

**Italgas: Board of Directors calls the Shareholders' Meeting on 19 April 2018**

Milan, 12 March 2018 - Italgas' Board of Directors, which met today chaired by Mr. Lorenzo Bini Smaghi, has convened the Ordinary and Extraordinary Shareholders' Meeting on 19 April 2018, in a single call, to resolve, (i) in the ordinary session, on the approval of the 2017 financial statements, allocation of profits, the remuneration policy, the 2018-2020 co-investment Plan and the appointment of a Director; and (ii) in the extraordinary session, on a free share capital increase, for a maximum amount of 4,960,000 euros, for Italgas S.p.A and/or the Group subsidiaries' employees, as well as on the amendment to article 13 of the Company Bylaws concerning the procedures for electing the members of the Board of Directors through the slate voting system.

In particular, the Board of Directors resolved to propose to the Shareholders' Meeting the distribution of a dividend of € 0.208 per share. The dividend will be paid on 23 May 2018, while the ex-dividend date will be 21 May 2018 (record date 22 May 2018).

The Board will submit to the Shareholders' Meeting the proposal for free share capital increase for a maximum nominal amount of 4,960,000 euros, through the allocation of a corresponding maximum amount taken from the retained earnings reserve on the basis of article 2349 of the Italian Civil Code, with the issuing of no more than 4,000,000 ordinary shares to be reserved exclusively for the beneficiaries of the Plan, *i.e.* Italgas S.p.A and/or the Group subsidiaries' employees.

The Board of Directors will submit to the Shareholders' Meeting the confirmation of Ms Federica Lolli as Independent Director, who was co-opted by the Board of Directors on 27 July 2017 in replacement of Ms. Barbara Borra following her resignation.

The Board of Directors also selected Georgeson as the person chosen by the Company – in accordance with art. 135-*undecies* of the CLF - to whom shareholders may confer proxies, at no additional expense, to participate in the Meeting.

Finally, the Board of Directors carried out its own control and evaluations in accordance with application criteria no. 1.C.1 letter g) of the Corporate Governance Code and furthermore assessed the independence of its Directors, pursuant to art. 148, subsection 3, of Legislative Decree no. 58/1998 .

The Board of Statutory Auditors verified that all its members met the independence requirements specified in application of the Corporate Governance Code.

The 2017 Annual Financial Report, the 2018 Remuneration Report, the information document on the co-investment Plan, the Corporate Governance and Share Ownership Report 2017 and the non-financial statement will be available for further reference according to law.