

## 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 called, in a single call, for 4 April 2019, at 10.30 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. as at 31 December 2018, Consolidated financial statements as at 31 December 2018, 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. Compensation Policy pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998.
4. Appointment of the Board of Directors.
  - 4.1 Determination of the term of office of Directors.
  - 4.2 Appointment of the members of the Board of Directors.
  - 4.3 Appointment of the Chairman of the Board of Directors.
  - 4.4 Determination of the remuneration of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors.
  - 5.1 Appointment of the members of the Board of Statutory Auditors.
  - 5.2 Appointment of the Chairman of the Board of Statutory Auditors.
  - 5.3 Determination of the remuneration of the Chairman and the members of the Board of Statutory Auditors.

### 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 (26 March 2019 - *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 (1 April 2019) 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 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 01 April 2019; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent by mail (registered mail with return receipt) to the following address: Italgas S.p.A. – via Carlo Bo 11, 20143 Milan c/o Company Secretary (questions shareholders' meeting April 2019) or 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" – "Corporate Governance System" - "2019 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" - "Corporate Governance System" - "2019 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 4 March 2019), 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 company's registered offices by registered mail with return receipt to the address: Italgas S.p.A. – Via Carlo Bo 11, 20143 Milan c/o Company Secretary or 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 20 March 2019). 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.

Further information is available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it), ("Governance" – "Corporate Governance System" – "2019 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 mail (registered mail with return receipt) to the address: Italgas S.p.A. – via Carlo Bo 11, 20143 Milan c/o Company Secretary (proxy shareholders' meeting April 2019) or by 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" "Corporate Governance System" – "2019 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 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" – "2019 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 2 April 2019. 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" – "2019 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).

#### ***Appointment of the Directors and of the Statutory Auditors***

Pursuant to Articles 13 and 20 of the Bylaws, the Directors and the Statutory Auditors are appointed by slate voting. The slates of candidates may be presented by Shareholders who, alone or jointly with other Shareholders, hold at least 1% of the shares with voting entitlement in an Ordinary Shareholders' Meeting, in accordance with Consob Management Decision no. 13 of 24 January 2019. The slates are to be filed with the Company's registered office by mail (registered mail with return receipt) or delivered by hand (Monday to Friday from 8 a.m. to 7 p.m.) to the following address: Italgas S.p.A. – Via Carlo Bo 11, 20143 Milan c/o Company Secretary (April 2019 Shareholders' Meeting slates for appointment of the Board of Directors and the Board of Statutory Auditors) or by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it) or by email to [segreteriaassociataria@italgas.it](mailto:segreteriaassociataria@italgas.it) at least twenty-five days before the date set for the Shareholders' Meeting, together with the further documentation required by current legislation and

regulations. The aforementioned deadline shall expire on Sunday 10 March 2019 and, therefore, it is extended to the following day, Monday 11 March 2019. The slates will be made available to the public at the Company's registered office, on the authorised storage mechanism "eMarket STORAGE" at the address [emarketstorage.com](http://emarketstorage.com) and on the Company's website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Corporate Governance System*" - "*2019 Shareholders' Meeting*" section) at least 21 days prior to the date scheduled for the Shareholders' Meeting in a single call (that is, by 14 March 2019).

Each Shareholder may present or participate in the presentation of just one slate and may vote for just one slate. Each candidate may only appear in one slate, under penalty of ineligibility. The slates must be accompanied by information on the identities of the Shareholders presenting the slates, indicating the overall equity percentage held.

The related certification may be provided even after the filing, provided that it is provided by 6:00 p.m. (CET) on 14 March 2019. Note that ownership of the minimum stake necessary to submit slates is defined by taking account of shares that are registered to the shareholder on the day on which the slates are deposited with the Company. Therefore, where the Shareholder has made use of the extension and filed its slate on Monday 11 March 2019, ownership of the minimum stake will be checked on that date.

Minority shareholder slates for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by a statement certifying the absence of the links provided for in Article 144-*quinquies* of the Issuers' Regulation adopted by Consob with Resolution n. 11971/99 ("*Issuers' Regulation*"). Article 144-*sexies*, subsection 4, letter b) of the Issuers' Regulation applies to minority shareholder slates for the appointment of the Board of Statutory Auditors. For the purposes of preparing minority shareholder slates relating to the appointment of the Board of Directors and the Board of Statutory Auditors, Shareholders are asked to consider the recommendations made by Consob on links between minority and majority shareholder slates contained in Communication No. DEM/9017893 of 26 February 2009.

With specific reference to the appointment of the Board of Statutory Auditors, note that if by the deadline indicated, that is Monday 11 March 2019, just one slate has been submitted for the appointment of the same Board of Statutory Auditors, or only slates submitted by shareholders with relationships of affiliation between themselves pursuant to article 144-*quinquies* of Issuers' Regulation, additional slates can be submitted for the appointment of the Board of Statutory Auditors up until 6 p.m. on the third day following the that date (14 March 2019), without prejudice to the provisions of Article 147-*ter*, subsection 1-*bis*, last part, of the CLF. In this case the threshold of 1% required shall be reduced to half and it shall therefore be 0.5% of the share capital.

The slates of candidates must be accompanied by statements concerning the fulfilment of the requirements of independence provided for by Articles 147-*ter* and 148, subsection 3, of the CLF. Shareholders are asked to consider,

with respect to candidates for both the office of Director and Statutory Auditor, the requirements of independence laid down in the Corporate Governance Code approved by Corporate Governance Committee. Candidates for the office of Director must fulfil the integrity requirements provided for in the rules in force. Candidates for the office of Statutory Auditor must fulfil the professionalism and integrity requirements provided for in Ministry of Justice Decree No. 162 of 30 March 2000, which are indicated in Article 20 of the Bylaws.

In conjunction with each slate, the statements with which the individual candidates accept their candidacy and certify the absence of grounds of ineligibility and incompatibility must be filed, within the aforementioned deadlines, as well as the fulfilment of the requirements mandated by the rules in force and by the Bylaws for the assumption of the office, together with a professional CV containing exhaustive information as to personal and professional characteristics. Considering that, under Article 2400, last subsection, of the Italian Civil Code, at the time of the appointment and prior to acceptance of office, the Shareholders' Meeting must be informed as to posts on the boards of directors and of statutory auditors held by the Statutory Auditors at other companies. Candidates for such posts are asked to include the pertinent list in their CVs, with the recommendation, where necessary, that they make sure that these are updated to the day when the Shareholders' Meeting is actually held

The composition of the Board of Directors and the Board of Statutory Auditors must comply with the regulations on gender balance in force at the time and adhere to the provisions of the Corporate Governance Code, as specified in the Reports of the Board of Directors on items 4 and 5 of the agenda. Shareholders who intend to submit a slate may contact the Legal, Corporate and Compliance Affairs Department in advance at the email address [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) to acquire the necessary operational details.

With regard to anything not expressly indicated in this call notice, please refer to the Reports of the Board of Directors on the items on the agenda for the Shareholders' Meeting available in the appropriate section of the website [www.italgas.it](http://www.italgas.it), ("*Governance*" "*Corporate Governance System*" – "*2019 Shareholders' Meeting*" Section).

#### ***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*" - "*2019 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 4 and 5, with this notice;
- items 1, 2 and 3 by 14 March 2019.

at the Company's registered offices, on the Company website [www.italgas.it](http://www.italgas.it) ("Governance" – "Corporate Governance System" "2019 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" - "2019 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**

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting should write to the e-mail address [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) or submit a request by post (registered mail with return receipt) to the Italgas Company Secretary by 2 April 2019.

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 09:30 a.m. (CET).

Milan, 22 February 2019

For THE BOARD OF DIRECTORS  
The Chairman  
Lorenzo Bini Smaghi