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CONNECT

Informazione Regolamentata n. 0167-12-2022	Data/Ora Ricezione 10 Marzo 2022 08:13:18	Euronext Milan
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Informazione
Regolamentata
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Data/Ora Ricezione : 10 Marzo 2022 08:13:18
Data/Ora Inizio : 10 Marzo 2022 08:13:20
Diffusione presunta
Oggetto : The BoD convenes the Shareholders'
Meeting on Tuesday 26 April 2022

Testo del comunicato

Vedi allegato.

Italgas: The Board of Directors convenes the Shareholders' Meeting on Tuesday 26 April 2022

Milan, 10 March 2022 - Italgas' Board of Directors, which met on 9 March 2022 under the chairmanship of Alberto Dell'Acqua, resolved to call an Ordinary Shareholders' Meeting on 26 April, at 10:30 a.m., in a single call, to resolve on the approval of the 2021 Financial Statements, the proposed profit allocation, the report on the remuneration policy and compensation paid, as well as the appointment of the corporate bodies.

The Board has resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.295 euros for each Company share. The dividend will be paid out on 25 May 2022, with coupon date of 23 May 2022 (record date 24 May 2022).

The Board of Directors will also submit to the Shareholders' Meeting its own proposals on the determination (i) of the duration in office and compensation of the Directors, as well as (ii) the compensation of the Chairman of the Board of Statutory Auditors and of the Standing Auditors.

In compliance with the provisions of Legislative Decree 58/98 ("CLF") and the New Corporate Governance Code, the Board of Directors also assessed the independence of its Directors as at 9 March 2022. The Board of Directors, having duly acknowledged the check of its members carried out by the Board of Statutory Auditors, also assessed on the same date whether the members of the Board of Statutory Auditors still meet the independence requirements, also in accordance with the New Corporate Governance Code.

In execution of the 2018-2020 Co-Investment Plan approved by the Ordinary and Extraordinary Shareholders' Meeting of 19 April 2018, the Board resolved on the free allocation of a total of 477,364 new ordinary shares of the Company to the beneficiaries of said Plan (second cycle of the Plan) and started the execution of the second tranche of the capital increase resolved on by the aforesaid Shareholders' Meeting, for a nominal amount of 591,931.36 euros drawn from retained earning reserves. The Company will provide accurate information in the manner and within the terms prescribed by law on the implementation of the Plan and the share capital resulting from the execution of said increase.

The Company has decided to make use of the option provided in art. 106, subsection 4, of Decree-law 18/2020, converted with amendments into Law no. 27/2020, as extended by Decree-Law no. 228/2021 converted by Law no. 15/2022, establishing that those entitled to

participate in the Shareholders' Meeting may only do so through Georgeson S.r.l., with registered offices in Rome, Via Emilia 88, which has been named as the "Designated Representative" of the Company under art. 135-*undecies* of the CLF. For more information in this regard, see the call notice of the Ordinary Shareholders' Meeting of Italgas which will be published by the Company in the manner and within the terms prescribed by law.

As indicated in the Shareholders' Meeting call notice, the Integrated Annual Report as at 31 December 2021, the Report on the 2022 Remuneration Policy and 2021 Compensation Paid, the 2021 Corporate Governance and Ownership Structure Report, reports on the items on the agenda, and the remaining legal documentation for the purposes of the Shareholders' Meeting will be made available within the time period established by law.

Fine Comunicato n.0167-12

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