**PROXY FORM[[1]](#footnote-1) FOR REPRESENTATION IN THE SHAREHOLDERS’ MEETING**

With reference to the **ordinary session of the Shareholders' Meeting of Italgas S.p.A.** (the “**Company**”) which will take place on 4 April 2019, at 10.30 a.m., in a single call, in Milan, at Spazio Edit, Via Pietro Maroncelli, 14, pursuant to the call notice published on the company website at [www.italgas.it](http://www.italgas.it), in the “Governance” – “2019 Shareholders’ Meeting” section, and in summary form in the Sole 24 Ore and Financial Times newspaper on 22 February 2019 (and subsequent supplements pursuant to art. 126-bis, Legislative Decree 58/1998 (“CLF”);

having seen the Reports on the topics on the Agenda made available by the Company,

**with this form**

**the undersigned** (*subject signing the proxy[[2]](#footnote-2)*)

Last name\* ………………………………………………………………………………………. First name\* …………………………………………………………………  Born in\* ………………………………………………………………………………………………………… on\* ……………………………………………... Resident in ……………………………………………… via ………………………………………………………………… Tax code\* ………………………………………………………………………………………………………………… Valid ID (*to attach to this Document*) …………………………………… No...………………………………

**as the**

*(check the appropriate box*)

□ subject who holds the voting rights on \* …………………… ordinary shares of Italgas S.p.A. in their capacity as *(check the appropriate box*)\*

□ **shareholder** □ secured creditor □ assignee □ beneficial owner

□ custodian □ asset manager □ other(*specify*)……….…………

□ legal representative or subject with suitable powers to represent(*name of the legal person in possession of the voting right[[3]](#footnote-3)*)\* …………………………………………………………………………… with registered offices in \* ……………………………………………\* ………………………………………………………… tax code\* ………………………………………………………………… (*a copy of the documentation proving the powers of representation should be attached)* to whom the voting right attached to \* …………………… ordinary shares of Italgas S.p.A. is attributed, as *(check the appropriate box*)\*:

□ **shareholder** □secured creditor □ assignee □ beneficial owner

□ custodian □ asset manager □ other(*specify*)……….…………

pursuant to the communication ((pursuant to art. 83-sexies of the CLF) no. ......................................... made by intermediary ......................................................................................... ABI ...................................... CAB .............................................

**delegates**

Mr/Ms (*delegated person*)

Last name\* ………………………………………………………. First name\* ………………………………………………………. Born in\* ………………………………………………………………….... on\* ……………………………………………... Resident in ……………………………………………… via ………………………………………………………………… Tax Code\* ……………………………………………………………………………………………………………………

**to attend and represent him/her in the Ordinary Meeting of the Shareholders**

with the faculty of being replaced, in turn, by [[4]](#footnote-4)*:*

Mr/Ms (*delegated person*)

Last name\* ………………………………………………………. First name\* ………………………………………………………. Born in\* ………………………………………………………………….... on ……………………………………………... Resident in ……………………………………………… via ………………………………………………………………… Tax code\* ………………………………………………………………………………………………………………

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*(Place and date) (Legible signature of the declarer)*

**The undersigned also declares that the voting right will be exercised by the proxy** *(check the appropriate box)* [[5]](#footnote-5) [[6]](#footnote-6)**:**

□ discretionally, in the absence of specific instructions from the delegating signatory

□ in compliance with specific voting instructions imparted by the delegating signatory

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*(Place and date) (Legible signature) of the declarer)*

It should be recalled that, pursuant to art. 135-*novies*, subsection 5, of Legislative Decree 58/1998 “*in place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party.*  *The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.*

**PRIVACY NOTICE**

We would inform you that, pursuant to Article 13-bis of Regulation (EU) no. 2016/679 on the protection of the natural person with regard to the processing of the personal data, that the data contained in the proxy form will be handled by Italgas S.p.A. - the data controller - to manage the operations of the shareholders’ meeting, in accordance with the current law on the protection of personal information.

This information may be made known to the collaborators of the Company who are specifically authorised to handle it, as Persons in Charge of the processing or Data Processors, for the pursuit of the aforementioned aims: this information may be disseminated or communicated to specific persons in fulfilment of an obligation imposed by law, regulation or EU directive, or based on instructions imparted by Authorities entitled to do so by the law, or by supervisory and control bodies; in case of failure to provide Data marked as necessary (\*), the Company will not be able to permit the proxy to participate in the Shareholders’ Meeting.

The person in question has the right to know, at any time, what information about him or her is held by the Company, its origin, and how it is used, and to know the Persons In Charge of the processing of the information; he or she also has the right to have it updated, corrected, modified, supplemented or deleted, to ask for it to be blocked and to oppose its processing by contacting the DPO of the Company. The abovementioned rights can be exercised by contacting the DPO of the Company to its e-mail address dpo.gdpr@italgas.it.

1. (\*) Required field

   Every person entitled to participate in the Shareholders’ Meeting may appoint a person of their choice to represent them, by a written proxy pursuant to the current legal provisions, to be issued to the person designated and appointed by the entitled person (for the conferment of proxies to the Designated Representative of the company pursuant to art. 135-*undecies*, CLF, a different form must be used, drafted by the company and published on the Italgas S.p.A. website, [www.italgas.it](http://www.italgas.it), (“Governance” – “2019 Shareholders’ Meeting” section) . [↑](#footnote-ref-1)
2. Put the first and last name of the delegating person (as it appears on the copy of the communication for attendance at the shareholders’ meeting pursuant to art. 83-*sexies*, Legislative Decree 58/1998) or of the legal representative of the delegating legal person. [↑](#footnote-ref-2)
3. Delegating legal person as appearing on the copy of the communication for attendance at the shareholders’ meeting pursuant to art. 83-*sexies*, CLF. [↑](#footnote-ref-3)
4. The delegating person can point out one or more replacement of the delegated person. Replacement of the representative with a replacement in conflict of interest is allowed as long as the replacement has been indicated by the shareholder. [↑](#footnote-ref-4)
5. It should be noted that, pursuant to art. 118, subsection 1, lett. c) of the Regulations approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, shares in relation to which “*voting rights due by virtue of power of attorney, as long as the right can be exercised at discretion with no specific instructions by the delegating party*” are considered investments for the purposes of the communication obligations pursuant to art. 120 of Legislative Decree 58/1998. [↑](#footnote-ref-5)
6. Conferment of a proxy to a representative in conflict of interest is permitted, provided that the representative communicates the circumstances of the conflict of interest, in writing to the shareholder, and that there are specific voting instructions for each resolution, in relation to which the representative will have to vote on behalf of the shareholder (see art. 135-*decies* of Legislative Decree 58/1998). [↑](#footnote-ref-6)