan & Associati in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

Interfund SICAV

[signed]  
Mirco Rota

28 March 2023

**SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA S.p.A**

The undersigned ordinary shareholders of HERA S.p.A. (the “Company” and/or “Issuer”), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
KAIROS PARTNERS SGR S.p.A. (in its capacity as Management Company of Kairos International Sicav - ITALY sub-fund)	386,000	0.0259%
KAIROS PARTNERS SGR S.p.A. (in its capacity as Management Company of Kairos International Sicav - MADE IN ITALY sub-	150,000	0.0101%
<b>Total</b>	<b>536,000</b>	<b>0.0360%</b>

whereas

- an ordinary meeting of the Company’s shareholders has been convened in a single call and will be held at the Company’s headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at “Spazio Hera” - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company (“Meeting”) where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company’s Articles of Association (“Articles of Association”) and the Corporate Governance Code of Borsa Italiana S.p.A. (“Corporate Governance Code”), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders’ Meeting (“Report”) pursuant to Article 125-ter of Legislative Decree no. 58/98 (“Consolidated Law on Finance” or “TUF”), and (ii) in the document called “Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors” (“Guidelines”), as published on the Issuer’s website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Lawyers Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\*\*\*\*\*

The slate is accompanied by the following documentation:

- declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;
- curriculum vitae* concerning the personal and professional characteristics of each candidate,

accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;

- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\*\*\*\*\*

Should your Company need to contact the parties submitting the slate, please contact Studio Legale Trevisan & Associati in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

[signed]

Shareholders' signatures

Date: 21/03/23



SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS  
OF HERA S.p.A

The undersigned ordinary shareholders of HERA S.p.A. (the "Company" and/or "Issuer"), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
Legal and General Assurance (Pensions management) Limited	3,176,167	0.21
Total	3,176,167	0.21

whereas

- an ordinary meeting of the Company's shareholders has been convened in a single call and will be held the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting") where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company's Articles of Association ("Articles of Association") and the Corporate Governance Code of Borsa Italiana S.p.A. ("Corporate Governance Code"), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders' Meeting ("Report") pursuant to Article 125-ter of Legislative Decree no. 58/98 ("Consolidated Law on Finance" or "TUF"), and (ii) in the document called "Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors" ("Guidelines"), as published on the Issuer's website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:



## SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associati Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- 1) declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-



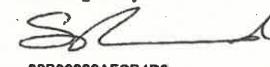
existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;

- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\* \* \* \* \*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail mail@trevisanlaw.it; tonelli@trevisanlaw.it; ferrero@trevisanlaw.it.

DocuSigned by:  
  
 38B09882AFCB4D2

Shareholders' signatures

3/31/2023

Date \_\_\_\_\_

**SLATE FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF HERA  
S.p.A**

The undersigned ordinary shareholders of HERA S.p.A. (the “Company” and/or “Issuer”), representing the following percentages of share capital:

Shareholder	no. of shares	% of share capital
Mediolanum Gestione Fondi manager of the Mediolanum Flessibile Futuro Italia fund	1,700,000	0.114%
<b>Total</b>	<b>1,700,000</b>	<b>0.114%</b>

whereas

- an ordinary meeting of the Company’s shareholders has been convened in a single call and will be held at the Company’s headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at “Spazio Hera” - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company (“Meeting”) where it will be held, *inter alia*, to appoint the members of the Board of Directors by way of slate voting,

having regard

- to the requirements of current laws and regulations, the Company’s Articles of Association (“Articles of Association”) and the Corporate Governance Code of Borsa Italiana S.p.A. (“Corporate Governance Code”), for the submission of the slate of candidates for the above appointment, including the rules on the relationship between reference shareholders and minority shareholders,

considering

- the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company regarding the items on the Agenda of the Shareholders’ Meeting (“Report”) pursuant to Article 125-ter of Legislative Decree no. 58/98 (“Consolidated Law on Finance” or “TUF”), and (ii) in the document called “Guidelines of the Board of Directors of HERA S.p.A. to the Shareholders on the composition of the Board of Directors” (“Guidelines”), as published on the Issuer’s website,

submit

- the following slate of candidates in the persons and order indicated for the election of the Board of Directors of the Company:

SLATE FOR THE BOARD OF DIRECTORS

No.	Name	Last name
1.	Francesco	Perrini
2.	Paola Gina Maria	Schwizer
3.	Alice	Vatta
4.	Erwin Paul Walter	Rauhe
5.	Cristina	De Benetti

All the candidates have certified that they possess the independence requirements provided for by the law, the Articles of Association, the Corporate Governance Code for Listed Companies, and current regulations.

The undersigned Shareholders

they also declare

- the non-existence of any links and/or significant relations, also pursuant to CONSOB Communication no. DEM/9017893 of 26.2.2009, with shareholders who - on the basis of the disclosures of significant shareholdings pursuant to Article 120 TUF or the publication of shareholders' agreements pursuant to Article 122 TUF, which can be seen today, respectively, on the Issuer's website and on the CONSOB website - hold, also jointly, a controlling shareholding or a relative majority shareholding as provided for by Article 147-ter, III paragraph, TUF and Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99 ("Issuers' Regulation") and, more generally, by the Articles of Association and the regulations in force;
- that they undertake to produce, upon justified request of the Company, appropriate documentation to confirm the truthfulness of the declared data,

hereby authorise

Lawyers Giulio Tonelli (TIN TNL GLI 79B27 E463Q) and Andrea Ferrero (TIN FRR NDR 87E05 L219F) with address for service at the Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 to submit, in their own name and on their behalf and also severally among themselves, this slate of candidates for the appointment of the Board of Directors of the Company, together with the related documentation, authorising them, at the same time, to inform the competent authorities and the stock exchange operators of such submission, if insofar as this is necessary.

\* \* \* \* \*

The slate is accompanied by the following documentation:

- declaration by each candidate of acceptance of their candidacy and existence of the relevant legal requirements, certifying, also, under their own responsibility, the non-existence of any causes of ineligibility, incompatibility, as well as the possession of the independence requirements provided for by the legislative and regulatory framework, the Articles of Association, the Corporate Governance Code and the Report, as well as, more generally, any further provisions, as applicable;

- 2) *curriculum vitae* concerning the personal and professional characteristics of each candidate, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code;
- 3) copy of an identity document of the candidates.

The disclosure/certification - regarding the ownership of the number of shares registered to those entitled on the day of submission of the slate - will be forwarded to the Company in accordance with current regulations.

\*\*\*\*\*

Should your Company need to contact the parties submitting the slate, please contact Trevisan & Associates Law Firm in Milan, Viale Majno no. 45 at phone (+39) 02/8051133 and fax 02/8690111, e-mail [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it); [tonelli@trevisanlaw.it](mailto:tonelli@trevisanlaw.it); [ferrero@trevisanlaw.it](mailto:ferrero@trevisanlaw.it).

[signed]

Shareholders' signatures

Milano Tre, 23 March 2023

DECLARATION OF ACCEPTANCE OF NOMINATION FOR MEMBER OF THE  
BOARD OF DIRECTORS WITH CERTIFICATION OF EXISTENCE OF THE  
REQUIREMENTS OF LAW AND INDEPENDENCE

I, the undersigned Francesco Perrini, born in Bari (BA), on 10 December 1965, resident

whereas

- A) I have been nominated by some of the shareholders for the purpose of electing the Board of Directors at the Ordinary Shareholders' Meeting of HERA S.p.A. ("Company") to be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting"),
- B) I am aware of the requirements of the laws and regulations in force, of the Company's Articles of Association ("Articles of Association") and of the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code"), for the submission of the slate of candidates for the abovementioned election, including the rules on the relationship between reference shareholders and minority shareholders, as well as the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company on the items on the agenda of the Shareholders' Meeting ("Report"), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and (ii) in the document entitled "Guidelines of the Board of Directors of Hera S.p.A. to the shareholders on the Composition of the Board of Directors" ("Guidelines"), as published on the Company's website,

in light of all of the above,

I, the undersigned, under my sole and exclusive responsibility, in accordance with the law and the Articles of Association, as well as for the purposes of Article 76 of Presidential Decree no. 445 of 28 December 2000, for cases of forgery and false statements,

hereby declare

- the non-existence of any causes of ineligibility, forfeiture and incompatibility to assume the office of member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that I possess all the requirements provided for and indicated by the legislation, including regulations, in force, and by the Articles of Association, including the requirements of professionalism and integrity pursuant to Article 147-quinquies, paragraph 1, TUF (as also identified by Ministerial Decree no. 162 of 30 March 2000);
- that I possess all the requirements of independence, as required by the current legislation (Articles 147-ter, paragraph IV, and 148, paragraph III, TUF) and regulations (Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99), as well as required and provided for by the Articles of Association, the Corporate Governance Code and the Report for appointment to the above-mentioned office and, more generally, by any further provisions as applicable;
- that I do not exercise and/or hold similar offices in the management, supervisory and control bodies in companies or groups of companies in competition with the

Company;

- that I comply with the limit on the maximum number of offices held as provided for by law, the Articles of Association, the Guidelines and, more generally, pursuant to the legislation in force;
- that I can guarantee the availability of time necessary for the adequate performance of the assignment, taking into account, moreover, the limit on the maximum number of offices established by the Board of Directors of HERA S.p.A. and indicated in the Guidelines;
- that I have attached hereto my *curriculum vitae*, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code, as well as a copy of my identity document, authorising their publication as of now;
- that I undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to the personal and professional characteristics contained therein;
- that I undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of my declared data;
- that I am aware, pursuant to and for the purposes of the General Data Protection Regulation - Regulation (EU) 2016/679 and the legislation currently in force, that the personal data collected will be processed by the Company, including by informatic means, as part of the procedure for which this statement is made, authorising it to proceed with the publications required by law for this purpose;

lastly, I declare

- that I irrevocably accept my nomination for the office of director of the Company and eventual appointment to the position of Director of the Company;
- that I am not a candidate in any other slate submitted in connection with the election of the body and/or corporate bodies of the Company to be held at the Shareholders' Meeting.

Yours faithfully,

[signature]

Milan, 27 March 2023

*I hereby authorise the processing of my personal data in accordance with Regulation (EU) 679/2016 for any purpose related to the activities related to the acceptance of the same.*

## FRANCESCO PERRINI

Born in Bari, December 10<sup>th</sup> 1965.

Master of Science, Degree in Business Administration and Management at Bocconi University, Milan.  
Postgraduate degree in "La prevenzione degli illeciti finanziari in impresa" (Preventing Corporate Unlawfulness)  
Postgraduate specialisation degree in "Stock Exchanges & other Regulated Markets", Bocconi University  
Exchange Program in International Management (PIM), ESADE Business School, Barcelona - Spain  
ITP - International Teachers' Program at Stern School of Business, New York University

### Academic position

Full Professor, Department of Management & Technology, (November 2006-...), Bocconi University  
Associate Dean For Sustainability, Diversity, Equity & Inclusion (Dei) And Innovation & Corporate Entrepreneurship (Ice) (December 2022 - ...), SDA Bocconi School of Management  
Director of The Master Of Science (Msc) In Transformative Sustainability (March 2022 - ...), Bocconi University  
Professor of Corporate Finance And Real Estate (January 2002 - ...), SDA Bocconi School of Management  
Director of The Sustainability Lab (January 2015 - ...), SDA Bocconi School of Management  
Director of The Esg Lab – Excellence In Sustainability And Governance For Smes (January 2021 - ...), SDA Bocconi  
Responsible of the course "Business Economics and Corporate Management" and "Management and Sustainability",

### Professional Experience

Chartered Accountant, member of Certified Public Accountants of Milan at No. 3870.  
Statutory Auditor, member of the Register of Auditors of the accounts at No. 67513.  
Expert of Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili, Ministero della Giustizia, in  
Accountancy Europe – Sustainability Reporting Standard Group (SRS WP)

### Main position held

Chairman of Brera Advisory SpA  
Board Member of Walcor SpA  
Statutory auditor of Leonardo International, Raccorderie Metalliche and Pernigotti  
Liquidator of San Raffaele Monte Tabor Foundation in liquidation and composition with creditors.  
Special Commissioner of Infocontact Srl and Infoconnect Srl in Extraordinary Administration (former Legislative Decree 270/1999 Prodi-bis) and Gruppo Biancamano SpA in AS (ex Legge Marzano)

### Main positions held previously

In the industrial world: Board Member of Salini Costruttori, Salini, Analogie SpA - Moleskine®. Chairman of Statutory auditor of Nat-Co SpA - Natuzzi Group, S.A.Bro.M. SpA and Gimel Srl. Statutory auditor of Holland Coordinator & Service Company Italy SpA, Europa TV SpA, Società Idroelettrica Meridionale S.p.A. and Italia Navigando SpA.  
In the financial sector: Vice President of E Capital Partners SpA, ECPI Srl; Board Member, Banca Profilo, Rete Ventures Srl and Principia SGR. Statutory auditor of Capital Partners SGR SpA, LeaseMu Financial Services SpA, Europa Investimenti SpA and Fondo Pensione Cometa.  
In the real estate sector: President of Magnolia Srl and Board Member of Induxia SpA.  
Member of the Real Estate Investment Fund Advisory Committee reserved to "Haydn" qualified investors of Generali Immobiliare Italia SGR SpA and "Dolomit", of Castello SGR SpA.  
Board Member of OXFAM Italy and Vice-Chair of the Management Board of ABIS - The Academy of Business in Society, Brussels, New York, Shanghai.

### Previous Experience

At Bocconi University he hold the following positions:

Appointed by the Rector as Director of the Sustainability Committee of Bocconi University (2012-2022).  
SIF (Società Italiana di Filantropia) Chair of Social Entrepreneurship & Philanthropy Management (2007-2016)  
Director of CReSV - Center for REsearch on Sustainability & Value, and Observatory Restructuring & M&A (2010-2015)  
Director of MAGER – "Master in sustainability, Green management, Energy and csR" (World Ranked #1)  
Director of CLEAM - Bachelor Degree in "Economics and Management" (2006-2013)  
Head of CSR Unit - Business, Energy and Social Issue in Management, Department of Management (2008-2013)  
Rector's Delegate for the development of CSR activities in University, Università Bocconi (2002-2004)



Member of the Scientific Committee for the project "Local Public Services – SPL" (water, gas, waste and local transport), created by the National Agency for Inward Investment Promotion and Enterprise development for the Department for Regional Affairs (DAR) of the Presidency of the Council. (2011-2015).

Board Member of Trustees for Microcredit of the National Agency for Microcredit under the permanent patronage of the President of the Republic (2011-2015).

Member of the Committee of Experts on Energy Efficiency of the Ministry of Economic Development (2008-2013). Italian Parliament, Board of Auditors. Revisore dei Rendiconti dei Partiti (XVI Legislatura) (2008-2012).

Bocconi project manager for the Welfare Ministry: "Corporate Social Responsibility - Social Commitment" (CSR-SC) Member Scientific Committee of I-CSR – Italian Center for Social Responsibility.

Founder and Member of the Executive Committee of Finetica, "Observatory on ethics, and economics," partnership Pontifical Lateran University.

Member of the Executive Committee of the Research Division - Claudio Demattè Research (CDR) of the SDA Bocconi. Research Associate, Wharton Global Finance Alliance (WGFA), Wharton School of Business, University of Pennsylvania, Philadelphia.

Lecturer at the Academy of "Guardia di Finanza", Bergamo.

He was also visiting at Wharton School of Business, University of Pennsylvania, Philadelphia (USA), Faculty member; Harvard University, Kennedy School of Government, CSRI, Research Fellow; University of California, Berkeley (UCB), School of Information Management and Systems (SIMS) - Academic Visitor, Faculty Exchange; Campus Abroad at Babson College and UCLA.

He is the author of many publications (books, articles, book chapters, working papers etc.) International (Corporate Governance, Financial Times, European Management Journal, California Management Review, Academy of Management Perspective, Journal of Business Ethics, International Journal of Arts Management, ...) and national in finance, strategy and corporate sustainability.

He was the winner of numerous awards for excellence in research and teaching at Bocconi University as well as "best paper" and "best case study" at international conferences and competitions.



SELF-DECLARATION CONCERNING THE HOLDING OF POSITIONS OR OFFICES IN  
OTHER COMPANIES

The undersigned Francesco Perrini, born in Bari (BA), on December 10<sup>th</sup>, 1965, tax code , with reference to the acceptance of the candidacy as member of the Board of Directors of the company HERA S.p.A.,

**HEREBY DECLARES**

that he has administration and control positions in other companies:

<i>Position</i>	<i>Company</i>	<i>Legal</i>	<i>Tax code</i>	<i>Date of start</i>
Presidente del Consiglio di Amministrazione	Brera Advisory S.p.A.	Milano (MI), Via Agnello 8, 20121	09716630968	14/05/2020
Consigliere di Amministrazione	Walcor S.p.A.	Pozzaglio ed Uniti (CR), Via Bongiovanni, 165, 26010	00735160194	27/04/2022
Sindaco effettivo	Leonardo International S.p.A.	Roma (RM), Piazza Monte Grappa 4, 00195	00401990585	21/04/2021
Sindaco effettivo	Raccorderie Metalliche S.p.A.	Marcaria (MN), Strada Sabbionetana 59, 46010	02066990173	22/05/2020
Sindaco effettivo	Pernigotti S.p.A.	Novi Ligure Piemonte (AL), Viale Della Rimembranza 100, 15067	00151520061	20/10/2022

Sincerely,



Prof. Francesco Perrini

Milan, March 27<sup>th</sup>, 2023

DECLARATION OF ACCEPTANCE OF NOMINATION  
FOR MEMBER OF THE BOARD OF DIRECTORS WITH  
CERTIFICATION OF EXISTENCE OF THE REQUIREMENTS OF LAW AND  
INDEPENDENCE

I, the undersigned Paola Gina Maria Schwizer, born in Milan, Italy, on 30 May 1965,

whereas

- A) I have been nominated by some of the shareholders for the purpose of electing the Board of Directors at the Ordinary Shareholders' Meeting of HERA S.p.A. ("Company") to be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting"),
- B) I am aware of the requirements of the laws and regulations in force, of the Company's Articles of Association ("Articles of Association") and of the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code"), for the submission of the slate of candidates for the abovementioned election, including the rules on the relationship between reference shareholders and minority shareholders, as well as the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company on the items on the agenda of the Shareholders' Meeting ("Report"), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and (ii) in the document entitled "Guidelines of the Board of Directors of Hera S.p.A. to the shareholders on the Composition of the Board of Directors" ("Guidelines"), as published on the Company's website,

in light of all of the above,

I, the undersigned, under my sole and exclusive responsibility, in accordance with the law and the Articles of Association, as well as for the effects of Article 76 of Presidential Decree no. 445 of 28 December 2000, for cases of forgery and false statements,

hereby declare

- the non-existence of any causes of ineligibility, forfeiture and incompatibility to assume the office of member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that I possess all the requirements provided for and indicated by the legislation, including regulations, in force, and by the Articles of Association, including the requirements of professionalism and integrity pursuant to Article 147-quinquies, paragraph 1, TUF (as also identified by Ministerial Decree no. 162 of 30 March 2000);
- that I possess all the requirements of independence, as required by the current legislation (Articles 147-ter, paragraph IV, and 148, paragraph III, TUF) and regulations (Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99), as well as required and provided for by the Articles of Association, the Corporate Governance Code and the Report for appointment to the above-mentioned office and, more generally, by any further provisions as applicable;

- that I do not exercise and/or hold similar offices in the management, supervisory and control bodies in companies or groups of companies in competition with the Company;
- that I comply with the limit on the maximum number of offices held as provided for by law, the Articles of Association, the Guidelines and, more generally, pursuant to the legislation in force;
- that I can guarantee the availability of time necessary for the adequate performance of the assignment, taking into account, moreover, the limit on the maximum number of offices established by the Board of Directors of HERA S.p.A. and indicated in the Guidelines;
- that I have attached hereto my *curriculum vitae*, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code, as well as a copy of my identity document, authorising their publication as of now;
- that I undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to the personal and professional characteristics contained therein;
- that I undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of my declared data;
- that I am aware, pursuant to and for the purposes of the General Data Protection Regulation - Regulation (EU) 2016/679 and the legislation currently in force, that the personal data collected will be processed by the Company, including by informatic means, exclusively as part of the procedure for which this statement is made, authorising it to proceed with the publications required by law for this purpose;

lastly, I declare

- that I irrevocably accept my nomination for the office of director of the Company and eventual appointment to the position of Director of the Company;
- that I am not a candidate in any other slate submitted in connection with the election of the body and/or corporate bodies of the Company to be held at the Shareholders' Meeting.

Yours faithfully,

Milan, 23 March 2023

*I hereby authorise the processing of my personal data in accordance with Regulation (EU) 679/2016 for any purpose related to the activities related to the acceptance of the same.*

# Paola Schwizer



## Personal information

Born: 30 May 1965, Milan, Italy  
Nationality: Italian, Swiss  
Languages: Italian, German, English, French

## Education

Business Administration, Bocconi University, Milan, Bachelor Degree (4 years) cum Laude, 1989  
Scientific high school degree – Cantonal Gymnasium Chur (CH) – Swiss School Milan (1984)

## Academic experience

2003 – present

Full Professor of Financial Market and Intermediaries at University of Parma, Italy.

Courses 2022/2023:

- Risk management and value creation in banks (Graduate Course in Finance and Risk Management)
- E-banking (Undergraduate Course in Economics and Management)

From 2018, Deputy Chair of the Graduate Degree in Finance and Risk Management

2013-2016, Chair of the Board of graduate and undergraduate educational programs, Department of Economics, University of Parma

1990 – present

Affiliate Professor, SDA Bocconi School of Management (Milan, Italy), Banking and Insurance Department. Manager of training programs on Management Skills Development

Originator and manager of the educational program “Board Practice”, aimed at stimulating strategic and systemic thinking, developing the ability to assess the

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	implications of new legislation for the company, encouraging the professional growth of executive and independent board members
	Award “Best Innovative Custom Programs 2016” Award “Excellence in Innovation 2012” Award “Best Case & Best Seller” 2011 Award “Excellence in Innovation and Creativity 2011” Award “Excellence in Innovation 2008”
	ITP – International Teachers Program, Kellogg School of Management, Chicago, US (June 2010)
1998 – 2003	Associate Professor and Full Professor in Banking, University of Salento (Italy). In 2002 and 2003, Chair of the Degree Courses in “Business Management”, in “Law and Business Administration” and in “Economics of Environment and Culture”. Director of Master in Asset Management e-Mgierre, in cooperation with University of Rom Tor Vergata.
1994 – 1998	Researcher and Lecturer, Bocconi University, Milan (Italy)

## Academic affiliations

Member of ADEIMF, the Italian Association of Scholars of Economics and Management of Financial Institutions and Markets  
 Member of AIDEA, the Italian Association of Scholars of Business Administration and Management  
 Member of ECGI, European Corporate Governance Institute

## Other academic and scientific activities

2021 - present	Member of the National Commission 2021-2023 for the National Scientific Qualification as full and associate professor in Financial Markets and Institutions and Corporate Finance
2021 - present	Member of the Council of the Research Centre Dimetech-Lab, of the Department of Economics and Management, at the University of Parma
2020 - present	Member of the Steering Committee of Jean Monnet Centre of Excellence for Sustainable Finance, EBI/EUSFIL (University of Genoa)
2020 – present	Member of the Advisory Committee of “The CG Dialogue”, at ecoDa, the European Confederation of Directors’ Associations, Brussels (B)
2020 – present	Co-Editor of the “Journal of Management and Governance”
2019 – present	Affiliate Professor University of Rome 3 (Master in Governance, Internal Control and Auditing in public and private institutions)
2019 – present	Member of the Scientific Committee of the PhD School in Economics and Law of Parma University



	Member of the Scientific Committee of AIAF, the Italian Association of Financial Analysts
2013 – present	Member of the Faculty of the PhD Program in Economics and Management of Innovation and Sustainability, Universities of Parma and Ferrara
	Member of the “Collegio dei Probiviri” of AIFIRM, The Italian Association of Financial Risk Managers
2007 – present	Member of Editorial Board of the “Journal of Management and Governance”
2010 – 2018	Member of the Scientific Committee of “Fondazione Rosselli, Annual report on the banking system”
	Director of the Research Lab on Corporate Governance and Internal Control Systems at the Ph.D. Program of the University of Parma and the University of Rome Tor Vergata
2008 – 2009	Member of Editorial Board of “Economia & Management” (Business magazine of SDA Bocconi School of Management)
2006 – 2011	Member of the “Nucleo di Valutazione” of the University LUM Jean Monnet, Bari (Italy)

## Other professional activities

2021 – present	Member of the Scientific Committee of the Observatory on Corporate Governance, The European House Ambrosetti
2019 - present	Member of the Advisory Board of AIAF
2017 – present	Founder and Member of Chapter Zero Italy – The Nedcommunity Climate Forum
2010 – present	Independent experts in civil and criminal proceedings (“Consulente Tecnico di Parte”)
	Advisors on corporate governance, internal auditing, internal control systems and compliance programs, sustainability
2017 – 2020	Monitoring Trustee on behalf of the European Commission (DG Competition) on UBI Banca, purchaser of three Italian banks under resolution (Banca delle Marche, Banca Etruria, Cassa di Risparmio di Chieti)
2016 – 2017	Monitoring Trustee on behalf of the European Commission (DG Competition) on the resolution process of four Italian banks (Banca delle Marche, Banca Etruria, Cassa di Risparmio di Ferrara, Cassa di Risparmio di Chieti)



## Directorships

2021 – present	Member (independent director) of the board of directors of Ferrovie dello Stato S.p.A.
2020 – present	Honorary Chairperson of Nedcommunity, the Italian Association of non-executive directors and supervisory board members
2020 – present	Member (independent director) of the board of directors of Hera S.p.A. (Listed on Borsa Italiana S.p.A.). Member of the Control and Risk Committee and Committee for Transactions with Related Parties
2020 – present	Member (independent director) of the board of directors of Hera Trading (100% Hera S.p.A.)
2020 – present	Member (independent director) of the board of directors of Cellularline (listed on the STAR segment of Borsa Italiana S.p.A.). Chair of the Control and Risk Committee and Committee for Transactions with Related Parties, and member of the Nomination and Remuneration Committee
2010 – present	Member of the Supervisory Board (Comitato di Sorveglianza) of IGM SGR into administrative receivership, appointed by the Ministry of Economy and Finance and Bank of Italy.
2012 – 2021	Member (independent director) of the board of directors of Credito Emiliano S.p.A. (Listed on Borsa Italiana S.p.A.), Chair of the Group Risk Committee, Member of the Remuneration Committee, Member of the Committee of Independent Directors (and for Related Parties Transactions)
2020 – 2021	Member of the Supervisory Board (Comitato di Sorveglianza) of Progetto SIM into extraordinary administration, appointed by Bank of Italy
2017 – 2020	Member of the Board of Statutory Auditors of Crescita SPAC and on the consequent business combination Cellularline (listed on the STAR segment of Borsa Italiana S.p.A.)
2015 – 2020	Member (independent director) of the board of directors of Servizi Italia S.p.A. (Listed on the STAR segment of Borsa Italiana S.p.A.), Lead Independent Director, Member of the Control and Risk Committee and of the Nomination and Remuneration Committee
2015 – 2018	Member (independent director) of the board of directors of Inwit S.p.A. (wireless infrastructures; listed on Borsa Italiana S.p.A.), Lead Independent Director, Chair of the Control and Risk Committee
2014 – 2019	Member of the board of directors of ecoDa, The European Confederation of Directors' Associations (Brussels, Belgium); <a href="http://www.ecoda.org">www.ecoda.org</a>

A handwritten signature in black ink, appearing to read 'RS', is located in the bottom right corner of the page. A small number '4' is positioned to the right of the signature.

2014 – 2019	Member of the board of directors of ARGIS, Association for the research on corporate governance of social enterprises.
2014 – 2015	Member (independent director) of the board of directors of Telecom Italia Media S.p.A. (Telecom Italia Group), listed on Borsa Italiana S.p.A.
2013 – 2019	President of Nedcommunity, the Italian Association of non-executive directors and supervisory board members (ca. 700 associate members); <a href="http://www.nedcommunity.com">www.nedcommunity.com</a>
	In 2015, winner of the award “Ambrogio Lorenzetti” for excellence in board membership
2013 – 2018	Member of the Supervisory Board (Comitato di Sorveglianza) of Reginato Mercante Jelmoni SGR into administrative receivership, appointed by the Ministry of Economy and Finance and Bank of Italy
2012 – 2014	Member of the Board of Directors of University of Salento (Italy)

## Recent publications

Carretta A., Pierdicchi M., Schwizer P., *Directors*. EGEA, Milan, 2022 (forthcoming).

Cosma S., Schwizer P., Nobile L., Leopizzi R. Environmental Attitude in the Board. Who are the "Green Directors"? Evidences from Italy. *Business Strategy and the Environment*, Volume 30, Issue 7, November 2021, Pages 3360-3375.

Cosma S., Leopizzi R., Nobile L., Schwizer P., Revising non-financial reporting directive and role of board of directors: a lost opportunity? *Journal of Applied Accounting Research*. 2021. DOI 10.1108/JAAR-04-2021-0102.

Cosma S.; Venturelli A.; Schwizer P.; Boscia V. Sustainable Development and European Banks: A Non-Financial Disclosure Analysis. *Sustainability* 2020, 12, 6146.

Cucinelli D., Farina V., Schwizer P., Soana M.G., Better the Devil You Know: The Impact of Brexit Political Uncertainty on European Financial Markets, *International Journal of Business and Management*, Vol 15, n. 5, May 2020.

Carretta A., Schwizer P., Fattobene L., Errors and Failures in European Banking. A Cultural Perspective. In Elisabeth Vanderheiden E. and Mayer C.H. (eds). *Mistakes, Errors and Failures across Cultures. Navigating Potentials*. Springer, March 2020.

Schwizer P., La sostenibilità nell'agenda dei board: dieci principi guida. *Rivista TELOS*, n. 2, 2019.

Co-author of CONSOB, Methodos, Nedcommunity, "Non-financial information as a driver of transformation. Evidence from Italy", 2018 and 2019.



Cosma S., Mastroleo S., Schwizer P., Assessing corporate governance quality: substance over form, *Journal of Management and Governance*, June, 2018, Volume 22, Issue 2, pp 457–493.

Carretta A., Fiordelisi F., Schwizer P., *Risk Culture in Banking*, ISBN 978-3-319-57591-9 (eBook ISBN 978-3-319-57592-6), Palgrave Macmillan. Series: Palgrave Macmillan Studies in Banking and Financial Institutions, 2017.

Schwizer P., Gli esami non finiscono mai. Il nuovo Fit & Proper Test per gli amministratori bancari alla prova della fattibilità”, *Bancaria*, 3/2017, pp.2-13.

Carretta A., Schwizer P., *Governance 2.0. Stili di vigilanza, buona governance e cultura dei rischi per la finanza di domani*. pp.256, Bancaria Editrice, Roma, 2015, ISBN 978-88-449-1024-2.

Carretta A., Farina V., Fiordelisi F., Schwizer P., Saverio Stentella Lopes F., “Don’t Stand So Close to Me: The role of supervisory style in banking stability”, in *Journal of Banking and Finance*, JBF-D-13-01225R1, 2014.

Fiordelisi F., Soana M.G., Schwizer P., Reputational losses and operational risk in banking, *The European Journal of Finance*, 2014, Vol. 20, No. 2, 105–124.

Di Battista M.L., Lippi A., Schwizer P., Independent directors and governance ratings: evidence from Italian listed companies, in Bracchi G., Masciandaro D., *Reshaping commercial banking in Italy: New challenges from lending to governance*, 19th Report on the Italian financial system, Edibank, Bancaria Editrice, Roma, 2014 ISBN 978-88-449-0521-7, pp. 241-256.

Schwizer P. (editor), *Internal Governance. Nuove regole, esperienze e best practice per l’organizzazione dei controlli interni nelle banche*, EGEA, Milan, 2013, ISBN/EAN: 9788823843677.

Fiordelisi F., Soana M.G., Schwizer P., “The determinants of reputational risk in the banking sector”, in *Journal of Banking & Finance*, Volume 37, Issue 5, May 2013, Pages 1359-1371.

Schwizer P., Stefanelli V., Casiraghi R., Enhancing Board Effectiveness: What about Induction and Training Programs for Directors?, in *International Journal of Regulation and Governance*, Vol. 11, Issue 2, 2011, pp. 1-19, ISSN 0972-4907.

Carretta, A., Farina, V., Fiordelisi, F., Martelli D. e Schwizer, P. “The impact of corporate governance press news on stock market return”, in *European Financial Management*.

*I hereby authorize the use of my personal data in accordance to the GDPR 679/16 - "European regulation on the protection of personal data" and the Italian Legislative Decree no. 196 dated 30/06/2003.*

Milan, March 23<sup>th</sup>, 2023



**SELF-DECLARATION CONCERNING THE HOLDING OF POSITIONS OR OFFICES IN  
OTHER COMPANIES**

The undersigned Paola Gina Maria SCHWIZER, born in Milano, on May 30<sup>th</sup>, 1965, tax code  
with reference to the acceptance of the candidacy as member of the Board of  
Directors of the company Hera S.p.A.,

**HEREBY DECLARES**

that she has the following administration and control positions in other companies:

Cellularline S.p.A. – member of the board of directors (non-executive and  
independent board member)

Ferrovie dello Stato Italiane S.p.A. – member of the board of directors (non-executive and  
independent board member)

Sincerely,

Milan, March 23<sup>th</sup>, 2023

A handwritten signature in black ink, appearing to read "Paola Schwizer".

**Companies Register - Official Archives of the  
Chambers of Commerce, Industry, Craft Trades and  
Agriculture**

**PERSON WITH CURRENT OFFICES DATA SHEET**

**SCHWIZER PAOLA GINA  
MARIA**

**PERSONAL DATA**

Born in MILAN (MI) on 30/05/1965

Tax Identification Number

Resident in

**[QR CODE]**

**JRFLB7**

*The QR Code allows you to check that this document  
matches the one filed at the time of extraction. For  
verification, use the RI QR Code App or visit the official  
website of the  
Companies Register.*

**IN FIGURES**

No. companies in which he or she holds at least one office	4
No. companies in which he or she is a Representative	0

Personal information taken from the last declaration submitted to the Companies Register, concerning the company  
FERROVIE DELLO STATO ITALIANE S.P.A.  
REA Number: RM- 962805

## Index

### 1 Companies in which the person holds offices and qualifications

2

#### 1 Companies in which the person holds offices and qualifications

Company name	Office
HERA S.P.A. TIN 04245520376	board member
CELLULARLINE S.P.A. TIN 09800730963	board member
FERROVIE DELLO STATO ITALIANE S.P.A. TIN 06359501001	board member
HERA TRADING S.R.L. TIN 02060500390	board member

#### HERA S.P.A.

JOINT-STOCK COMPANY

Registered office: BOLOGNA (BO) VIALE BERTI PICHAT 2/4 Zip Code 40127

Certified e-mail: [HERASPA@PEC.GRUPPOHERA.IT](mailto:HERASPA@PEC.GRUPPOHERA.IT)

TIN: 04245520376

REA Number: BO- 363550

#### Activity

Start date of the company's activity: 01/01/1997

ATECO Classification 2007-2022

Activity: 36 - WATER COLLECTION, TREATMENT AND SUPPLY

#### Offices

**board member**

Date of appointment 29/04/2020

Term in office: until approval of the financial statements at 31/12/2022

#### CELLULARLINE S.P.A.

JOINT-STOCK COMPANY

Registered office: REGGIO EMILIA (RE) VIA GRIGORIS LAMBRAKIS 1/A Zip Code 42122

Certified e-mail address [SPA.CELLULARLINE@LEGALMAIL.IT](mailto:SPA.CELLULARLINE@LEGALMAIL.IT)

TIN: 09800730963

REA Number: RE-315329

#### Activity

Start date of the company's activity: 15/02/2017

ATECO Classification 2007-2022

Activity: 46.52.01 - Wholesale of telephone and communications equipment

#### Offices

**board member**

Date of appointment 24/04/2020

Term in office: until approval of the financial statements at 31/12/2022

**FERROVIE DELLO STATO  
ITALIANE S.P.A.**

SOLE SHAREHOLDER JOINT-STOCK COMPANY

Registered office: ROME (RM) PIAZZA DELLA CROCE ROSSA 1 Zip Code 00161

Certified e-mail: [FSITALIANE@PEC.FSITALIANE.IT](mailto:FSITALIANE@PEC.FSITALIANE.IT)

TIN: 06359501001

REA Number: RM- 962805

**Activity**

ATECO Classification 2007-2022

Activity: 70.1 - Activities of head offices engaged in management activities (operational holding companies)

**Offices**

**board member**

Date of appointment 06/08/2021

Term in office: until approval of the financial statements at 31/12/2023

**HERA TRADING S.R.L.**

LIMITED LIABILITY COMPANY

Registered office: TRIESTE (TS) VIA DEL TEATRO 5 Zip Code 34121

Certified e-mail: [HERATRADING@PEC.GRUPPOHERA.IT](mailto:HERATRADING@PEC.GRUPPOHERA.IT)

TIN: 02060500390

REA Number: TS- 133985

**Activity**

Start date of the company's activity: 01/07/2004

ATECO Classification 2007-2022

Activity: 35.23 - Trade in gas distributed by pipeline

**Offices**

**board member**

Date of appointment 22/05/2020

Term in office: until approval of the financial statements at 31/12/2022

DECLARATION OF ACCEPTANCE OF THE NOMINATION FOR  
MEMBER OF THE BOARD OF DIRECTORS WITH CERTIFICATION OF  
EXISTENCE OF THE REQUIREMENTS OF LAW AND INDEPENDENCE

I, Alice Vatta, born in Turin, Italy, on 23/09/1975,  
residing

whereas

- A) I have been nominated by some of the shareholders for the purpose of electing the Board of Directors at the Ordinary Shareholders' Meeting of HERA S.p.A. ("Company") to be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting"),
- B) I am aware of the requirements of the laws and regulations in force, of the Company's Articles of Association ("Articles of Association") and of the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code"), for the submission of the slate of candidates for the abovementioned election, including the rules on the relationship between reference shareholders and minority shareholders, as well as the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company on the items on the agenda of the Shareholders' Meeting ("Report"), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and (ii) in the document entitled "Guidelines of the Board of Directors of Hera S.p.A. to the shareholders on the Composition of the Board of Directors" ("Guidelines"), as published on the Company's website,

in light of all of the above,

I, the undersigned, under my sole and exclusive responsibility, in accordance with the law and the Articles of Association, as well as for the effects of Article 76 of Presidential Decree no. 445 of 28 December 2000, for cases of forgery and false statements,

hereby declare

- the non-existence of any causes of ineligibility, forfeiture and incompatibility to assume the office of member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that I possess all the requirements provided for and indicated by the legislation, including regulations, in force, and by the Articles of Association, including the requirements of professionalism and integrity pursuant to Article 147-*quinquies*, paragraph 1, TUF (as also identified by Ministerial Decree no. 162 of 30 March 2000);
- that I possess all the requirements of independence, as required by the current legislation (Articles 147-ter, paragraph IV, and 148, paragraph III, TUF) and regulations (Article 144-*quinquies* of the Issuers' Regulation approved by resolution 11971/99), as well as required and provided for by the Articles of Association, the Corporate Governance Code and the Report for appointment to the above-mentioned office and, more generally, by any further provisions as applicable;

- that I do not exercise and/or hold similar offices in the management, supervisory and control bodies in companies or groups of companies in competition with the Company;
- that I comply with the limit on the maximum number of offices held as provided for by law, the Articles of Association, the Guidelines and, more generally, pursuant to the legislation in force;
- that I can guarantee the availability of time necessary for the adequate performance of the assignment, taking into account, moreover, the limit on the maximum number of offices established by the Board of Directors of HERA S.p.A. and indicated in the Guidelines;
- that I have attached hereto my *curriculum vitae*, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code, as well as a copy of my identity document, authorising their publication as of now;
- that I undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to the personal and professional characteristics contained therein;
- that I undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of my declared data;
- that I am aware, pursuant to and for the purposes of the General Data Protection Regulation - Regulation (EU) 2016/679 and the legislation currently in force, that the personal data collected will be processed by the Company, including by informatic means, exclusively as part of the procedure for which this statement is made, authorising it to proceed with the publications required by law for this purpose;

lastly, I declare

- that I irrevocably accept my nomination for the office of director of the Company and eventual appointment to the position of Director of the Company;
- that I am not a candidate in any other slate submitted in connection with the election of the body and/or corporate bodies of the Company to be held at the Shareholders' Meeting.

Yours faithfully,

Signature: [signed]

Place and Date:

Rome, 22 March 2023

*I hereby authorise the processing of my personal data in accordance with Regulation (EU) 679/2016 for any purpose related to the activities related to the acceptance of the same.*

# ALICE VATTA



## PROFESSIONAL EXPERIENCE

### **Business Performance Institute – BPI**

**Partner and CEO**

**Italy / UK / Spain**

**2018-present**

Leader of a global learning consulting boutique, providing custom-made capability building and leadership development programs for business performance improvement.

### **Fincantieri S.p.A.**

**Non-Executive Director**

**Trieste**

**2022-present**

Member of Sustainability Committee.

Member of Nomination Committee.

### **Hera S.p.A.**

**Non-Executive Director**

**Bologna**

**2020-present**

Member of Sustainability and Ethics Committee.

Member of Remuneration Committee.

### **Archangel AdVenture**

**Italy**

**Equity Founder and Member of Investment Committee**

**2019-present**

Archangel AdVenture [www.archangeladventure.it](http://www.archangeladventure.it) is a company specialized in pre-seed and seed investment, born from the initiative of managers of leading multinational companies in consulting, energy, digital innovation and finance.

### **C3.ai (NYSE: AI)**

**VP Strategic Clients**

**Rome, Italy / Redwood City, CA, US**

**2014-2018**

C3.ai (operating in Italy as C3 Energy) is a leader provider of Platform-as-a-Service (PaaS) solution for design, development, and provision of software applications (SaaS). C3.ai platform is designed to enable rapid development of Big Data, predictive analytics, and IoT applications to unlock data-driven insights and transform business processes.

Responsible to set up Italian office and grew major accounts base. In particular:

- Contributed to Enel Group's €60M+ estimated annual value increase through successful launch of C3.ai SaaS solutions across distribution and generation (fraud detection / predictive maintenance)
- Acting as country manager, orchestrated start-up and staffing of new Italian office comprised of multidisciplinary technical teams assigned to source systems integration and support following go-live

In compliance with the GDPR and the Italian Legislative Decree no. 196 dated 30/06/2003, I hereby authorize you to use and process my personal details contained in this document.

- Contributed to European accounts business development through delivery of presentations and sustainable business cases, and participation to international events (e.g. European Utility Week, IDC Manufacturing)
- Board Member of Italian subsidiary (C3 Energy Italy, 2014-2015)

**Bain & Company**

**Principal**

**Rome, Italy**  
**2013-2014**

Provided executive leadership to Bain & Company's European Energy practice, encompassing Italian utilities, oil and gas companies involved in international expansion programmes. Among projects:

- Business Plan for Italian multiutility
- Defined strategy and launched M&A activities in Israeli gas upstream market
- Strategic approach to negotiation of compensation activities for power transmission company

**McKinsey & Company**

**Associate Principal**

**Milan / Rome, Italy**  
**2000-2013**

Facilitated implementation of new global strategies, organisational structures, and performance transformation programmes as key member of organisation's "Electric Power and Natural Gas" practice. Offered expertise in renewables and network infrastructures throughout full project lifecycles. Served a number of Italian and international clients (in Europe, North Africa and Latin America), here a selection of engagements:

- Contributed strategies and innovative plans to support future enhancements in utility sector ("Home of the Future" article published on McKinsey Quarterly - <https://goo.gl/Mv89KA>)
- Increased distribution profitability via portfolio optimisation of ~€1B investments based on methodology developed for asset management
- Boosted performance (lean-six-sigma application) across power, gas, and water distribution networks through implementation of lean programmes throughout Italy, Germany, Hungary, Russia, Romania, Poland, Belgium, and France. Established benchmark of power / gas distribution network performances for 50+ distribution and transmission companies across Europe and Latin America
- Organization design and optimization of practices of core functions (Engineering and Construction, Procurement and Business Development) for leading European renewables players
- Redesigned a number of organizations in multiple sectors: energy, telecommunications, consumer goods, travel and logistics
- Responsible for internal "Women Initiative" for the Mediterranean Complex

**EARLY PROFESSIONAL EXPERIENCES**

**International Finance Corporation – World Bank Group**

**Washington DC, US**

Summer Intern

2003

Innovated marketing strategy of "General Industrial and Consumer Products" Investments Department.

**Optiflow Consulting**

Intern

**Marseille, France**

1999

Contributed content to "Journal of Wind Engineering" via numerical simulation of fluid mechanics.

In compliance with the GDPR and the Italian Legislative Decree no. 196 dated 30/06/2003, I hereby authorize you to use and process my personal details contained in this document.

**Bouygues Construction** **Marseille, France**  
Summer Intern 1998  
Implemented quality control procedures on-site throughout construction of large petrochemical plant in France (Shell).

## EDUCATION AND TRAININGS

---

**"The Effective Board" – Executive training**  
Nedcommunity ([www.nedcommunity.com](http://www.nedcommunity.com)) member, trained on corporate governance principles 2020

**"How to become a business angel" – Executive training**  
A4W training on angel investing and start-up valuation 2019

**University of California at Berkeley – Walter Haas School of Business**  
MBA – Master of Business Administration 2002-2004

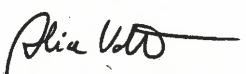
**London Business School**  
MBA Fall 2003 – Exchange Program 2003

**Politecnico di Torino**  
Laurea in Civil Engineering (Summa Cum Laude, December 1999) 1994-1999  
Financially awarded for best final thesis

**Institut de Recherche of Marseille**  
Exchange Programme for Final Thesis, awarded full tuition scholarship 1999

**Languages:** Italian (Native), English (C2, Proficient), French (Conversational)

In compliance with the GDPR and the Italian Legislative Decree no. 196 dated 30/06/2003, I hereby authorize you to use and process my personal details contained in this document.



*List of current Mandates  
excluding Hera S.p.A.*

Listed companies	Role
Fincantieri SpA	Non-executive member of the board

Other mandates	Role
BPI Srl	CEO
BPI Spain Srl (international)	Chairman

Date \_\_\_\_\_ Roma, March 22nd, 2023 \_\_\_\_\_

In faith



· DECLARATION OF ACCEPTANCE OF NOMINATION FOR MEMBER OF  
THE BOARD OF DIRECTORS WITH CERTIFICATION OF EXISTENCE OF  
THE REQUIREMENTS OF LAW AND INDEPENDENCE

I, the undersigned, Erwin Paul Walter RAUHE, born in Castelrotto (BZ) on 28 October 1955,

whereas

- A) I have been nominated by some of the shareholders for the purpose of electing the Board of Directors at the Ordinary Shareholders' Meeting of HERA S.p.A. ("Company") to be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting"),
- B) I am aware of the requirements of the laws and regulations in force, of the Company's Articles of Association ("Articles of Association") and of the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code"), for the submission of the slate of candidates for the abovementioned election, including the rules on the relationship between reference shareholders and minority shareholders, as well as the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company on the items on the agenda of the Shareholders' Meeting ("Report"), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and (ii) in the document entitled "Guidelines of the Board of Directors of Hera S.p.A. to the shareholders on the Composition of the Board of Directors" ("Guidelines"), as published on the Company's website,

in light of all of the above,

I, the undersigned, under my sole and exclusive responsibility, in accordance with the law and the Articles of Association, as well as for the effects of Article 76 of Presidential Decree no. 445 of 28 December 2000, for cases of forgery and false statements,

hereby declare

- the non-existence of any causes of ineligibility, forfeiture and incompatibility to assume the office of member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that I possess all the requirements provided for and indicated by the legislation, including regulations, in force, and by the Articles of Association, including the requirements of professionalism and integrity pursuant to Article 141-quinquies, paragraph 1, TUF (as also identified by Ministerial Decree no. 162 of 30 March 2000);
- that I possess all the requirements of independence, as required by the current legislation (Articles 147-ter, paragraph IV, and 148, paragraph III, TUF) and regulations (Article 144-quinquies of the Issuers' Regulation approved by resolution 11971/99), as well as required and provided for by the Articles of Association, the Corporate Governance Code and the Report for appointment to the above-mentioned office and, more generally, by any further provisions as applicable;
- that I do not exercise and/or hold similar offices in the management, supervisory and

control bodies in companies or groups of companies in competition with the Company;

- that I comply with the limit on the maximum number of offices held as provided for by law, the Articles of Association, the Guidelines and, more generally, pursuant to the legislation in force;
- that I can guarantee the availability of time necessary for the adequate performance of the assignment, taking into account, moreover, the limit on the maximum number of offices established by the Board of Directors of HERA S.p.A. and indicated in the Guidelines;
- that I have attached hereto my *curriculum vitae*, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code, as well as a copy of my identity document, authorising their publication as of now;
- that I undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to the personal and professional characteristics contained therein;
- that I undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of my declared data;
- that I am aware, pursuant to and for the purposes of the General Data Protection Regulation - Regulation (EU) 2016/679 and the legislation currently in force, that the personal data collected will be processed by the Company, including by informatic means, exclusively as part of the procedure for which this statement is made, authorising it to proceed with the publications required by law for this purpose;

lastly, I declare

- that I irrevocably accept my nomination for the office of director of the Company and eventual appointment to the position of Director of the Company;
- that I am not a candidate in any other slate submitted in connection with the election of the body and/or corporate bodies of the Company to be held at the Shareholders' Meeting.

Yours faithfully,

Signature: [signed]

Place and Date:

Milan, 21 March 2023

*I hereby authorise the processing of my personal data in accordance with Regulation (EU) 679/2016 for any purpose related to the activities related to the acceptance of the same.*

## ***Erwin P. Walter RAUHE***

He currently holds the position of independent Member of Board of Directors, Lead Independent Director and Member of the Control and Risks Committee of HERA spa, and is Chairman of the Board of HERA Comm. spa. He is member of the Board of Directors, as independent member, of SOL Spa, company quoted in the Italian Stock market. In this company he is also member of the Remuneration Committee.

He is also member of the Board of Eigenmann & Veronelli and its Spanish subsidiary E&V Iberica, and member of the Bord of Cristoforetti SpA, both Italian family company operating in the chemical and in the energy business.

He is past-President of the Italian-German Chamber of Commerce of Milan, actually he is Board Member of the German Chamber of Commerce and Industry of Berlin, Director of Executive Advocacy srl, a company specialized in consulting for senior management.

In Spain, he is adjunct Professor at the Chair of Business Strategy by IESE (University of Navarra). He is as well Member of the Board of an industrial Start-up.

As senior advisor, follows investments in Italy for the Deutsche Beteiligung AG Frankfurt.

2009 until the end of 2016, he was senior Vice President of the German Chemical Group BASF SE and President of the Southern European Region (Portugal, Spain, Italy, Greece, Malta and Israel). He was Vice President of Federchimica until mid-2017, Vice President of FEIQUE (Spanish Chemical Industry Association) until the end of 2017, member of the Assolombarda Council and of various Confindustria Committees.

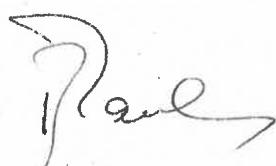
Previously, he held various operational responsibilities by the BASF Group, both by the globally Headquarters in Germany, as well at regional level as Country Manager in Switzerland, Spain and Italy. Among his responsibilities, the Group's global activities in the Fine Chemical, Cosmetics and Pharmaceutical. Relevant was the responsibility for Spain, where is located the largest industrial site of the Group.

### ***Education and training:***

- graduated in Business and Economics Science at the Università Cattolica of Milan
- Masters and other executive trainings courses held at INSEAD (Fontainebleau), IMD (Lausanne), IESE (Barcelona), BOCCONI (Milan), MIT (New York and Pebble Beach)
- Languages:
  - Italian and German (mother language)
  - English (very good)
  - Spanish (very good)
  - French (scholastic)

### ***Personal data:***

Milano, March 2023



## ***Erwin Paul Walter RAUHE***

### ***Professional experiences***

- **Since 2017** – Member of Board of Directors in different Italian and Spanish companies
- **2009 - 2016** - Senior Vice President BASF Group with responsibility for the South Europe Sub-region, which includes, together with Italy and Spain, also Portugal, Greece and Israel. With more than 5.000 people, a turnover of 3,6 billion € in the Sub-region and a production of around 1,6 billion € realized in 18 production sites, South Europe represents the most important European Region after Germany.
- **2005 - 2009** - Group Vice President with responsibility of the Italian country. Under his guidance, were managed several commercial and industrial acquisitions. In 10 years' time, BASF Group has doubled sales and employees in Italy.
- **2001 - 2005** - Takes over the responsibility of Iberian Peninsula. This responsibility implies that for the Tarragona production site, BASF biggest production site in Europe outside Germany.
- **1997 - 2001** - Group Vice President with the global Marketing responsibility for the Fine Chemicals Division. In addition to that, in 1999, he takes up also the responsibility of the Vitamin sector (Human and Animal Nutrition, Cosmetic), responsibility which includes also all production sites of the Division outside Germany. He is also responsible of all R&D activities of this sector.
- **1994 - 1997** - In 1994 he moves to the Headquarters, in Germany, where he assumes the commercial responsibility for the Intermediate Chemical products Division, is nominated Director
- **1991 - 1994** - In 1991 he moves to Switzerland to take over, as Vice General Manager, the sales responsibility for this Country.
- **1974 - 1990** - After several experiences in different financial and accounting positions, he is nominated CFO of BASF Italia in 1988.



Erwin Paul Walter RAUHE

List of actual Mandates

Mandate in listed companies

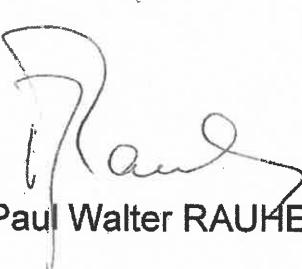
HERA S.p.A.	-	Independent Member of the Board
HERA COMM S.p.A. (1)-		President and Member of the Board
SOL S.p.A.	-	Independent Member of the Board

Other mandates

Eingenmann&Veronelli S.p.A.	-	Member of the Board
Cristoforetti S.p.A.	-	Member of the Board
Rabofin s.r.l.	-	Sole director
Executive Advocacy s.r.l.	-	Sole Director

(1) Subsidiary of HERA S.p.A

Milano, 21 March 2023

  
Erwin Paul Walter RAUHE

# Companies Register - Official Archives of the Chambers of Commerce, Industry, Craft Trades and Agriculture

## PERSON WITH CURRENT OFFICES DATA SHEET

RAUHE ERWIN PAUL WALTER

### PERSONAL DATA

Born

Tax Identification Number

[QR CODE]

Resident in

E1G1E9

*The QR Code allows you to check that this document matches the one filed  
at the time of extraction. For verification, use the RI QR Code App or visit the  
official website of the  
Companies Register.*

### IN FIGURES

No. companies in which he or she holds at least one office 7  
No. companies in which he or she is a Representative 3

Personal information taken from the last declaration submitted to the Companies Register, concerning the company  
CRISTOFORETTI S.P.A.  
REA Number: TN -100101

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Companies in which the person holds offices and qualifications

Company name	Office
HERA S.P.A. TIN 04245520376	director
HERA COMM S.P.A. TIN 02221101203	chair of the board of directors board member
SOL S.P.A. TIN 04127270157	director
EIGENMANN & VERONELLI S.P.A. TIN 08670900151	director
RABOFIN S.R.L. TIN 05046270962	sole Director
EXECUTIVE ADVOCACY S.R.L. TIN 09866460968	sole director
CRISTOFORETTI S.P.A. TIN 00829040229	director

**HERA S.P.A.**

JOINT-STOCK COMPANY

Registered office: BOLOGNA (BO) VIALE BERTI PICHAT 2/4 Zip Code 40127

Certified e-mail: [HERASPA@PEC.GRUOPPOHERA.IT](mailto:HERASPA@PEC.GRUOPPOHERA.IT)

TIN: 04245520376

REA Number: BO- 363550

*Activity*

Start date of the company's activity: 01/01/1997

ATECO Classification 2007-2022

Activity: 36 - WATER COLLECTION, TREATMENT AND SUPPLY

*Offices*

**director**

Date of appointment 29/04/2020

Term in office: until approval of the financial statements at 31/12/2022

**HERA COMM S.P.A.**

JOINT-STOCK COMPANY

Registered office: IMOLA (BO) VIA MOLINO ROSSO 8 Zip Code 40026

Certified e-mail: [FIERACCOMM@PEC.GRUOPPOFIERA.IT](mailto:FIERACCOMM@PEC.GRUOPPOFIERA.IT)

TIN: 02221101203

REA Number: BO- 421914

*Activity*

Start date of the company's activity: 01/01/2002

ATECO Classification 2007-2022

Activity: 35.23 - Trade in gas distributed by pipeline

<b>Offices</b>	<b>chair of the board of directors</b> Date of appointment 22/05/2020 Term in office: until approval of the financial statements at 31/12/2022
<b>SOL S.P.A.</b>	<b>director</b> Date of appointment 22/05/2020 Term in office: until approval of the financial statements at 31/12/2022
	<b>JOINT-STOCK COMPANY</b> Registered office: MONZA (MB) VIA GEROLAMO BORGAZZI 27 Zip code 20900 Certified e-mail: <a href="mailto:SOL@PEC.SOL.IT">SOL@PEC.SOL.IT</a> TIN: 04127270157 REA Number: MB- 991655
<b>Activity</b>	Start date of the company's activity: 30/06/1981 ATECO Classification 2007-2022 Activity: 20.11 - Manufacture of industrial gases
<b>Offices</b>	<b>director</b> Date of appointment 11/05/2022 Term in office: until approval of the financial statements at 31/12/2024
<b>EIGENMANN &amp; VERONELLI S.P.A.</b>	<b>JOINT-STOCK COMPANY</b> Registered office: RHO (MI) VIA DELLA MOSA 6 Zip code 20017 Certified e-mail: <a href="mailto:AMMINISTRAZIONE@PEC.EIGVER.IT">AMMINISTRAZIONE@PEC.EIGVER.IT</a> TIN: 08670900151 REA Number: MI- 1238332
<b>Activity</b>	Start date of the company's activity: 09/03/1987 ATECO Classification 2007-2022 Activity: 20.59 - Manufacture of other chemical products n.e.c
<b>Offices</b>	<b>director</b> Date of appointment 29/04/2021 Term in office: until approval of the financial statements at 31/12/2023
<b>RABOFIN S.R.L.</b>	<b>LIMITED LIABILITY COMPANY</b> Registered office: MILAN (MI) VIALE TUNISIA 48 Zip code 20124 Certified e-mail: <a href="mailto:RABOFINSRL@LAMIAPEC.IT">RABOFINSRL@LAMIAPEC.IT</a> TIN: 05046270962 REA Number: MI- 1791938
<b>Activity</b>	Start date of the company's activity: 02/01/2006 ATECO Classification 2007-2022 Activity: 68.1 - Buying and selling of own real estate
<b>Offices</b>	<b>sole director</b> Date of appointment 30/04/2018 Term of office: until revocation

**EXECUTIVE ADVOCACY S.R.L.**

LIMITED LIABILITY COMPANY

Registered office: MILAN (MI) VIALE TUNISIA 48 Zip code 20124

Certified e-mail: EXECUTIVEADVOCACYSRL@LAMIAPEC.IT

TIN: 09866460968

REA Number: MI-2118265

*Activity*

Start date of the company's activity: 21/03/2017

ATECO Classification 2007-2022

Activity: 70.22.09 - Other business consulting and other administrative and management consulting and business planning activities

*Offices*

**sole Director**

Date of appointment 21/03/2017

Term of office: until revocation

**CRISTOFORETTI S.P.A.**

JOINT-STOCK COMPANY

Registered office: CLES (TN) VIA TRENTO 166 Zip code 38023

Certified e-mail: PEC1@PEC-CRISTOFORETTI.IT

TIN: 00829040229

REA number: TN- 100101

*Activity*

Start date of the company's activity: 18/01/1981

ATECO Classification 2007-2022

Activities: 46.71 - Wholesale of solid, liquid and gaseous fuels and related products for motor vehicles, heating fuels

*Offices*

**director**

Date of appointment 23/12/2022

Term in office: until approval of the financial statements at 31/12/2024

DECLARATION OF ACCEPTANCE OF NOMINATION FOR MEMBER OF  
THE BOARD OF DIRECTORS WITH CERTIFICATION OF EXISTENCE OF  
THE REQUIREMENTS OF LAW AND INDEPENDENCE

I, the undersigned Cristina De Benetti, born in Treviso, on 29 April 1966,

whereas

- A) I have been nominated by some of the shareholders for the purpose of electing the Board of Directors at the Ordinary Shareholders' Meeting of HERA S.p.A. ("Company") to be held at the Company's headquarters - Viale C. Berti Pichat no. 2/4, Bologna - at "Spazio Hera" - at 10:00 a.m. on 27 April 2023, or at the different place, date and time, in the event of correction and/or amendment and/or supplementation of the notice of call by the Company ("Meeting"),
- B) I am aware of the requirements of the laws and regulations in force, of the Company's Articles of Association ("Articles of Association") and of the Corporate Governance Code promoted by the Corporate Governance Committee ("Corporate Governance Code"), for the submission of the slate of candidates for the abovementioned election, including the rules on the relationship between reference shareholders and minority shareholders, as well as the indications contained, in addition to the notice of call, (i) in the Illustrative Report of the Board of Directors of the Company on the items on the agenda of the Shareholders' Meeting ("Report"), pursuant to Article 125-ter of Legislative Decree no. 58 of 24 February 1998 ("TUF"), and (ii) in the document entitled "Guidelines of the Board of Directors of Hera S.p.A. to the shareholders on the Composition of the Board of Directors" ("Guidelines"), as published on the Company's website,

in light of all of the above,

I, the undersigned, under my sole and exclusive responsibility, in accordance with the law and the Articles of Association, as well as for the purposes of Article 76 of Presidential Decree no. 445 of 28 December 2000, for cases of forgery and false statements,

hereby declare

- the non-existence of any causes of ineligibility, forfeiture and incompatibility to take up the office of member of the Company's Board of Directors (also pursuant to Articles 2382 and 2387 of the Italian Civil Code);
- that I possess all the requirements provided for and indicated by the legislation, including regulations, in force, and by the Articles of Association, including the requirements of professionalism and integrity pursuant to Article 147-quinquies, paragraph 1, TUF (as also identified by Ministerial Decree no. 162 of 30 March 2000);
- that I possess all the requirements of independence, as required by the current legislation (Articles 147-ter, paragraph IV, and 148, paragraph III, TUF) and regulations (Article 144-quinquies of the Issuers' Regulation approved by

resolution 11971/99), as well as required and provided for by the Articles of Association, the Corporate Governance Code and the Report for appointment to the above-mentioned office and, more generally, by any further provisions as applicable;

- that I do not exercise and/or hold similar offices in the management, supervisory and control bodies in companies or groups of companies in competition with the Company;
- that I comply with the limit on the maximum number of offices held as provided for by law, the Articles of Association, the Guidelines and, more generally, pursuant to the legislation in force;
- that I can guarantee the availability of time necessary for the adequate performance of the office, taking into account, moreover, the limit on the maximum number of offices established by the Board of Directors of HERA S.p.A. and indicated in the Guidelines;
- that I have attached hereto my *curriculum vitae*, accompanied by a list of offices on the Boards of Directors and Statutory Auditors of other companies and relevant pursuant to current legislative and regulatory provisions, the Articles of Association, the Guidelines and the Corporate Governance Code, as well as a copy of my identity document, authorising their publication as of now;
- that I undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to the personal and professional characteristics contained therein;
- that I undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of my declared data;
- that I am aware, pursuant to and for the purposes of the General Data Protection Regulation - Regulation (EU) 2016/679 and the legislation currently in force, that the personal data collected will be processed by the Company, including by IT means, exclusively as part of the procedure for which this statement is made, authorising it to proceed with the publications required by law for this purpose;

lastly, I declare

- that I irrevocably accept my nomination for the office of director of the Company and possible appointment to the position of Director of the Company;
- that I am not a candidate in any other slate submitted in connection with the election of the body and/or corporate bodies of the Company to be held at the Shareholders' Meeting.

Yours faithfully,

## CURRICULUM VITAE



**Cristina De Benetti, born in Treviso on 29.04.1966.**

**Associate professor of public law and administrative law at Università degli studi di Venezia Ca' Foscari**

**Supreme Court defence lawyer**

### EDUCATION

- Graduated at scientific high school in 1985;
- Graduated in economics and business at Università di Venezia Ca' Foscari in 1990;
- Graduated in law at Università degli studi di Trieste in 1993;
- PH.D. in administrative law in 1997

### PROFESSIONAL EXCURSUS

#### Present:

- Supreme Court defence lawyer, registered in the Lawyer's list of Treviso;
- Registered within the List of Arbiters of the Arbitration Chamber at the National Anti-corruption Authority (ANAC);
- Registered within the List of Arbiters and Advisors of the International Chamber of Arbitration Mediation Conciliation (AMC);

#### Past:

- 2004/2009 legal advisor, Coordinator of legal office of Provincia di Venezia;
- 1990/2002 belonged to the Venice law firm of Feliciano Benvenuti, under whose teachings she has cultivated the profile of scientific research in the field of administrative law

### BOARD OF DIRECTORS' MEMBERSHIP

#### Present:

- from 2016 member of Board of directors of MOM Spa-Mobilità di Marca Spa;
- from 2022 member of Board of directors of Unipol Gruppo Spa, member of independent directors Committee for Transactions with Related Parties and member of Committee for remuneration;
- from 2022 member of Board of directors of Trevi Finanziaria Industriale Spa, President of independent directors Committee for Transactions with Related Parties;

- from 2022 member of Board of directors of Fondazione Coin;
- from 2021 member of Board of directors of Nextalia Spa

Past:

- 2019/2022 member of Board of directors of Atlantia Spa and President of Control and Risk Committee and Corporate Governance Committee;
- 2017/2022 member of Board of directors of UnipolSai Assicurazioni Spa, member of independent directors Committee for Transactions with Related Parties and member of Committee for remuneration;
- 2017/2020 member of Board of directors of Autogrill Spa and President of Control and Risk Committee and Corporate Governance Committee;
- 2016/2019 member of Board of directors of UnipolBanca Spa and member of independent directors Committee for Transactions with Related Parties and Control and Risk Committee;
- 2015/2022 Deputy Chairman and member of Board of directors of Fondazione Università Ca' Foscari, Chairman 2020;
- 2015/2019 member of Board of directors of Autotrade Meridionali Spa and member of independent directors Committee for Transactions with Related Parties, Control and Risk Committee and Corporate Governance Committee;
- 2015/2016 member of Board of directors of UnipolSai Assicurazioni Spa;
- 2013/2018 member of Board of directors of AERTRE Spa-Aeroporto di Treviso;
- 2012/2014 member of Board of directors of Milano Assicurazioni Spa and 2013/2014 member of the Supervisory Board, Transactions with Related Parties Committee, Control and Risk Committee and Compensation Committee;
- 2007/2010 member of Board of directors of AGES Agenzia Autonoma Gestione Albo Segretari comunali e provinciali – Sezione Regionale Veneto;
- 2000/2009 member of "Nucleo Interno di Valutazione" of Provincia di Venezia;
- 1999/2005 member of "Nucleo Interno di Valutazione" of I.P.A.B. "Istituto Gris"

ACADEMIC CAREER

Present:

- from 2002 Associate professor of public law and administrative law, Facoltà di Economia, Università Ca' Foscari;
- from 2017 member of Academic Committee of Master in Wildlife administration and management Università Ca' Foscari;
- from 2005 member of Academic Committee of Master in Health Economics and Management, Università Ca' Foscari;
- from 1999 member of Academic Committee of Master in Environmental and territorial government law, Università Ca' Foscari;

Past:

- 2013/2018 Scientific Director of Master in Environmental and territorial government law, Università Ca' Foscari
- 2012/2015 member of Academic Committee of Master in Cinema communication audio-video and digital media disciplines, Università Ca' Foscari;
- 2011/2014 member of Patent technical Committee, Università Ca' Foscari;
- 2006/2011 Deputy-Director of Department of legal sciences, Università Ca' Foscari;
- 1998/2002 researcher of Diritto amministrativo, Università di Venezia Ca' Foscari;
- 1996/1999 professor of Diritto urbanistico, Facoltà di Architettura Venezia, IUAV;
- 1994/1997 PH.D. in administrative law, Università di Trieste;
- 1991/1996 assistant, Università di Venezia 'Ca Foscari'

## **SCIENTIFIC ASSIGNMENTS**

### **Present:**

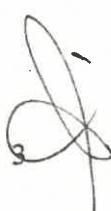
- from 2017 member of Sustainable Development Scientific Committee of "ACRI Associazione Casse di Risparmio";
- from 2014 member of Scientific Committee of "*Il diritto della Regione - Il giornale giuridico della Regione Veneto*" ([www.diritto.regionevneto.it](http://www.diritto.regionevneto.it));
- from 2012 member of Editorial Board of "Ricerche Giuridiche" Università Ca' Foscari;
- from 2005 member of Scientific Committee of "Diritto all'ambiente" ([www.dirittoambiente.com](http://www.dirittoambiente.com));

### **Past:**

- 2014/2020 member of Scientific Committee of *Il diritto della Regione - Il giornale giuridico della Regione Veneto* ([www.diritto.regionevneto.it](http://www.diritto.regionevneto.it));
- 2008/2010 member of Scientific Committee of "Scuola Superiore della Pubblica Amministrazione Locale" (SSPAL) Regioni Veneto e Friuli Venezia Giulia;
- 2002/2010 member of Scientific Committee of "Fondazione Scuola Forense Veneziana Feliciano Benvenuti";
- 2001/2010 member of Editorial Board of "*DIALOGHI del diritto, dell'avvocatura, della giurisdizione*"

## **SCIENTIFIC PRODUCTION**

- *Nuovi aspetti sostanziali dell'indennizzo. Profili di illegittimità costituzionale*, in *Il diritto della regione*, n.5/6, 1993, pp. 973-1009.
- *Brevi riflessioni in tema di nullosta regionale per grandi strutture di vendita*, in *Il diritto della regione*, n.5, 1995, pp. 893-905.
- *I controlli atipici tra art. 128 Cost. e legge 142/1990*, in *Il diritto della regione*, n.5, 1996, pp. 737-765.
- *Controllo e nuova amministrazione: controllo di gestione e controllo sulla gestione*, 1996.
- *La complessa convivenza tra autorizzazione e denuncia di inizio attività derivante dalle norme sulla cosiddetta semplificazione dei procedimenti edilizi*, in *Il diritto della regione*, n.1/2, 1997, pp. 193-213.
- *La funzione di controllo. Unicità e diversità*, Venezia, 1998, pp. 1-202.
- *Il controllo di gestione tra sistema e problema*, in *Il diritto della regione*, n.5/6, 1998, pp. 695-733.
- *La normativa sugli usi civici ed i poteri dei commissari liquidatori a tutela dell'interesse alla conservazione dell'ambiente naturale*, in *Il diritto della regione*, n.3, 1999, pp. 247-267.
- *Reiterazione "legittima" di vincoli urbanistici a contenuto espropriativo e obbligo "costituzionale" di indennizzo*, in *Il diritto della regione*, n.4/5, 1999, pp. 391-413.
- *Servizi pubblici e ordinamento comunitario*, in *I contratti dello Stato e degli enti pubblici*, n.2, 2000, pp.191-204.
- *Conferimento di funzioni e compiti amministrativi ai comuni e sportello unico per le attività produttive: un impegnativo "accentramento" nel decentramento*, in *Il diritto della regione*, n.1, 2000, pp.45-61.
- *L'ambiente tra unitarietà della responsabilità statale e pluralità delle competenze: un difficile equilibrio a Costituzione invariata*, in *Il diritto della regione*, n.4/5, 2000, pp. 547/560.
- *Giudice amministrativo e risarcimento del danno (T.A.R. Veneto, sez.I, 119/1999)*, in *DIALOGHI del diritto, dell'avvocatura, della giurisdizione*, n.1, 2001, pp. 51-53.
- *La chiamata in causa del terzo nel giudizio contabile tra giusto processo e certezza del diritto*, in *Il diritto della regione*, n.6, 2001, pp. 1067/1082.



- *La potestà regolamentare dei Comuni in materia di installazione di stazioni radio base di telefonia mobile*, in *DIALOGHI del diritto, dell'avvocatura, della giurisdizione*, n.2, 2001, pp. 104/108.
- *Il controllo di gestione nella proceduralizzazione della funzione amministrativa. I controlli interni negli enti locali*, Padova (CEDAM), 2001, pp. X-296.
- *Gli esami di avvocato tra garanzie procedurali e tutela giurisdizionale*, in *DIALOGHI del diritto, dell'avvocatura, della giurisdizione*, n.4, 2001, pp. 237/243.
- *Commento degli artt. 147-148, 196-197-198, 234-235-236-237-238-239-240-241 del Testo Unico degli Enti Locali*, in AA.VV., *L'ordinamento degli enti locali*, a cura di M. Bertolissi, Bologna (Il Mulino), 2002, pp. 582/590, 701/709, 775/791.
- *L'ambiente: un valore costituzionalmente protetto tra le materie di potestà legislativa regionale*, in *Il diritto della regione*, n.4, 2003, pp. 457/472.
- *Tutela e valorizzazione dei locali storici ovvero una nuova categoria di beni culturali*, in *Il diritto della regione*, n.5/6, 2003, pp. 621/637.
- *Le fondazioni di origine bancaria – rectius: legislativa – quali soggetti dell'organizzazione delle libertà sociali*, in *Il diritto della regione*, n.5/6, 2004, pp. 743/764.
- *Riflessi della riforma del Titolo V della Costituzione sulla disciplina del lavoro alle dipendenze della P.A. La potestà legislativa statale e regionale nell'unità dell'ordinamento costituzionale*, in *Rivista amministrativa della Repubblica italiana*, n.4, 2004, pp. 385/390.
- *Ancora in tema di pregiudiziale amministrativa. Effetti ripristinatori della sentenza demolitoria e risarcimento di danni ulteriori: una differenza ontologica*, in *I contratti dello Stato e degli enti pubblici*, n.4, 2004, pp. 614-621.
- *L'ambiente nella giurisprudenza della Corte costituzionale: dalla leale collaborazione alla sussidiarietà*, in [www.dirittoambiente.com](http://www.dirittoambiente.com), 11/2004, pp. 1-21.
- *Enti pubblici non economici e organismi di diritto pubblico: interpretazione logico-sistematica del quadro normativo*, in *I contratti dello Stato e degli enti pubblici*, n.2, 2005, pp. 248-258.
- *La nuova disciplina dell'accesso*, in *Rivista amministrativa della Repubblica italiana*, n.1, 2005, pp. 83/92 and in *L'accesso ai documenti amministrativi* 9.1. pp. 29/38, in [www.giurisprudenza.it](http://www.giurisprudenza.it) and in [www.governo.it/Presidenza/ACCESSO](http://www.governo.it/Presidenza/ACCESSO).
- *Diritto d'accesso e Difensore Civico*, in Atti del Convegno "Il difensore Civico tra prospettive di efficienza e tutela della legalità", Venezia-Palazzo Ducale, 17.06.2005, pp. 51/66 and in [www.ecodifesacivica.it](http://www.ecodifesacivica.it).
- *Diritti d'accesso e tutela della riservatezza. La competenza rimessa al Difensore Civico*, in *Il diritto della Regione*, n.1/2, 2005, pp. 79/94.
- *I controlli ambientali sui rifiuti nel decreto legislativo delegato 152/2006 e l'attuazione dei principi della legge delega 308/2004 con riferimento all'art. 76 della Costituzione. Profili di incostituzionalità*, in [www.masterdirittoambiente.it](http://www.masterdirittoambiente.it).
- *La prescrizione dei reati contabili ed i tempi del diritto* in *DIALOGHI del diritto, dell'avvocatura, della giurisdizione*, n.3, 2006, pp. 125/132.
- *Il nuovo codice dei contratti pubblici di lavori, servizi e forniture. Il riparto di potestà legislativa tra Stato e Regioni*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 12/2006, pp. 1/16.
- *Il nuovo codice dei contratti pubblici di lavori, servizi e forniture* in *I contratti dello Stato e degli enti pubblici*, n.2/2007, pp. 229/242.
- *Il riparto di potestà legislativa tra Stato e Regioni (art. 3 d. lgs. 163/2006)*, in A.A.V.V., *Il nuovo codice dei contratti pubblici di lavori, servizi e forniture*, Maggioli Editore, 2007, pp. 59/70.
- *Il riordino degli enti locali: dalla distribuzione delle competenze alla allocazione delle funzioni*, in *Rivista amministrativa della Repubblica italiana*, n.11-12/2007 pp. 740-747.
- *I vincoli ambientali di inedificabilità sopravvenuta: dalla sperequazione alla compensazione*, in A.A.V.V. *Codice dell'ambiente – Commento al D. Lgs. 3 aprile 2006 n.152*, aggiornato alla Legge 6 giugno 2008, n.101, GIUFFRE', 2008, pp. 455/468.

- *Potestà legislativa in materia ambientale (il riparto tra Stato e Regioni)* voce in *Digesto delle Discipline Pubblicistiche*, UTET, 2008, pp. 663/670.
- *L'Area vasta dell'Area Metropolitana di Venezia: profili giuridici sulla Città metropolitana che verrà*, in *Il diritto della regione*, n.3/4, 2009, pp. 83/109.
- *Uno spunto in tema di effettività della tutela dalla nuova direttiva ricorsi: un ritorno dal processo al procedimento*, in *I contratti dello Stato e degli enti pubblici*, n.4/2009, pp. 527/532.
- *Corsi e ricorsi in tema di fondazioni non più bancarie e funzione di vigilanza*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, novembre 2010, pp. 1/23.
- *La tutela dell'ambiente in un decennio di giurisprudenza costituzionale: dall'interesse trasversale al bene unitario*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 06/2011, pp. 1/46.
- *I controlli sugli enti locali e sulle regioni* in AAVV, *Contabilità degli enti locali e contrattualistica pubblica*, GIUFFRE', pp. 263/271, 2012.
- *La Corte dei conti*, in AAVV, *Codice commentato di contabilità pubblica*, a cura di M. Orefice, DIREKTA, Roma, Capitolo VI La Corte dei conti, pp. 1961/1992, 2012.
  - *Commento agli articoli 9, 25, 26 e 27 dello Statuto della Regione Veneto*, in *Commento allo Statuto della Regione Veneto* AAVV, a cura di Benvenuti-Piperata-Vandelli, CAFOSCARINA, Venezia, 2012, pp. 96/100, 178/189.
  - *Brevi note in tema di rapporto tra enti designanti i componenti l'organo di indirizzo delle fondazioni già di origine bancaria e consiglieri nominati*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 02/2013, pp. 1/11.
  - *Reti di imprese e appalti pubblici: dal contratto plurilaterale con comunione di scopo alla aggregazione strutturata*, in *I contratti dello Stato e degli enti pubblici*, n.3/2014, pp. 1/20.
  - *Diritto alla tutela dell'ambiente ed interesse all'esercizio dell'attività venatoria a Costituzione variata*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 09/2015, pp. 1/17.
  - *Caccia e ambiente: il riparto di potestà legislativa tra "diritto" alla tutela della fauna selvatica ed "interesse" all'esercizio dell'attività venatoria*, in *Ricerche Giuridiche* (edizionicafoscarini.unive.it), n.1/2015, pp. 37/66;
  - *Excursus della giurisprudenza amministrativa e contabile in tema di imposta di soggiorno, nella perdurante assenza del regolamento governativo di cui all'articolo 4 del d. lgs. 23/2011*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 11/2016, pp. 1/19;
  - *Diritti di accesso agli atti ex lege 241/90 e "nuovo" accesso civico "generalizzato" ex d. lgs. 97/16: qualche criticità nella sovrapposizione dei procedimenti*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 9/2017, pp. 1/28;
  - *Profilo di responsabilità amministrativa del giudice in merito alla scelta tecnico-discrezionale dei criteri per la liquidazione del compenso del consulente tecnico d'ufficio medico-legale*, in [www.giustamm.it](http://www.giustamm.it) Giustizia Amministrativa Rivista di diritto pubblico, 3/2018, pp. 1/18;
  - *Il Turismo, innominata materia alla prova del Regionalismo*, in AAVV, a cura di Mario Bertolissi, *La Regione del Veneto. Il futuro estratto dai fatti 1970-2020*, Marsilio Editori, 2020, pagg. 253/264;
  - *La nostra Costituzione: l'ordinamento della Repubblica*, in De Benetti - Siclari - Festa, *Lezioni di diritto pubblico*, Amon Edizioni, 2021, pagg. 95/124;
  - *Rapporti tra ordinamento italiano e ordinamento comunitario; La nostra Costituzione: l'ordinamento della Repubblica* in De Benetti - Siclari - Festa - Rolli, *Lezioni di diritto pubblico*, Amon Edizioni, 2022, pagg. 95/134;
  - *La libertà della ricerca scientifica e la libertà della scuola tra i diritti e i doveri dello stato sociale* in AAVV, *Lineamenti di legislazione scolastica: dalla riforma Gentile alla legge sulla Buona scuola*, Amon Edizioni, 2023, pagg. 126/133.

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The undersigned Cristina De Benetti authorize the use of personal data contained in the above curriculum.

Treviso, March 20th, 2023

A handwritten signature in black ink, appearing to read "Cristina De Benetti". The signature is fluid and cursive, with "Cristina" on the left and "De Benetti" on the right, separated by a diagonal line.

The above curriculum is included in "1000 Curricula eccellenti" certified by Deloitte for Fondazione Marisa Bellisario under the High Patronage of Presidenza della Repubblica.

**SELF-DECLARATION CONCERNING THE HOLDING OF POSITIONS OR OFFICES IN  
OTHER COMPANIES**

The undersigned Cristina De Benetti, born in Treviso, on 29/04/1966, tax code with reference to the acceptance of the candidacy as member of the Board of Directors of the company HERA S.p.A.,

**HEREBY DECLARES**

that she has administration and control positions in the following companies:

Trevi Finanziaria Industriale SpA;

Unipol SpA;

Nextalia SGR SpA;

MOM SpA - Mobilità di Marca SpA.

Sincerely,

Cristina De Benetti

Signature

Treviso, 20/03/2023

Place and Date