

Informazione Regolamentata n. 0167-15-2024	Data/Ora Inizio Diffusione 12 Marzo 2024 14:42:14	Euronext Milan
--	--	----------------

Societa' : ITALGAS

Identificativo Informazione  
Regolamentata : 187243

Utenza - Referente : ITALGASN01 - Scaglia

Tipologia : 3.1

Data/Ora Ricezione : 12 Marzo 2024 14:42:14

Data/Ora Inizio Diffusione : 12 Marzo 2024 14:42:14

Oggetto : Italgas: The BoD convenes the Shareholders'  
Meeting on 6 May 2024

*Testo del comunicato*

Vedi allegato

## **Italgas: The Board of Directors convenes the Shareholders' Meeting on 6 May 2024**

*Milan, 12 March 2024* - Italgas' Board of Directors, which met today under the chairmanship of Benedetta Navarra, resolved to call an Ordinary and Extraordinary Shareholders' Meeting for 6 May, at 2.00 p.m., in a single call, to resolve on the approval of the 2023 Financial Statements, the proposed allocation of profits, the Report on 2024 Remuneration Policy and 2023 Compensation Paid, as well as the proposal to adopt the 2024-2025 Co-investment Plan reserved for employees of the Italgas Group.

To this end, the Board has resolved to submit to the Shareholders' Meeting a proposal on a free share capital increase through the issue of a maximum of 3,000,000 ordinary shares of the Company, for a nominal amount of 3,720,000 euros to be reserved solely for the beneficiaries of the aforementioned 2024-2025 Co-investment Plan.

The Board has also resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.352 euros for each Company share with dividend rights. If so resolved by the Shareholders' Meeting, the dividend will be paid out on 22 May 2024, with coupon date of 20 May 2024 (record date 21 May 2024).

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 the 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 12 March 2024, confirming the assessments made at the meeting on 9 March 2023. 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 2021-2023 Co-investment Plan approved by the Ordinary and Extraordinary Shareholders' Meeting of 20 April 2021, the Board resolved on the free allocation of a total of 497,089 new ordinary shares of the Company to the beneficiaries of said Plan (first cycle of the Plan) and

started the execution of the first tranche of the share capital increase resolved on by the aforesaid Shareholders' Meeting, for a nominal amount of 616,390 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 and Extraordinary 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 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 2023, the Report on 2024 Remuneration Policy and 2023 Compensation Paid, the 2023 Corporate Governance and Ownership Structure Report, documentation on the 2024-2025 Co-investment 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.0167-15-2024

Numero di Pagine: 4