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Informazione Regolamentata n. 0167-18-2021	Data/Ora Ricezione 11 Marzo 2021 08:11:48	MTA
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Regolamentata  
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Diffusione presunta  
Oggetto : Call of Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

**Italgas: The Board of Directors convenes the Shareholders' Meeting on Tuesday 20 April 2021**

Milan, 11 March 2021 - The Board of Directors of Italgas, which met yesterday chaired by Alberto Dell'Acqua, has called an Ordinary and Extraordinary Shareholders' Meeting for coming 20 April, in a single call, to resolve on the approval of the 2020 Financial Statements, the proposed profit allocation, the remuneration policy, as well as the proposed adoption of a Co-investment Plan for 2021-2023 for employees of Italgas Group.

To this end, the Board has resolved to submit to the Shareholders' Meeting a proposal on a free share capital increase by issuing no more than 4,500,000 ordinary shares of the Company, for a maximum nominal amount of 5,580,000 euros to be reserved solely for beneficiaries of the aforementioned 2021-2023 Co-investment Plan.

The Board has also resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.277 euros for each Company share. The dividend will be paid out on 26 May 2020, with coupon date of 24 May 2020 (record date 25 May 2020).

In compliance with the provisions of Legislative Decree 58/98 ("CLF"), the old and the new Corporate Governance Code, and taking into account the Company's adherence to the new Corporate Governance Code applicable as of 1 January 2021, the Board of Directors assessed the independence of its Directors: (i) on 31 December 2020 on the basis of the CLF and the Corporate Governance Code and (ii) on 10 March 2021, on the basis of the CLF and the new Corporate Governance Code. The Board of Directors, having duly acknowledged the check of its members carried out by the Board of Statutory Auditors, also checked whether the members of the Board of Statutory Auditors still hold the independence requirements, also in accordance with the new Corporate Governance Code.

Following the 2018-2020 Co-investment Plan approved by the Ordinary and Extraordinary Shareholders' Meeting of 19 April 2018, the Board resolved to freely allocate a total of 632,852 new ordinary shares of the Company to the beneficiaries of the same Plan and to execute the *first tranche* of the capital increase resolved by the aforementioned Shareholders' Meeting, for a nominal amount of 784,736.48 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 new Share Capital as resulting from the execution of said increase.

In view of the current health emergency, taking into account the regulatory provisions issued in order to contain infections, the Company has decided to make use of the option provided in art. 106, subsection 4, of Law Decree 18/2020, establishing that those entitled to participate in the Shareholders' Meeting may only do so through the appointed representative Georgeson S.r.l., with registered offices in Rome, Via Emilia 88, named as the "Appointed Representative" of the Company under art. 135-*undecies* of the CLF. For more information in this regard, see the call notice of the Ordinary and Extraordinary 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 2020, the 2021 Compensation report, the 2020 Report on Corporate Governance and Ownership Structure, 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.0167-18

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