

Italgas S.p.A.
Registered Offices at Via Carlo Bo no. 11, Milan
Share capital: 1,002,016,254.92 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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

The ordinary and extraordinary session of the Shareholders' Meeting of Italgas S.p.A. ("**Italgas**" or the "**Company**") is called, in a single call, for 20 April 2021, at 11.00 a.m., in Milan, Via Carlo Bo 11, to discuss and resolve on the following

Agenda

Ordinary session

1. Financial statements of Italgas S.p.A. as at 31 December 2020, Integrated Annual Report as at 31 December 2020, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Necessary 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. 2021-2023 Co-Investment Plan reserved for employees of Italgas S.p.A. and/or Group companies. Necessary and consequent resolutions.

Extraordinary meeting

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 5,580,000 euros, in one or more tranches, through allocation pursuant to article 2349 of the Italian Civil Code of a corresponding amount taken from retained earning reserves, with the issuance of no more than 4,500,000 ordinary shares. Amendment to article 5 of the company's Bylaws. Necessary and consequent resolutions.

Verification of eligibility to participate and vote in the Meeting

Pursuant to Article 106 of Law Decree no. 18/2020, issued in the context of the still-ongoing pandemic, converted with amendments into Law 27/2020, (the "**Decree**") and most recently referred to in art. 3, paragraph 6, of Law Decree 183/2020, converted, with amendments, into Law 21/2021, those entitled to participate in the Shareholders' Meeting may only do so through the appointed representative, who may be granted proxies or subproxies within the meaning of art. 135-novies Legislative Decree 58/1998 ("**CLF**"), notwithstanding Article 135-undecies, subsection 4, CLF (according to the provisions below).

In this regard, note that pursuant to Article 83-sexies CLF, the persons entitled to participate in the Shareholders' Meeting (through the appointed representative mentioned above) are those whose intermediaries, in accordance with applicable regulations, 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 (9 April 2021 - record date). The notification must reach Italgas by the end of the third trading day (15 April 2021) 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 start of business of the shareholders' 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

The share capital is 1,002,016,254.92 euros, fully paid-up, divided into 809,768,354 ordinary shares without par value. Each share shall give the right to one vote at the ordinary and extraordinary shareholders' meetings of the Company. 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 9 April 2021; the Company cannot guarantee a response to questions that arrive after that date. In view of the current health emergency, questions may be sent by certified email to the address italgas.assemblea@pec.italgas.it or by using the special section of the Company website www.italgas.it (“Governance” – “Corporate Governance System” - “2021 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, 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 published on the Company's website by 15 April 2021. 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 (“Governance” - “Corporate Governance System” - “2021 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 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 29 March 2021), 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 can be submitted within the aforementioned deadline – in view of the current emergency – 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 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 website.

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 5 April 2021). 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 Directors 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.

Moreover, those entitled to vote still have the right to individually submit resolution proposals to the Shareholders' Meeting pursuant to Article 126-bis, subsection 1, last sentence of the CLF. Taking into account the ongoing epidemiological emergency, these proposals, which shall be made at the Shareholders' Meeting by the Appointed Representative, must be received by the Company fifteen days prior to the Shareholders' Meeting, that is by 5 April 2021, by certified email to the address italgas.assemblea@pec.italgas.it. These proposals will be published by the Company on its website www.italgas.it (“Governance” – “Corporate Governance System” - “2021 Shareholders' Meeting” section) within thirteen days prior to the Shareholders' Meeting, that is by 7 April 2021, in order to allow shareholders to vote by proxy through the Appointed Representative on each resolution proposal published.

Further information is available in the appropriate section of the Company's website www.italgas.it, (“Governance” – “Corporate Governance System” – “2021 Shareholders' Meeting” section).

Exercise of the vote by proxy - Shareholder Representative appointed by the Company

Within the meaning of Article 106, subsection 4 of the Decree, those with voting rights may participate in the Shareholders' Meeting solely through the appointed representative of the Company within the meaning of Article 135-undecies CLF, who must be granted a proxy under the terms and conditions set out below; the same appointed representative may be granted proxies or subproxies within the meaning of Article 135-novies CLF, notwithstanding Article 135-undecies, subsection 4 CLF.

To this end, the Company has appointed Georgeson S.r.l. as the subject (“Appointed Representative”) to whom shareholders may grant a proxy free of charge should they wish to participate in the Shareholders' Meeting. Voting instructions for all or each of the proposals on matters on the agenda are attached to the proxy form. In accordance with Article 135-undecies, subsection 4 CLF, the proxy must be conferred by signing the specific proxy form available in the appropriate section of the Company's website www.italgas.it,

("Governance – "Corporate Governance System" – "2021 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, that is 16 April 2021. Proxies and related voting instructions are revocable by the same deadline. Proxies have no effect on proposals for which no voting instructions have been provided.

Under the Decree, the Shareholders' Representative may also be granted proxies or subproxies pursuant to Article 135-novies CLF, as an exception to art. 135-undecies, subsection 4, CLF, by signing the specific ordinary proxy form available in the specific section of the Company website www.italgas.it ("Governance" "Corporate Governance System" - "2021 Shareholders' Meeting" section), which it is recommended be sent, with the methods indicated therein, by and no later than 6.00 p.m. on 18 April 2021 (without prejudice to the fact that the Appointed Representative may accept proxies and/or subproxies and/or voting instructions even after this deadline, as long as prior to the start of the meeting). Proxies and related voting instructions are revocable by the same deadline. Proxies have no effect on proposals for which no voting instructions have been provided.

Proxies can be notified to the Company by certified email to the address italgas.assemblea@pec.italgas.it.

Additional information, including information on the methods of granting the proxy (pursuant to Article 135-undecies, subsection 4, CLF, and art 135-novies CLF) and the relative 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 ("Governance" "Corporate Governance System" - "2021 Shareholders' Meeting" section).

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.

Note that there is no provision for voting procedures by correspondence or electronic means.

As of today, the Appointed 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.

Requesting information and Company's website

For any further information relating to the Shareholders' Meeting and the relevant procedures, please consult the Company's website www.italgas.it ("Governance" "Corporate Governance System" - "2021 Shareholders' Meeting" section) or write to the e-mail address segreteria@societaria@italgas.it or call +39 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:

- item 4 of the ordinary part, and item 1 of the extraordinary part at the same time as this notice and
- items 1, 2 and 3 of the ordinary part by 30 March 2021.

The above documentation will be made available at the Company's registered offices, on the Company website www.italgas.it ("Governance" – "Corporate Governance System" - "2021 Shareholders' Meeting" section) and through the authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. (www.emarketstorage.com).

The documentation referred to in art. 77, subsection 2-bis, of Consob Regulation no. 11971/99 as subsequently amended, will be made available to the public at the company's registered office by 5 April 2021.

This notice shall be published on the Company website www.italgas.it ("Governance" – "Corporate Governance System" - "2021 Shareholders' Meeting" section) and through the authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. (www.emarketstorage.com), and in summary form in the newspapers "Il Sole 24 Ore" and "Financial Times".

Other information

The Directors and Statutory Auditors, as well as the other persons eligible by law, other than those with voting rights (who must grant a proxy to the Appointed Representative in accordance with the foregoing), may participate in the Shareholders' Meeting using telecommunications devices that guarantee their identification. The Company will provide instructions for participating in the Shareholders' Meeting using telecommunications devices to the parties concerned.

Milan, 19 March 2021

For THE BOARD OF DIRECTORS
The Chairman
Alberto Dell'Acqua