



Italgas submits application for admission of shares on the Electronic Share Market of Borsa Italiana

San Donato Milanese, 13 September 2016 - Italgas S.p.A. (formerly ITG Holding) yesterday submitted an application for the admission of ordinary shares to be listed on the Electronic Share Market (MTA) organised and managed by Borsa Italiana, under the scope of the industrial and corporate reorganisation to demerge Italgas from Snam.

At the time of applying for admission to listing, the company ITG Holding S.p.A. took on the name of Italgas S.p.A., whilst the operative company Italgas S.p.A. took on the name of Italgas Reti S.p.A.

For the purpose of admission to listing, the Board of Directors of Italgas S.p.A., appointed by the Shareholder Meeting, comprising Lorenzo Bini Smaghi (Chairman), Paolo Gallo (Chief Executive Officer), Nicola Bedin, Barbara Borra, Maurizio Dainelli, Cinzia Farisè, Yunpeng He, Paolo Mosa and Paola Annamaria Petrone, determined that, with regard to the nine Directors, four of whom are independent, there are no causes of ineligibility or incompatibility and that each of them possesses the integrity requirements laid down by current legislation. In addition, the Board of Directors also determined that Directors Barbara Borra, Nicola Bedin, Cinzia Farisè and Paola Annamaria Petrone possess the independence requirements laid down by law and by the Corporate Governance Code.

Furthermore, the Board of Directors also determined that the members of the Board of Statutory Auditors - Gian Piero Balducci (Chairman), Giandomenico Genta, Laura Zanetti (Standing Auditors), Marilena Cederna and Walter Visco (Alternate Auditors) - meet the requirements of professionalism and integrity pursuant to Ministerial Decree no. 162 of 30 March 2000, as specified by Art. 20.1 of the Articles of Association. It also acknowledged the adherence to the requirements of independence provided for by law and the Corporate Governance Code on the basis of the verifications carried out by the Board of Statutory Auditors and transmitted to the Board, in accordance with Application Criterion 8.C.1. of the Corporate Governance Code approved by the Corporate Governance Committee (July 2015 edition).



The Board of Directors also verified that the composition of the Board itself and the Board of Statutory Auditors complied with the provisions of law and Articles of Association in force on gender balance.

Moreover, in line with the provisions of the Corporate Governance Code and Snam corporate governance system, the Board of Directors of Italgas S.p.A. has established the Control, Risk and Related Parties Transactions Committee, the Compensation Committee, the Appointments Committee and the Sustainability Committee, appointing the following members:

Control, Risk and Related Parties Transactions Committee

- Paola Annamaria Petrone (Chairwoman) (*);
- Barbara Borra (*)
- Cinzia Farisè (*)

Compensation Committee

- Barbara Borra (Chairwoman) (*);
- Maurizio Dainelli (**)
- Paola Annamaria Petrone (*)

Appointments Committee

- Cinzia Farisè (Chairwoman) (*);
- Maurizio Dainelli (**)
- Nicola Bedin (*)

Sustainability Committee

- Nicola Bedin (Chairman) (*);
- Yunpeng He (**)
- Paolo Mosa (**)

The Board of Directors attested that at least one member of the Control, Risk and Related Parties Transactions Committee, and of the Compensation Committee fulfils the requirements set out in the Corporate Governance Code.

(*) A non-executive independent director

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