

Italgas S.p.A
Ordinary Shareholders' Meeting
12 May 2020

At 11 o'clock on 12 May 2020, work began in the ordinary shareholders' meeting of **Italgas S.p.A.**, conventionally convened to via Carlo Bo 11, Milan. In accordance with Art. 11.2 of the bylaws, the Chairman of the Board of Directors, Prof. Alberto Dell'Acqua (suitably identified by those in attendance) took the chair of the meeting and, after having greeted all those present, recalled that, in accordance with Art. 106 of the Italian Decree Law setting out "Measures for strengthening the national healthcare service and economic support for families, workers and businesses connected with the COVID-19 epidemiological emergency", the company had availed itself of the faculty to envisage in the call notice that the shareholders' meeting could only be attended through the designated representative Georgeson S.r.l., present at the Shareholders' Meeting by telecommunication devices in the person of Roberta Armentano, as well as of the faculty to envisage that the Directors and Statutory Auditors, as well as any other parties duly entitled in accordance with the law, other than those with the right to vote (which must, in fact, confer a proxy on the designated representative, as specified further on) can attend the Shareholders' Meeting by telecommunication devices that can also guarantee their identification.

He therefore proceeded by making the following communications:

- the meeting was attended, through telecommunication devices, by: for the Board of Directors, in addition to the Chairman, the Directors: Paolo Gallo, Silvia Stefini, Yunpeng He, Giandomenico Magliano, Veronica Vecchi and Andrea Mascetti; for the Board of Statutory Auditors: Pierluigi Pace, Marilena Cederna and Maurizio Di Marcotullio;
- present at the Company's office, at via Carlo Bo n. 11, were the Notary Prof. Carlo Marchetti and the Secretary of the Board of Directors, Alessio Minutoli, as well as the Chief Executive Officer, Paolo Gallo; they - each in different rooms to avoid forming groupings in accordance with current legislation on the containment of the COVID-19 pandemic - in turn connected to the Shareholders' Meeting by means of telecommunication devices;
- the shareholders' meeting was called 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. Related and consequent resolutions.*

With none objecting, the Chairman called the notary Carlo Marchetti to act as secretary for the Shareholders' Meeting, who - as mentioned - was at the place to which the meeting was convened, at via Carlo Bo 11 in Milan. He therefore proceeded by making the following further communications:

- pursuant to art. 5.2 of the Regulations for the Meetings of the Shareholders of Italgas S.p.A, the Chairman's Office had been established, where Alessio Minutoli, secretary of the Board of Directors, would be located, assisted by Federica Chiariello, also present by means of telecommunication devices;
- the Chairman had personally ascertained, with the help of the Chairman's Office, the identity and legitimacy of those in attendance, as well as the right of everyone to take part in the discussion and vote;
- with the consent of the Chairman, again through telecommunication devices, managers or employees of the Company, representatives of the independent auditing firm and professionals, consultants, experts, financial analysts and qualified journalists, accredited for the single Shareholders' Meeting, could attend the Shareholders' Meeting;
- the notice of call to the Shareholders' Meeting had been published on 10 April 2020 on the company's website and in extract form in the newspapers Il Sole 24 ORE and Financial Times on 11 April 2020, as well as also disseminated using the other methods prescribed by current regulations;

- on 16 April 2020, insofar as may be necessary, in view of Consob Decision no. 3 of 10 April 2020, the Company had explained how any individual proposals for resolution on the items on the agenda could be presented and published pursuant to Art. 126-bis, subsection 1, last sentence of the CLF, so as to allow all shareholders to exercise of voting rights by proxy through the Designated Representative on each proposed resolution published.
- the Company had not received any request to supplement to the agenda, nor any new proposal for a resolution, pursuant to and in accordance with Article 126-bis of the CLF and with the additional procedures indicated in the call notice and in the notice of 16 April 2020;
- share capital is € 1,001,231,518.44, divided into 809,135,502 ordinary shares without par value. Shares are indivisible and give the right to one vote. No share categories exist apart from ordinary and as at today's date, the Company holds no treasury shares;
- pursuant to art. 13-bis of (EU) Regulation no. 679/2016 on the protection and free circulation of the personal data of natural persons, I state that the personal data (name, surname, place of birth, residence and professional qualifications) of the participants at the Shareholders' Meeting were processed by Italgas S.p.A. – as Data Controller - in the forms and within the limits connected to the obligations, tasks and purposes set out in current law;
- a total of 748 persons were in attendance, for a total of 624,391,854 ordinary shares, representing 77.167774% of the share capital; the list of names of those attending in person or by proxy, complete with an indication of the shares held by each and the names of the persons voting as pledgees and usufructuaries is available and attached to these minutes as **annex A**, giving details of the votes.

The Chairman therefore declared that the Shareholders' Meeting had been validly convened and was able to discuss and resolve on the items on the agenda. He therefore proceeded, including through the Secretary, by making the following further communications:

- the documents relating to all items on the agenda had been duly published as required by applicable regulations as well as being published on the Company's website and were also contained in the folder present on the company's website;
- according to the records of the register of shareholders supplemented by the communications received in accordance with Article 120 of the CLF and other

information available, the following directly or indirectly held significant shares with voting rights, in accordance with current provisions of law and regulations:

SIGNIFICANT SHAREHOLDINGS			
Declarant	Direct shareholder	Proportion of ordinary share capital (%)	Proportion of voting share capital (%)
CDP	CDP Reti	26.05	26.05
	Snam	13.50	13.50
	Total	39.55	39.55
Lazard Asset Management Llc	Lazard Asset Management Llc	8.4	8.4
Romano Minozzi	Granitifiandre S.p.A.	0.025	0.025
	Finanziaria Ceramica Castellarano S.p.A.	0.225	0.225
	Iris Ceramica Group S.p.A.	1.893	1.893
	Romano Minozzi	2.146	2.146
	Total	4.29	4.29
	Blackrock Inc.	Blackrock Inc.	4.7

- additionally, by virtue of Consob Resolutions no. 21304 of 17 March 2020 and no. 21326 of 9 April 2020, anyone, as at the date on which it came into force, who held an equity investment in the voting capital in excess of 1% and below the thresholds pursuant to Art. 120, subsection 2 of the CLF, were required to communicate this in accordance with the terms and conditions set out under said Art. 120, subsection 2 of the CLF, within 10 working days of said date. According to the records of the register of shareholders supplemented by the communications received in accordance with

Article 120 of the CLF and other information available, the following shareholders directly or indirectly hold shares with voting rights, exceeding 1%:

SIGNIFICANT SHAREHOLDINGS			
Declarant	Direct shareholder	Proportion of ordinary share capital (%)	Proportion of voting share capital (%)
Inarcassa	Inarcassa	1.4	1.4
Vanguard Total International Stock Index	Vanguard Total International Stock Index	1.06	1.06

- as concerns significant shareholders' agreements in accordance with Art. 122 of the CLF, the following is noted. The Company is aware of the shareholders' agreement signed on 20 October 2016 between CDP Reti S.p.A. and Snam S.p.A., concerning all the shares that each of them would come to hold in Italgas S.p.A., as a result and effective as of the date the partial and proportional demerger of Snam in favour of Italgas came into force and the simultaneous admission of Italgas shares to listing. The Agreement, which came into force on 7 November 2016, governs, inter alia: (i) the exercise of voting rights attached to the syndicated shares; (ii) the creation of a consultation committee; (iii) the obligations and arrangements for submitting a joint slate for the appointment of the members of the Board of Directors of the Company; and (iv) some restrictions on the sale and purchase of Italgas shares. Consob was informed of this agreement pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 and published, pursuant to law, on the Company's website (investors/shares-and-ownership-structure/shareholders-agreements section);
- the Designated Representative was invited to make any statement required by law, including on the issue of lack of entitlement to vote;
- a recording system was in operation, for the sole purpose of facilitating the preparation of the minutes. The event could be attended through direct streaming on the Company's website;
- since the documents concerning all the items on the agenda had been published and specified and were available to all attendees, given that there were no objections, they would not be read, limiting them to the motions for resolutions contained in the Report of the Board of Directors, where present;

- prior to today's shareholders' meeting, lists of questions had been received pursuant to Art. 127-ter CLF. The list of questions and answers had been published on the Company's website on 8 May 2020 and is also attached to these minutes as **annex B**;

- the votes would be cast at today's Shareholders' Meeting through communication by the Designated Representative, of the votes expressed by it, on the basis of the voting instructions received.

The Chairman moving on to discuss the **first item on the Agenda** and reported, in compliance with the requirements laid down by Consob and as declared by PWC S.p.A., that the independent auditing firm had taken 453 hours, for a price of 27,500 euros, to audit the annual financial statements and to carry out the periodic audits and 610 hours for a price of 32,500 euros to audit the consolidated financial statements.

He therefore read out the letter to the Shareholders and Stakeholders.

Dear Shareholders and Stakeholders,

2019 marks the end of the third year from the return to the stock exchange on 7 November 2016; they have been three intense years that have seen your Company resume its leadership position in the natural gas industry in Italy and conquer a key role on a continental level.

Investments to increase network security, to modernise it and digitise it, multiple M&As, entrance into areas of the country not yet reached by natural gas, entrance into new business areas and, above all, the digital transformation involving the whole company, have characterised these three years and show that your Company has rediscovered its positive spirit of innovation and vision, that DNA that has been its hallmark since 1837.

The digital transformation - the heart of the 2019-2025 Business Plan - is the greatest challenge that Italgas now faces and which will keep it busy for the next few years: the digitisation of assets and processes, the introduction of new technological tools in support of everyday work and the development of the digital competences of people, take Italgas into the "fourth industrial revolution".

The Digital Factory - which was launched late 2018 - has become the very emblem of our capacity to innovate and to digitally transform the company. In it, multifunction teams work on 4.0 solutions and projects that completely overhaul our way of managing the network and services, allowing us to improve the efficiency and speed of processes and the quality of services provided to our customers.

Thanks to this technological transformation model, which has brought about a major change in the speed of the gas distribution business and the results already achieved, Italgas has become a global benchmark for all industry and other operators. Indeed, during the last year, Memorandums of

Understanding have been signed with international companies, such as the Chinese State Grid Corporation of China, the US Picarro, the French GRDF and the Greek EDA THESS, and others are currently being completed, with a view to fostering the exchange of knowledge and experience in network management, as well as strengthening collaboration between the development of joint businesses.

In a scenario that is characterised by major social, economic and environmental changes, your Company is also playing an active part in the transition towards a decarbonised economy. With a sense of responsibility towards the communities and territories in which we operate, we are transforming our activities, our processes and our infrastructure so that natural gas can become the key energy source in this transition process: it is the only inexpensive solution that is immediately available to significantly reduce the atmospheric emissions of greenhouse gases and particulate, to replace coal in energy production and oil derivatives in heating and it will, in the medium-term, be the energy carrier used to store energy obtained from renewable sources (Power to Gas).

The Sustainability Plan developed by Italgas has made it possible to obtain, in 2019, inclusion on the prestigious Dow Jones Sustainability Index World, an important recognition that Italgas obtained as the only Italian company in the industry and which comes in addition to the recent confirmation on the FTSE4Good, as well as being once again included on the CDP (Carbon Disclosure Project), the MSCI Italy Small Cap Index, the ECPI Euro ESG Equity and the ECPI World ESG Equity.

With investments of 740 million euros, +41.6% on last year, more than twice the net profit realised, the Company has shown its capacity to mobilise considerable investments for the development, maintenance and digitisation of the network, as well as for the Sardinia methanisation project.

In 2019, Italgas installed 2.1 million smart meters for a total of 6.8 million, which now accounts for approximately 80% of all our meters. With the completion of the project envisaged in 2020, the number of digital devices and sensors installed on the network will grow exponentially, thereby allowing us to measure and monitor gas consumption more accurately, prevent faults and leaks and manage the maintenance work on a predictive basis, thereby improving the efficiency and quality of the service.

New distribution networks have been acquired, which have taken the number of re-delivery points to more than 50 thousand (108 million euros in enterprise value) and thanks to the acquisition of another 2.56% of the capital (for 13.7 million euros) in Toscana Energia, your Company has controlled this, proceeding with the related consolidation.

Investments, M&As, dividends disbursed and the consolidation of Toscana Energia, yet the Company has in any case limited its debt to 4.4 billion euros, of which approximately 87.8% is at fixed rate, optimised with new issues for 1.1 billion euros and a buy-back transaction for 650 million euros.

Thanks to the operative efficiency realised, the adjusted net profit of the Group has grown by 9.4% to 345.2 million euros, generating an earning per share of 0.427; these brilliant results allow, in

compliance with the current dividend policy, for the offer of distribution of a dividend of 0.256, up 9.4% on 2018 and represent the capacity of all Italgas people to combine change, innovation and improvement with the satisfaction of its Shareholders.

The Chief Executive Officer then outlined the consolidated results for 2019, by explaining and commenting on the presentation annexed to these minutes **under the letter "C"**.

At the end, Pierluigi Pace, Chairman of the Board of Statutory Auditors and Mattia Molari, Partner of PWC S.p.A., respectively read out (i) the conclusions of the Report by the Board of Statutory Auditors to the Shareholders' Meeting in accordance with Art. 153 of Italian Legislative Decree no. 58 of 1998 and Art. 2429 of the Italian Civil Code; and (ii) the conclusions of the Independent Auditors' Report on the annual financial statements, as set out here.

As regards the Board of Statutory Auditors:

On the basis of the supervisory activities carried out, the Board of Statutory Auditors sees no reason why not to approve the financial statements as at 31 December 2019 and the proposed allocation of the profit for the year of 223,624,044.45 euros, as formulated by the Board of Directors in the financial report for FY 2019 and, specifically: (i) 207,138,688.51 euros to a dividend, in the amount of 0.256 euros per share to the shares in circulation on the coupon payment date, and (ii) to retained earnings for the remaining amount of 16,485,355.94 euros.

As regards the Independent Auditing Firm:

We have performed the audit of the annual financial statements of Italgas SpA (the Company), made up of the financial position at 31 December 2019, the income statement, the statement of comprehensive income, the statement of changes to the net equity items, the cash flow statement for the year ended on that date and the notes to the financial statements which also include a summary of the most significant accounting standards applied.

In our opinion, the financial statements provide a truthful and correct representation of the consolidated financial position of the Company at 31 December 2019, and the profit and loss and cash flows for the fiscal year that ended on that date, comply with the International Financial Reporting Standards adopted by the European Union, as well as with the instructions issued implementing article 9 of Legislative Decree no. 38/2005.

The Secretary read out the proposed resolution transcribed herein and the Chairman, in regard to the consolidated financial statements, recalled that as specified in the Report, the net profit for FY 2019 attributable to the Group came to 417.2 million euros, while the net profit including the non-controlling interest portion is 423.6 million euros; he

specified that the minority interests mainly related to the minority shareholders Toscana Energia and Medea. Additionally, the Group's adjusted net profit came to 345.2 million euros while the adjusted net profit including the minority interest, came to 351.6 million euros.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.15), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

Dear Shareholders,

having acknowledged the Reports of the Directors, the Board of Statutory Auditors and the Independent Auditing Firm, the Consolidated Financial Statements as at 31 December 2019, and the Non-Financial Statement, you are invited to approve the financial statements of Italgas S.p.A. for the year ended 31 December 2019 which closed with a profit of 223,624,044 euros.

The resolution is approved by a majority of the shareholders.

In favour: 623,847,937 shares.

Abstained: 543,917 shares.

As detailed in the annexes.

The Chairman announced the result.

The Chairman moved on to the discussion of the **second item on the agenda**.

The Secretary read out the proposed resolution transcribed herein.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.17), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

Dear Shareholders,

the Board of Directors proposes that you allocate the profits for the year as follows:

to the Shareholders, as dividend, 207,138,688.51 euros, in the amount of 0.256 euros per share to the shares that are found to be in circulation at the coupon payment date;

to retained earnings, the remaining amount of 16,485,355.94 euros;

- *resolve to pay the dividend of 0.256 euros due on each share from 20 May 2020, with coupon payment date set for 18 May 2020 and record date of 19 May 2020.*

The resolution is approved by a majority of the shareholders.

In favour: 623,543,466 shares.

Against: 738,381 shares.

Abstained: 110,007 shares.

As detailed in the annexes.

The Chairman announced the result.

The Chairman moved on to the discussion of the **third item on the agenda**.

The Secretary read out the proposed resolution transcribed herein, as contained in the Report by the Board of Directors, which already took into account both the opinion and the reasoned proposal given by the Board of Statutory Auditors.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.20), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

“The Ordinary Shareholders' Meeting of Italgas S.p.A.,

- *having taken note of the Explanatory Report of the Board of Directors on the item on the agenda, and made available to the shareholders within the period of time and according to the arrangements specified by law;*
- *having taken note of the proposal Italgas S.p.A. made to PricewaterhouseCoopers S.p.A. to terminate by agreement the appointment as external auditor (Annex b to said Report) and accepted by said PricewaterhouseCoopers S.p.A. in a letter containing its comments, signed in acceptance by Italgas S.p.A. (Annex C to said Explanatory Report);*
- *having taken note of the comments formulated by PricewaterhouseCoopers S.p.A. contained in the acceptance communication (annexed to said Explanatory Report as indicated above);*
- *having taken note of the Opinion of the Board of Statutory Auditors on the termination by agreement of the appointment of the external auditor (Annex A to said Explanatory Report);*
- *having taken note of the reasons for the termination by agreement as set out in said Report and the Opinion of the Board of Statutory Auditors;*

- *having taken note of the offer for the appointment as external auditor of the accounts of Italgas S.p.A. submitted by Deloitte & Touche S.p.A. for the financial years from 2020 to 2028 (inclusive);*
- *having taken note of the reasoned Proposal of the Board of Statutory Auditors to the Shareholders' Meeting to confer the appointment of external auditor of the accounts for the financial years 2020-20208 (inclusive) and to determine the relative compensation and fees set out therein (Annex A to said Report);*
- *having taken account of the fact that, pursuant to art. 13, subsection 4 of Legislative Decree 39 of 27 January 2010, on the external audit of annual and consolidated accounts, as amended by Legislative Decree 135 of 17 July 2016 and art. 7, subsection 2 of the Ministerial Decree of the Minister of the Economy and Finance 261/2012, the Shareholders' Meeting, having acquired the comments formulated by the audit firm, and having obtained the opinion of the control body, resolves on the termination by agreement of the audit contract;*
- *having taken into account that, pursuant to art. 13, subsection 1, of Legislative Decree 39 of 27 January 2010 on the external audit of annual and consolidated accounts, as amended by Legislative Decree 135 of 17 July 2016 and by art. 16, subsection 5 of the EU regulation 537 of 16 April 2014, on the specific requirements regarding the external audit of public-interest entities, the Shareholders' Meeting resolves to confer the audit contract on the reasoned proposal of the control body,*

RESOLVES

- *to approve, pursuant to Legislative Decree 39 of 27 January 2010 on the external audit of annual and consolidated accounts, as amended by Legislative Decree 135 of 17 July 2016, and Ministerial Decree of the Minister of the Economy and Finance 261/2012, the termination by agreement of the existing audit appointment conferred on PricewaterhouseCoopers S.p.A., with offices in Milan, for the years from 2017 to 2025, by the Italgas S.p.A. Shareholders' Meeting on 28 April 2017, with efficacy subject to conferral, by the Shareholders' Meeting of the Company, of the new appointment as external auditor on the same independent auditing firm as Cassa Depositi e Prestiti S.p.A., it being understood that, if the Shareholders' Meeting does not confer the new appointment on the same independent auditing firm as Cassa Depositi e Prestiti S.p.A., the termination by agreement shall be understood to have no effect;*
- *to confer the appointment as external auditor of Italgas S.p.A., pursuant to EU regulation 537 of 16 April 2014 on the specific requirements regarding the external audit of public-interest entities, and Legislative Decree 39 of 27 January 2010 on the external audit of annual and consolidated accounts, as amended by Legislative Decree 135 of 17 July 2016, for the duration of nine years, and, specifically, the financial years from 2020 to 2028 (inclusive), on the independent auditing firm Deloitte & Touche S.p.A., with registered offices in Via Tortona 25, Milan (MI), Tax code and*

Milan Business Register No: 03049560166, registered at no. 132587 in the Register of External Auditors maintained by the competent Ministry, with efficacy subject to the prior resolution of the Shareholders' Meeting of the Company on the termination by agreement of the current appointment conferred on PricewaterhouseCoopers S.p.A. and in any event in continuity with said termination, and to determine, for the whole duration of the appointment conferred on Deloitte & Touche S.p.A. a total annual fee (net of VAT and the supervisory contribution made to Consob) of 194,500 euros per year, calculated on the basis of an estimate of 2,708 work hours (with tariffs that will be updated annually based on the ISTAT index), subdivided between the audit of the annual and consolidated (Group) financial statements of Italgas S.p.A., the limited audit of the abbreviated consolidated half-yearly accounts of Italgas S.p.A., the audit of the compliance of the non-financial statement for the issuing of the certification pursuant to article 3, subsection 10, of Legislative Decree 254/2016, the audit of the consolidated separate annual accounts in conformity with AEEGSI resolution no. 231/2014 and, finally, the review of the adequacy of the internal control system connected to the preparation of the financial report for the preparation of the financial statements; all as set out in the reasoned proposal of the Board of Statutory Auditors, in compliance with the terms and conditions, including those of an economic nature, contained in the offer submitted by Deloitte & Touche S.p.A. retained in the official documents of the Board of Statutory Auditors itself and those of Italgas S.p.A. and also summarised in the Opinion and the Proposal of the Board of Statutory Auditors contained in the document annexed as A to the Explanatory Report;

- to confer separate powers on the Chairman of the Board of Directors and the Chief Executive Officer to execute all the formalities inherent to both the formalisation of the resolution on the termination by agreement of the audit appointment conferred on PricewaterhouseCoopers S.p.A. and the conferment of the new appointment as external auditor of the accounts on Deloitte & Touche S.p.A.

The resolution is approved by a majority of the shareholders.

In favour: 623,482,657 shares.

Against: 170,728 shares.

Abstained: 738,469 shares.

As detailed in the annexes.

The Chairman announced the result.

The Chairman moved on to discussion of the **fourth item on the agenda** and recalled that in accordance with Art. 123-ter, subsection 3-bis of the CLF, the Shareholders

would be called to approve Section I of the Remuneration Report, with binding resolution in accordance with Art. 123-ter, subsection 3-ter of the CLF. Shareholders will also be required, pursuant to Article 123-ter, subsection 6, of the CLF, to resolve on Section II of the Remuneration Report, with a non-binding resolution.

On behalf of the Chairman of the Appointments and Compensation Committee, Andrea Mascetti, the Secretary read out the letter to the stakeholders prepared by the Appointments and Compensation Committee:

Dear Shareholders,

I am pleased to present for the first time the 2020 edition of the Remuneration Policy and compensation paid.

After the renewal of the Board at the Ordinary Shareholders' Meeting in March of last year, the Board of Directors established the new Appointments and Compensation Committee formed, in addition to myself, by the Directors Maurizio Dainelli and Silvia Stefini, whom I thank now for their considerable and unstinting commitment in recent months.

The activity and decisions of the new Appointments and Compensation Committee focused on two convergent tasks: on the one hand to ensure continuity with the system established over the past three years, particularly in view of the broad consensus expressed by shareholders regarding the 2019 Compensation Report, which summarized its contents. However, an innovative review was carried out of some aspects of the incentive systems with the aim of ensuring an even better reflection of the short and long-term corporate objectives set out in the 2019-2025 Strategic Plan. We believe this meets the expectations of Italgas stakeholders and implements national and international best practices.

As part of this innovation, the review of the objectives on which the short and long-term variable incentive systems are based is particularly important in giving more systematic space to the themes of sustainable success. Among the changes, objectives have been included in the Long Term Incentive Plan to reduce emissions and consolidate the presence of Italgas in the main sustainability indexes, including the Dow Jones Sustainability Index, which testify to consistent and systematic commitment in the various areas outlined by the United Nations' SDGs (Sustainable Development Goals). At the same time, the sustainability indicators of the Short Term Incentive system have been carefully reviewed with the introduction of a gender equality goal. The latter is connected with and stresses the importance in management incentive systems of the more complete Diversity and Inclusion Policy adopted by the Italgas Board of Directors during 2019 and implemented through the 2019-2021 Programme Lines and Actions regarding diversity and inclusion.

In the regulatory context, there was an important change with the approval of Legislative Decree no. 49 of 10 May 2019, the applicable contents of which are fully transposed into the document and which means that votes cast at shareholders' meetings regarding the Remuneration Policy are binding on

decisions made by the company. Strengthened by the consensus achieved in the last three years by the Italgas Compensation Report and confident that the improvements further made in this edition of the document meet the expectations of our shareholders, the Appointments and Compensation Committee and the Board of Directors submit the two sections of this document for approval with two separate votes.

The Secretary read out the **first** proposed resolution transcribed herein.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.25), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, for the purposes established by subsection 3-ter of the aforementioned standard, and therefore with a binding resolution,

RESOLVES

to approve the remuneration policy set out in the first section of the Compensation Report drawn up in accordance with Article 123-ter of Legislative Decree 58/1998 and further applicable legislation.

The resolution is approved by a majority of the shareholders.

In favour: 592,853,340 shares.

Against: 31,214,480 shares.

Abstained: 324,034 shares.

As detailed in the annexes.

The Chairman announced the result.

The Secretary read out the **second** proposed resolution transcribed herein.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.27), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, for the purposes established by subsection 6 of the aforementioned standard, and therefore with a non binding resolution,

RESOLVES

to approve the second section of the Compensation Report drawn up in accordance with Article 123-ter of Legislative Decree 58/1998 and further applicable legislation.

The resolution is approved by a majority of the shareholders.

In favour: 598,159,755 shares.

Against: 23,852,545 shares.

Abstained: 2,379,554 shares.

As detailed in the annexes.

The Chairman announced the result.

The Chairman moved on to the discussion of the **fifth item on the agenda**.

The Secretary read out the proposed resolution transcribed herein.

As no one took the floor and with no change to those in attendance, the Chairman then put to the vote (at 12.35), by means of communication, by the Designated Representative, of the votes cast by the same on the basis of the voting instructions received, the proposed resolutions transcribed below:

“The Shareholders’ Meeting of Italgas S.p.A., meeting in an ordinary session:

- having acknowledged the proposal made by the Board of Directors; and*
- having examined the information document prepared by the Board of Directors in accordance with article 84-bis of the Issuers’ Regulations,*

RESOLVES

- to approve, in accordance with and for the purposes of article 114-bis of the CLF , approving its motivations, the 2020-2022 Long-Term Monetary Incentive Plan, under the terms and conditions stated in the Information Document attached to the Board of Directors’ explanatory report,

- to grant the Board of Directors and/ or on its behalf the Chief Executive Officer, with express power to sub-delegate, all the necessary and appropriate powers to ensure the full and complete implementation of the aforesaid 2020-2022 Long-Term Monetary Incentive Plan, including through individuals appointed for this purpose, including (by way of example only) powers to:

- award the annual allocation of the incentive to the Chief Executive Officer;*
- draw up and approve the regulations for each annual award and make the amendments and/or additions to it that are deemed necessary;*
- identify the beneficiaries based on the criteria established;*

•determine any other terms and conditions required for the implementation of the 2020-2022 Long-Term Monetary Incentive Plan, provided that it does not conflict with the terms of this resolution; and
•issue the disclosure to the market, draw up and/or finalise any document that is required or appropriate in relation to the 2020-2022 Long-Term Monetary Incentive Plan, pursuant to the applicable legislative and regulatory provisions, and, in general, to the implementation of this resolution.

The resolution is approved by a majority of the shareholders.

In favour: 606,286,980 shares.

Against: 18,104,874 shares.

As detailed in the annexes.

The Chairman announced the result.

There being no other resolutions to pass, the Chairman expressed special thanks to all the employees of Italgas for their major effort made for the Company in FY 2019 and the early months of 2020, which have made extraordinary demands on everyone; he also thanked the Chairman's Office, in the persons of Alessio Minutoli and Federica Chiariello, the Secretary, the Communication staff and technical support for having helped assure the success of the shareholders' meeting amidst these challenging, innovative circumstances. He adjourned the Ordinary Shareholders' Meeting of Italgas S.p.A. at 12.38 p.m.

The Chairman

The Secretary