

**Minutes of the ordinary shareholders' meeting  
of Italgas S.p.A. of 20 April 2023**

The Ordinary Shareholders' Meeting of Italgas S.p.A. ("**Italgas S.p.A.**" or the "**Company**") began at 2.31 p.m. on 20 April 2023.

In accordance with Article 11.2 of the Bylaws, Benedetta Navarra took the chair, in her capacity as Chairwoman of the Board of Directors, who, with the consent of the Shareholders' Meeting, called the notary Carlo Marchetti to act as secretary, to whom he asked, again with the consent of those in attendance, that the information necessary for the meeting be provided.

Therefore the **Secretary**:

- informed those present that an electronic voting system using a Radiovoter had been adopted for the day's Shareholders' Meeting, with the intention of reducing the time taken for the counting operations. He thought it necessary to provide those in attendance with the required information regarding the correct use of the Radiovoter at the time of registration. He asked the organiser to project the slide explaining how to vote using the Radiovoter.

Participation in the Shareholders' Meeting is achieved through the use of an electronic device consisting of a remote control called a Radiovoter, to which are associated the identification data of the person entitled to attend the meeting and the number of voting rights he/she holds or represents by proxy.

He noted that the Radiovoter is absolutely and strictly personal; it must not be given to others, left unattended or otherwise. Each person entitled to attend is personally responsible for ensuring its careful safekeeping. Any loss must be promptly reported to the service personnel at the workstations in the registration areas.

The Radiovoter serves three purposes:

- recording the participation of the eligible person in the Shareholders' Meeting, including the number of votes the person has in person and the number of votes assigned to them through proxies;
- verifying the legitimacy of requests to speak;
- ensuring eligibility to vote

in the manner described below.

To enter, leave or re-enter the meeting room, individuals are required to pass through the workstations situated at the entrance. These workstations record the actual entry into the

meeting room, the termination of participation if someone leaves (even temporarily), and the resumption of participation if someone re-enters.

Entitled persons present in the room will be asked to cast their vote using the special Radiovoter tools given to them at the time of registration: when asked to proceed to the vote, the entitled person or their proxy should express their vote by pressing only one of the buttons on the Radiovoter, respectively indicated in green “IN FAVOUR”, red “AGAINST” or yellow “ABSTAIN”. They should then immediately press the “OK” button. Until this last button has been pressed, the voter can change his or her vote, and the vote cast will remain visible on the display until each voting session has ended.

After the vote has been cast, please remember to press the “OK” button. Until this last button has been pressed, the voter can change his or her vote; once the vote has been cast it will be recorded.

Those who do not cast any vote will be considered as non-voters.

Votes may be cast within 1 minute of the start of each voting session; after this period of time voting will be declared to have closed.

The representatives of several shareholders or trusts who intend to cast differentiated votes based on the proxies received must necessarily go to the assisted voting station;

- stated that, in accordance with the current provisions, the call notice for the Meeting was published, in full, on the Company website on 21 March 2023, and that also on 21 March 2023 a summary was published in the newspapers Il Sole 24 Ore and Financial Times, in addition to being disseminated in the other ways prescribed by the regulations in force.

The **agenda** was as follows:

1. *Financial statements of Italgas S.p.A. as at 31 December 2022, Integrated Annual Report as at 31 December 2022, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Related 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. *2023-2025 Long Term Incentive Plan. Related and consequent resolutions;*

- reported that, in addition to the Chairwoman, the Directors Paolo Gallo, Chief Executive Officer, Claudio De Marco, Fabiola Mascardi, Gianmarco Montanari, Lorenzo Parola, Manuela Sabbatini, Qijing Shen, Maria Sferruzza and the Statutory Auditors Giulia Pusterla, Chairwoman of the Board of Statutory Auditors, and Paola Maiorana, Standing Auditor, were present. The Standing Auditor Maurizio Di Marcotullio justified his absence;
- declared that the share capital is 1,003,227,568.76 euros, divided into 810,745,220 shares without par value. Each share shall give the right to one vote at the ordinary and extraordinary shareholders' meetings of the Company. No share categories exist apart from ordinary and as at today's date, the Company holds no treasury shares;
- declared that the shares in attendance numbered **669,061,202**, representing **82.524224%** of the voting capital;
- stated that, pursuant to art. 13 of (EU) Regulation no. 679/2016 on the protection and free circulation of the personal data of natural persons, the personal data (name, surname, place of birth, residence and professional qualifications) of the participants at the Shareholders' Meeting were processed by Italgas S.p.A. – as Data Controller – in the forms and within the limits connected to the obligations, tasks and purposes set out in current law, as specified in the information notice given to those in attendance;
- pointed out that the list of names of those entitled to attend the meeting, on their own account or as proxies, indicating the number of shares held by each, and the delegating shareholder if appropriate, is available to those present at the meeting and, accompanied by a list of the names of any persons who arrived after or left before each vote indicating the number of shares held by each, would be annexed to the minutes of the Shareholders' Meeting under "A". After each vote, the number of participants in the voting procedure doing so on their own account, or through proxies, will be communicated and its outcome will be announced;
- informed those present that, as recommended by CONSOB, financial analysts, journalists and qualified experts are enabled to follow the proceedings of the Shareholders' Meeting;
- informed those present that Paola Rolli and Alessandra Crognale were also present to represent the Company's auditing firm, Deloitte&Touche S.p.A.;
- informed those present that Germana Mentil, General Counsel, was also present and that, pursuant to Article 5.2 of the Italgas S.p.A. Shareholders' Meetings Regulations, the

Chairwoman's Office had been established, in which positions are held by Valentina Piacentini, Secretary of the Board of Directors, Manuela Fabrizi and Francesca Ielo from the Italgas Corporate Affairs Department, who are also present in Turin, Largo Regio Parco 9;

- pointed out:

- that a system for the audio-visual recording of the proceedings was in operation in the room, solely for the purposes of assisting the preparation of the minutes;
- that the recording would be available, with a delay of several minutes, with the consent of the Meeting, on the Company website, as per the distributed information;
- that pursuant to art. 4 of the Regulations for the Meetings of the shareholders, no recording devices other than those stated, nor photographic or similar equipment of any kind, could be used in the premises in which the Shareholders' Meeting was taking place.
- that simultaneous translation from Italian to English is available (the headsets and transmitters for the translation are available at reception);

- recalled that pursuant to art. 7 of the mentioned Regulations of Shareholders' Meetings:

- requests to speak could be submitted to the Chair's Office from the moment the Shareholders' Meeting was constituted until the moment debate on the corresponding item of the agenda was declared open;
- in accordance with the Regulations of the Shareholders' Meetings, the maximum length of each speech is set by the Chair at five minutes for each topic during the discussion, which will take place jointly for all topics on the agenda. The votes will then be cast separately for the different items on the agenda; this allows all those entitled to speak and express their opinion a reasonable time to do so and at the same time it maintains the duration of the Shareholders' Meeting within appropriate limits out of respect for all those present;
- response speeches were not permitted and, after debate had closed, only short declarations of voting intention were permitted, henceforth indicated by the Chairwoman to have a total duration of two minutes per subject, and she reserved the right to decide on any specific requests at the time;

- the following was emphasised:

- if **amendments** to the resolutions formulated by the Board were proposed, or otherwise resolutions other than those formulated by the Board, the Board's resolution would be voted on first, and only if this resolution was rejected would the further resolutions be put to the vote;
- similarly, if points of order should be presented that have not been scheduled for discussion, if the Chairwoman should decide to put them to a vote, any proposals formulated by the Chairwoman will be voted on first, and only if these are rejected will the proposals of the attendees be put to the vote;
- the **proposals of the attendees** will be put to the vote starting with the proposal presented by those who represent the highest percentage of capital. Only if the proposal put to the vote should be rejected, the next proposal, in order of capital represented, would be put to the vote;

- informed attendees that, regarding today's Shareholders' Meeting, the requirements of the statutory legislation and of the regulations on regulated markets had been complied with.

The **shareholder Bava** asked for the floor, objecting not only to items on the agenda being dealt with as one item but also to the absence of reply speeches.

Therefore, the **Chairwoman** declared today's Shareholders' Meeting validly constituted and entitled to resolve on the topics listed on the agenda and stated:

- that the Company has received no requests for the agenda to be supplemented or new proposals of resolutions, pursuant to the law and to art. 126-*bis* of the Consolidated Law on Financial Intermediation (CLF);
- that the entitlement to vote of those present has been verified, based on the circumstances known to the Company and the declarations made by those present. I request those present, in any event, to report any deficiencies in entitlements to vote or exclusion from voting, or the existence of any shareholders' agreements, pursuant to the law, current regulations and Bylaws. This in relation to all votes.

At the request of the Chairwoman, and with the unanimous consent of those in attendance, the Secretary then provided the following additional information preparatory to the execution of the works of today's Shareholders' Meeting:

- according to the information in the shareholder register on the record date (11 April 2023) and from other information received, those shareholders in possession, directly or indirectly, of shares with voting rights that represented over 3% of the total shares issued were:

<b>Declarant</b>	<b>Direct shareholder</b>	<b>Proportion of ordinary share capital (%)</b>	<b>Proportion of voting share capital (%)</b>
<b>CDP</b>	<b>CDP Reti</b>	25.99	25.99
	<b>Snam</b>	13.47	13.47
	<b>Total</b>	39.47	39.47
<b>Lazard Llc</b>	<b>Lazard Llc</b>	10.4	10.4
<b>Romano Minozzi</b>	<b>Granitifiandre S.p.A.</b>	0.02	0.02
	<b>Finanziaria Ceramica Castellarano S.p.A.</b>	0.22	0.22
	<b>Iris Ceramica Group S.p.A.</b>	1.89	1.89
	<b>Romano Minozzi</b>	2.14	2.14
	<b>Total</b>	4.28	4.28
<b>Blackrock Inc.</b>	<b>Blackrock Inc.</b>	3.9	3.9
<b>Credit Agricole S.A.</b>	<b>Amundi</b>	3.5	3.5

- the following is noted with regard to the significant shareholders' agreements in accordance with Article 122 of Legislative Decree No. 58 of 24 February 1998 (CLF). The Company is aware of the shareholders' agreement signed on 20 October 2016 between CDP Reti S.p.A.

and Snam S.p.A., concerning all the shares that each of them would come to hold in Italgas S.p.A., as a result and effective as of the date the partial and proportional demerger of Snam in favour of Italgas came into force and the simultaneous admission of Italgas shares to listing. The Agreement, which came into force on 7 November 2016, governs, *inter alia*: (i) the exercise of voting rights attached to the syndicated shares; (ii) the creation of a consultation committee; (iii) the obligations and arrangements for submitting a joint slate for the appointment of the members of the Board of Directors of the Company; and (iv) some restrictions on the sale and purchase of Italgas shares. The Agreement was subsequently renewed on 7 November 2019 and 7 November 2022, respectively. On 21 March 2023, Snam S.p.A. and CDP Reti S.p.A. signed an amendment to the Agreement. Notice of this Agreement was given as required by applicable regulations, *inter alia*, to Consob pursuant to Article 122 of the CLF, and published, in accordance with the law, on the Company's website (investors/shares-and-ownership-structure/shareholders-agreements section);

- regarding the questions formulated during the Shareholders' Meeting, the procedure would be: answers would be given after the conclusion of all the speeches on the items on the agenda and after any short pause needed to prepare the responses in a systematic way. At the end of the responses, the proposals on the agenda items would be put to the vote, separately from each other;

- regarding the right to put questions pursuant to Article 127-*ter* of the CLF, some questions were received; the questions and the relative answers given by the Company were published on the Company's website;

- pursuant to the law, the Company had appointed Computershare S.p.A., represented here by Fulvio Favaro, as the subject ("*Representative*") on whom those entitled might confer a proxy with voting instructions on all or some of the proposals on the agenda. The Representative was granted proxies.

With the above in mind, the **Chairwoman** declared the meeting open.

Before proceeding to debate the agenda, the **Chairwoman**:

- informed those present that the Reports of the Board of Directors containing the proposed resolutions had been made available at the Company's Registered Office, on the Company's website [www.italgas.it](http://www.italgas.it) ("Governance" – "Shareholders' Meeting" – "2023 Shareholders' Meeting" section) and through the authorised storage mechanism "eMarket STORAGE" operated by Teleborsa S.r.l. within the terms of the law;

- also informed those present that the printed folder containing the aforementioned Reports, the 2022 Integrated Annual Report, the Report on the 2023 Remuneration Policy and 2022 Compensation Paid, the 2022 Report on Corporate Governance and Ownership Structure and the Information Document on the Long-Term Incentive Plan 2023 - 2025 had been handed out at the entrance of the meeting room;

- with regard to the type of items on the agenda, proposed that items 1) and 2) of the agenda **be discussed together**, it being understood that votes would be held separately on each item on the agenda.

The **shareholder Bava** reiterated his opposition to combined discussion in relation to all agenda items.

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The Chairwoman then moved on to the combined discussion of the items on the agenda.

The **shareholder Bava** asked for the floor, and reiterated his opposition to combined discussion.

At the request of the Chairwoman, the Secretary provided the following information in connection with items 1) (*Approval of the annual financial statements as at 31.12.2022*) and 2) (*Allocation of the profit for the year and distribution of dividends*) on the agenda of the Shareholders' Meeting, in particular with regard to the fulfilment of the tasks of the Independent Auditing Firm.

The Secretary informed those present that the Independent Auditing Firm had employed 1,237 hours for a fee of 75,512 euros for the independent audit of the financial statements and for periodic audits, 402 hours for a fee of 18,340 euros for auditing the consolidated financial statements.

The **Chairwoman** then read out the letter to the Shareholders and Stakeholders, as reproduced below.

*“In an energy scenario characterised by a process of profound transformation, gas distributors play a crucial role in achieving the objectives of energy security, diversification of supply and decarbonisation of consumption. A role that, in the aftermath of the outbreak of war on Europe’s doorstep, was even more specifically defined by the REPowerEU.*

*The European Commission document, in fact, in indicating biomethane and hydrogen as sources intended to contribute to the replacement of about 50% of the gas that the EU*



*imported from Russia (155 billion cubic metres in 2021), emphasised the extraordinary role of gas distribution networks both as a carrier of these renewable gases and as a stimulus to their production. This is a logical choice, since we can count on an extremely capillary network that in Europe stretches for about two million kilometres and which, suitably transformed, is capable of favouring the progressive replacement of gas of fossil origin and the achievement of the net-zero economy.*

*In the changed scenario, the characteristic of capillarity makes these networks not only a driver for distribution, but also and above all a driver for gas collection: a biomethane plant is much more likely to be located close to a distribution network than a transmission network, and feeding it into the grid is also easier due to lower operating pressures.*

*As Italgas has demonstrated in recent years, working with foresight and vision on the digital transformation of assets and processes, the starting assumption is that digitisation must necessarily precede the energy transition. It is an infrastructural issue: preparing the assets to accommodate and manage multiple commodities at the same time, to recognise in real time the types of gas that are being distributed, thus the amount of energy, to assess the correct network set-up at a given time, and so on.*

*Already today, it is not only gas of fossil origin that flows through our networks. There is also biomethane produced from the wet fraction of waste and agricultural residues; and in the near future it will also be the turn of hydrogen and synthetic methane. Consequently, the infrastructure must be smart, “alive”, flexible and able to react to conditions that are not and will no longer be standard conditions, precisely because of the arrival of different gases. Italgas has been working on this since 2017, accompanying and supporting this transformation with upskilling and reskilling activities to enable its people to manage and anticipate change. A path that by the end of 2023 will lead us to provide the country with an almost entirely digitised network, ready to accommodate renewable gases and thus contribute to the achievement of climate targets.*

*In this context, biomethane is crucial for encouraging the ecological transition of Italy and Europe.*

*The potential is such that several studies agree that the amount of biomethane that Italy could produce by building new plants and upgrading existing biogas plants, which cannot be injected into the network due to its composition, is around 8 billion cubic metres. 8 billion cubic metres corresponds to more than 10% of the country's current needs, roughly the*

*amount that TAP from Azerbaijan or twice as much as GreenStream from Libya brings to Italy today.*

*At the European level, the calculations are even more significant: the EU Commission estimates a potential annual production of between 25 and 30% of the European Union's current gas consumption. We need only consider that, from 2018 to 2021, installations in Europe almost tripled to 1,023 in nineteen countries, and it is not a coincidence that most of them are connected to distribution networks.*

*In Italy, there are 54 biomethane plants with a capacity of 479 million cubic metres per year, still far from Italy's potential and that of other countries that are further advanced in the development of the sector, such as France (with 365 plants and 620 million cubic metres produced) and Germany (242 and 1.2 billion cubic metres). The growth margins are extensive, especially in Southern Italy, where, by virtue of its agricultural tradition, estimates point to a production capacity of 2-3 billion cubic metres to be developed by 2030. Italgas is playing its part with more than € 100 million of investments aimed at facilitating the connection of biomethane production plants to the distribution network and establishing reverse flow technology towards the transmission network, so as to enable the acceptance of quantities that are not consumed locally.*

*However, there is one fact that needs to be reflected upon: today, in Italy, most of the connection charges fall on the biomethane producer while only 20% are borne by the system. In other EU countries, this relationship is often the opposite, and this has been an important development factor.*

*On both fronts – reverse flow and connection costs – in line with the objectives set by REPowerEU, it would be desirable for the European legislator and the national regulator to intervene in order to define a framework of rules to promote their effective development, drawing also on the use of NRRP funds, which is something that has a relatively short-time horizon.*

*As for green hydrogen, our forecast is that its era will not begin for five to seven years: the conditions must be created for its cost to be competitive with other sources. And for this to happen, a large surplus of energy from renewable sources and a lower cost of electrolysis than at present would be required.*

*In the meantime, however, numerous experiments are underway by industry players, and Italgas is also working to be ready. In Sardinia, we are implementing a pilot project based on Power-To-Gas (P2G) technology for the production of green hydrogen. The project is in*

*partnership with important research institutions such as the Polytechnic University of Turin and the CRS4 Research Centre of the Sardinia Region, and is in the final stages with regard to the administrative authorisations that need to be obtained.*

*The choice of this island is not accidental: in the only region that did not experience the benefits of methane until 2020, Italgas has created a network of “digital native” networks – the most advanced in the country – that has allowed it to overcome the natural gas challenge within two years and to attract new operators in the sector, reactivating an important economic domain. An energy system, dubbed the “Sardinia model”, based on state-of-the-art networks and cryogenic deposits of liquefied natural gas (“small scale LNG”) that made it possible to overcome the shortage of pipeline connectivity. A model that, thanks to P2G technology, can also highlight the contribution of sector coupling to decarbonisation, energy diversification and security.*

*This solution can be adopted in all those areas where traditional supply is complex or uneconomical, such as in some areas of Greece, where Italgas completed the acquisition of 100% of DEPA Infrastructure as well as its distribution companies EDA Thess, EDA Attikis and DEDA in 2022. A process of sharing technical and technological know-how has already begun with them, in support of the common goal of building an infrastructure of excellence that will contribute to achieving the coal and lignite phase-out targets set by the Greek government in line with EU targets.*

*It is precisely this capacity for technological innovation, which has made Italgas a global benchmark, that has enabled the company’s daily operations and process management to become digitally transformed in recent years, starting with network control and gas leakage prevention activities. In this area, the definitive adoption of Picarro technology, the most cutting-edge in the world in the field of preventive network monitoring, has brought about a Copernican revolution in the control of fugitive methane emissions, to the point of reducing leakage from Italgas networks to less than 0.1%.*

*Innovation is also at the heart of the Group’s presence in the energy efficiency sector, where it offers advanced solutions and products that guarantee systematic energy savings. Those same solutions that are proposed to the market have already been applied in our operations and have enabled us to achieve savings of more than 20% in energy consumption over the past year, in both electricity and gas.*

*Together with technological innovation, decarbonisation, the circular economy, the sustainability of its supply chain, safety of assets, training, diversity and inclusion are also*

*strategic drivers through which Italgas intends to implement the 2022-2028 Sustainable Value Creation Plan, approved last 14 December by the Italgas' Board of Directors, which is part of the trajectory of the € 8.6 billion investment Strategic Plan. A Plan that has defined three directions - Planet, People and Partnership (for a sustainable future together)- corresponding to lines of action with clear commitments, measurable targets and expected medium- and long-term results.*

*Thanks to adjusted revenues of € 1,537.3 million (€ 1,555.9 million in the reported configuration) and an adjusted net profit attributable to the Group of € 395.7 million (€ 407.3 million in the reported configuration), the Group's growth trend, which has been constant and uninterrupted since its return to the Stock Exchange in 2016, was also confirmed in 2022. These are results achieved thanks to the contribution of all Italgas people, who have combined change, innovation and improvement, and which allow us to propose the distribution of a dividend of 0.317, an increase of +7.5% compared to 2022, to the satisfaction of our Shareholders.*

*Pioneers by passion and builders by calling, we bring all our energy to accelerate the ecological transition. We do it for us.*

*We do it for everyone.”*

The **Chief Executive Officer**, then outlined the main consolidated results for 2022, by explaining and commenting on the slides annexed to these minutes under the letter "B".

At the invitation of the **Chairwoman**, the **Secretary** then read out the proposals outlined below.

**In relation to item 1) on the agenda of the Shareholders' Meeting:**

*“Dear Shareholders,*

*having acknowledged the Reports of the Directors, of the Board of Statutory Auditors and of the Independent Auditing Firm, and the Integrated Annual Report at 31 December 2022, you are invited to approve the financial statements of Italgas S.p.A. for the year ended 31 December 2022 which closed with a profit of 259,813,111.40 euros”.*

**In relation to item 2) on the agenda of the Shareholders' Meeting:**

*“Dear Shareholders,*

*The Board of Directors proposes that you:*

- allocate 400,000.00 euros to the Legal reserve,
- allocate to the Shareholders 0.317 euros as a dividend on each share in proportion to the shares in circulation on the coupon payment date, using the profit for the year of 259,813,111.40 euros as reported in Italgas S.p.A.'s financial statements at 31 December 2022,
- allocate any remaining amount to Retained earnings,
- resolve to pay the dividend of 0.317 euros due on each share from 24 May 2023, with coupon payment date set for 22 May 2023 and record date of 23 May 2023.”

In relation to item 3) (**Report on the remuneration policy and compensation paid**) on the agenda of the Shareholders' Meeting, the Chairwoman passed the floor to the Chairwoman of the Appointments and Compensation Committee, Fabiola Mascardi, to read out the letter to stakeholders prepared by the Appointments and Compensation Committee reproduced herein:

*“Dear Shareholders,*

*I am pleased to present the Report on the 2023 Remuneration Policy and 2022 Compensation Paid, a document in which we aim to transparently and comprehensively disclose Italgas' remuneration policies and their link with the business and sustainability strategy, increasingly strengthening constructive dialogue with all stakeholders.*

*The Appointments and Compensation Committee, established following the Shareholders' Meeting of 26 April 2022 and whose members are currently, in addition to the undersigned, the Directors Manuela Sabbatini and Claudio De Marco, is in the first year of its three-year term of office and deems it fitting to thank the previous members of the Committee for their achievements.*

*As a result of listening to the main stakeholders and the analyses carried out by independent consultants, the Appointments and Compensation Committee was able to ascertain general appreciation for Italgas' remuneration policy, which was also reflected in the favourable votes cast by the Shareholders' Meeting for both sections of the report.*

*The Committee believes that the Group's Remuneration Policy still represents a key element for the achievement of business and sustainability objectives in the medium to long term and for the creation of shareholder value. Therefore, the activities and decisions of the Appointments and Compensation Committee for this Remuneration Policy aim, on the one hand, to ensure full alignment with the 2022-2028 Strategic Plan and Value Creation Plan*

*with a view to sustainable development, and on the other hand to submit for the approval of shareholders a document consistent with the path taken by Italgas in recent years, having seen progressive evolution both from a business and a remuneration policy perspective.*

*2022 was certainly an important year in Italgas' history: it saw the Group play an increasingly leading role in the digitisation of the distribution network in Italy and in the development of business related to energy efficiency, and led to the final closing of the acquisition of Depa Infrastructure in September, with the start of the related integration processes. Italgas is therefore set to operate in an active manner beyond its national borders, exporting the high level of knowledge and expertise that the Group can boast of in the gas sector and in the digitisation of its business. The result is undoubtedly greater complexity and new challenges for the Group, which, however, has everything it needs to face them.*

*This Report on the Remuneration Policy and the Compensation Paid aims to maintain constant alignment between Italgas' business evolution and the remuneration strategy and the creation of sustainable value by the Company for all its stakeholders, and all of this is combined with the will to further improve transparency and the level of representation of all useful information.*

*In particular, I consider it relevant to highlight a few elements that you will find described later in the document:*

- renewal of the Long-Term Incentive Plan, to be approved at this Shareholders' Meeting, which, although in line with the previous one, places greater weight on the sustainability component, which rises from 15% to 20%, and creates a strong link between the latter and the quantitative objectives, which are measurable and disclosed to the market as well as included in the Group's strategic plan;*
- the maintenance and constant search for an annual corporate performance sheet balanced between economic-financial indicators, which are still the key to measuring results in terms of corporate management, and ESG indicators, which are fundamental in the sustainable development approach undertaken by the Company and the market;*
- the introduction of shareholding guidelines for the Chief Executive Officer, for the first time in the Group's history, which require him to hold a predefined number of Italgas shares throughout his term of office. This further reinforces the link between remuneration, performance and shareholder interests as well as constant alignment with best market practices.*

*The document has been further revised, introducing a specific section on new elements introduced for 2023 and increasingly emphasising the link between performance and remuneration, especially from a sustainable development perspective, with a focus on the main results achieved in terms of sustainability, diversity and inclusion. In addition, its graphic design was further enhanced in order to improve the level of transparency and disclosure of its contents.*

*It confirms the representation of the numerous initiatives carried out to benefit all of Italgas' people, thanks also to listening tools such as the climate survey, with a view to support, welfare and well-being and in line with the objectives set out in the Sustainable Value Creation Plan.*

*The 2023 Remuneration Policy is defined essentially in line with the previous one, and is based on some key principles:*

- *CONSISTENCY: the internal and external market analyses carried out in 2022 ensure full alignment with the main market and governance practices, with the aim of ensuring that the proposals and decisions of the Board of Directors are faithful to Italgas' Remuneration Policy and the approach that has always been disclosed to stakeholders on remuneration issues.*

- *LISTENING: by leveraging constant and in-depth dialogue with all internal and external stakeholders in order to ensure that the Remuneration Policy is fully consistent with the key factors of the strategic plan and the creation of value for shareholders. The Committee welcomed the increase in positive votes at the 2022 Shareholders' Meeting and once again, with support from the Human Resources and Organisation department, conducted an in-depth analysis of the main evidence that emerged in order to identify the areas of improvement requiring attention and that are incorporated into this document.*

*I always consider it extremely important to point out the continuity in listening to Italgas' people, stakeholders par excellence, through a specific climate survey, also conducted in 2022 and in which 86% of Group employees in Italy and 80% of employees in Greece participated.*

- *SUSTAINABILITY AND INCLUSION: sustainability and inclusion issues, in addition to the link between remuneration and short-, medium- and long-term objectives and the link with the share price, are constantly at the centre of the group's strategic decisions. All this is reflected, for example, in the incentive plans for Management, both in the short- and long-term as mentioned earlier for the new LTI plan, ensuring strong alignment with Italgas'*

*materiality matrix and sustainability strategy. This overall alignment is also ensured by a structured process of assigning objectives within the various corporate departments, which results in a high level of commitment to achieving the sustainability objectives set out in Italgas' Strategic Plan, in relation to environmental, social and governance issues, including network security, which the Company has always paid great attention to. This Report emphasises and highlights, among other things, the main results achieved in 2022, in terms of both environmental sustainability and inclusion and diversity. With regard to this last point, it is certainly important to point out the significant results achieved on the presence of women in positions of responsibility, which reached 24.7% at the end of 2022; this issue remains a priority for the Group in 2023.*

*The Remuneration Policy is also consistent with the company's vision, mission and purpose, and with the new leadership model developed by Top Management based on three main axes of Excellence, Innovation and People. The main values are fully reflected in the policy and will form the basis for its further development.*

*We believe that this approach can be assessed positively and will meet the expectations of all of Italgas' stakeholders, at the same time ensuring a Remuneration Policy aligned with national and international best practices.*

*I would like to take this opportunity to thank my fellow directors and members of the Appointments and Compensation Committee, Manuela Sabbatini and Claudio De Marco, for their meticulous and passionate work carried out together and the excellent start to the work of this Committee, for which I would also like to thank Mr Lorenzo Parola, who preceded me at the start of this term in the role of Committee Chairman.*

*In the hopes that this Report might provide an effective and in-depth framework of the Italgas Remuneration Policy, I am grateful for the willingness to communicate and for the support during the Shareholders' Meeting for continuous and profitable dialogue to achieve shared and ambitious objectives."*

At the invitation of the **Chairwoman**, the **Secretary** then read out the proposals outlined below.

**In relation to item 3.1) on the agenda of the Shareholders' Meeting:**

*"The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree*



58/1998, as amended, for the purposes established by subsection 3-ter of the aforementioned standard, and therefore with a binding resolution,

resolved

- to approve the remuneration policy set out in the first section of the "Report on the Remuneration Policy and compensation paid" drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, and further applicable legislation".

**In relation to item 3.2) on the agenda of the Shareholders' Meeting:**

"The Ordinary Shareholders' Meeting of Italgas S.p.A., having examined the report of the Board of Directors drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, for the purposes established by subsection 6 of the aforementioned standard, and therefore with a non-binding resolution,

resolved

- to approve the second section of the "Report on the Remuneration Policy and compensation paid" drawn up in accordance with Article 123-ter of Legislative Decree 58/1998, as amended, and further applicable legislation".

In relation to point 4) (**2023-2025 Long Term Incentive Plan. Related and consequent resolutions**) of the agenda of the ordinary part, the **Secretary**, at the invitation of the **Chairwoman**, read out the proposal transcribed below.

"The Shareholders' Meeting of Italgas S.p.A., meeting in an ordinary session:

- having acknowledged the proposal of the Board of Directors on the 2023-2025 Long term incentive plan; and
- having examined the explanatory report of the Board of Directors and the information document prepared by the Board of Directors in accordance with article 84-bis of the Issuers' Regulations,

resolved

- to approve, in accordance with and for the purposes of article 114-bis of the CLF , approving its motivations, the 2023-2025 Long-Term Incentive Plan, under the terms and conditions stated in the Information Document attached to the Board of Directors' explanatory report,
- to grant the Board of Directors and/or on its behalf the Chief Executive Officer, with express power to sub-delegate, all the necessary and appropriate powers to ensure the full

*and complete implementation of the aforesaid 2023-2025 Long-Term Incentive Plan, including through individuals appointed for this purpose, including (by way of example only) powers to:*

- award the annual allocation of the incentive to the Chief Executive Officer without prejudice to the fact that each decision relating to the implementation of the plan for the Chief Executive Officer will remain the exclusive responsibility of the Board of Directors;*
- draw up and approve the regulations for each annual award and make the amendments and/or additions to it that are deemed necessary;*
- identify the beneficiaries based on the criteria established;*
- determine any other terms and conditions required for the implementation of the 2023-2025 Long Term Incentive Plan, provided that it does not conflict with the terms of this resolution; and*
- issue the disclosure to the market, draw up and/or finalise any document that is required or appropriate in relation to the 2023-2025 Long Term Incentive Plan, pursuant to the applicable legislative and regulatory provisions, and, in general, to the implementation of this resolution.”.*

The **Chairwoman** declared the discussion open, which transpired as follows.

**Bava** firstly recalled his websites [www.marcobava.it](http://www.marcobava.it), [www.nuovomodellodisviluppo.it](http://www.nuovomodellodisviluppo.it) and [www.omicidioedoardoagnelli.it](http://www.omicidioedoardoagnelli.it) and stated that he had no suicidal intentions. Referring back to his own pre-meeting questions, he noted that the Company considered those on the subject of bribes to be provocative, but recalled that a company as important, even for the city of Turin, as FIAT had been convicted of bribery precisely as a result of a question from Bava himself at a meeting. Still recalling his pre-meeting questions, he reported the malfunctioning of the meters in Turin's Via Cristalliera, in addition to the impossibility of access due to the unavailability of some customers. Then, in relation to the Strategic Plan, the shareholder recalled that in the past he had warned the Company about the risks involved in choosing to focus on gas and Russian gas in particular; he believes that hydrogen as an energy carrier should now be approached with caution, for several reasons: 1) the ratio between the cost of production and the energy value obtained is 2:1; 2) transport via hydrogen pipelines is dangerous and expensive, which is why the shareholder refers to the European decision to

use hydrogen pipelines from North Africa to Europe, particularly in Spain, as ‘crazy’; 3) hydrogen production requires the use of other renewable energies, which could more usefully be transported via submarine cables. The shareholder then turned to the possible acquisition of Veolia’s shareholdings in the water sector: he asked how much the costs would amount to and warned of the possible risks in the sector, particularly in Southern Italy, as witnessed by previous investments by other operators. He concluded by asking for 1) the reasons why Director Shen’s fixed remuneration is higher than that of the other board members; 2) the average interest rate of the outstanding bonds.

No one else having asked to take the floor, the **Chief Executive Officer** focused first of all on the matter of hydrogen, pointing out that the Strategic Plan envisages the use of this source if there is a surplus of energy production from renewable sources: in such a situation, in fact, producers of renewable energy might find it more convenient, compared to blocking production or other forms of storage, to use the excess energy precisely for conversion into hydrogen, which can be both transported and recombined. As new renewable energy production plants are expected to be installed on a massive scale in Italy and Europe in the coming years, hydrogen storage may become more and more cost-effective. He then specified that hydrogen would function as an ‘energy carrier’ in the sense of its ability to store and transport energy produced from other sources.

**Bava** agreed with this last statement.

The Chief Executive Officer then specified that the economic terms of the possible transaction with Veolia were still under discussion and, in any case, constituted sensitive and non-disclosable information at that time; he pointed out that, in his opinion, the technological advances made in recent years made it possible to overcome the problems encountered in the past in the water sector, for example through the use of so-called smart meters.

He then specified that the average cost of debt was less than 1%, as indicated in his illustration, while the interest rates of the individual bonds issued were shown in the Financial Statements.

He concluded by pointing out that the Director Shen’s remuneration is higher than some others because it relates to a longer term in office, having been in office since January, whereas the other Directors were appointed during the financial year, in April; finally, he assured that the status of the meter reported by the shareholder would be checked.

**Bava** recalled having reported the matter several times.

The **Chief Executive Officer** assured that Italgas's objective is to provide a high quality service through the use of increasingly efficient, new-generation meters.

The responses having been completed, declarations of voting began.

**Bava** firstly expressed his appreciation for the decision to revalue the Turin office. He then returned to the subject of hydrogen, reiterating his opposition to investing in hydrogen transport and focusing instead on hydrogen refuelling stations for automotive use. He noted his abstention in order to make management aware of this issue.

As no one asked to speak again, the **Chairwoman** therefore declared the discussion of the topics on the agenda closed for today's Shareholders' Meeting and, with the consent of those present, asked the Notary to carry out the voting operations on the aforementioned agenda items.

The **Secretary** therefore:

- recalled the voting methods and recommendations;
- acknowledged that 669,061,202 shares, representing 82.524224% of the voting capital, continue to be represented at the Shareholders' Meeting;
- put to the vote, by means of the Radiovoter (at 4.02 p.m.), the proposal of the Board of Directors on item 1) on the agenda of the Shareholders' Meeting, as transcribed above.

The proposal is approved by a majority.

For: 668,027,141 shares

Against: 68,946 shares

Abstained: 965,115 shares

Not voting: 0 shares.

All as detailed in the annexes.

Having proclaimed the results, with those in attendance not having changed, the **Chairwoman** put to the vote, by means of the Radiovoter (at 4.08 p.m.) the proposal of the Board of Directors on item 2) on the agenda of the Shareholders' Meeting, as transcribed above.

The proposal is approved by a majority.

For: 669,024,946 shares

Against: 0 shares

Abstained: 36,256 shares

Not voting: 0 shares.

All as detailed in the annexes.

Having proclaimed the results, with those in attendance not having changed, the **Chairwoman** put to the vote, by means of the Radiovoter (at 4.14 p.m.) the proposal of the Board of Directors on item 3.1) on the agenda of the Shareholders' Meeting, as transcribed above.

The proposal is approved by a majority.

For: 621,228,798 shares

Against: 44,040,133 shares

Abstained: 3,792,271 shares

Not voting: 0 shares.

All as detailed in the annexes.

Having proclaimed the results, with those in attendance not having changed, the **Chairwoman** put to the vote, by means of the Radiovoter (at 4.20 p.m.) the proposal of the Board of Directors on item 3.2) on the agenda of the Shareholders' Meeting, as transcribed above.

The proposal is approved by a majority.

For: 632,669,304 shares

Against: 33,341,950 shares

Abstained: 3,049,948 shares

Not voting: 0 shares.

All as detailed in the annexes.

Having proclaimed the results, with those in attendance not having changed, the **Chairwoman** put to the vote, by means of the Radiovoter (at 4.26 p.m.) the proposal of the Board of Directors on item 4) on the agenda of the Shareholders' Meeting, as transcribed above.

The proposal is approved by a majority.

For: 660,864,395 shares

Against: 8,196,804 shares

Abstained: 3 shares

Not voting: 0 shares.

All as detailed in the annexes.

Having proclaimed the result and there being no other business to discuss, the **Chairwoman** thanked those in attendance and declared the Shareholders' Meeting closed at 4.30 p.m..

The Chairwoman

The Secretary