



**Italgas S.p.A.**

**ORDINARY SHAREHOLDERS' MEETING OF 28 April 2017**

**SINGLE CALL**

**Report by the Board of Directors on the proposals concerning the items on the agenda of the  
Shareholders' Meeting**

**Item 2**

**Allocation of the profits for the year and distribution of the dividend**

Dear Shareholders,

The Board of Directors proposes that you:

- approve the Financial Statements as at 31 December 2016, ended with a profit of 177.130.291,44 euros;
- allocate the profits for the year as follows:
  - 8,010,000.00 euros to the Legal Reserve;
  - to the shareholders, as dividend, 161,827,100.40 euros, in the amount of 0.20 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 7,293,191.04 euros;
- resolve to pay the dividend of 0.20 euros due on each share from 24 May 2017, with coupon payment date set for 22 May 2017 and record date of 23 May 2017.

Dear Shareholders,

you are invited to:

- approve the Financial Statements as at 31 December 2016, ended with a profit of 177.130.291,44 euros;
- allocate the profits for the year as follows:



- 8,010,000.00 euros to the Legal Reserve;
  - to the shareholders, as dividend, 161,827,100.40 euros, in the amount of 0.20 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 7,293,191.04 euros;
- resolve to pay the dividend of 0.20 euros due on each share from 24 May 2017, with coupon payment date set for 22 May 2017 and record date of 23 May 2017.

Milan, 23 March 2017

The Chairman of the Board of Directors

Mr Lorenzo Bini Smaghi