

## CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the Shareholders' Meeting of Italgas S.p.A. (hereinafter, also "Italgas" or the "Company") is convened, in a single call, for 12 May 2020, at 11 a.m., in Milan, Via Carlo Bo 11, to discuss and resolve on the following

### Agenda

1. Financial statements of Italgas S.p.A. as at 31 December 2019, Consolidated financial statements as at 31 December 2019, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Non-Financial Statement. Related and consequent resolutions.
2. Allocation of the profits for the year and distribution of the dividend.
3. Termination by agreement of the appointment of the current external auditor of the accounts and appointment of the new external auditor of the accounts of the Company for the period 2020-2028. Related and consequent resolutions.
4. Report on remuneration policy and compensation paid.
  - 4.1 approval of the remuneration policy pursuant to Article 123-ter, subsection 3-bis, of Legislative Decree 58/1998;
  - 4.2 resolutions on the "second section" of the report, pursuant to Article 123-ter, subsection 6, of Legislative Decree 58/1998.
5. 2020-2022 Long term monetary incentive plan. 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 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 (30 April 2020 - *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 (7 May 2020) 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 1,001,231,518.44 euros, divided into 809,135,502 shares without par value. Information on the composition of the share capital is available on the company website [www.italgas.it](http://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 30 April 2020; the Company cannot guarantee a response to questions that arrive after that date. In view of the current emergency, questions may be sent by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it) or by using the specific section of the Company website [www.italgas.it](http://www.italgas.it) ("Governance" – "Corporate Governance System" - "2020 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 will be published on the Company's website within two days prior to 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](http://www.italgas.it)

("Governance" - "Corporate Governance System" - "2020 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 20 April 2020), 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 – in view of the current emergency – by certified email to the address [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.

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 27 April 2020). 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. Said proposals, which shall be made at the Shareholders' Meeting by the Appointed Representative, should be sent to the Company fifteen days prior to the Shareholders' Meeting, that is by 27 April 2020, by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it).

Further information is available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it), ("Governance" – "Corporate Governance System" – "2020 Shareholders' Meeting" 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 certified email 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" "Corporate Governance System" – "2020 Shareholders' Meeting" section).

**Shareholder Representative designated by the Company**

Pursuant Article 106, subsection 4 of Law Decree no. 18 of 17 March 2020 (the "Decree"), those with voting rights may participate in the Shareholders' Meeting solely through the designated representative of the Company pursuant to Article 135-undecies of Legislative Decree 58/98, who must be granted a proxy under the terms and conditions set out below; the same designated representative may be granted proxies or subproxies within the meaning of Article 135-novies of Legislative Decree 58/98, in derogation from Article 135-undecies, subsection 4 of the same decree.

Pursuant to Article 135-undecies of the CLF, the Company has designated Georgeson S.r.l. as the entity ("**Designated Representative**") to which shareholders confer proxies free of charge. 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](http://www.italgas.it), ("Governance" – "Corporate Governance System" – "2020 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 08 May 2020. 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. For further information, you may consult the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it), ("Governance" "Corporate Governance System" – "2020 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 any further information relating to the Shareholders' Meeting and the relevant procedures, please consult the Company's website [www.italgas.it](http://www.italgas.it) ("Governance" "Corporate Governance System" – "2020 Shareholders' Meeting" section) or write to the e-mail address [segreteria@societaria@italgas.it](mailto: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 3 and 5, with this notice and
- items 1, 2 and 4 by 21 April 2020.

The above documentation will be made available at the Company's registered offices, on the Company website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Corporate Governance System*" - "*2020 Shareholders' Meeting*" section) and through the authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

This notice shall be published on the Company's website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Corporate Governance System*" - "*2020 Shareholders' Meeting*" Section) and through authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. ([www.emarketstorage.com](http://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, 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 Directors and Statutory Auditors, as well as others entitled to participate, other than those with voting rights.

Milan, 10 April 2020

For THE BOARD OF DIRECTORS  
The Chairman  
Alberto Dell'Acqua