

Italgas S.p.A.  
Registered Offices at Via Carlo Bo no. 11, Milan  
Share capital: 1,002,608,186.28 euros, fully paid-up  
Milan Company Register Number - Tax Code 09540420966  
R.E.A. Milan no. 2097057  
Company belonging to the "Italgas VAT Group" VAT No. 10538260968



## CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the Shareholders' Meeting of Italgas S.p.A. ("**Italgas**" or the "**Company**") is called, in a single call, for 26 April 2022, at 10.30 a.m., in Turin, Largo Regio Parco 9, to discuss and resolve on the following

### Agenda

1. Financial statements of Italgas S.p.A. as at 31 December 2021, Integrated Annual Report as at 31 December 2021, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Necessary and consequent resolutions.
2. Allocation of the profits for the year and distribution of the dividend.
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;
  - 3.2 resolutions on the "second section" of the report, pursuant to Article 123-ter, subsection 6, of Legislative Decree 58/1998.
4. Appointment of the Board of Directors.
  - 4.1 Determination of the term of office of Directors.
  - 4.2 Appointment of the members of the Board of Directors.
  - 4.3 Appointment of the Chairman of the Board of Directors.
  - 4.4 Determination of the remuneration of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors.
  - 5.1 Appointment of the members of the Board of Statutory Auditors.
  - 5.2 Appointment of the Chairman of the Board of Statutory Auditors.
  - 5.3 Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the Standing Auditors.

### Verification of eligibility to participate and vote in the Meeting

Pursuant to Article 106 of Law Decree no. 18/2020, converted with amendments by Law 27/2020, as extended by Law Decree no. 228/2021 converted by Law no. 15/2022 (the "**Decree**"), those entitled to participate in the Shareholders' Meeting may only do so through the appointed representative, who may be granted proxies or subproxies within the meaning of art. 135-novies Legislative Decree 58/1998 ("**CLF**"), notwithstanding Article 135-undecies, subsection 4, CLF (according to the provisions below).

In this regard, note that pursuant to Article 83-sexies CLF, the persons entitled to participate in the Shareholders' Meeting (through the appointed representative mentioned above) are those whose intermediaries, in accordance with applicable regulations, have sent the Company notification attesting to their possession of the right to participate in the Meeting by the close of business on the seventh trading day before the date set for the Shareholders' Meeting in a single call (13 April 2022 - record date). The notification must reach Italgas by the end of the third trading day (21 April 2022) before the date set for the Shareholders' Meeting in a single call; eligibility to participate and to vote is still certified if the notification reaches Italgas after the aforesaid deadlines, as long as it is before the start of business of the shareholders' meeting. Those who take possession of shares only after the record date shall not have a right to participate or vote in the Meeting. You are reminded that the notification to Italgas must be made by the intermediary at the request of the person entitled to do so; any requests for prior notification or compensation for performance required of the intermediary may not be attributed to the Company.

### Share Capital

The share capital is 1,002,608,186.28 euros, fully paid-up, divided into 810,245,718 ordinary shares without par value. Each share shall give the right to one vote at the ordinary and extraordinary shareholders' meetings of the Company. Information on the composition of the share capital is available on the company website [www.italgas.it](http://www.italgas.it), in the "Investors" – "Shares and ownership structure" – "Ownership structure" section.

### ***Right to ask questions prior to the Shareholders' Meeting***

Pursuant to Article 127-ter of the CLF, those who have the right to vote may submit questions about items on the agenda even before the Shareholders' Meeting, having them reach the Company by 13 April 2022; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it) or by using the special section of the Company website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section). The persons involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website.

Responses to the questions received by the deadline indicated, once their relevance to the items on the agenda of the Shareholders' Meeting and the entitlement of the requesting party has been checked, will be published on the Company's website by 21 April 2022. The Company will provide a unitary answer to questions with the same content. No answer is due when the information requested is already available in the "FAQ" section of the Company website [www.italgas.it](http://www.italgas.it) ("*Governance*" - "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section).

### ***Additions to the agenda for the Shareholders' Meeting and proposals for resolution on the items on the agenda***

Pursuant to Article 126-bis of the CLF, shareholders, even jointly, representing at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice (that is by 27 March 2022), to add to the list of items to be deliberated, indicating in that request the further matters proposed, or may present proposals for resolution on items already on the agenda.

Requests can be submitted within the aforementioned deadline by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it), together with a report which provides the reasons for proposals for resolution on items proposed for discussion or the reasons for further proposals for resolution presented on items already on the agenda. The persons involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website.

Notice of the supplementation of the agenda or the presentation of further draft resolutions on topics that are already on the agenda will be given in the same forms as prescribed for the publication of the call notice, at least fifteen days before the date set for the Shareholders' Meeting in a single call (that is by 11 April 2022). The report prepared by the requesting shareholders, accompanied by any assessments made by the administrative body, will be made available to the

public at the same time as the supplement or presentation in the same forms as the documentation relating to the Shareholders' Meeting.

Note that supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in art. 125-ter, subsection 1, of the CLF.

Moreover, those entitled to vote still have the right to individually submit resolution proposals to the Shareholders' Meeting pursuant to Article 126-bis, subsection 1, last sentence of the CLF. These proposals, which shall be made at the Shareholders' Meeting by the Appointed Representative, must be received by the Company fifteen days prior to the Shareholders' Meeting, that is by 11 April 2022, by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it). These proposals will be published by the Company on its website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section) within thirteen days prior to the Shareholders' Meeting, that is by 13 April 2022, in order to allow shareholders to vote by proxy through the Appointed Representative on each resolution proposal published.

Further information is available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it) ("*Governance*" – "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section).

### ***Exercise of the vote by proxy - Shareholder Representative appointed by the Company***

Within the meaning of Article 106, subsection 4 of the Decree, those with voting rights may participate in the Shareholders' Meeting solely through the appointed representative of the Company within the meaning of Article 135-undecies CLF, who must be granted a proxy under the terms and conditions set out below; the same appointed representative may be granted proxies or subproxies within the meaning of Article 135-novies CLF, notwithstanding Article 135-undecies, subsection 4 CLF.

To this end, the Company has appointed Georgeson S.r.l. as the subject ("**Appointed Representative**") to whom shareholders may grant a proxy free of charge should they wish to participate in the Shareholders' Meeting. Voting instructions for all or each of the proposals on matters on the agenda are attached to the proxy form. In accordance with Article 135-undecies, subsection 4, CLF, the proxy must be conferred by signing the specific proxy form available in the appropriate section of the Company's website [www.italgas.it](http://www.italgas.it), ("*Governance*" – "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section), and sent, using the methods indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting, that is 22 April 2022. Proxies and related voting instructions are

revocable by the same deadline. Proxies have no effect on proposals for which no voting instructions have been provided.

Under the Decree, the Appointed Representative may also be granted proxies or subproxies pursuant to Article 135-*novies* CLF, as an exception to art. 135-*undecies*, subsection 4, CLF, by signing the specific ordinary proxy form available in the specific section of the Company website [www.italgas.it](http://www.italgas.it) ("*Governance*" "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section), which it is recommended be sent, with the methods indicated therein, by and no later than 6.00 p.m. on 22 April 2022 (without prejudice to the fact that the Appointed Representative may accept proxies and/or sub-proxies and/or voting instructions even after this deadline, as long as prior to the start of the meeting). Proxies and related voting instructions are revocable by the same deadline. Proxies have no effect on proposals for which no voting instructions have been provided.

The Company may be notified of the appointment of proxies by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it).

Additional information, including information on the methods of granting the proxy (pursuant to Article 135-*undecies*, subsection 4, CLF, and art 135-*novies* CLF) and the relative instructions, as well as the documentation to be produced along with it, is available in the specific section of the Company website [www.italgas.it](http://www.italgas.it) ("*Governance*" "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section).

It is specified that 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 shares are not included in the calculation of the majority and the share of capital required for approval of the resolutions.

Note that there is no provision for voting procedures by correspondence or electronic means.

As of today, the Appointed Representative will be available to Shareholders to provide necessary information and clarifications via the freephone number 800 123794 for those calling from Italy and +39 06 42171834 for those calling from abroad, as well as via e-mail to [rappresentanteitalgas@georgeson.com](mailto:rappresentanteitalgas@georgeson.com).

#### ***Appointment of the Directors and of the Statutory Auditors***

Pursuant to Articles 13 and 20 of the Bylaws, the Directors and the Statutory Auditors are appointed by slate voting. The slates of candidates may be presented by Shareholders who, alone or jointly with other Shareholders, hold at least 1% of the shares with voting entitlement in an Ordinary Shareholders' Meeting, in accordance with Consob Management Decision no. 60 of 28 January 2022. The slates are to be filed with the Company's registered office by mail (registered mail with return receipt) or

delivered by hand (Monday to Friday from 8 a.m. to 6 p.m.) to the following address: Italgas S.p.A. – Via Carlo Bo 11, 20143 Milan c/o Company Secretary (26 April 2022 Shareholders' Meeting slates for appointment of the Board of Directors and the Board of Statutory Auditors) or by certified email to the address [italgas.assemblea@pec.italgas.it](mailto:italgas.assemblea@pec.italgas.it) or by email to [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) at least twenty-five days before the date set for the Shareholders' Meeting, together with the further documentation required by current legislation and regulations. This deadline expires on Friday 1 April 2022. The slates will be made available to the public at the Company's registered office, on the authorised storage mechanism "eMarket STORAGE" at the address [emarketstorage.com](http://emarketstorage.com) and on the Company's website [www.italgas.it](http://www.italgas.it) ("*Governance*" - "*Shareholders' Meeting*" - "*2022 Shareholders' Meeting*" section) at least 21 days prior to the date scheduled for the Shareholders' Meeting in a single call (that is, by 5 April 2022). Each Shareholder may present or participate in the presentation of just one slate and may vote for just one slate. Each candidate may only appear in one slate, under penalty of ineligibility. The slates must be accompanied by information on the identities of the Shareholders presenting the slates, indicating the overall equity percentage held.

The related certification may be provided even after the filing, provided that it is provided by 6.00 p.m. (CET) on 5 April 2022. Note that ownership of the minimum stake necessary to submit slates is defined by taking account of shares that are registered to the shareholder on the day on which the slates are deposited with the Company.

Minority shareholder slates for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by a statement certifying the absence of the links provided for in Article 147-*ter*, subsection 3, CLF and Article 144-*quinquies* of the Issuers' Regulation adopted by Consob with Resolution n. 11971/99 ("**Issuers' Regulation**"). Article 144-*sexies*, paragraph 4, letter b) of the Issuer Regulation applies to minority shareholder's lists for the appointment of the Board of Statutory Auditors. For the purposes of preparing minority shareholder's lists relating to the appointment of the Board of Directors and of the Statutory Auditors, Shareholders are asked to consider the recommendations made by Consob on links between minority and majority shareholder's lists contained in Communication No. DEM/9017893 of 26 February 2009.

With specific reference to the appointment of the Board of Statutory Auditors, note that if by the deadline indicated, that is Friday 1 April 2022, just one slate has been submitted for the appointment of said Board of Statutory Auditors, or only slates submitted by shareholders with relationships of affiliation between themselves pursuant to Article 147-*ter*, subsection 3, CLF and Article 144-*quinquies* of the Issuers' Regulation, additional slates can be submitted for the appointment of the Board of Statutory Auditors up on the third day following that date (4 April 2022), without prejudice to the provisions of Article 147-*ter*, subsection 1-*bis*, last part, of the CLF (and therefore the

related certification may be provided even after the filing, provided that this is done by 6.00 p.m. on 5 April 2022). In this case the threshold of 1% required shall be reduced to half and it shall therefore be 0.5% of the share capital.

Candidate lists must be accompanied by statements concerning the fulfilment of the requirements of independence provided for by Articles 147-ter and 148, paragraph 3, of the CLF.

The declarations in which each candidate accepts his/her candidacy and certifies that there are no grounds for incompatibility or ineligibility as set out in art. 2382 of the Italian Civil Code and that he/she is not barred from holding the office of director in a member state of the European Union according to Article 2383, paragraph 1, of the Italian Civil Code, as well as the existence of the requirements set out by current legislation and by the Bylaws for holding the office, and the professional curriculum vitae containing detailed information on personal and professional characteristics, must be filed together with each slate within the above-mentioned deadlines.

Considering that, under Article 2400, last subsection, of the Italian Civil Code, at the time of the appointment and prior to acceptance of office, the Shareholders' Meeting must be informed as to posts on the boards of directors and of statutory auditors held by the Statutory Auditors at other companies. Candidates for such posts are asked to include the pertinent list in their *curriculum vitae*, with the recommendation, where necessary, that they make sure that these are updated to the day when the Shareholders' Meeting is actually held.

The composition of the Board of Directors and the Board of Statutory Auditors must comply with the regulations on gender balance in force at the time and adhere to the provisions of the New Corporate Governance Code, as specified in the Reports of the Board of Directors on items 4 and 5 of the agenda. Shareholders who intend to submit a slate may contact the Legal, Corporate and Compliance Affairs Department in advance at the email address [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) to acquire the necessary operational details.

With regard to anything not expressly indicated in this call notice, please refer to the Reports of the Board of Directors on the items on the agenda for the Shareholders' Meeting available in the appropriate section of the website [www.italgas.it](http://www.italgas.it), ("Governance" - "Shareholders' Meeting" - "2022 Shareholders' Meeting" Section).

#### **Requesting information and Company's website**

For any further information relating to the Shareholders' Meeting and the relevant procedures, please consult the Company's website [www.italgas.it](http://www.italgas.it) ("Governance" - "Shareholders' Meeting" - "2022 Shareholders' Meeting" section) or write to the e-mail address [segreteria@societaria@italgas.it](mailto:segreteria@societaria@italgas.it) or call +39 06 42171805.

#### **Disclosure documentation**

The explanatory reports concerning the items on the agenda, the corresponding documentation and the proposed Board resolutions will be made available as follows:

- item 4 and 5, with this notice and
- items 1, 2 and 3 by 5 April 2022.

The above documentation will be made available at the Company's registered offices, on the Company website [www.italgas.it](http://www.italgas.it) ("Governance" - "Shareholders' Meeting" - "2022 Shareholders' Meeting" section) and through the authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

The documentation referred to in art. 77, subsection 2-bis, of Issuers' Regulation, will be made available to the public at the company's registered office by 11 April 2022.

This notice shall be published on the Company's website [www.italgas.it](http://www.italgas.it) ("Governance" - "Shareholders' Meeting" - "2022 Shareholders' Meeting" Section) and through authorised storage mechanism "eMarket STORAGE", operated by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), and in summary form in the newspapers "Il Sole 24 Ore" and "Financial Times".

#### **Other information**

The Directors and Statutory Auditors, as well as the other persons eligible by law, other than those with voting rights (who must grant a proxy to the Appointed Representative in accordance with the foregoing), may participate in the Shareholders' Meeting using telecommunications devices that guarantee their identification. The Company will provide instructions for participating in the Shareholders' Meeting using telecommunications devices to the parties concerned.

Milan, 17 March 2022

FOR THE BOARD OF DIRECTORS  
The Chairman  
Alberto Dell'Acqua