



**Italgas S.p.A.**

**ORDINARY SHAREHOLDERS' MEETING OF 28 April 2017**

**SINGLE CALL**

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

**Item 1**

**Financial statements of Italgas S.p.A, Consolidated Financial Statements for the year ending on 31 December 2016. Reports by the Directors, the Board of Statutory Auditors and the independent auditing firm. Necessary and consequent resolutions.**

Dear Shareholders,

the financial statements of Italgas S.p.A. for the year 2016, which closed with a profit for the year of 177,130,291.44 euros, and the consolidated financial statements, which closed with a loss of 72 million euros, are illustrated in the file entitled “2016 Annual Financial Report”, available at the registered offices of the Company, Borsa Italiana S.p.A., and published on the Company website. This report therefore refers to that document.

Dear Shareholders,

you are invited to approve the Financial Statements of Italgas S.p.A. as at 31 December 2016, ended with a profit of 177.130.291,44 euros.

Milan, 23 March 2017

The Chairman of the Board of Directors

Mr Lorenzo Bini Smaghi