

**Form for conferring proxy and voting instructions on Georgeson S.r.l.
pursuant to Article 135-undecies of Legislative Decree no. 58/1998**

Italgas S.p.A.

Ordinary and Extraordinary Shareholders' Meeting called, on single call, for **20 April 2021** at 11.00 (CET), in Milan, Via Carlo Bo, 11

Georgeson Srl in the person of one of its specifically charged employees or collaborators, in their capacity as "*Designated Representative*" pursuant to Article 135-undecies of Legislative Decree no. 58/1998, will collect proxies from **Italgas S.p.A.**¹ for the Shareholders' Meeting convening on **20 April 2021** on single call, using the procedures and deadlines contained in the convening notice published on the Company website on 19 March 2021.

The proxy form, together with the confidential voting instructions to the Designated Representative and a copy of the delegating party's identification document, must reach Georgeson before the close of the market trading day two days before the date of the Shareholders' Meeting, *i.e.* 16 April 2021, using one of the following procedures:

- a. by fax, to **+39 06 99332795**;
- b. by certified email, to: georgeson@legalmail.it

If the delegating party is a legal person, they must also attach proof of their own corporate powers (examination copy or similar).

The originals of the proxy form, together with the confidential voting instructions to the Designated Representative and a copy of the delegating party's identification document, must be sent by post to Georgeson S.r.l., Via Emilia 88, 00187, Rome.

The proxy and the voting instructions may be revoked within the aforementioned deadline using one of the following procedures:

- a. by fax, to **+39 06 99332795**;
- b. by certified email, to: georgeson@legalmail.it

The originals of the revocation must be sent by post to Georgeson S.r.l., Via Emilia 88, 00187, Rome.

Proxies have no effect on proposals for which no voting instructions have been provided.

Pursuant to paragraph 2 of Article 135-undecies of Legislative Decree no. 58/1998, the granting of proxy and voting instructions by signing this form will not cost the delegating party anything, except for the expense of sending the proxy itself.

¹ Georgeson acts as Global information Agent and Designated Representative for Italgas S.p.A.

PROXY FORM

(Section to send to the Company through the designated representative – Fill with requested information on the basis of the Instructions below)

I, the undersigned
born in, on,
Tax ID no., residing in
viano..... Telephone no.
email
holding the right to vote

Data to be compiled at the discretion of the delegating party:

- Notice no. (Reference number of the notice provided by the intermediary)
- Any identifying codes

Insert the number of shares personally owned and based on which you ask to participate in the Shareholders' Meeting, and identification details of the Securities Account and the Bank.

DELEGATE

the Designated Representative to participate and vote in the Shareholders' Meeting indicated above, as instructed with reference to (number of shares) shares recorded in Securities Account no. at (custodial intermediary).....
ABI CAB as at the end of the business day on 9 April 2021 (record date).

STATE

that I am aware of the possibility that the proxy held by the Designated Representative contains voting instructions only on some items proposed for approval in the agenda and in such case, the vote will be exercised only for those proposals in accordance with the voting instructions.

Complete this section only in the event that the delegating party represents the shareholder as legal attorney, guardian or similar.

The undersigned (surname and name of the signer only if different from that of the owner of the shares) signs this proxy in their capacity as (tick the appropriate box)

secured creditor broker holder of a beneficial life interest custodian manager legal representative or attorney empowered to sub-delegate

DATE

SIGNATURE

VOTING INSTRUCTIONS

(Section containing information intended only for the Designated Representative - Tick the appropriate boxes.)

I, the undersigned (Name/identification particulars) delegate the Designated Representative to vote in accordance with the following voting instructions in the Shareholders' Meeting of Italgas S.p.A., convening on single call on 20 April 2021

A) RESOLUTIONS SUBJECT TO VOTING²

Ordinary Meeting

1. Financial statements of Italgas S.p.A. as at 31 December 2020, Integrated Annual Report as at 31 December 2020, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Necessary and consequent resolutions.

IN FAVOUR AGAINST ABSTAIN

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

IN FAVOUR AGAINST ABSTAIN

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3. Report on remuneration policy and compensation paid.

3.1 approval of the remuneration policy pursuant to Article 123-ter, subsection 3-bis, of Legislative Decree 58/1998

IN FAVOUR AGAINST ABSTAIN

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

IN FAVOUR AGAINST ABSTAIN

.....

4. 2021-2023 Co-investment Plan reserved for employees of Italgas S.p.A. and/or Group companies. Necessary and consequent resolutions.

IN FAVOUR AGAINST ABSTAIN

.....

Extraordinary Meeting

1. Proposal for free share capital increase, to be reserved for employees of Italgas S.p.A and/or companies in the Group, in the nominal maximum amount of 5,580,000 euros, in one or more tranches, through allocation pursuant to article 2349 of the Italian Civil Code of a corresponding amount taken from retained earning reserves, with the issuance of no more than 4,500,000 ordinary shares. Amendment to article 5 of the company's Bylaws. Necessary and consequent resolutions.

IN FAVOUR AGAINST ABSTAIN

.....

² Pursuant to paragraph 3 of Article 135-undecies of Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."

B) In case of **unknown circumstances** at the time that the proxy was issued³ I, the undersigned, with regard to the

Ordinary Meeting

Resolution no. 1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

Resolution no. 2:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

Resolution no. 3

Resolution no. 3.1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

Resolution no. 3.2:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

Resolution no. 4

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR
 AGAINST
 ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

Extraordinary Meeting

Resolution no. 1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under Section A).

³ When significant circumstances arise, which were unknown when the proxy was issued and which cannot be communicated to the delegating party, it is possible to choose between: a) confirming the voting instructions already expressed; b) modifying the voting instructions already expressed; c) revoking the voting instructions already expressed; d) authorising the Designated Representative to vote differently than as indicated in section A) of these instructions, when the circumstances arising would make it reasonable to expect that the delegating party, if aware of them, would have thus modified the voting instructions. If no choice is made, the voting instructions under A) are considered confirmed.

C) In the event of any voting on amendments or additions to the motions submitted to the Shareholders' Meeting⁴ with regard to the

Ordinary Meeting

Resolution no. 1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

Resolution no. 2:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

Resolution no. 3

Resolution no. 3.1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

Resolution no. 3.2:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

Resolution no. 4

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

⁴ When amendments or additions are made to the motions before the Shareholders' Meeting, it is possible to choose between: a) confirming any voting instructions already expressed; b) modifying the voting instructions already expressed or issuing voting instructions; c) revoking the voting instructions already expressed; d) authorising the Designated Representative to vote differently than as indicated in section A) of these instructions, when the circumstances arising would make it reasonable to expect that the delegating party, if aware of the amendments or additions, would have thus modified the voting instructions. If no choice is made, the voting instructions under section A) are considered confirmed.

⁵ Specify the shareholder who proposed the amendment or addition for which the vote is expressed.

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

Extraordinary Meeting

Resolution no. 1:

CONFIRM THE INSTRUCTIONS REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS:

IN FAVOUR of the amendment/addition proposed by the BoD another shareholder⁵

AGAINST all proposals for amendment/addition

ABSTAIN

AUTHORISE the Designated Representative to vote differently from the instructions received under section A).

In the event of voting the **liability action** proposed, under article 2393, paragraph 2 of the Italian Civil Code, during the approval of the financial statement by shareholders, the undersigned delegates the Designated Representative to vote according to the following indications

IN FAVOUR

AGAINST

ABSTAIN

DATE

SIGNATURE

In compliance with the provisions of Enclosure 5A to the Consob Issuers Regulation (as amended by Consob Resolution no. 17592 of 14 December 2010), the text of the TUF regulations referenced in this form is shown below.

Art. 125-bis

(Notice of call to Shareholders' Meeting)

1. The shareholders' meeting is convened by notice published on the company's website within thirty days of the date of the meeting and by other means and within the terms established by Consob with regulation issued in accordance with article 113-ter, subsection 3, including the publication in extract form in the daily newspapers.
2. For shareholders' meetings called to appoint, by means of list voting, members of the board of directors and internal control bodies, the time limit for publication of the notice of call shall be at least forty days prior to the date of the meeting.
3. For shareholders' meetings envisaged in Articles 2446, 2447 and 2448 of the Civil Code, the time limit indicated in subsection 1 shall become at least twenty-one days prior to the date of the meeting.
4. The notice of call shall contain:
 - a) the indication of the day, time and place of the meeting and the list of matters on the agenda;
 - b) a clear, precise description of the procedures to be applied in order to attend and vote at the shareholders' meeting, including information concerning:
 - 1) the terms for exercising the right to raise questions prior to the meeting and the right to have additional items placed on the agenda or to present further proposals on items already on the agenda and, also by reference to the company's website, any additional methods by which to exercise these rights;
 - 2) the procedure for the exercise of the vote by proxy and, in particular, the methods for collecting the forms that can be used, optionally, for voting by proxy and the methods, including electronic methods, for communicating any notification of voting by proxy;
 - 3) the procedure for the conferral of proxy to the party appointed by the company in accordance with article 135-undecies, with the specification that the power of proxy shall have no effect for proposals for which no voting instructions have been given;
 - 4) the procedures for voting by correspondence or using electronic means, if envisaged by the Articles of Association;
 - c) the date specified in article 83-sexies, subsection 2, with the specification that those who become holders of shares only after that date shall not have the right to attend and vote at the shareholders' meeting;
 - d) the terms and conditions for collecting the full text of the proposed resolutions, together with the explanatory reports and documents to be submitted to the shareholders' meeting;
 - d-bis) the terms and conditions for presenting lists to elect the members of the board of directors and minority members of the board of auditors or the supervisory board;
 - e) the address of the website specified in article 125-quater;
 - f) the other information which must be indicated in the notice calling the meeting pursuant to other provisions.

Article 135-novies

(Representation at the Shareholders' Meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to subsection 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to subsection 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies subsection 3 and to the right of the person represented to indicate one or more substitutes.
5. 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.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, subsection 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Subsections 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second subsection of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-decies

(Conflict of interest of the proxy and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;

- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Disclosure pursuant to Article 13 of Regulation (EU) no. 2016/679 on the protection of natural persons with regard to the processing of personal data

Pursuant to and for the purposes of Article 13 of the GDPR, Georgeson Srl (hereinafter, also, "**Georgeson**"), in its capacity as the Data Controller handling personal data (the "**Data**"), intends to inform you of the following. The updated list of data processors can be found at data Controller's registered office.

The Data Controller. Data Processors.

The principal data controller is Georgeson Srl with registered office in Rome, via Emilia, 88, Postal Code 00187, in the person of the director assigned to that function, who has the task of answering any requests concerning the processing of personal data. The updated list of Data Processors can be found at Company's registered office.

Place of data handling

Data connected with the business is processed at the registered office of Georgeson Srl in Via Emilia 88, 00187 Rome, and is handled only by staff of Georgeson. This staff is kept to as small a number as possible. They process data in their capacity as "Authorised Persons". They are appointed to that task and are suitably trained to prevent loss, destruction, unauthorised access or unauthorised handling of the data themselves.

Procedures for processing the data

Georgeson processes the data of the interested parties with automated and non-automated tools, for only as much time as is necessary to achieve the purposes for which the data were collected, without prejudice to the applicable law. Specific security measures are observed to prevent the loss of the data, illicit or incorrect use, and unauthorised access.

Purpose of the processing

Georgeson will process the data provided using paper and/or computer media for the purpose of carrying out the tasks inherent to its performance as a representative in the Shareholders' Meeting and for casting the votes of the parties represented in accordance with the instructions provided by them to Georgeson, and to comply with the requirements of law, regulations and the provisions issued by Supervisory Authorities and/or Bodies. For these purposes it is not necessary to give consent as the Data are processed in order to fulfill legal and contractual obligations. The provision of Data and the processing of such Data by Georgeson is optional, but necessary for the purposes of managing the contractual relationship or connected with the fulfillment of legal obligations, under penalty of the impossibility for Georgeson to establish and manage this relationship.

Rights of the Data Subjects

Providing this data and the processing of the data by Georgeson for these purposes is required by the contractual relationship or to comply with regulatory requirements; therefore, it is mandatory and does not require explicit consent, otherwise it would be impossible for Georgeson to establish and maintain this relationship.

Data subjects may enforce their rights under articles 15-21 of the GDPR, that provide, inter alia, that the data subject may ask for access to their data, obtain a copy of the information being processed and, with regard to the details, may request that the data be updated, corrected, supplemented, cancelled, or blocked. The data subject may also object entirely or in part for legitimate reasons to the processing of the data that concerns them. The data subject may enforce these rights in accordance with legal procedures by applying to Georgeson Srl, via Emilia, 88, 00187 Roma, Attention: Data Controller, to the e-mail address dataprotectionCE@georgeson.com.

Transmission of the data to third parties

For the same purposes for which the data were collected, Georgeson may provide the data to Supervisory and Control Authorities and/or Bodies or other parties indicated by the latter, in compliance with the provisions issued by the same, or established by law, regulations, or provisions issued by Supervisory Authorities and/or Bodies.