

<p>Informazione Regolamentata n. 0167-6-2025</p>	<p>Data/Ora Inizio Diffusione 12 Febbraio 2025 14:44:12</p>	<p>Euronext Milan</p>
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Societa' : ITALGAS

Identificativo Informazione Regolamentata : 201326

Utenza - Referente : ITALGASN01 - Scaglia Anna Maria

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Data/Ora Ricezione : 12 Febbraio 2025 14:44:12

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Oggetto : Italgas: The Board of Directors convenes the Ordinary Shareholders' Meeting on 13 May 2025

Testo del comunicato

Vedi allegato

Italgas: The Board of Directors convenes the Ordinary Shareholders' Meeting on 13 May 2025

Milan, 12 February 2025 - Italgas' Board of Directors, which met today under the chairmanship of Benedetta Navarra, resolved to call the Ordinary Shareholders' Meeting on 13 May 2025, at 2.00 p.m., in a single call, to resolve on the approval of the 2024 Financial Statements, the proposed profit allocation, the Report on the 2025 Remuneration Policy and 2024 Compensation Paid, as well as the appointment of corporate bodies.

The Board has resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.406 euros for each Company share. If so resolved by the Shareholders' Meeting, the dividend will be paid out on 21 May 2025, with coupon date of 19 May 2025 (record date 20 May 2025).

The Board of Directors approved the explanatory reports on the items on the agenda, including those relating to the appointment of corporate bodies containing its proposals to the Shareholders' Meeting with reference to the determination of (i) the term of office and remuneration of the Directors, as well as (ii) the remuneration of the Chairperson of the Board of Statutory Auditors and the Standing Auditors. The Board also approved the guidelines to Shareholders on the future size and composition of the new Board of Directors.

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 February 2025, confirming the assessments made at the meeting on 12 March 2024. 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, the 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 assignment of a total of 511,604 new ordinary shares of the Company to the beneficiaries of said Plan (second cycle of the Plan) and resolved to execute the second tranche of the share capital increase approved by the aforesaid Shareholders' Meeting, for a nominal amount of 634,388.96 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.

The Integrated Annual Report as at 31 December 2024, the Report on the 2025 Remuneration Policy and 2024 Compensation Paid, the 2024 Corporate Governance and Ownership Structure Report, the 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 timeframe indicated in the Shareholders' Meeting call notice and in compliance with the terms of the law.

Fine Comunicato n.0167-6-2025

Numero di Pagine: 4