

**Italgas S.p.A.**

Registered Office in Milano - Via Carlo Bo, 11 - 20143  
Share capital EUR 1,001,231,518.44 fully paid-in  
Tax Code, VAT and Milan Company Register No. 09540420966  
R.E.A Milan (Economic Admin. Roll) No. 2097057

**ORDINARY SHAREHOLDERS' MEETING HELD ON 28 APRIL 2017**

**Summary account of the votes on the items of agenda  
pursuant to article 125-quarter, paragraph 2, of Legislative Decree No. 58 of February  
24, 1998**

**Item 1 of the agenda**

**1. Financial statements of Italgas S.p.A for the year ending on 31 December 2016. Consolidated financial statements at 31 December 2016. Directors' reports, reports by the Board of Statutory Auditors and the independent auditing firm. Necessary and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

**Vote results**

	no. shares	%
<b>Votes for</b>	<b>581,063,206</b>	<b>99.955%</b>
<b>Votes Against</b>	<b>207,493</b>	<b>0.036%</b>
<b>Abstentions</b>	<b>54,694</b>	<b>0.009%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

**Item 2 of the agenda**

**2. Allocation of the profits for the year and distribution of the dividend.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

#### Vote results

	no. shares	%
<b>Vote for</b>	<b>581,270,702</b>	<b>99.991%</b>
<b>Votes against</b>	<b>0</b>	<b>0.000%</b>
<b>Abstentions</b>	<b>54,691</b>	<b>0.009%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

#### Item 3 of the agenda

**3. Termination by agreement of the appointment of the current External Auditors and appointment of a new firm to act as External Auditors of the Company's accounts for the period 2017-2025. Necessary and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

#### Vote results

	no. shares	%
<b>Vote for</b>	<b>578,844,822</b>	<b>99.573%</b>
<b>Votes against</b>	<b>1,678,081</b>	<b>0.288%</b>
<b>Abstentions</b>	<b>802,490</b>	<b>0.139%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

#### Item 4 of the agenda

**4. 2017-2019 Long term monetary incentive plan. Necessary and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

#### Vote results

	no. shares	%
<b>Vote for</b>	<b>533,036,118</b>	<b>91.694%</b>
<b>Votes against</b>	<b>48,217,584</b>	<b>8.294%</b>
<b>Abstentions</b>	<b>71,691</b>	<b>0.012%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

#### Item 5 of the agenda

**5. Policy on remuneration pursuant to article 123-ter of Legislative decree no. 58 of 24 February 1998.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

#### Vote results

	no. shares	%
<b>Vote for</b>	<b>533,439,832</b>	<b>91.763%</b>
<b>Votes against</b>	<b>47,085,071</b>	<b>8.100%</b>
<b>Abstentions</b>	<b>800,490</b>	<b>0.137%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

#### Item 6 of the agenda

**6. Appointment of an Alternate Auditor. Necessary and consequent resolutions.**

Shares present at the meeting when the vote was opened no. 581,325,393 equal to 71.845 % of the no. 809,135,502 shares with voting rights.

The voting result was the following:

**Vote results**

	no. shares	%
<b>Vote for</b>	<b>578,657,436</b>	<b>99.541%</b>
<b>Votes against</b>	<b>2,006,362</b>	<b>0.345%</b>
<b>Abstentions</b>	<b>661,595</b>	<b>0.114%</b>
<b>No votes</b>	<b>0</b>	<b>0.000%</b>
<b>Total shares</b>	<b>581,325,393</b>	<b>100.000%</b>

Barbara Cavalieri has been appointed as the new Substitute Auditor of Italgas. Ms Cavalieri will remain in office for the duration of the current Board of Statutory Auditors' entire mandate and thus until the approval of the financial statements as of December 31, 2018.