



**REGULATIONS
OF THE
SUSTAINABILITY COMMITTEE
OF ITALGAS S.P.A.**

Approved by the Board of Directors of Italgas S.p.A. in the meeting of 18 December 2020.

ARTICLE 1
PRELIMINARY PROVISIONS

- 1.1 These regulations (hereinafter also the “*Regulations*”), approved by the Board of Directors on 18 December 2020, govern the composition and appointment, method of operation, duties and functions, as well as the powers and means of the Sustainability Committee (hereinafter also the “*Committee*”) of Italgas S.p.A. (hereinafter also the “*Company*”).

ARTICLE 2
APPOINTMENT AND COMPOSITION

- 2.1. The Committee was created by resolution of the Board of Directors pursuant to Article 13.8 of the Bylaws, in accordance with the recommendations of the Corporate Governance Code approved by the Corporate Governance Committee in the *pro tempore* applicable version (hereinafter also the “*Corporate Governance Code*”) by which the Company abides.
- 2.2. The Committee is composed of 3 (three) non-executive directors.
- 2.3. The Board of Directors appoints and revokes the members of the Committee and, among these, its Chairman, in compliance with the requirements of article 2.2. If the Board of Directors does not do so, the Chairman is elected by the Committee among its members.
- 2.4. The loss of the office of Director involves the automatic termination of the office of Committee member.
- 2.5. Should the office of one or more Committee members be vacated for any reason during the mandate, the Board of Directors shall provide to fill it at the first available Board meeting, appointing from among its members those who are in possession of the requirements laid down in article 2.2.
- 2.6. The office of Committee members appointed to replace vacated offices shall expire at the same time as those in office at the time of their appointment.
- 2.7. The appointment of each member of the Committee may be revoked with reasoned resolution of the Board of Directors which shall provide to appoint a replacement at the same time.

ARTICLE 3
OPERATION

- 3.1. The Committee Chairman, (hereinafter also the “*Chairman*”) plans and coordinates the activities of the Committee, represents it, calls, chairs and manages its meetings, and informs the Board of Directors of the resolutions made at the first available board meeting. If the Chairman is absent or unable to attend, he/she shall be replaced by the oldest member of the Committee present who shall perform all his or her functions.

The Head of the Corporate Affairs and Governance Department performs the role of Committee Secretary (hereinafter the “*Secretary*”) and assists the Committee and the Chairman in the performance of their duties.

- 3.2. The Chairman of the Board of Directors, the Chief Executive Officer (hereinafter also the “*CEO*”), the Chairman of the Board of Statutory Auditors, as well as the Heads of the competent departments¹ are invited to attend the meetings of the Committee; other members

¹ Currently, the Head of External Relations and Communication and the Head of Corporate Social Responsibility.

of the Board of Statutory Auditors can also attend meetings; the Chairman of the Committee may also invite other directors to individual meetings as well as other representatives of the relevant corporate departments competent on specific issues - with notification to the CEO - or parties outside the Company to provide information and express an opinion on individual relevant agenda items.

- 3.3. The Committee shall meet with the frequency needed to discharge its duties, and in any case where the meeting is necessary or opportune.
- 3.4. Notices convening meetings are sent, on instruction from the Committee Chairman, to all members by the Secretary who uploads them in the "Secure Area" reserved to the Committee on the digital system used by the Company. In cases when it is impossible to use this digital system, the notice is exceptionally sent by email or via other telecommunication means, to the addresses indicated by each recipient.

The call notice includes notification: (i) of the location of the meeting (normally the Company's offices) which can be omitted if the meeting is convened exclusively via telematic means, (ii) the date and time of the meeting, as well as (iii) the list of agenda items.

The notice is sent as a rule at least 5 (five) days before the date set for the meeting. In case of need and urgency, said notice may be sent at least 12 (twelve) hours before the time set for the meeting.

Copy of the notice is sent for information to the Chairman of the Board of Directors and the CEO, the Chairman of the Board of Statutory Auditors, the Secretary of the Board of Directors and the Head of External Relations. The Chairman of the Board of Statutory Auditors advises the Committee Chairman of the attendance of the other Statutory Auditors.

- 3.5. Before being sent, the draft call notice is shared by the Secretary of the Committee with the Secretary of the Board of Directors to allow the latter to ensure that the matters to be dealt with relating to the meetings of the Board of Directors have been included in the agenda.
- 3.6. The Committee meeting may be held via conference call or video conference on condition that all participants can be identified, are provided with the documentation relating to the agenda items and can follow the discussion and speak in real time on the matters discussed. The meeting is considered to be held in the place where the Chairman of the Committee is located. In the case of meetings carried out exclusively via telecommunication means, these can be convened without indication of a physical location.
- 3.7. Any documentation regarding the items on the agenda shall be made available to the members of the Committee by the Secretary, at least 5 (five) days before the date of the meeting, apart from exceptional cases, in the "Secure Area" reserved to the Committee on the digital system used by the Company, as well as in other agreed forms that guarantee the confidentiality of the information included.

A copy of any documentation is made available to the Chairman of the Board of Statutory Auditors, the other Statutory Auditors, the Secretary of the Board of Directors, as well as the Chairman of the Board of Directors and the CEO, via the methods indicated above.

- 3.8. Committee meetings are valid wherever at least the majority of acting members are present and decides by the absolute majority of those present. In case of deadlock the Chairman shall have the casting vote.
- 3.9. The Secretary shall draw up the minutes of the meetings. The draft minutes are submitted by the Secretary to the Chairman of the Committee and the other members for any observations; the minutes are then normally approved at the next meeting of the Committee.

The approved minutes are: (i) sent to the members of the Committee, the Chairman of the Board of Directors and the CEO, the Chairman of the Board of Statutory Auditors and the Secretary of the Board of Directors. (ii) signed by the Chairman of the meeting and the Secretary, and filed in the Company's archives.

ARTICLE 4 COMMITTEE TASKS AND FUNCTIONS

4.1. The Committee carries out investigation, proposal and consultation functions with regard to the Board of Directors on matters of sustainability, understood as the guidelines, processes, initiatives and activities intended to oversee the commitment of the Company to sustainable development along the value chain, aimed at pursuing sustainable success, with the support of the Head of the relevant function² linked with the various corporate functions.

Specifically, the Committee:

- a) Examines and evaluates:
 - the sustainability policies aimed at ensuring the creation of value over time for shareholders and for all other stakeholder in the long-term with regard to the principles of sustainable development; this also in order to support the Board of Directors in the preparation of the business plan;
 - the sustainability guidelines, objectives, plans, instruments and consequent processes;
 - the disclosure of non-financial information pursuant to legislative decree no. 254/2016, to be submitted to the Board of Directors, in coordination with the Control, Risk and Related Party Transactions Committee in relation to the assessment by the latter of the suitability of the periodical financial and non-financial information for the purpose of correctly representing the business model, the Company's strategies, the impact of its activities and the performance achieved;
 - the integration of ESG aspects into the ERM matrix;
 - the Company's stakeholder engagement policy;
- b) monitors the Company's guidelines and positioning with regard to financial markets on the issue of sustainability, with reference also to the placement of the Company on the ethical/sustainability indices;
- c) examines national, European and international undertakings and initiatives with regard to sustainability and the participation of the Company in them, aimed at consolidating sustainable success and corporate reputation internationally;
- d) examines any sustainability initiatives in agreements submitted to the Board of Directors, also with regard to the subject of climate change;
- e) examines the profit and non-profit strategy, as well as the gas advocacy of the Company;
- f) expresses, at the request of the Board, an opinion on other matters regarding sustainability.

4.2 The Committee, after every meeting, updates the Board of Directors, at the first available meeting, on the topics discussed and the comments, recommendations and opinions formulated therein; it also reports to the Board, at least once every six months, not later than the date for the approval of the annual and half-yearly report, on its activities at the meeting specified by the Chairman of the Board of Directors.

ARTICLE 5 POWERS AND MEANS

² Currently, the Head of Corporate Social Responsibility.

- 5.1 The Committee is entitled to access the information and company departments needed so as to perform its duties.
- 5.2 The Committee is endowed by the Board of Directors with the resources necessary for performing its duties; in particular it may, within the terms laid down, from time to time, by the Board of Directors, have recourse, through the company's structures, to external consultants who are not in situations such as might compromise their independence of judgement.

ARTICLE 6 DUTIES OF THE COMMITTEES MEMBERS

- 6.1 The members of the Committee are required to perform their duties in compliance with the principles of professionalism, transparency and independence of judgement, abstaining from any behaviour not compliant with the same.

In particular, in addition to compliance with the Procedure for the public disclosure of privileged information adopted by the Company and to the regulations on the matter, the members of the Committee are required to keep confidential any data and information acquired during the fulfilment of their office for purposes other than the performance of their duties.

ARTICLE 7 FINAL PROVISIONS

- 7.1 These Regulations may only be amended with resolution of the Board of Directors on proposal from the Committee, with the exception of any purely formal amendments made necessary for compliance with legal or statutory provisions, resolutions of the Board or in relation to organisational changes in the Company, which can be made by the Legal and Corporate Affairs and Compliance Department, subject to assessment by the Committee itself, which shall inform the Board at the first available meeting.