

INVESTOR PRESENTATION

JUNE 2019



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AGENDA

- 1. Company Profile
- 2. Hera Performance
- 3. Financial Profile
- 4. Sustainability
- 5. Green Financing Framework
- 6. Transaction Overview
- 7. Closing Remarks

1. Company Profile





HERA GROUP TODAY



47.6% shares owned by 111 Municipalities



LARGE PLAYER IN A FRAGMENTED INDUSTRY

HERA'S COMMITMENT ON SUSTAINABILITY











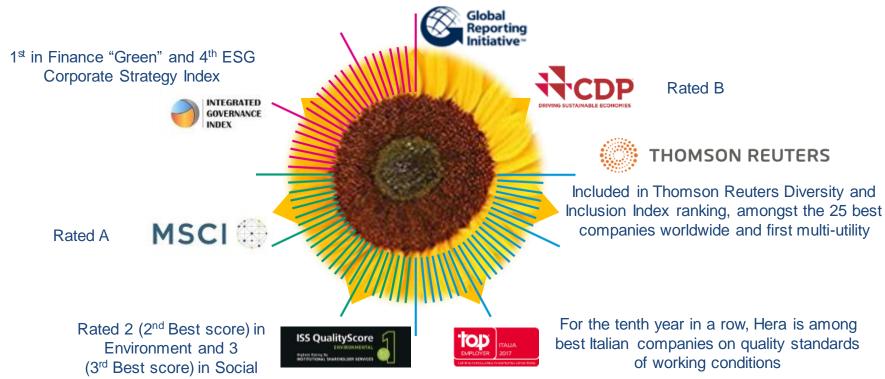




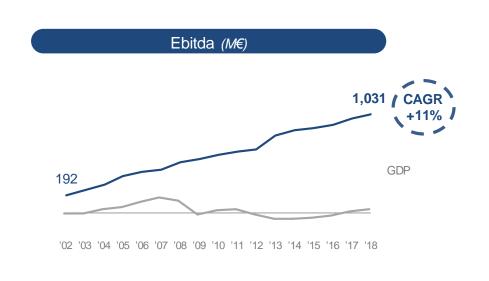
RATING

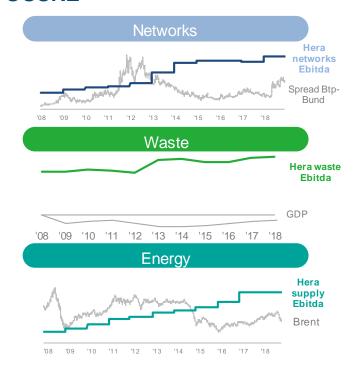
Published since 2002 and approved by the Board of Directors
It is Verified by a third party (Audirevi) in accordance to international guidelines:

GRI standard (In accordance with Core option)



GROWTH TRACK RECORD WITH LOW RISK EXPOSURE





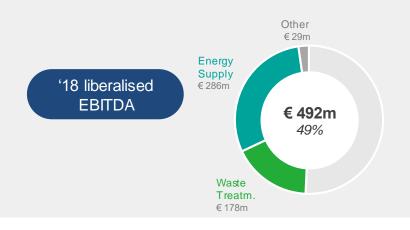
RESILIENT UNINTERRUPTED GROWTH AND LIMITED CORRELATION TO MACRO VARIABLES

BUSINESS MIX: 51% REGULATED AND 49% LIBERALISED

'18 regulated EBITDA

€ 3.1bn RAB ca. 80% of invested capital





Main KPIs

Value drivers	W ater	Gas distr.	Electr. distr.	W aste coll.
RAB (€bn)	1.49	1.49 1.07 0.37		0.4
Return (real pre-tax)	5.3%*	6.3%**	5.9%**	~3.5%*
Concession length	~2024	-	2030	-
Tenders	-	Ongoing	-	Ongoing
Independent Authority (national)	ARERA	ARERA	ARERA	ARERA

(*) data as at 31 December 2018, based on real Hera Wacc (**) data as at 01 January 2019.





Inflation





Spread Demand cyclicality

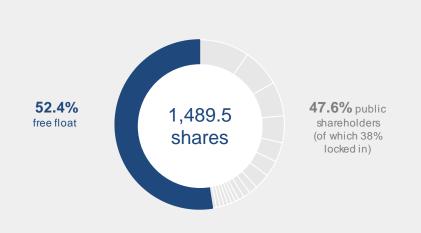
Waste treatment:

- Largest asset base in Italy, Hera is benefitting from the Italian infrastructural gap vs all main EU countries
- Fast growing treatment prices in the last 3 years (still ongoing) due to a infrastructural gap

Energy supply:

- o Customer base of 2.5m clients
- o Fastest growing customer base (in the last 5 years)
- o Lowest churn rate in Italy (2018)
- No exposure to energy price fluctuation (negligible power generation, procurement and supply contracts 100% hedged)

STABLE SHAREHOLDING STRUCTURE



- Largest shareholder holds < than 10% stake
- High diversification among public entities 111
 Municipalities, holding 47.6% of share capital, have signed a shareholders' pact to coordinate their voting policy. The pact locks in 38% of share capital
- **Majority voting rights:** double vote awarded to each share after registration and an uninterrupted holding for 24 months
- Large presence of institutional shareholders from EU, US, UK and Australia

€ 4.975bn Market Cap*

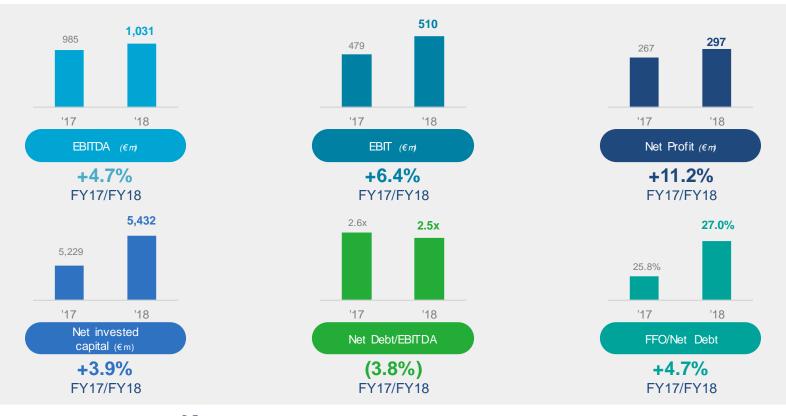
A PROPERLY "PUBLIC" COMPANY SHAREHOLDING

2. Hera Performance





2018 RESULTS IN A SNAPSHOT



KEEP ON WALKING A SOLID GROWTH PATH

2018 EBITDA GROWTH IN ALL CORE ACTIVITIES



Regulated

Mainly efficiencies & cost cutting

Liberalised

- Positive trend in waste prices
- Market expansion and confirmed margins in energy supply
- Partial recovery in power gen. in 2H18

Track record of growth EBITDA drivers since the birth of Hera (ϵm)

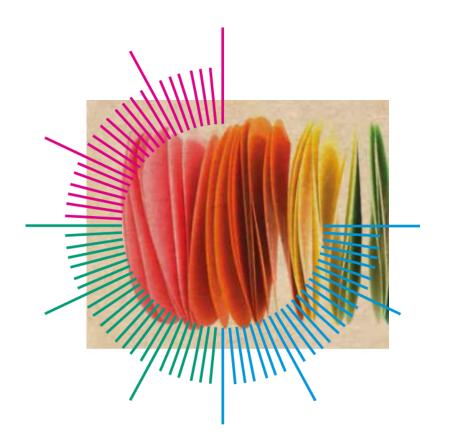


1Q19 RESULTS IN A SNAPSHOT



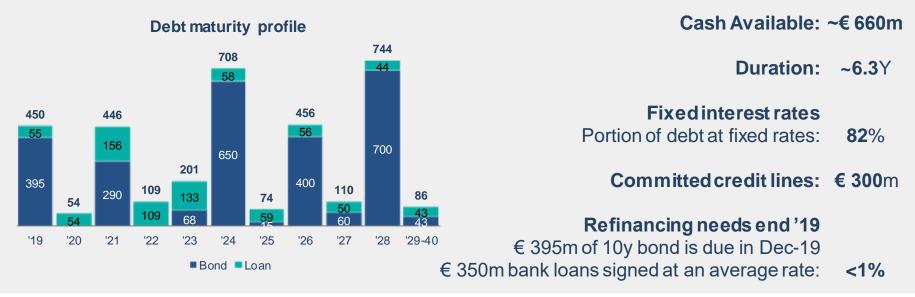
KEEP ON WALKING A SOLID GROWTH PATH

3. Financial Profile

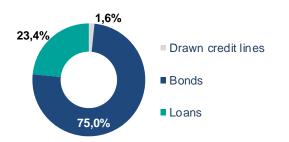


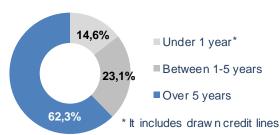


HERA DEBT STRUCTURE AS 31 MARCH 2019



Gross Debt	€ 3,436.8bn
Net Debt	€ 2,622.0bn





RATING AGENCIES' LATEST REPORTS - EXCERPT MOODY'S

Last update: 2 April 2019
Senior unsecured rating Baa2 (Stable)

- Diversified business mix
- ✓ Sizeable portfolio of low-risk domestic regulated activities underpinned by a transparent and supportive regulatory framework
- ✓ Grow th strategy based on small-scale, equity-funded, M&A activity
- ✓ Solid liquidity and financial profiles
- Country risk associated with Italy (Baa3 stable), given that Hera generates all its earnings domestically
- Exposure of unregulated businesses to the cyclical macroeconomic environment and, although to a lesser extent, to volatile power prices
- Liberalisation of the retail energy supply market in Italy in 2020 is likely to increase competition and could impact margins

The stable outlook is in line with Italy's rating, reflecting the company's links with the sovereign, which constrain Hera's ratings at Baa2. The stable outlook also reflects Moody's expectation that Hera will maintain its current solid financial and liquidity profiles

Any potential upgrade of Hera's ratings would be contingent on an upgrade of the Government of Italy's rating, combined with Hera maintaining its abovementioned credit features

S&P Global Ratings

Last update: 14 June 2019 Long-Term ICR BBB (Positive)

- ✓ Hera's credit metrics could continue improving, thanks to solid business fundamentals over the coming two years
- Positive investments in its regulated gas and water distribution operations, soon-to-be-regulated waste treatment activities, and value-adding bolt-on acquisitions
- Committment to strengthening its credit standing while implementing its growth strategy
- ✓ Good debt management through a smooth debt repayment profile and solid free cash flow generation
- Uncertainties from economic and political conditions in Italy, whilst no immediate impacts are expected

The positive outlook indicates that S&P could raise the ratings if EBIT DA growth, a supportive dividend policy, and positive discretionary cash flow lead to a sustained improvement in Hera's credit metrics, with funds from operations to debt staying above 23% in the next 12-18 months

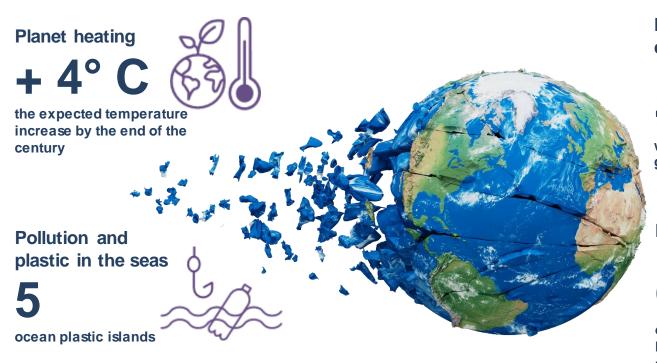
S&P would also revise Hera's outlook to stable if it lower its unsolicited rating on Italy to 'BBB-' from the current 'BBB', because it caps its rating on Hera at one notch above the sovereign rating.

4. Sustainability





THE CLIMATE IS CHANGING FAST AND OUR PLANET IS SUFFERING



Drought and water consumption

+ 55%

world demand for fresh water growth between 2010 and 2050

Disposable lifestyle

60%



of the materials consumed in Europe is not recovered or recycled

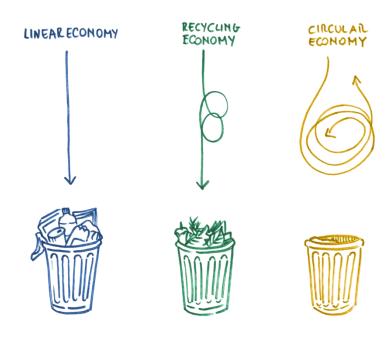
SUSTAINABILITY MUST BE A MATTER OF CORE MISSION AND STRATEGIC POSITIONING FOR A COMPANY TO SUCCEED



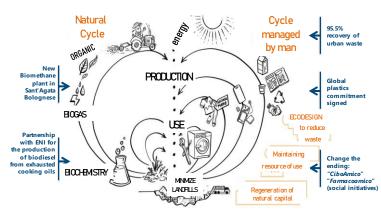


FROM THE LINEAR TO THE CIRCULAR MODEL

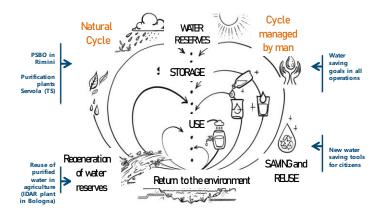
Circularity applied to the environmental sector



Source: Ellen MacArthur Foundation



Circularity applied to the water sector



CREATING SHARED VALUE FOR HERA MEANS...





In 2018 CSV
€ 375m → 36%
of the Gross
Operating Margin

€ 185m CAPEX REGENERATIVE, RESILIENT, SMART

SHARED VALUE OF EBITDA*

RESOURCES

Efficient use of resources

€ 260.6m

of which:

- Transition to a circular economy:
 - € 156.8m
 - Sustainable management of water resources: € 103.8m

TERRITORY

Innovation and contribution to development

€ 78.2m of which

- Economic development and social inclusion: € 45.2m
- Spreading innovation and digitalization: € 22.4m
- Air and soil protection: € 10.6m

ENERGY

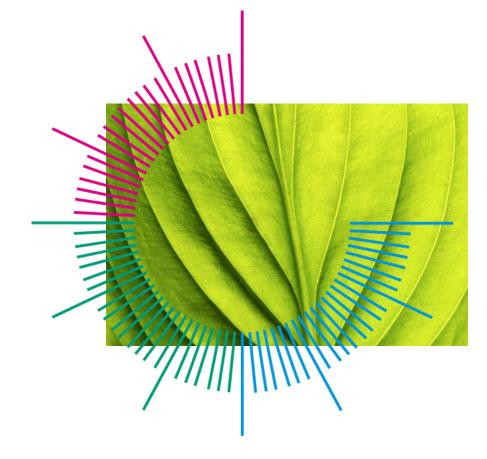
Smart use of energy € 66.9m

of which

- Promotion of energy efficiency: € 45.8m
- Spreading renew able energy: € 21.1m

^{*}The total shared value EBITDA does not correspond to the sum of EBITDA of the single drivers, due to activities that affectseveral components. Reduction of GHG emissions: sum of spreading renewable energy and promotion of energy efficiency

5. Green Financing Framework





HERA GREEN FINANCING FRAMEWORK: ALIGNED WITH BEST MARKET PRACTICES

- o Framework designed has an umbrella platform allowing HERA to issue various Green Financing instruments such as Green Bonds, Green Loans or any other instrument aiming at financing Eligible projects as defined in the "Use of Proceeds" section
- o An amount equal to the net proceeds from the issuance of Green Financings to be used by Hera to finance and/or refinance, in whole or in part, new and existing Eligible Green Projects, carried out directly and/or indirectly through Hera's subsidiaries
- o Each Eligible Green Project can be allocated to one or several Green Financing instruments. Allocation will be monitored through HERA's internal tracking system to avoid double counting



Use of proceeds

- o HERA's eligible categories are the following:
 - o Energy efficiency and infrastructure
 - o Circular economy and sustainable waste management
 - Water infrastructure

Projects selection process

- HERA has an internal procedure for the management of a Green Financing process and its related projects that involves the internal Ethics and Sustainability Committee
- o Annual reporting of investments will be examined by the Ethics and Sustainability Committee

Management of proceeds

- The net proceeds to be deposited in HERA's general account and an equal amount will be earmarked for Eligible Green Projects' allocation
- The balance of net proceeds of the issuance not already allocated to Eligible Green Projects to be reduced by amounts matching disbursements made to Eligible Green Projects
- Hera will use its best efforts to substitute any Green Projects in the case of divestment or if no longer eligible, as soon as practical once an appropriate substitution option has been identified

Reporting

 HERA's annual Green Financing report to be composed by both an allocation and impact reporting

Allocation reporting

- o It will disclose the aggregated amount of Green Financing instruments issued by type. Furthermore, it will detail:
 - The aggregated amount of allocation of the net proceeds to the projects at category level
 - The balance of any unallocated proceeds invested in cash or other liquid marketable instruments
 - The proportion of net proceeds used for financing versus refinancing

Impact reporting

 It will evaluate the environmental impact of each eligible categories with relevant metrics associated

External review

- HERA's Green Financing Framework was reviewed externally by ISS-oekom
- According to ISS-oekom, HERA's Framework evaluation as well as sustainability quality of the asset pool are positive



HERA'S GREEN FINANCING FRAMEWORK 2019

Hera's category	ONU SDG	Hera's frameworksubcategories / Description of Eligible Green Projects	KPI for reporting	
	Clean Water and Sanitation & Life below	v	Served citizens (n) Analysis on water's quality (n) Network length (km)	
Water Infrastructure	6 CLEAN WATER AND SANITATION BELOW WATER	Types of projects: Wastewater, Sewage, and Water infrastructure for resources resiliance and climate change adaption	Water fed in the network (mc) Quality of the water in compliance with regulatory limits (%) Urban areas with more than 2.000 inhabitants equivalent compliant with law(%)	
	Responsible Consumption and Production	Urban Waste Collection Systems: Community recycling depot, Dumpsters and containers for sorted waste collection, Pay as You Throw projects, Vehicles for urban waste collection	Recycled plastic sold (ton) Avoided greenhouse gas emissions (ton Co2e)	
Circular Economy & Sustainable Waste	12 RESPONSIBLE CONCUMPION AND PRODUCTION	Facilities & Plants for recycling of materials including Plastic, Glass, and Raw Materials recycling and recovery and/or further re-use into production process and Waste Selection improvements	Atmospheric emissions reduction with respect to legal limits (%)	
Management	ANDPRODUCTION	Waste to energy plants	Heat energy and electricity produced (MWh)	
		Biological and Chemical Treatment and other waste treatment plants	Treated waste (ton) Separated/Sorted collection of waste (%)	
			Waste sent for the recovery of material (%)	
	Affordable and clean	Improvement of Private and Public buildings lighting, heating, insulation	Network length (km)	
	energy & Climate	Smart grids for distributed generation and for climate change adaptation	Number of event of interruption by client (n)	
	action	Smart metering	Installed Smart meters (n)	
Energy Efficiency and		District heating grids	Served Citizens/Points of grid distribution (POD, PDR)	
Energy Infrastructure	7 AFFORDABLE AND CLIMATE ACTION	Public Lighting & Smart Cities	GHG emission avoided (tCO2e)	
	- 6 -	Charging stations]	
	711	High Efficiency Cogeneration & Combined product of heat and power (CHP)	7	

HERA'S GREEN BOND: POTENTIAL PROJECT ALLOCATION

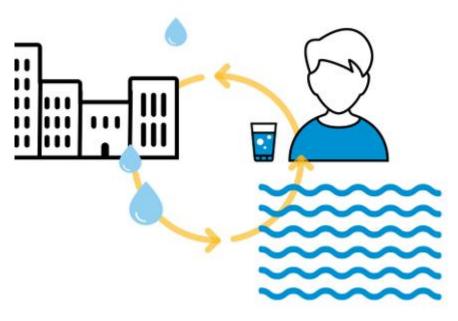
	Potential Bond Allocation - Data in KEur					
SDGs	Hera's Eligible categories	2017	2018	2019	Total	Shares
14 LIFE BELOW WATER 6 CLEAN WATER AND SANITATION	Wastewater Sewage	44.277	33.980	66.920	145.177	29,0%
	Water infrastructure for resources and climate change adaption		35.843		40.116	8,0%
	Total Water infrastructure		69.824	66.920	185.293	37,1%
12 INSTRUMENT CONSIDERATION AND PRODUCTION	Urban Waste Collection Systems: Community recycling depot, Dumpsters and containers for sorted waste collection, Pay as You Throw projects, Vehicles for urban waste collection	10.545	8.279	13.729	32.553	6,5%
	Facilities & Plants for recycling of materials including Plastic, Glass, and Raw Materials recycling and recovery and/or further re-use into production process and Waste Selection improvements	91.726	3.765	5.268	100.759	20,2%
	Waste to energy plants	5.168	5.087	6.090	16.345	3,3%
	Biological and Chemical Treatment and other waste treatment plants		17.185	9.148	40.866	8,2%
	Total Circular Economy & Sustainable Waste Management	121.972	34.316	34.235	190.523	38,1%
13 CLIMATE 7 AFFORDABLE AND CLEAN ENERGY	Smart metering for GAS related activities	11.825	11.990	10.935	34.750	6,9%
CLAN DEFENT	Smart grids for distributed generation and for climate change adaptation for GAS related activities	10.250			10.250	2,1%
	Total Energy Efficiency and Energy Infrastructure - GAS	22.075	11.990	10.935	45.000	9,0%
	Smart grids for distributed generation and for climate change adaptation	12.165	10.572	14.274	37.010	7,4%
	Smart metering	229	628	228	1.084	0,2%
	District heating grids	5.051	4.102	6.618	15.771	3,2%
	Public Lighting & Smart Cities	1.745	10.799	12.754	25.298	5,1%
	Charging stations	14	7	-	20	0,0%
	Total Energy Efficiency and Energy Infrastructure - EE	19.203	26.107	33.873	79.184	15,8%
	Total per year / Grand Total	42%	28%	29%	500.000	100%

SERVOLA'S WASTEWATER PLANT IN TRIESTE: THE PLANT WHO TALKS TO THE SEA

Servola's wastewater plant was implemented with innovative technologies that allows very efficient water purification with state of art process and with less use of soil (-33% compare to traditional wastewater plant)



SERVOLA'S WASTEWATER SYSTEM: HOW THE PLANT TALKS TO THE SEA



The targets achieved and the technological solutions adopted make the Servola's wastewater plant an excellence in its field

It is **the first** wastewater plant able to handle and adapt its **own impact on the sea** based on its marine needs:

- The OGS (Scientific Observatory) analyzes the state of the sea
- The **RFVG** (Regional Department) evalutates the nutrients needed by the sea
- AcegasApsAmga (Hera) adapt the treatment of the wastewater to release the necessary nutrients

The innovative technology of Servola's wastewater adjust the intensity of the treatment based on the needs for nutrients expressed by the sea

people involved in the operations



0 incident



52,5 millions of investments



190 thousand equivalent inhabitants served



80/100 '000m³
per day of treated wastewater

ALIPLAST GROUP ACQUISITION

In 2017, Aliplast become an Herambiente's subsidiary. Aliplast is the leader in the collection and recycling of waste and plastic waste and in the production of high quality regenerated plastic material aimed at total sustainability. It cutting-edge vision drives expansion in our industry

Aliplast is a reality in constant, solid and reliable growth. It works to guarantee its customers safety to have the best partners by their side for a more effective use and a management ethically responsible for plastic,

minimizing the impact on the environment

Le nostre sedi operative



Italian operator in the production of secondary plastic raw materials

>90%



Of the incoming plastic processed each year

80.000 t



Of incoming plastic, processed each year

80.000 t



Outgoing finished products/regenerated Polymers each year, including PE film, PET sheets and granules/flakes

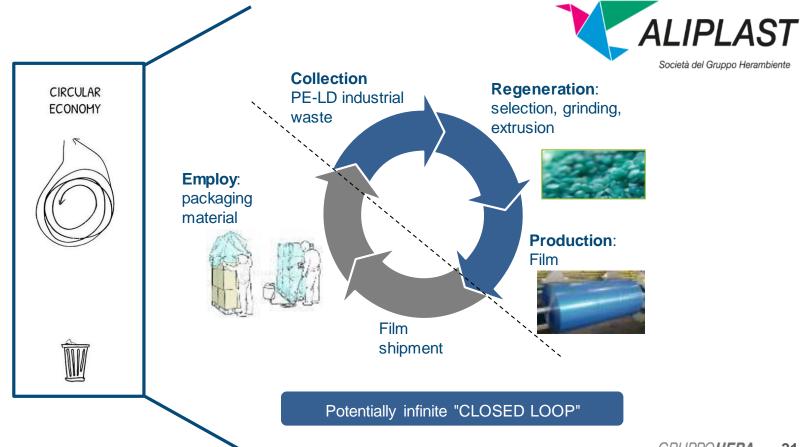
>1000 customers







AN EXAMPLE OF CIRCULARITY: PE-LD FILM FOR INDUSTRIAL PACKAGING



SANT'AGATA BOLOGNESE'S BIOMETHANE PLANT

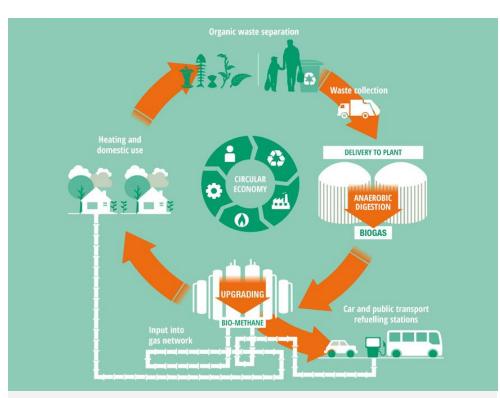
From waste to biomethane: a virtuous circle

37 millionsTotal Investment



For years, Hera has already been producing biogas for renewable electricity generation, through bio-digesters and landfills. Now, however, the gas will be refined so as to obtain biomethane, entirely similar to the kind that currently fuels our transportation or flows through the pipes of our houses

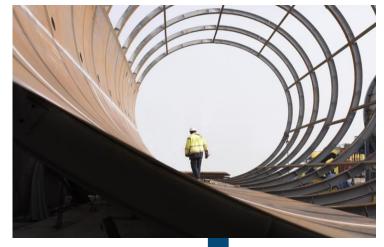
In the new S. Agata Bolognese plant, organic waste will be subjected to a process of anaerobic biodigestion for biogas production. This will undergo an "upgrading" (purification) process, passing through pressurised water against the current: the carbon dioxide will thus be separated from the methane. The end result will be biomethane, a gas with a methane content of over 95%, and a completely renewable source of energy



The new plant was also built within the existing and active composting site, without any additional consumption of soil

THE NUMBERS OF THE NEW BIOMETHANE PLANT









6. Transaction Overview



ENVISAGED TRANSACTION

New Issue Indicative Termsheet

Issuer	Hera S.p.A.						
Exp. Issue Rating	BBB (S&P) Baa2 (Moody's)						
Format	Senior Unsecured Notes, Reg S, Bearer						
Maturity	8y (2027)						
Size	EUR Benchmark						
Coupon	Fixed, Annual						
Documentation	EMTN Programme dated 18 June 2019						
Main T&Cs	 3-month par call Make-w hole call Clean-up call @80% Change of Control / Concession Event / Asset Sale Put @100% 						
Listing	Irish Stock Exchange						
Joint Bookrunners	BNP Paribas, Credit Agricole CIB, Mediobanca, UniCredit						
Other Bookrunner	BBVA						
Use of Proceeds	The net proceeds will be used to finance some eligible green projects						

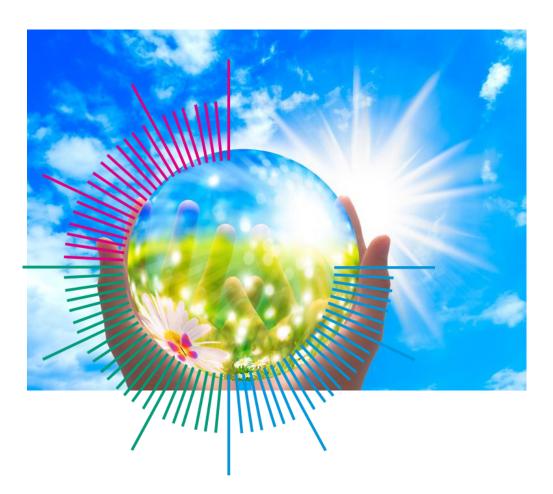
Intermediated Tender Offer

Target Notes	• XS0976307040 € 290m 3.250% 2021 • XS1084043451 € 500m 2.375% 2024					
Transaction Structure	2021 Notes at -0.15%2024 Notes at MS+50bps					
Target Amount	Up to EUR 250m in nominal amount					
Offeror	BNP Paribas					
Dealer Managers	BNP Paribas, Credit Agricole CIB, Mediobanca, UniCredit					
Tender Agent	Lucid Issuer Services					

Tender Offer Expected Timeline

19 June 2019	Launch
26 June 2019	Expiration date (@ 5.00pm CET)
26-27 June 2019	Indicative Results, Pricing and Final Results
1 July 2019	Settlement

7. Closing remarks





CLOSING REMARKS: KEY CREDIT HIGHLIGHTS

Safe and balanced business mix, with a low risk portfolio, between regulated and liberalized activities

Resilient and sustainable organic growth over the years, regardless of macro environment, progressively enhanced profitability

Stable and diversified shareholder structure coupled with an experienced top management

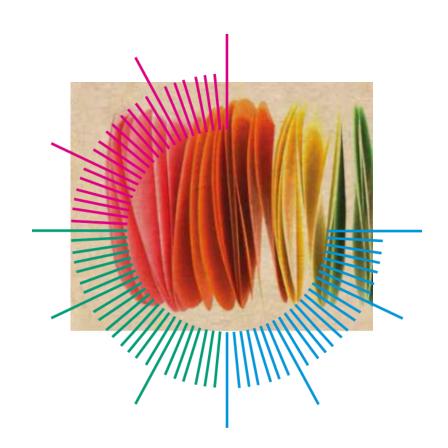
Innovation as pillar to be the benchmark in the industry and leader in scouting new frontiers

Solid liquidity and financial profile proven by a strong IG rating

Proven track record of delivering financial targets set over the past years

Well positioned in international sustainable/ESG ranking, with forerunning role in Italy

Appendix





ADDITIONAL DETAILS ABOUT THE ASCOPIAVE DEAL

- On June the 17th, the Boards of Directors of Hera S.p.a. and Ascopiave S.p.a. approved a binding term sheet outlining the main characteristics of a Joint Venture between the two companies, which is intended to develop a major entity in North-East Italy
- This is a strategic deal coherent with Hera's external growth path, as it will result in an increase in its customer base in the territories where Hera operates
- Furthermore, the JV is expected to be a significant opportunity to extract synergies
- The JV will rely on a platform of over 1 million energy customers, becoming one of the most relevant players in Italy
- This deal will allow Hera to reach its 3 million customers target 3 years before what was originally planned in the Business Plan.
- For further information please refer to the press realese dated 17th June 2019 available on Hera's website, *www.gruppohera.it*.

PROFIT & LOSS

Profit & Loss (M€)	Y '17	Y '18	Q1 '18	Q1 '19	Δ Q1'18 vs Q1'19
REVENUES	6.136,8	6.626,4	1.836,6	2.061,4	12,2%
EBITDA	984,6	1.031,1	322,7	330,8	2,5%
Ebitda margin	16,0%	15,6%	17,6%	16,0%	
Depreciation and provisions	-505,3	-521,0	-125,0	-125,8	
EBIT	479,3	510,1	197,6	205,0	3,7%
Financial costs	-98,0	-87,1	-19,2	-21,8	
Figurative interests (IAS)	-18,2	-19,5	-4,3	-5,0	
Income from Associates & J.V.	14,7	14,9	6,0	5,7	
PRETAX PROFIT	377,8	418,4	180,1	183,9	2,1%
TAX	-111,8	-121,8	-54,2	-54,2	
Tax rate	29,6%	29,1%	30,1%	29,5%	
Special items*	0,8	0,0			
Minorities	-15,3	-14,7	-5,4	-5,5	
NET PROFIT POST MINORITIES	251,5	281,9	120,5	124,2	3,1%

^{*} Special items are calculated as follows:

[•] In 2017 they were the sum of positive effects generated by the release of goodwill through a substitute tax payment and negative effects related to gi

[•] In 2018 they have been the sum of extraordinary capital gains and extraordinary capital losses

FINANCIAL STRUCTURE

Financial Structure	Y '17	Y '18	Q1 '18	Q1 '19	Δ Q1'18 vs Q1'19
Net non-current assets	5.780,6	5.905,1	5.792,4	6.042,1	4,3%
Net Working Capital	23,2	115,4	92,3	118,9	28,8%
(Provisions)	-574,8	-588,2	-576,7	-591,8	2,6%
Net invested capital	5.229,0	5.432,3	5.308,0	5.569,2	4,9%
Group Shareholders' equity	-2.706,0	-2.846,7	-2.805,9	-2.947,2	5,0%
Net Financial Position	-2.523,0	-2.585,6	-2.502,1	-2.622,0	4,8%
Total Funds	-5.229,0	-5.432,3	-5.308,0	-5.569,2	4,9%

EBITDA BY BUSINESS '18 VS '17

EBITDA by BUSINESS (mIn €)	2017		2018		18 VS '17	
Networks	423,5	43%	463,8	45%	+40,4	+9,5%
Sales & Trading	258,7	30%	264,7	28%	+6,1	+2,3%
Power generation (EE)	33,9	3%	21,2	2%	-12,7	-37,5%
Waste	246,0	25%	252,0	24%	+6,0	+2,4%
Other services	22,5	2%	29,3	3%	+6,8	+30,2%
Total	984,6	100%	1.031,1	100%	+46,5	+4,7%