

Informazione Regolamentata n. 0167-8-2023	Data/Ora Ricezione 09 Marzo 2023 14:25:53	Euronext Milan
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Societa' : ITALGAS

Identificativo : 173239

Informazione
Regolamentata

Nome utilizzatore : ITALGASN01 - Scaglia

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Data/Ora Ricezione : 09 Marzo 2023 14:25:53

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Diffusione presunta

Oggetto : Italgas: The Board of Directors convenes
the Shareholders' Meeting on 20 April 2023

Testo del comunicato

Vedi allegato.

Italgas: The Board of Directors convenes the Shareholders' Meeting on 20 April 2023

Milan, 9 March 2023 - Italgas' Board of Directors, which met today under the chairmanship of Benedetta Navarra, resolved to call an Ordinary Shareholders' Meeting on 20 April, at 2.30 p.m., in a single call, to resolve on the approval of the 2022 Financial Statements, the proposed profit allocation, the report on the remuneration policy and compensation paid, as well as the 2023-2025 long-term incentive plan.

The Board has resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.317 euros for each Company share with dividend rights. If so resolved by the Shareholders' Meeting, the dividend will be paid out on 24 May 2023, with coupon date of 22 May 2023 (record date 23 May 2023).

The Board of Directors, on the basis of information provided by those concerned, also ascertained, for all members, that there are no causes of ineligibility, forfeiture and incompatibility, that the integrity requirements laid down by current legislation are met, as well as compliance with the limits on the accumulation of offices established by the board; moreover, taking into account the provisions of Legislative Decree 58/98 ("CLF") and the Corporate Governance Code (and the quantitative and qualitative criteria approved by the Board of Directors for the independence assessment), the Board of Directors assessed the independence of its Directors on 9 March 2023, confirming the assessments made at the meeting on 26 April 2022. On the same date, the Board of Directors acknowledged the check performed by the Board of Statutory Auditors in respect of its members on the absence of situations of ineligibility, forfeiture and incompatibility, that they meet the professional and integrity requirements, compliance with the limits on the accumulation of offices and that the independence requirements for members of the Board of Statutory Auditors were still met, also in accordance with the Corporate Governance Code (also taking into account the aforementioned quantitative and qualitative criteria).

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 499.502 new ordinary shares of the Company to the beneficiaries of said Plan (third cycle of the Plan) and started the execution of the third tranche of the share capital increase resolved on by the aforesaid Shareholders' Meeting, for a nominal amount of euro 619,382.48 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 share capital resulting from the execution of said increase.

The Ordinary Shareholders' Meeting will be held in Turin, Largo Regio Parco 9, and those entitled to participate may also do so through Computershare S.p.A., which has been identified as the Company's "Designated Representative" pursuant to 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 2022, the Report on the 2023 Remuneration Policy and 2022 Compensation Paid, the 2022 Corporate Governance and Ownership Structure Report, documentation on the 2023-2025 Long Term Incentive Plan, 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.0167-8

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