

**Italgas S.p.A.**

**ORDINARY SHAREHOLDERS' MEETING OF 26 APRIL 2022**

**SINGLE CALL**

**Report by the Board of Directors on the proposals concerning the items on the agenda of the Shareholders' Meeting**

**Item 3**

**“3. Report on remuneration policy and compensation paid.**

**3.1 approval of the remuneration policy pursuant to Article 123-ter, subsection 3-bis, of Legislative Decree 58/1998;**

**3.2 resolutions on the “second section” of the report, pursuant to Article 123-ter, subsection 6, of Legislative Decree 58/1998”**

Dear Shareholders,

the Policy on Remuneration and compensation paid of Italgas S.p.A. (the “**Company**”) was prepared based on the indications in Art. 123-ter of Legislative Decree No. 58 of 24 February 1998 (“**CLF**”) – as amended most recently by Legislative Decree 49/2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (Shareholders’ Right Directive II), amending Directive 2007/36/EC on the exercise of certain rights of shareholders of listed companies with regard to the encouragement of long-term shareholder engagement – and in Article 84-*quater* of the Consob Regulations adopted by Resolution No. 11971 of 14 May 1999 (“**Issuers’ Regulations**”), and drafted in accordance with Annex 3A, Schedule 7-*bis* of the Issuers’ Regulations, as last amended.

The Policy on Remuneration and compensation paid is divided into the following sections:

- (i) Section I sets out the Company policy on the remuneration of the members of the Board of Directors and other executives with strategic responsibilities and – without prejudice to the provisions of Article 2402 of the Italian Civil Code – of the members of the Company’s Board of Statutory Auditors, with annual duration, as well as, *inter alia*, the procedures used to adopt, review and implement said policy, including the measures taken to avoid or manage any conflicts of interest;



- (ii) Section II, lists separately the compensation attributed to each Director, Statutory Auditor and general manager, and at aggregate level the compensation attributed to executives with strategic responsibilities:
- provides an adequate, clear and comprehensible representation of each constituent item of the remuneration, including the payments specified in case of loss of office or termination of employment (where existing), pointing out their coherence with the Company policy on remuneration relating to the financial year of reference and how the remuneration contributes to the Company's long-term results;
  - analytically illustrates the compensation paid in the reference financial year for any reason and in any form by the Company and by subsidiaries or associated companies.

Moreover, Section II contains information on the equity investments held, in the Issuer and in the subsidiaries, by members of the administrative and control bodies, general managers and other executives with strategic responsibilities, as well as their spouses who are not legally separated and minor children, directly or through subsidiaries, trust companies or third parties, in compliance with the provisions of Article 84-*quater* of the Issuers' Regulation.

It should be noted that Shareholders, pursuant to Article 123-*ter*, subsection 3-*bis*, of the CLF, will be required to resolve for or against the remuneration policy outlined in Section I of the Compensation Policy and on compensation paid with a binding resolution pursuant to Article 123-*ter*, subsection 3-*ter*, of the CLF.

Shareholders will also be required, pursuant to Article 123-*ter*, subsection 6, of the CLF, to resolve on Section II of the Compensation Policy and on compensation paid, with a non-binding resolution. The outcome of the vote will be made available to the public in accordance with the law pursuant to Articles 123-*ter*, subsection 6, and 125-*quater*, subsection 2, of the CLF.

The folder "Policy on Remuneration and compensation paid" is filed at the Company headquarters and published on the website of the Company [www.italgas.it](http://www.italgas.it) and on the authorised storage mechanism "eMarket STORAGE" at the address [emarketstorage.com](http://emarketstorage.com). This report therefore refers to that document.

Dear Shareholders,

We hereby submit the following resolution proposals for your approval:

**-First resolution-**

*"The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, for the purposes established by subsection 3-ter of the aforementioned standard, and therefore with a binding resolution,*

**RESOLVED**



- *to approve the remuneration policy set out in the first section of the "Policy on Remuneration and compensation paid" drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, and further applicable legislation".*

**-Second resolution-**

*“The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, for the purposes established by subsection 6 of the aforementioned standard, and therefore with a non-binding resolution,*

**RESOLVED**

- *to approve the second section of the “Policy on Remuneration and compensation paid” drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, and further applicable legislation”.*

Milan, 9 March 2022

The Chairman of the Board of Directors  
Mr Alberto Dell'Acqua