

ITALGAS S.P.A.

Ordinary Shareholders' Meeting  
Held on 12 May 2020

A total of 748 shareholders attended the Shareholders' Meeting by proxy representing 624,391,854 ordinary shares amounting to 77.167774% of the share capital.

SUMMARY REPORT OF THE VOTES ON THE ITEMS ON THE 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. Required and consequent resolutions.

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	745	623,847,937	99.912889	99.912889	77.100552
Against	0	0	0.000000	0.000000	0.000000
Abstained	3	543,917	0.087111	0.087111	0.067222
Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>

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

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	742	623,543,466	99.864126	99.864126	77.062923
Against	4	738,381	0.118256	0.118256	0.091256
Abstained	2	110,007	0.017618	0.017618	0.013596
Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>

**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. Required and consequent resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	738	623,482,657	99.854387	99.854387	77.055407
Against	4	170,728	0.027343	0.027343	0.021100
Abstained	6	738,469	0.118270	0.118270	0.091266
Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>

**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;**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	614	592,853,340	94.948923	94.948923	73.269970
Against	130	31,214,480	4.999181	4.999181	3.857757
Abstained	4	324,034	0.051896	0.051896	0.040047
Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>

**4.2 resolutions on the "second section" of the report, pursuant to Article 123-ter, subsection 6, of Legislative Decree 58/1998.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	638	598,159,755	95.798776	95.798776	73.925783
Against	89	23,852,545	3.820124	3.820124	2.947905
Abstained	21	2,379,554	0.381099	0.381099	0.294086

Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>

**5. 2020-2022 Long term monetary incentive plan. Required and consequent resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ELIGIBLE TO VOTE</b>	<b>% OF ORDINARY SHARE CAPITAL</b>
In favour	711	606,286,980	97.100399	97.100399	74.930216
Against	37	18,104,874	2.899601	2.899601	2.237558
Abstained	0	0	0.000000	0.000000	0.000000
Non-Voting	0	0	0.000000	0.000000	0.000000
<b>Total</b>	<b>748</b>	<b>624,391,854</b>	<b>100.000000</b>	<b>100.000000</b>	<b>77.167774</b>