

## EXTRACT OF THE CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the Shareholders' Meeting of Italgas S.p.A. ("Italgas" or the "Company") is called, in a single call, for 28 April 2017, at 10.00 a.m., in Milan, at Spazio Edit, Via Pietro Maroncelli, 14, to discuss and resolve on the following

### 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.
2. Allocation of the profits for the year and distribution of the dividend.
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.
4. 2017-2019 Long term monetary incentive plan. Necessary and consequent resolutions.
5. Policy on remuneration pursuant to article 123-ter of Legislative decree no. 58 of 24 February 1998.
6. Appointment of an Alternate Auditor. Necessary and consequent resolutions.

The information on:

- the right to attend and vote at the Shareholders' Meeting (*record date* 19 April 2017);
- the right to ask questions prior to the Shareholders' Meeting (by 26 April 2017);
- the right to supplement the agenda and to put forward new proposals of resolutions on the agenda of the Shareholders' Meeting;
- the vote by proxy also through the Shareholders' Representative appointed by Italgas S.p.A.;
- the availability of the full text of the proposals of resolutions, alongside the reports and documents to be submitted to the Shareholders' Meeting;
- the organizational aspects of the Shareholders' Meeting;

is included in the full notice of the Shareholders' Meeting, to which reference is made to, which is published, on the Company's website [www.italgas.it](http://www.italgas.it) ("*Governance*" - "*2017 Shareholders' Meeting*" section), at the authorized storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

The documentation relating to the Shareholders' Meeting will be published according to law and using the same procedures.

Milan, 28 March 2017

For THE BOARD OF DIRECTORS

The Chairman

Lorenzo Bini Smaghi