

**Form for conferring proxies/sub-proxies and voting instructions to  
the Designated Representative pursuant to Article 135-novies of  
Legislative Decree no. 58/1998**

**Italgas S.p.A.**

Ordinary and extraordinary session of the Shareholders' Meeting, in a single call, on  
20 April 2021 at 11.00 a.m. in Milan, Via Carlo Bo no. 11

Pursuant to article 106, subsection 4 of Decree-Law 18/2020, converted with amendments into Law 27/2020 (the Decree), and most recently referred to in Article 3, subsection 6, of Decree-Law no. 183/2020, converted with amendments into Law no. 21/2021, those with voting rights may participate in the Shareholders' Meeting solely through the designated representative of the Company within the meaning of Article 135-*undecies* CLF, who may also be granted proxies or sub-proxies within the meaning of Article 135-*novies* CLF (so-called simple proxy), notwithstanding Article 135-*undecies*, subsection 4 CLF.

To this end, the Company has appointed Georgeson S.r.l.<sup>1</sup> as the subject (“**Designated Representative**”) to whom shareholders may grant a proxy/sub-proxy free of charge within the meaning of art. 135-*novies* CLF, by filling in this form, to be sent to the Designated Representative using one of the following methods:

- a. by fax, to **+39 06 99332795**;
- b. by certified e-mail 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 original proxy/sub-proxy Form, together with the voting instructions reserved to the Designated Representative and a copy of the identity document of the delegating party must be sent as original copies to Georgeson S.r.l. Via Emilia 88, 00187, Rome.

It is recommended to send the proxy by and no later than 6 p.m. on 18 April 2021 (without prejudice to the fact that the Designated Representative may accept proxies and/or voting instructions even after this deadline and prior to the start of the shareholders' meeting).

The proxy and the voting instructions may be revoked using one of the following methods:

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

It is recommended to send the revocation within the aforementioned deadline.

The revocation must be sent as original copy to Georgeson S.r.l. Via Emilia 88, 00187, Rome.

---

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

Proxies have no effect on proposals for which no voting instructions have been provided. If no voting instructions are given, Georgeson S.r.l. will not express any voting preference.

**Granting the proxy and the voting instructions by signing the proxy/sub-proxy form does not involve any expense for the delegating party, except for the cost of sending the proxy itself.**

---

## PROXY/SUB-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 CODE ....., residing in .....  
via .....no..... Telephone no. ....  
e-mail.....  
holder of the voting right

---

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 .....

---

***Indicate the number of shares you hold and in respect of which participation at the shareholders' meeting is requested and the identification data of the Securities Account and of the Bank***

### DELEGATE/SUB-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 ..... at the end of the record date of 9 April 2021.

### DECLARE

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.

***To be filled in only if the delegating party represents the shareholder as the legal representative or guardian or similar***

I, the undersigned (surname and name of the signatory only if different from the owner of the shares) .....

..... sign this proxy as (tick the appropriate box)

secured creditor    assignee    beneficial owner    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/sub-delegate the Designated Representative to vote in accordance with the following voting instructions in the Shareholder Meeting of Italgas S.p.A., convening in a single call on 20 April 2021.

**A) RESOLUTIONS SUBJECT TO VOTING<sup>2</sup>**

**Ordinary session**

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

.....

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

IN FAVOUR       AGAINST       ABSTAIN

.....

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

.....

- 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

---

<sup>2</sup> Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. In relation to those proposals for which no voting instructions have been conferred, the shareholders' shares are not included in the calculation of the majority and the share of capital required for approval of the resolutions.

- 
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, for a 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 withdrawn from retained earnings 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

**B)** In case of **unknown circumstances** at the time that the proxy was issued<sup>3</sup> I, the undersigned, ***with regard*** to the

**ordinary session**

**Item 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 Paragraph

A)

**Item 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 Paragraph

A)

**Item no. 3**

**Item 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 Paragraph

A)

**Item 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 Paragraph

A)

**Item 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 Paragraph

A)

**extraordinary meeting**

**Item 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 Paragraph

A)

---

<sup>3</sup> 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<sup>4</sup> to the motions submitted to the Shareholders' Meeting with regard to the

**ordinary session**

**Item no. 1:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS  
MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD shareholder<sup>5</sup>  
 and vote AGAINST all the amendment/supplementation proposals  
 ABSTAINED

- AUTHORISE the Designated Representative to vote differently from the instructions received under Paragraph A)

**Item no. 2:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS  
MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD shareholder<sup>5</sup>  
 and vote AGAINST all the amendment/supplementation proposals  
 ABSTAINED

- AUTHORISE the Designated Representative to vote differently from the instructions received under Paragraph A)

**Item no. 3:**

**Item no. 3.1:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS  
MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD shareholder<sup>5</sup>  
 and vote AGAINST all the amendment/supplementation proposals  
 ABSTAINED

- AUTHORISE the Designated Representative to vote differently from the instructions received under Paragraph A)

**Item no. 3.2:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS  
MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD  
shareholder<sup>5</sup>  
 and vote AGAINST all the amendment/supplementation proposals  
 ABSTAINED

- AUTHORISE the Designated Representative to vote differently from the instructions received under Paragraph A)

**Item no. 4:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS  
MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD shareholder<sup>5</sup>

---

<sup>4</sup>When amendments or additions are made to the motions before the Shareholder 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 A) are considered confirmed.

<sup>5</sup> Indicate the Shareholder that proposed the amendment or supplement you intend to vote for.

and vote AGAINST all the amendment/supplementation proposals

ABSTAINED

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

**extraordinary meeting**

**Item no. 1:**

CONFIRM THE INSTRUCTIONS     REVOKE THE INSTRUCTIONS

MODIFY THE INSTRUCTIONS: and vote FOR the amendment/supplement proposed by the BoD shareholder<sup>5</sup>

and vote AGAINST all the amendment/supplementation proposals

ABSTAINED

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

In the event of voting the **liability action** proposed, under article 2393, subsection 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 annex 5A to the Consob Issuers' Regulations (as amended with Consob resolution no. 17592 of 14 December 2010) the text of the CLF rules cited in this form is set out below.**

**Art. 125-bis**

*(Notice of call to Shareholder 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 Shareholder 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 have no 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.

\*\*\*\*\*

### **Information Notice pursuant to Article 13 of Regulation (EU) 2016/679 on personal data protection (GDPR)**

Pursuant to and for the effects of Article 13 of the GDPR, Georgeson Srl (hereinafter also: "**Georgeson**") as the Data Controller of personal data (the "**Data**") informs you of the following.

#### **Data "Controller". Data Processors.**

The Data Controller is Georgeson Srl with offices in Rome, Via Emilia, 88, Post Code 00187, represented by managing director delegated for the purpose tasked with responding to all requests made in relation to personal data processing. The updated list of any data processors is available at the office of the Data Controller.

#### **Location of data processing**

The processing of data linked to the business shall take place at the offices of Georgeson Srl in Via Emilia 88, 00187 Rome, and it shall be handled solely by personnel of Georgeson. Such persons, the number of which shall be kept to the bare minimum, carry out the data processing as "Persons Authorised to perform processing" and are appointed for such purpose and appropriately instructed to avoid the loss, destruction, or unauthorised access or processing of the data in question.

#### **Data Processing Procedures**

Georgeson processes the Data of the data subjects with automated and non-automated tools only for the time strictly necessary to achieve the purposes for which it was collected, without prejudice to the applicable provisions of law. Specific security measures are observed to prevent the loss of data, its unlawful or incorrect use and unauthorised accesses.

#### **Purposes of the Processing**

The data provided will be processed by Georgeson, with the support of electronic and/or paper means, for the purpose of implementing the obligations pertaining to representation at the shareholders' meeting and casting the vote of the represented party in compliance with the instructions given by the latter to Georgeson, in addition to fulfilling the obligations laid down by law, regulations, or provisions issued by Authorities and Supervision Authorities. For these purposes it is not necessary to give your consent in that the Data is processed for the purpose of implementing the legal and contractual obligations. The provision of data and its processing by Georgeson is optional, but necessary for the purposes of managing the contractual relationship or linked to the fulfilment of legal obligations, which would otherwise make it impossible for Georgeson to establish and manage this relationship.

#### **Data Subjects' rights**

The data subjects may assert their rights, laid down in articles 15-21 of the GDPR, which state, inter alia, that the data subjects may request access to their Data, obtain a copy of the processed information and, where applicable, its updating, correction, supplementation, deletion or blocking, as well as oppose the processing of data concerning them, entirely or partially, for legitimate reasons. The data subjects may assert the aforementioned rights by contacting, in accordance with the law, Georgeson Srl, Via Emilia no. 88, 00187 Rome, at the email address [dataprotectionCE@georgeson.com](mailto:dataprotectionCE@georgeson.com)

#### **Disclosure of data to Third Parties**

Georgeson may disclose the Data for the same purposes for which it was collected by Authorities and/or Supervision and Control Authorities, or other subjects indicated by them, on the basis of provisions issued by them, or established by law, regulations, or provisions issued by Authorities and Supervision Authorities.