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Societa' : ITALGAS

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Oggetto : Italgas S.p.A. - Notice of Call Shareholders'
Meeting 06.05.2024

Testo del comunicato

Vedi allegato

Italgas S.p.A.
 Registered Offices at Via Carlo Bo no. 11, Milan
 Share capital: 1,003,843,958.76 euros, fully paid-up
 Milan Company Register Number - Tax Code 09540420966
 R.E.A. Milan no. 2097057
 Company belonging to the "Italgas VAT Group" VAT No. 10538260968



CALL NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary session of the Shareholders' Meeting of Italgas S.p.A. ("Italgas" or the "Company") is called, in a single call, for 6 May 2024, at 2.00 p.m., in Turin (TO), Largo Regio Parco 9, to discuss and resolve on the following

Agenda

Ordinary session

1. Financial statements of Italgas S.p.A. as at 31 December 2023, Integrated Annual Report as at 31 December 2023, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Related and consequent resolutions.
2. Allocation of the profits for the year and distribution of the dividend.
3. Report on remuneration policy and compensation paid:
 - 3.1 approval of the remuneration policy pursuant to Article 123-ter, subsection 3-bis, of Legislative Decree 58/1998;
 - 3.2 resolutions on the "second section" of the report, pursuant to Article 123-ter, subsection 6, of Legislative Decree 58/1998.
4. 2024-2025 Co-Investment Plan reserved for employees of Italgas S.p.A. and/or Group companies. Related and consequent resolutions.

Extraordinary session

1. Proposal for free share capital increase, to be reserved for employees of Italgas S.p.A. and/or companies in the Group, for a nominal maximum amount of 3,720,000 euros, in one or more tranches, through allocation, pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, with the issuance of no more than 3,000,000 of ordinary shares. Amendment to article 5 of the Company Bylaws. Related and consequent resolutions.

Verification of eligibility to participate and vote in the Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998, ("the CLF"), those whose duly empowered (in accordance with applicable regulation) intermediaries have sent the Company notification attesting to their possession of the right to participate in the Meeting by the close of business on the seventh trading day before the date set for the Shareholders' Meeting in a single call (24 April 2024 - record date) will be certified as eligible to participate in the Meeting. The notification must reach Italgas by the end of the third trading day (30 April 2024) before the date set for the Shareholders' Meeting in a single call. Eligibility to participate and to vote is still certified if the notification reaches Italgas after the aforesaid deadlines, as long as it is before the beginning of the business of the Meeting. Those who take possession of shares only after the record date shall not have a right to participate or vote in the Meeting. You are reminded that the notification to Italgas must be made by the intermediary at the request of the person entitled to do so. Any requests for prior notification or compensation for performance required of the intermediary may not be attributed to the Company.

Share Capital

Pursuant to Article 5 of the Bylaws, the share capital is: 1,003,843,958.76 euros, divided into 811,242,309 shares without par value. Information on the composition of the share capital is available on the Company website www.italgas.it, in the "Investors" – "Shares and ownership structure" – "Ownership structure" section.

Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the CLF, those who have the right to vote may submit questions about items on the agenda even before the Shareholders' Meeting, having them reach the Company by 26 April 2024; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent by mail (registered mail with return receipt) to the following address: Italgas S.p.A. – via Carlo Bo 11, 20143 Milan c/o Company Secretary (*questions Shareholders' Meeting May 2024*) or by certified e-mail to the address italgas.assemblea@pec.italgas.it or by using the special section of the Company website, www.italgas.it ("Governance" – "Shareholders' Meeting" - "2024 Shareholders' Meeting")

section). The persons involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website.

The questions received by the deadline indicated, once their relevance to the items on the agenda of the Shareholders' Meeting and the entitlement of the requesting party has been checked, will be answered at the latest during the Shareholders' Meeting. The Company will provide a unitary answer to questions with the same content. No answer is due when the information requested is already available in the "FAQ" section of the Company website www.italgas.it ("Governance" - "Shareholders' Meeting" - "2024 Shareholders' Meeting" section).

Additions to the agenda for the Shareholders' Meeting and proposals for resolution on the items on the agenda

Pursuant to Article 126-*bis* of the CLF, shareholders, even jointly, representing at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice (that is by 15 April 2024), to add to the list of items to be deliberated, indicating in that request the further matters proposed, or may present proposals for resolution on items already on the agenda.

Requests may be submitted within the above deadline by mail (registered mail with return receipt) to the following address: Italgas S.p.A. – Via Carlo Bo 11, 20143 Milan c/o Company Secretary or by certified email to the address italgas.assemblea@pec.italgas.it, together with a report which provides the reasons for proposals for resolution on items proposed for discussion by the shareholders or the reasons for further proposals for resolution presented on items already on the agenda. The persons involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the Company website.

In any case, those entitled to vote still have the right to individually submit resolution proposals to the Shareholders' Meeting pursuant to Article 126-*bis*, subsection 1, penultimate sentence of the CLF.

Notice of the supplementation of the agenda or the presentation of further draft resolutions on topics that are already on the agenda will be given in the same forms as prescribed for the publication of the call notice, at least fifteen days before the date set for the Shareholders' Meeting in a single call (that is by 21 April 2024). The report prepared by the requesting shareholders, accompanied by any assessments made by the administrative body, will be made available to the public at the same time as the supplement or presentation in the same forms as the documentation relating to the Shareholders' Meeting.

Note that supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law,

on the proposal of the administrative body or on the basis of a plan or report prepared by them that is different to those set out in art. 125-*ter*, subsection 1, of the CLF.

Further information is available in the appropriate section of the Company's website www.italgas.it ("Governance" - "Shareholders' Meeting" - "2024 Shareholders' Meeting" section).

Proxy voting rights

Pursuant to Article 135-*novies* of the CLF and Article 10.2 of the Bylaws, those entitled to vote may appoint someone to represent them in the Shareholders' Meeting in accordance with the law.

The Company may be notified of the appointment of a proxy by mail (registered mail with return receipt) to the following address: Italgas S.p.A. – via Carlo Bo 11, 20143 Milan c/o Company Secretary (*proxy Shareholders' Meeting May 2024*) or by certified e-mail to the address italgas.assemblea@pec.italgas.it. Proxies and related voting instructions are always revocable. A proxy form is available in the appropriate section of the Company's website www.italgas.it, ("Governance" - "Shareholders' Meeting" - "2024 Shareholders' Meeting" section).

If the representative should deliver or send to the Company a copy of the proxy, he/she must certify under his/her own responsibility that the proxy form is a true copy of the original and the identity of the delegating party. The appointment may be made with a document in an electronic format with a digital signature in accordance with Article 20, subsection 1 of Italian Legislative Decree 82/2005.

Shareholder Representative designated by the Company

Pursuant to Article 135-*undecies* of the CLF, the Company has appointed Computershare S.p.A., with registered office in Via Lorenzo Mascheroni, 19 - 20145 Milan, as the entity to which shareholders may confer proxies free of charge (the "**Designated Representative**"). Voting instructions for all or each of the proposals on matters on the agenda are attached to the proxy form. The proxy must be conferred by signing the specific proxy form made available in the appropriate section of the Company's website www.italgas.it, ("Governance" - "Shareholders' Meeting" - "2024 Shareholders' Meeting" section), and sent, using the methods indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting, that is by 2 May 2024. Proxies and related voting instructions are revocable by the same deadline.

As of today, the Designated Representative will be available to Shareholders to provide necessary information and clarifications via the number 02 46776821-14, as well as via e-mail to ufficiomi@computershare.it.

It is specified that shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting. In relation to those proposals for which no voting instructions have been conferred, the shares are not included in the calculation of the majority and the share of capital required for approval of the resolutions.

Proxies have no effect on proposals for which no voting instructions have been provided.

Note that there is no provision for voting procedures by correspondence or electronic means.

Additional information, including information on the methods of granting the proxy (pursuant to art. 135-*undecies* CLF, and art. 135-*novies* CLF) and the related instructions, as well as the documentation to be produced along with it, is available in the specific section of the Company website www.italgas.it ("*Governance*" "*Shareholders' Meeting*" - "*2024 Shareholders' Meeting*" section).

Requesting information and Company's website

For any further information relating to the Shareholders' Meeting and the relevant procedures, please consult the Company's website www.italgas.it ("*Governance*" "*Shareholders' Meeting*" - "*2024 Shareholders' Meeting*" section) or write to the e-mail address segreteria@societaria@italgas.it or call 02 46776821-14.

Disclosure documentation

The explanatory reports concerning the items on the agenda, the corresponding documentation and the proposed Board resolutions will be made available at the same time as this notice.

The above documentation will be made available at the Company's registered offices, on the Company website www.italgas.it ("*Governance*" - "*Shareholders' Meeting*" - "*2024 Shareholders' Meeting*" section) and through the authorised storage mechanism "eMarket STORAGE", operated by Teleborsa S.r.l. (www.emarketstorage.it).

The documentation referred to in art. 77, subsection 2-*bis*, of Consob Regulation no. 11971/99 as subsequently amended, will be made available to the public at the company's registered office by 21 April 2024.

This notice shall be published on the Company's website www.italgas.it ("*Governance*" - "*Shareholders' Meeting*" - "*2024 Shareholders' Meeting*" Section) and through authorised storage mechanism "eMarket STORAGE", operated by Teleborsa S.r.l. (www.emarketstorage.it), and in summary form in the newspapers "Il Sole 24 Ore" and "Financial Times".

Complementary information

Persons eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 1.00 p.m. (CET).

Milan, 5 April 2024

for THE BOARD OF DIRECTORS
The Chairperson
Benedetta Navarra

