

Italgas S.p.A.  
Sede Sociale in Milano - Via Carlo Bo, 11  
Capitale sociale Euro 1.001.231.518,44 i.v.  
Registro Imprese di Milano - Codice Fiscale e Partita IVA  
09540420966  
R.E.A Milano n. 2097057



## CALL NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary session of the Shareholders' Meeting of Italgas S.p.A. (hereinafter also "Italgas" or the "Company") is called, in a single call, for 19 April 2018, at 10.00 a.m. (CET), at the offices of CDP S.p.A., in Milan, Via San Marco, 21/A, to discuss and resolve on the following

### Agenda

#### Ordinary session

1. Financial statements of Italgas S.p.A. as at 31 December 2017, Consolidated financial statements as at 31 December 2017, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Non-Financial Statement. Required and consequent resolutions.
2. Allocation of the profits for the year and distribution of the dividend.
3. Policy on compensation pursuant to article 123-ter of legislative decree no. 58 of 24 February 1998.
4. 2018-2020 co-investment plan. Required and consequent resolutions.
5. Appointment of a Director. Necessary 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, in the nominal maximum amount of 4,960,000 euros, through allocation pursuant to article 2349 of the Italian Civil Code of a corresponding amount taken from profits or retained profits, with the issuance of no more than 4,000,000 ordinary shares. Amendment to article 5 of the Company's Bylaws. Required and consequent resolutions.
2. Proposed amendment to article 13 of the Company's Bylaws. Required and consequent resolutions.

#### **Verification of eligibility to participate and vote in the Meeting**

Pursuant to Article 83-sexies of Legislative Decree no. 58 of 24 February 1998, ("the C.L.F."), 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 (10 April 2018 - 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 (16 April 2018) 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.

#### **Company Share Capital**

According to Article 5.1 of the Company Bylaws, the share capital amounts to € 1.001.231.518,44, divided into 809.135.502 shares with no indication of nominal value. Further information on the composition of the share capital is available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it) "Investors/Shareholding Structure".

#### **Right to ask questions prior to the Shareholders' Meeting**

Pursuant to Article 127-ter of the C.L.F., 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 16 April 2018; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent (i) by mail to the following address: Italgas S.p.A. – via Carlo Bo 11, 20143 Milan c/o Corporate Affairs (questions shareholders' meeting April 2018) or (ii) by e-mail to the address [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) or by using the special section of the Company website, [www.italgas.it](http://www.italgas.it) ("Governance" – "2018 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. Responses to the questions received

by the deadline indicated are to be provided during the Shareholders' Meeting, at latest. 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](http://www.italgas.it) ("Governance" - "2018 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 C.L.F., shareholders, even jointly, representing at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice, 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. Questions must be submitted in writing to the registered office by registered mail with return receipt or by certified e-mail to [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it)., together with a report which provides the reasons for proposals for resolution on items proposed for discussion or the reasons for further proposals for resolution presented on items already on the agenda. In any event, all persons entitled to vote may individually submit proposals for resolution in the Shareholders' Meeting. Further information is available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it) ("Governance" - "2018 Shareholders' Meeting" section).

#### **Proxy voting rights**

Pursuant to Article 135-novies of the C.L.F. and Article 10.2 of the Articles of Association, 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 to the address: Italgas S.p.A. - via Carlo Bo 11, 20143 Milan c/o Corporate Affairs (proxy shareholders' meeting April 2018) or by certified e-mail to the address [italgas.assemblea@pec.italgas.it](mailto: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](http://www.italgas.it), ("Governance" - "2018 Shareholders' Meeting" section).

#### **Shareholder Representative designated by the Company**

Pursuant to Article 135-undecies of the C.L.F., the Company has designated Georgeson S.r.l. as the entity ("Designated Representative") to which shareholders may confer proxies free of charge. Voting instructions for all or some 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](http://www.italgas.it), ("Governance" - "2018 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, i.e. 17 April 2018. Proxies and

related voting instructions are revocable within the aforementioned period. Proxies have no effect on proposals for which no voting instructions have been provided. Further information is available in the appropriate section of the Company website [www.italgas.it](http://www.italgas.it) ("Governance" - "2018 Shareholders' Meeting" section). As of today, the Designated Representative will be available to Shareholders to provide necessary information and clarifications via the freephone number 800 123794 for those calling from Italy and +39 06 42171834 for those calling from abroad, as well as via e-mail to [rappresentanteitalgas@georgeson.com](mailto:rappresentanteitalgas@georgeson.com).

#### **Requesting information and Company's website**

For further information on the Shareholders' Meeting, and how it works, you can consult the Company website [www.italgas.it](http://www.italgas.it) ("Governance" - "2018 Shareholders' Meeting" section) or write to the e-mail address [segreteria societaria@italgas.it](mailto:segreteria societaria@italgas.it). You can also call telephone number 06 42171805.

#### **Disclosure documentation**

The explanatory reports concerning the items on the agenda, the corresponding documentation and the proposed Board resolutions will be made available as follows:

- items 4 and 5 of the ordinary session, as well as 1 and 2 of the extraordinary session, with this notice;
- items 1, 2 and 3 of the ordinary session by 28 March 2018.

at the registered offices of the Company on the Company website [www.italgas.it](http://www.italgas.it) ("Governance" - "2018 Shareholders' Meeting" section) and through authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **Other information**

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting should write to e-mail [segreteria societaria@italgas.it](mailto:segreteria societaria@italgas.it) or submit a request by post to the Italgas Corporate Affairs department by 17 April 2018.

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 9:00 a.m. (CET).

Milan, 20 march 2018

For the Board of Directors  
The Chairman  
Lorenzo Bini Smaghi