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Societa' : ITALGAS

Identificativo Informazione Regolamentata : 202178

Utenza - Referente : ITALGASN06 - Scaglia Anna Maria

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Oggetto : Italgas S.p.A. - Notice of Call Ordinary Shareholders' Meeting 13.05.2025

Testo del comunicato

Vedi allegato

Italgas S.p.A.
 Registered Offices at Via Carlo Bo no. 11, Milan
 Share capital: 1,004,478,347.72 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 SHAREHOLDERS' MEETING

The ordinary session of the Shareholders' Meeting of Italgas S.p.A. ("Italgas" or the "Company") is called, in a single call, for 13 May 2025, at 2.00 p.m., in Turin (TO), Largo Regio Parco 9, to discuss and resolve on the following

Agenda

1. Financial statements of Italgas S.p.A. as at 31 December 2024, Integrated Annual Report as at 31 December 2024, 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. Appointment of the Board of Directors.
 - 4.1 Determination of the term of office of Directors.
 - 4.2 Appointment of the members of the Board of Directors.
 - 4.3 Appointment of the Chairperson of the Board of Directors.
 - 4.4 Determination of the remuneration of the Directors.
5. Appointment of the Board of Statutory Auditors.
 - 5.1 Appointment of the members of the Board of Statutory Auditors.
 - 5.2 Appointment of the Chairperson of the Board of Statutory Auditors.
 - 5.3 Determination of the remuneration of the Chairperson and the members of the Board of Statutory Auditors.

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 (2 May 2025 - 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 (8 May 2025) 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 1,004,478,347.72 euros, divided into 811,753,913 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 6 May 2025; 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 Corporate Secretary's Office (13 May 2025 Shareholders' Meeting questions) or by certified e-mail at the address italgas.assemblea@pec.italgas.it or by using the special section of the Company's website www.italgas.it ("Investors" – "Governance" – "Shareholders' Meeting" – "Shareholders' Meeting: 13 May 2025" 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 ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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 20 March 2025), 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 28 April 2025). 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 ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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 13 May 2025*) 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 ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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, ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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 9 May 2025. 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 ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" section).

Appointment of the Directors and of the Statutory Auditors

Pursuant to Articles 13 and 20 of the Bylaws, the Directors and the Statutory Auditors are appointed by slate voting. The slates of candidates may be presented by Shareholders who, alone or jointly with other Shareholders, hold at least 1% of the shares with voting entitlement in an Ordinary Shareholders' Meeting, in accordance with Consob Management Decision no. 123 of 28 January 2025. The slates are to be delivered by hand (Monday to Friday from 8 a.m. to 6 p.m.) to the following address: Italgas S.p.A. – Via Carlo Bo 11, 20143 Milan c/o Company Secretary (Shareholders' Meeting 13 May 2025 slates for appointment of the Board of Directors and the Board of Statutory Auditors) or to the certified email address italgas.assemblea@pec.italgas.it or by email to segreteria@societaria@italgas.it at least 25 days before the date set for the Shareholders' Meeting, together with the further documentation required by current legislation and regulations. The aforementioned deadline expires on 18 April 2025. The slates will be made available to the public at the Company's registered office, on the authorised storage mechanism "eMarket STORAGE" at the address emarketstorage.it and on the Company's website www.italgas.it ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" section) at least 21 days prior to the date scheduled for the Shareholders' Meeting in a single call (that is, by 22 April 2025).

Each Shareholder may present or participate in the presentation of just one slate and may vote for just one slate. Each candidate may only appear in one slate, under penalty of ineligibility. The slates must be accompanied by information on the identities of the Shareholders presenting the slates, indicating the overall equity percentage held.

The related certification may be provided even after the filing, provided that it is provided by 6.00 p.m. (CET) on 22 April 2025. Note that ownership of the minimum stake necessary to submit slates is defined by taking account of shares that are registered to the shareholder on the day on which the slates are deposited with the Company.

Minority shareholder slates for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by a statement certifying the absence of the links provided for in Article 147-*ter*, subsection 3 CLF and Article 144-*quinquies* of the Issuers' Regulation adopted by Consob with Resolution n. 11971/99 ("*Issuers' Regulation*"). Article 144-*sexies*, paragraph 4, letter b) of the Issuer Regulation applies to minority shareholder's lists for the appointment of the Board of Statutory Auditors. For the purposes of preparing minority shareholder's lists relating to the appointment of the Board of Directors and of the Statutory Auditors, Shareholders are asked to consider the recommendations made by Consob on links between minority and majority shareholder's lists contained in Communication No. DEM/9017893 of 26 February 2009.

With specific reference to the appointment of the Board of Statutory Auditors, note that if by the deadline indicated, that is 18 April 2025, just one slate has been submitted for the appointment of said Board of Statutory Auditors, or only slates submitted by shareholders with relationships of affiliation between themselves pursuant to Article 147-*ter*, subsection 3 CLF and Article 144-*quinquies* of the Issuers' Regulation, additional slates can be submitted for the appointment of the Board of Statutory Auditors up on the third day following that date (21 April 2025), without prejudice to the provisions of Article 147-*ter*, subsection 1-*bis*, last part, of the CLF (and therefore the related certification may be provided even after the filing, provided that this is done by 6.00 p.m. on 22 April 2025). In this case the threshold of 1% required shall be reduced to half and it shall therefore be 0.5% of the share capital.

Candidate lists must be accompanied by statements concerning the fulfilment of the requirements of independence provided for by Articles 147-*ter* and 148, paragraph 3, of the CLF.

The declarations in which each candidate accepts his/her candidacy and certifies that there are no grounds for incompatibility or ineligibility as set out in art. 2382 of the Italian Civil Code and that he/she is not barred from holding the office of director in a member state of the European Union pursuant to Article 2383, subsection 1, of the Italian Civil Code, as well as the existence of the requirements set out by current legislation and by the Bylaws for holding the office, and the professional curriculum vitae containing detailed information on personal and professional characteristics, must be filed together with each slate within the above-mentioned deadlines. Considering that, under Article 2400, last subsection, of the Italian Civil Code, at the time of the appointment and prior to acceptance of office, the Shareholders' Meeting must be informed as to offices on the boards of directors and of statutory auditors held by the Statutory Auditors at other companies. Candidates for such offices are asked to include the pertinent list in their CVs, with the recommendation, where necessary, that they make sure that these are updated to the day when the Shareholders' Meeting is actually held.

The composition of the Board of Directors and the Board of Statutory Auditors must comply with the regulations on gender balance in force at the time and adhere to the provisions of the Corporate Governance Code, as specified in the Reports of the

Board of Directors on items 4 and 5 of the agenda. Shareholders who intend to submit a slate may contact the IGLegal Department in advance at the email address segreteria@societaria@italgas.it to acquire the necessary operational details.

For all matters not expressly indicated in this notice of call, please refer to the Reports of the Board of Directors on the items on the agenda of the Shareholders' Meeting available in the appropriate section of the Company's website www.italgas.it ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" section).

Requesting information and Company's website

For any further information on the Shareholders' Meeting and the relevant procedure, please consult the Company's website www.italgas.it ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" section) or write to the e-mail address segreteria@societaria@italgas.it as well as contact the telephone number 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 ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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 Issuers' Regulation, will be made available to the public at the Company's registered office by 28 April 2025.

This notice shall be published on the Company's website www.italgas.it ("*Investors*" – "*Governance*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting: 13 May 2025*" 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, 10 March 2025

for THE BOARD OF DIRECTORS
The Chairperson
Benedetta Navarra

Fine Comunicato n.0167-37-2025

Numero di Pagine: 6