



SPAFID CONNECT

Informazione Regolamentata n. 0167-20-2019	Data/Ora Ricezione 04 Aprile 2019 14:57:08	MTA
--	---	-----

Societa' : ITALGAS
Identificativo : 116390
Informazione
Regolamentata
Nome utilizzatore : ITALGASN01 - Porro
Tipologia : 3.1
Data/Ora Ricezione : 04 Aprile 2019 14:57:08
Data/Ora Inizio : 04 Aprile 2019 14:57:09
Diffusione presunta
Oggetto : 2019 Shareholders' Meeting

Testo del comunicato

Vedi allegato.

Italgas' Shareholders' meeting approves the 2018 financial statements and renews the Corporate Bodies: Alberto Dell'Acqua appointed Chairman

- Approved 2018 Financial Statements
- Dividend of 0.234 € per share
- Positive resolution on Section I of the 2019 Remuneration Report
- Appointed the new Board of Directors and the new Board of Statutory Auditors

Milan, 4 April 2019 – Italgas' Ordinary Shareholders' Meeting, held today in Milan under the chairmanship of Lorenzo Bini Smaghi, recording an attendance figure of 78,25% of the share capital, has:

- examined the consolidated financial statements as at 31 December 2018, ended with reported net profits of €313.7 million (€315.5 million adjusted);
- approved the Financial Statements as at 31 December 2018, ended with profits of €193,744,903.76;
- resolved to allocate the profit of €189,337,707.47 to the shareholders as a dividend of 0.234 euros per share in circulation on the coupon payment date and to reassign the remaining amount. The payment of the dividend due on each share from 22 May 2019, with the n. 3 coupon payment date set for 20 May 2019 and record date of 21 May 2019.

The Shareholders' Meeting also made the following resolutions:

- approved with 97,97% of the share capital represented at the meeting, with a non-binding resolution, the 2019 Remuneration Report pursuant to subsection three of article 123-ter of the CLF;
- appointed the Board of Directors for three financial years, ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2021:
 - Alberto Dell'Acqua
 - Paolo Gallo
 - Yunpeng He
 - Paola Annamaria Petrone
 - Maurizio Dainelli
 - Giandomenico Magliano
 - Veronica Vecchi

taken from the list jointly submitted by the shareholders of CDP Reti and Snam, together holding 39.545% of the share capital, voted by the majority of the shareholders who attended the meeting with approximately 57,34% of the share capital represented at the meeting; and

- Andrea Mascetti
- Silvia Stefini

taken from the list submitted by institutional investors holding a total of 1.366% of the share capital, voted by the minority of shareholders who attended the meeting, with about 42,29% of the capital represented at the meeting.

Then the Shareholders' Meeting has appointed Alberto Dell'Acqua as Chairman of the Board of Directors.

Alberto Dell'Acqua, Paola Annamaria Petrone, Giandomenico Magliano, Veronica Vecchi, Andrea Mascetti and Silvia Stefini have declared that they meet the independence requirements set out in article 148, paragraph 3 of Legislative Decree 58/98 and in the Corporate Governance Code approved by the Corporate Governance Committee.

The majority of the Board of Directors is composed of independent Directors; one third of the members of the new Board of Directors is also made up of women (3 out of 9) in compliance with current legislation on gender balance and the recommendations of the Code of Conduct; finally, a line of continuity is recognised with the previous management cycle, in consideration of the confirmation of 4 out of 9 directors, Paolo Gallo, Yunpeng He, Maurizio Dainelli, Paola Annamaria Petrone.

The Shareholders' Meeting set the gross annual remuneration payable to each director at 50,000.00 euros, in addition to the reimbursement of expenses incurred in performing the duties of their office;

Finally, the Shareholders' Meeting:

- has appointed the Board of Statutory Auditors for three financial years, ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2021:
 - Pier Luigi Pace, Chairman
 - Maurizio Di Marcotullio, Standing Auditor

- Marilena Cederna, Standing Auditor
- Stefano Fiorini, Alternate Auditor
- Giuseppina Manzo, Alternate Auditor

The Chairman of the Board of Statutory Auditors, Pier Luigi Pace and the Alternate Auditor Giuseppina Manzo were taken from the list submitted by institutional investors holding a total of 1.366% of the share capital, voted by the minority of shareholders who attended the meeting with approximately 26,23% of the share capital represented at the meeting.

The standing auditors Maurizio Di Marcotullio, Marilena Cederna and the alternate auditor Stefano Fiorini were taken from the list submitted by the shareholder CDP Reti, owner of 26.045% of the share capital, voted by the majority of the shareholders who attended the meeting with approximately 72,26% of the share capital represented at the meeting;

- set the gross annual remuneration payable to the Chairman of the Board of Statutory Auditors and to each Standing Auditor at 70,000.00 euros and 45,000.00 euros respectively, in addition to the reimbursement of expenses incurred in performing the duties of their office.

The curriculum vitae of each member of the Board of Directors and the Board of Statutory Auditors is available on the company's website www.italgas.it.

As of today, to the best of the Company's knowledge, Paolo Gallo holds 12,000 shares of Italgas S.p.A.

At today's Shareholders' Meeting, Italgas has also presented its 2018 Non-Financial Statement, the report that describes the business model and the policies applied with regard to environmental, social and personnel-related activities, respect for human rights and the fight against active and passive corruption. In compliance with the indications set out in the Legislative Decree no. 254/2016, the Non-Financial Statement was drawn up in a separate and autonomous document, submitted to the audit of the independent auditors PWC S.p.A., presented by the Sustainability Committee and approved by Italgas Board of Directors.

The Shareholders' Meeting thanks the previous Board of Directors and the previous Board of Statutory Auditors for the work carried out in the three-year period 2016-2018.

Fine Comunicato n.0167-20

Numero di Pagine: 5