



CO-INVESTMENT PLAN

2024-2025

Informative Document



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Prepared pursuant to Article 114-*bis* of Legislative Decree no. 58 of 24 February 1998 ("CLF") and Article 84-*bis* of the Consob Regulations approved by resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented ("Issuers' Regulations")

DEFINITIONS

In this informative document ("Informative Document") the following terms are used, it being understood that the terms and expressions defined in the masculine shall also be understood as defined in the feminine (and *vice versa*) and that the terms and expressions defined in the singular shall also be understood as defined in the plural (and *vice versa*):

Assignment: the resolution by the Board of Directors, after consulting with the Appointments and Compensation Committee, of the number of Shares to be assigned to the Beneficiaries on the Assignment Date, based on achievement of the pre-established Performance Target.

Allocation: the allocation of Entitlements to each Beneficiary to receive a certain number of Italgas S.p.A. Shares at the end of the Performance Period and based on achievement of the pre-established Performance Target.

Share: ordinary share issued by Italgas S.p.A., listed on the Electronic Share Market of Borsa Italiana S.p.A., ISIN code IT0005211237.

Beneficiaries: the addressees of the Plan, pursuant to paragraph 1 of the Informative Document, identified from among the employees of the Company and of Subsidiaries by the Board of Directors, after consulting with the Appointments and Compensation Committee, or – for top management roles other than Executive Directors (who are also employees of the Company or of Subsidiaries) and Executives with Strategic Responsibilities – by the person delegated by the Board of Directors for this purpose.

Allocation Cycles or Cycles: the Plan's two Allocation cycles, each lasting three years, starting in 2024 (1st Cycle) and 2025 (2nd Cycle).

Appointments and Compensation Committee or Committee: the Appointments and Compensation Committee of the Company called on to give its opinion in accordance with the provisions of the Plan, within the scope of its remit.

Board of Directors: the Company's Board of Directors.

Assignment date: the date on which the Assignment of the Shares to the Beneficiaries is notified, by specific letter, in relation to the level of achievement of the Performance Target as resolved by the Board of Directors, after consulting with the Appointments and Compensation Committee.

Entitlements: the entitlements allocated to the Beneficiaries to receive free Shares in the Company at the end of the Performance Period based on the achievement of the Performance Target.

Dividend Equivalent: an additional number of Shares assigned to Beneficiaries at the end of the Performance Period, equivalent to ordinary and extraordinary dividends distributed by Italgas during the Performance Period which would have been due on the number of Shares actually assigned to the Beneficiaries under the terms and conditions of the Plan.

EBITDA: also referred to as “gross operating margin” or “GOM”, shows the Company’s income resulting from its core business alone, gross, therefore, of interest (financial management), taxes (fiscal management), depreciation and amortisation of assets.

Group: Italgas together with its Subsidiaries.

Matching: the additional number of Shares assigned free of charge to the Beneficiary by virtue of the co-investment of the short-term incentive and based on achievement of the Performance Target.

Performance Target: the objective of the Plan, the level of achievement of which determines the number of Shares to be assigned to each Beneficiary at the end of the Performance Period.

Performance Period: the three-year reference period for each Cycle used to verify that the Performance Target has been achieved.

Plan or Co-Investment Plan: the 2024-2025 co-investment plan, based on financial instruments and reserved to the Beneficiaries.

Relationship: the employment relationship between the Beneficiary and the Company or one of its Subsidiaries.

Plan Regulations or Regulations: the regulations setting out the terms and conditions of implementation of the Plan, together with any amendments thereto, approved by the Board of Directors, after consulting with the Appointments and Compensation Committee.

Issuers’ Regulations: the regulation adopted by Consob by resolution no. 11971 of 14 May 1999, containing the rules for entities issuing financial instruments, as subsequently amended and supplemented.

Company or Italgas: Italgas S.p.A. with its registered offices in Milan, Via Carlo Bo, 11 - 20143 Milan, Italy.

Subsidiaries: the Company’s subsidiaries pursuant to Article 2359 of the Italian Civil Code or companies which may otherwise be classified as subsidiaries in accordance with currently applicable accounting standards or included in the scope of consolidation.

Consolidated Law on Finance or CLF: the “Consolidated Law on financial intermediation” pursuant to Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

FOREWORD

This Informative Document has been drawn up by Italgas S.p.A. in accordance with Article 84-*bis* of the Issuers' Regulations and in line with the indications contained in the relative Annex 3A – Scheme no. 7, with the aim of informing its shareholders and the market about the proposal to adopt the 2024-2025 Co-investment Plan approved by the Board of Directors of Italgas on 12 March 2024 and which will be submitted, in accordance with Article 114-*bis* of the CLF, for approval by the Ordinary Shareholders' Meeting convened, in a single call, for 6 May 2024.

The Plan, based on financial instruments and reserved for some employees of the Company and its Subsidiaries, should be considered "particularly relevant" pursuant to Article 114-*bis*, paragraph 3, of the CLF and Article 84-*bis*, paragraph 2, letters a) and b), of the Issuers' Regulations, insofar as it is also aimed, *inter alia*, at the Chief Executive Officer and Executives with Strategic Responsibilities.

The Plan maintains strong alignment with a view to continuity with previous co-investment plans from a structural point of view, differing only in terms of the number of Allocation Cycles. In fact, in order to favour alignment of the time frame of the Co-investment Plan with the 2023-2025 Long-Term Incentive Plan, approved by the Ordinary Shareholders' Meeting of 20 April 2023, the Allocation of two cycles is proposed, starting from 2024 (1st Cycle) and from 2025 (2nd Cycle), while maintaining the three-year vesting period of each Cycle. The proposed Plan is also consistent with Italgas' Remuneration Policy, which is more extensively illustrated in the Report on the 2024 Remuneration Policy and the 2023 Compensation Policy, submitted for approval to the same Shareholders' Meeting.

This Informative Document is available to the public at Italgas' registered office, in the "Governance" section of the Company's website (www.italgas.it) as well as in the manner indicated in Article 84-*bis* of the Issuers' Regulations.



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c. any other categories of employees or collaborators for which different characteristics of the plan are envisaged (e.g., executives, middle managers, employees, etc.)	8

1.1. INDICATION OF THE NAMES OF THE ADDRESSEES WHO ARE MEMBERS OF THE BOARD OF DIRECTORS OR MANAGEMENT BOARD OF THE ISSUER OF FINANCIAL INSTRUMENTS, OF THE COMPANIES CONTROLLING THE ISSUER AND THE COMPANIES DIRECTLY OR INDIRECTLY CONTROLLED BY IT

The potential Beneficiaries of this Plan include the Chief Executive Officer and General Manager of the Company, currently identified as Mr Paolo Gallo¹, who is indicated as a potential Beneficiary of the Plan by virtue of his existing employment relationship with the Company.

If the Beneficiaries referred to in paragraph 1.2 below include persons for whom, under current regulatory provisions, identification by name is required, also in relation to the position of Director possibly held in Subsidiaries, the Company shall provide the market with the relevant information, on the occasion of the notifications required under Article 84-*bis*, paragraph 5, of the Issuers' Regulations.

1.2. CATEGORIES OF EMPLOYEES COVERED BY THE PLAN OR COLLABORATORS OF THE ISSUER OF FINANCIAL INSTRUMENTS AND COMPANIES CONTROLLING OR CONTROLLED BY THE ISSUER

Potential Beneficiaries of the Plan shall include managers of the Company and of the Group who perform relevant functions for the achievement of the Company's strategic results; said Beneficiaries shall be identified when the Plan is implemented.

Potential Beneficiaries of the Plan may therefore include persons belonging to the following categories:

- Executive Directors (who are also employees of the Company or of Subsidiaries);
- Executives with Strategic Responsibilities;
- other Group managers.

According to the Plan Regulations, the Beneficiaries shall be named at the sole discretion of the Board of Directors, after consulting with the Appointments and Compensation Committee and – for top management roles other than Executive Directors (who are also employees of the Company or of Subsidiaries) and Executives with Strategic Responsibilities – by the person delegated by the Board of Directors for this purpose.

¹ Mr Paolo Gallo is also an Executive of Italgas. The short and long-term fixed and variable compensation referring to him and described herein shall be understood to include all roles and positions.

1.3. INDICATION OF THE NAMES OF THE BENEFICIARIES OF THE PLAN BELONGING TO THE FOLLOWING GROUPS:

- a. general managers of the issuer of financial instruments;**
- b. other executives with strategic responsibilities of the issuer of financial instruments not classed as "small", in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding together the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation assigned to the members of the Board of Directors or the management board, and to the General Managers of the issuer of financial instruments;**
- c. natural persons controlling the share issuer, who are employees or who collaborate with the share issuer.**

The names of further Beneficiaries who may fall within the groups indicated in point 1.3, letters a), b), c) of Annex 3A, Scheme 7 of the Issuers' Regulations shall be supplied at a later stage in accordance with the procedures set out in Article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations during the implementation of the Plan.

1.4. DESCRIPTION AND NUMERICAL INDICATION, SEPARATED BY CATEGORY:

- a. executives with strategic responsibility other than those specified under letter b) of paragraph 1.3;**
- b. in the case of "small" companies, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all executives with strategic responsibilities of the issuer of financial instruments;**
- c. any other categories of employees or collaborators for which different characteristics of the plan are envisaged (e.g., executives, middle managers, employees, etc.).**

The Plan is intended for a maximum of 80 Beneficiaries and may also include persons identified as Executives with Strategic Responsibilities.

The information set out in point 1.4, letters a), b) c) of Annex 3A, Scheme 7, of the Issuers' Regulations shall be provided, where applicable, during the implementation of the Plan, pursuant to Article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.

It is highlighted that the incentive scheme provided for by the Plan is the same for all Beneficiaries, differing only in the value of the Allocation, which increases in relation to the weight of the role and responsibilities held.



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2.1. OBJECTIVES TO BE ACHIEVED BY MEAN OF THE ALLOCATION OF THE PLAN

In general, Italgas' Remuneration Policy aims to attract and retain people with the professional qualities required to ensure the Company's ongoing sustainable development in the medium to long term, by creating a rewarding, fair and sustainable remuneration scheme in line with the regulatory framework and stakeholder expectations.

Within this context, the Co-investment Plan has the following aims:

- to ensure a high level of alignment between management interests and those of shareholders;
- to support the retention of key resources in the medium to long term;
- to ensure business sustainability in the medium to long term by creating a strong link with the Strategic Plan and value creation for shareholders.

2.2. KEY VARIABLES, INCLUDING IN THE FORM OF PERFORMANCE INDICATORS CONSIDERED IN ORDER TO ALLOCATE THE PLAN

The Plan has a medium to long-term time horizon and is divided into two Cycles (2024 and 2025), each lasting three years. This time frame was deemed to be the most suitable for pursuing the pre-established incentive objectives and, in particular, for the Beneficiaries to focus their attention on the Company's medium-long term strategic success factors.

For each Cycle, the Plan establishes the Allocation of Entitlements to receive a pre-set number of Shares in the Company at the end of the Performance Period. The accrual of Entitlements and Assignment of Shares require the Relationship to be ongoing and the actual work activity to be performed during the Performance Period and up until the moment of the effective Assignment of Shares, and the achievement of a specific Performance Target.

The Assignment of Shares is in fact linked to the achievement of a pre-established level of cumulative EBITDA over the three-year reference period, which is defined with reference to the budget values and Strategic Plan and subsequently reported by the Board of Directors, upon proposal and verification by the Appointments and Compensation Committee.

Performance is assessed on a linear scale that results in the Assignment of a number of Shares equal to 70% of the Entitlements allocated upon achievement of the threshold level, 130% of the Entitlements allocated upon achievement of the target level, and 170% of the Entitlements allocated upon achievement of the maximum level. For results below the threshold level, the Beneficiary will not accrue any Entitlement and therefore no Shares will be assigned and the deferred portion of the annual incentive will also not be paid. For intermediate values, the number of Shares accrued is determined by means of linear interpolation. In any case, the number of Shares accrued for each Beneficiary by virtue of the level of achievement of the Performance Target is rounded up to the highest whole number.

2.3. ELEMENTS UNDERLYING THE DETERMINATION OF THE ENTITY OF THE FINANCIAL INSTRUMENT-BASED COMPENSATION, NAMELY THE CRITERIA WITH WHICH TO DETERMINE IT

The Plan is structured as follows:

- a. In order to determine the number of Entitlements to be allocated to each Beneficiary, a mechanism involving the “co-investment” of a portion of the annual short-term incentive is established, as described in the Report on the 2024 Remuneration Policy and the 2023 Compensation Policy, Section I. The Beneficiary “co-invests” this portion of its annual incentive for each Plan Cycle (2024 and 2025) and the monetary value of the co-invested incentive is converted into a number of Entitlements based on the average of the official daily Italgas Share prices in the 30 calendar days prior to the Board of Directors meeting that approves the performance results of the annual short-term incentive.
- b. At the end of the Performance Period, the Shares shall be assigned to each Beneficiary on the Assignment Date provided that the Performance Target identified by the Plan has been achieved and on the basis of the linear scale defined in paragraph 2.2 above. In addition, for each Share assigned to the Beneficiary based on the level of achievement of the Performance Target, the Company will offer a potential free-of-charge Matching in Shares. In particular, at the end of the Performance Period, the Matching shall be in the ratio of 0.6 Shares for each Share assigned where the Performance Target is achieved at the threshold level, 0.8 Shares for each Share assigned where the target level is achieved, and 1 Share for each Share assigned where the maximum level is achieved. For intermediate values, the number of Shares to be assigned after the Matching is determined by way of linear interpolation. In the event of failure to achieve the threshold level of the Performance Target, no Shares shall be assigned to the Beneficiary and therefore the deferred portion of the annual incentive shall also not be paid.

2.4. REASONS UNDERLYING ANY DECISION TO ALLOCATE FINANCIAL INSTRUMENT-BASED COMPENSATION PLANS NOT ISSUED BY THE ISSUER OF THE FINANCIAL INSTRUMENTS, SUCH AS FINANCIAL INSTRUMENTS ISSUED BY SUBSIDIARIES OR PARENT COMPANIES OR THIRD-PARTY COMPANIES WITH RESPECT TO THE GROUP OF ORIGIN; IN THE EVENT THAT SAID INSTRUMENTS ARE NOT TRADED ON REGULATED MARKETS, INFORMATION ON THE CRITERIA USED TO DETERMINE THE VALUE ASSIGNED TO THEM.

Not applicable.

2.5. EVALUATIONS WITH REGARDS TO SIGNIFICANT TAX AND ACCOUNTING IMPLICATIONS WHICH HAVE AFFECTED THE DEFINITION OF THE PLAN

The development of the Plan was not influenced by any significant tax or accounting considerations. In particular, at the time of the Assignment of the Shares, account shall be taken of the applicable tax regime in each Beneficiary's country of tax residence.

2.6. ANY SUPPORT OF THE PLAN BY THE SPECIAL FUND TO ENCOURAGE WORKERS TO PARTICIPATE IN BUSINESSES, PURSUANT TO ARTICLE 4, PARAGRAPH 112 OF ITALIAN LAW NO. 350 OF 24 DECEMBER 2003

The Plan does not receive support from the special Fund for the encouragement of worker participation in businesses pursuant to Article 4, paragraph 112 of Italian Law No. 350 of 24 December 2003.

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a. not already public and able to positively influence market listings, or	
b. already public and able to negatively affect market listings	18

3.1. SCOPE OF POWERS AND FUNCTIONS DELEGATED BY THE SHAREHOLDERS' MEETING TO THE BOARD OF DIRECTORS IN ORDER TO IMPLEMENT THE PLAN

On 12 March 2024, the Board of Directors – on the proposal of the Appointments and Compensation Committee of 4 March 2024 and with the abstention of the Chief Executive Officer – passed resolution to submit the Plan for approval by the Ordinary Shareholders' Meeting to be held in a single call on 6 May 2024, pursuant to Article 114-*bis* of the CLF.

The Shareholders' Meeting will be asked, after consulting the Appointments and Compensation Committee, to grant the Board of Directors – with the right to sub-delegate – the power to:

- i. implement the Plan;
- ii. define the criteria for identifying Beneficiaries;
- iii. define the detailed mechanism for determining the number of Entitlements to be allocated to each Beneficiary;
- iv. determine in detail the levels relating to the Performance Target on the basis of which the Shares may be assigned to the Beneficiaries;
- v. verify that the Performance Target has been achieved for the Assignment of Shares;
- vi. perform any act, formality or disclosure that may be necessary or appropriate for the purposes of managing and/or implementing the Plan, in accordance with the terms and conditions set out herein.

It being understood that any decision that concerns the Chief Executive Officer and General Manager shall be the exclusive remit of the Board of Directors, after consulting with the Appointments and Compensation Committee.

3.2. INDICATION OF THE PARTIES APPOINTED TO ADMINISTER THE PLAN AND THEIR FUNCTION AND COMPETENCE

Without prejudice to the responsibilities referred to in paragraph 3.1 above, the Board of Directors, with the right to sub-delegate, is responsible for managing the Plan.

3.3. ANY PROCEDURES IN PLACE FOR THE REVIEW OF THE PLAN, INCLUDING IN RELATION TO ANY ALTERATION OF THE BASIC OBJECTIVES

The Board of Directors, after consulting with the Appointments and Compensation Committee, shall proceed to regulate the emerging rights and/or amend and/or supplement the terms and conditions of the Assignment of the Shares once – *inter alia* – the following transactions have been performed, so that the key contents and objectives of the Plan remain as unchanged as possible, and in any case within the limits set by statutory provisions in force at the time, during capital transactions of Italgas that might impact the Entitlements and/or Shares, by way of example and not limited to the splitting and grouping of Shares and the distribution of extraordinary dividends payable from the Shares.

Moreover, the Board of Directors, after consulting with the Appointments and Compensation Committee, may intercede with regard to the Plan to take into account any changes in legislation applicable to the Company and/or Subsidiaries so that the key contents and objectives of the Plan remain as unchanged as possible, and in any case in compliance with the essential content and purposes of the Plan, as well as correct any inconsistencies, defects and omissions in the Regulations and/or the Plan, without prejudice to its adherence to the principles and nature of the same as approved by the Shareholders' Meeting.

3.4. DESCRIPTION OF THE METHODS BY WHICH TO DETERMINE THE AVAILABILITY AND ASSIGNMENT OF THE FINANCIAL INSTRUMENTS ON WHICH THE PLAN IS BASED

The Assignment of Shares shall be made using shares deriving from the issue – pursuant to Article 2349 of the Italian Civil Code – of a maximum of 3,000,000 Italgas' ordinary shares with no par value, and with the same characteristics as the outstanding ordinary Shares, which shall be submitted for approval by the Extraordinary Shareholders' Meeting.

At the Shareholders' Meeting of 6 May 2024, a proposal will be submitted to increase the share capital free of charge, in one or more *tranches*, for a maximum nominal amount of 3,720,000 euros, through the assignment pursuant to Article 2349 of the Italian Civil Code of a corresponding maximum amount of retained earnings reserves, with the issuance of no more than 3,000,000 ordinary shares to be reserved for Beneficiaries of the Plan.

3.5. ROLE PLAYED BY EACH DIRECTOR IN DETERMINING THE CHARACTERISTICS OF THE PLAN; ANY SITUATIONS OF CONFLICT OF INTEREST ARISING CONCERNING THE RELEVANT DIRECTORS

The Plan's characteristics, to be submitted for approval by the Shareholders' Meeting pursuant to and for the purposes of Article 114-*bis* of the CLF, were determined by the Board of Directors with the abstention of the directors concerned.

The Company's Appointments and Compensation Committee was involved in developing the Plan and, in particular, proposed to the Board of Directors to adopt the Plan. There are no situations of conflict of interest within the Appointments and Compensation Committee, as no non-executive Director is an addressee of the Plan.

3.6. FOR THE PURPOSES OF THE REQUIREMENTS OF ARTICLE 84-BIS, PARAGRAPH 1, THE DATE OF THE DECISION TAKEN BY THE COMPETENT BODY TO PROPOSE THE APPROVAL OF THE PLAN TO THE SHAREHOLDERS' MEETING AND ANY PROPOSAL OF THE APPOINTMENTS AND COMPENSATION COMMITTEE

At its meeting on 4 March 2024, the Appointments and Compensation Committee passed resolution to submit the proposal to approve the Plan to the Company's Board of Directors.

In the meeting of 12 March 2024, the Board of Directors – on the proposal of the Appointments and Compensation Committee – approved to submit the Plan for approval by the Shareholders' Meeting which has been convened, in a single call, for 6 May 2024.

3.7. FOR THE PURPOSES OF THE REQUIREMENTS OF ARTICLE 84-BIS, PARAGRAPH 5, LETTER A), THE DATE OF THE DECISION TAKEN BY THE COMPETENT BODY WITH REGARDS TO THE ASSIGNMENT OF INSTRUMENTS AND THE POTENTIAL PROPOSAL TO SAID BODY BY THE APPOINTMENTS AND COMPENSATION COMMITTEE

The Allocation to the Beneficiaries of the Entitlements established under the Plan shall be resolved on by the Board of Directors and – for top management roles other than Executive Directors (who are also employees of the Company or of Subsidiaries) and Executives with Strategic Responsibilities – by the body delegated for this purpose, after consulting the Appointments and Compensation Committee, subject to the approval of the Plan by the Company's Ordinary Shareholders' Meeting convened, in a single call, for 6 May 2024.

The Company will subsequently make the disclosure pursuant to Article 84-*bis*, paragraph 5, of the Issuers' Regulations.

3.8. MARKET PRICE, RECORDED ON SAID DATES, FOR THE FINANCIAL INSTRUMENTS ON WHICH THE PLANS ARE BASED, IF TRADED ON REGULATED MARKETS

On 12 March 2024, when the Board of Directors met to establish the Plan proposal to be submitted to the Shareholders' Meeting, the Italgas' Share's official stock market price was 5.355 euros.

The price of the Shares at the time of the Allocation of the Entitlements by the Board of Directors shall be disclosed pursuant to Article 84-*bis*, paragraph 5, of the Issuers' Regulation.

3.9. IN THE CASE OF PLANS BASED ON FINANCIAL INSTRUMENTS TRADED ON REGULATED MARKETS, IN WHAT TERMS AND HOW THE ISSUER CONSIDERS, WHEN IDENTIFYING THE TIMING OF THE ASSIGNMENT OF INSTRUMENTS IN IMPLEMENTATION OF THE PLAN, ON POSSIBLE TIMING COINCIDENCE OF:

- i. said assignment or any decisions taken in this regard by the remuneration committee, and
- ii. the diffusion of any relevant information in accordance with Article 114, paragraph 1; for example, if such information is:
 - a. not already public and able to positively influence market listings, or
 - b. already public and able to negatively affect market listings.

Any disclosure of privileged information at the time of the Allocation of the Entitlements would have no effect on the Beneficiaries who – based on the Plan mechanism that grants the Entitlement to receive Shares – cannot carry out any transactions on the Shares since there is no physical delivery of Shares.



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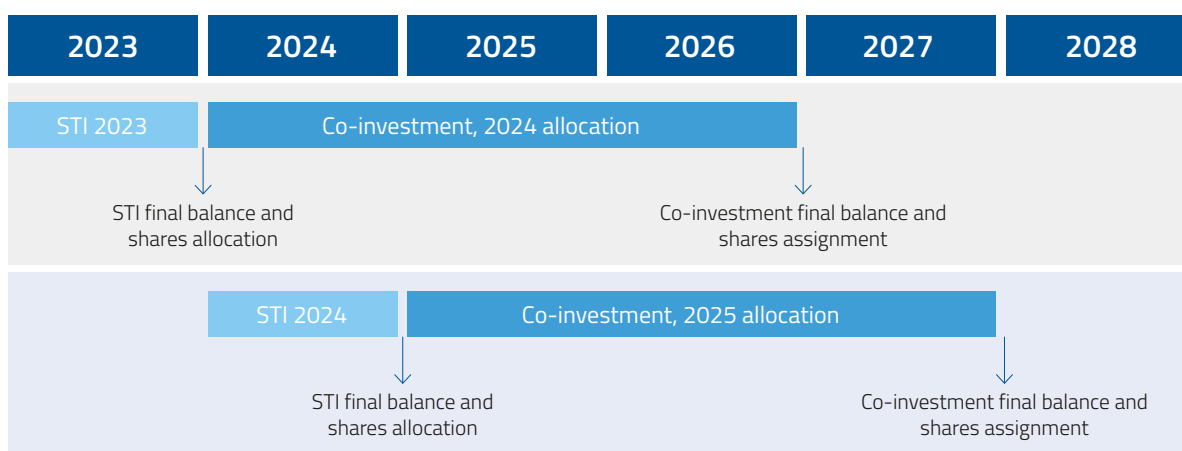
4.1. DESCRIPTION OF THE WAYS IN WHICH THE FINANCIAL INSTRUMENT-BASED PLAN IS STRUCTURED

Based on the mechanisms defined in paragraphs 2.2 and 2.3, the Plan allocates the Beneficiaries the Entitlement to receive Shares in the Company under the terms and conditions set out in the Plan.

It also envisages that an additional number of Shares – defined as “Dividend Equivalent” – shall be assigned on the Shares actually assigned. The number of additional Shares to be assigned is determined by dividing the sum of the ordinary and extraordinary dividends distributed during the Performance Period by the average of the official daily prices of Italgas Shares during the 30 calendar days preceding the date of the Board of Directors meeting to determine the Assignment of Shares.

4.2. INDICATION OF THE PERIOD OF EFFECTIVE IMPLEMENTATION OF THE PLAN ALSO WITH REFERENCE TO ANY DIFFERENT CYCLES ENVISAGED

The Plan provides for two Allocation Cycles of Entitlements based on deferral of part of the short-term incentive to be paid in 2024 and 2025 for a three-year period, as described in the graph below:



The provision of two Allocation Cycles is intended to facilitate the alignment of the time frame of the Co-Investment Plan with the 2023-2025 Long-Term Incentive Plan, approved by the Ordinary Shareholders' Meeting of 20 April 2023.

The Assignment of Shares for each Cycle shall take place at the end of the relative Performance Period, respectively by 30 June 2027 and 2028, subject to verification that the Performance Target has been achieved.

4.3. PLAN TERMS

The Plan will end on 30 June 2028 or on the date of Assignment of Shares to the Beneficiaries of the second Allocation Cycle, whichever is earlier.

4.4. MAXIMUM NUMBER OF FINANCIAL INSTRUMENTS, ALSO IN THE FORM OF OPTIONS, ASSIGNED EACH TAX YEAR IN RELATION TO THE ENTITIES IDENTIFIED OR THE SPECIAL CATEGORIES

The Board of Directors has set the maximum number of Shares to service the Plan at 3,000,000, calculated based on the average of the official daily Italgas Share prices in the 30 calendar days prior to the Plan's approval by the Board of Directors, equal to 5.1446 euros.

4.5. METHODS AND CLAUSES FOR THE IMPLEMENTATION OF THE PLAN, SPECIFYING IF THE EFFECTIVE ALLOCATION OF THE INSTRUMENTS IS SUBJECT TO CONDITIONS BEING MET OR GIVEN RESULTS BEING ACHIEVED, INCLUDING PERFORMANCE-RELATED; DESCRIPTION OF SAID CONDITIONS AND RESULTS

The Assignment of Shares is subject to the following conditions being met:

- there being an ongoing Relationship with Italgas S.p.A. or one of the Group companies at the Assignment date;
- the Beneficiaries not serving out a notice period due to resignation or dismissal at the end of the Performance Period; if the Beneficiary, in addition to having an employment contract, is also an executive director, he/she must not have resigned or been dismissed at the end of the Performance Period;
- achievement of the Performance Target as outlined in paragraphs 2.2 and 2.3.

The Plan also envisages the adoption of clawback mechanisms by way of the following clause: "Without prejudice to the right to compensation for any further damages, the Company, within the legal statute-barred term, may repossess (with a subsequent requirement for the Beneficiary to return the same) the monetary value of the assigned Shares, including the monetary value of the Shares assigned as a Dividend Equivalent, if it is determined that the achievement of the Performance Target can be attributed to wilful misconduct or gross negligence or, in any case, if the reference regulations are breached (whether corporate, legal, regulatory or of any other source) by the Beneficiary, or where the aforesaid Target was achieved on the basis of data which proved to be manifestly erroneous".

4.6. INDICATION OF ANY RESTRICTIONS OF AVAILABILITY AFFECTING THE INSTRUMENTS ALLOCATED OR INSTRUMENTS FROM THE YEAR OF THE OPTIONS, WITH SPECIFIC REFERENCE TO THE TERMS WITHIN WHICH THE SUBSEQUENT TRANSFER TO THE COMPANY OR THIRD PARTIES IS PERMITTED OR PROHIBITED

The Entitlement allocated are personal, non-transferable and available *inter vivos* and cannot be pledged or guaranteed. The Shares shall become ineffective in the event of any attempt of transfer or negotiation, including, but not limited to, any transfer *inter vivos* or, based on applicable law, any pledge or other right in rem, lien or encumbrance thereon.

4.7. DESCRIPTION OF ANY TERMINATION CONDITIONS IN RELATION TO THE ALLOCATION OF THE PLAN IN THE EVENT THAT THE ADDRESSEES CARRY OUT HEDGING OPERATIONS THAT ENABLE THE NEUTRALISATION OF ANY PROHIBITIONS OF THE SALE OF THE FINANCIAL INSTRUMENTS ASSIGNED, ALSO IN THE FORM OF OPTIONS, OR FINANCIAL INSTRUMENTS ARISING FROM THE EXERCISE OF THESE OPTIONS

Should the Beneficiaries execute hedging transactions on the Entitlements prior to the Assignment of Shares, the Entitlements shall be forfeited.

4.8. DESCRIPTION OF THE EFFECTS DETERMINED BY THE TERMINATION OF THE EMPLOYMENT

In the event of termination of Employment due to death or permanent disability equal to or above 66%, the heirs or assignees shall retain the right to the Assignment, in monetary form, of the monetary value of the deferred part of the annual short-term incentive, as well as 100% of the Matching, based on the average daily Italgas Share prices in the 30 calendar days prior to the date of the event.

In case of Relationship terminated prior to the Share Assignment Date due to:

- disciplinary dismissal;
- resignation not for just cause;
- revocation of the role of Director for just cause;
- resignation of the Director not for just cause;

the case will be considered a "bad leaver" and the Beneficiary concerned shall automatically forfeit all Shares assigned, which shall become ineffective, with the Beneficiary not being entitled to receive any compensation or indemnity whatsoever from the Company.

In all cases other than those listed above, and in the event of loss of control by Italgas S.p.A. in the Company of which the Beneficiary is an employee, or of transfer to a non-subsidiary of the Company (or of the business unit) of which the Beneficiary is an employee, occurring on or before the Share Assignment Date, the case will be considered a "good leaver" and the right to the Assignment of the Shares will be determined as follows with reference to the date of the event:

- within the first 12 months after the Allocation of the Entitlements, the monetary value of such Entitlements shall be assigned in addition to a 30% Matching;
- from the 13th to the 24th month after the Allocation of the Entitlements, the monetary value of such Entitlements shall be assigned in addition to a 45% Matching;
- after the 24th month from the Allocation of the Entitlements, the monetary value of such Entitlements shall be assigned in addition to a 60% Matching.

The monetary value shall be determined by taking as reference the average of the official daily prices of Italgas Shares in the 30 calendar days preceding the date of termination of the Relationship.

In the event of an agreement on consensual termination of Employment, the Board, after consulting with the Appointments and Compensation Committee, or by delegation the Chief Executive Officer or person delegated for this purpose, shall be entitled to make determinations which differ from the provisions of this article, by establishing, at its sole discretion, a lump-sum amount in lieu of the Assignment of Shares, including by identifying minimum and maximum intra-period results for the Performance Target as necessary to adequately assess the level of achievement of the Performance Target.

In the case of appointment as Independent Operator and Head of Compliance, any allocations concerned will be:

- paid in monetary form;
- reported *pro-rata* with target multiplier at 130% of the deferred amount as regards the period not subject to unbundling regulations, while the remaining quota of the incentive shall be paid out on the basis of achievement of pre-established performance conditions pertaining to the scope subject to unbundling in accordance with the same incentive curves set in the plan.

In the event that the Relationship is transferred from Italgas to a Subsidiary or *vice versa*, or from a Subsidiary to another Subsidiary, as in the case of termination of the Relationship with Italgas or a Subsidiary and simultaneous establishment of a new relationship within the Group, the Beneficiary shall retain ownership of the Entitlements under the same terms and conditions.

The Board of Directors or by delegation the Chief Executive Officer or person delegated for this purpose, shall be entitled to make determinations which are different from the provisions of this article, by establishing, at its sole discretion, a lump-sum amount in lieu of the Assignment of the Shares.

4.9. INDICATION OF ANY OTHER CAUSES FOR CANCELLATION OF THE PLAN

There are no grounds for cancellation of the Plan.

4.10. REASONS IN RELATION TO THE POTENTIAL PROVISION FOR "REDEMPTION" BY THE COMPANY OF THE FINANCIAL INSTRUMENTS CONCERNED BY THE PLAN, IN ACCORDANCE WITH ARTICLES 2357 *ET SEQ.* OF THE ITALIAN CIVIL CODE; THE BENEFICIARIES OF THE REDEMPTION, SPECIFYING IF IT IS ONLY INTENDED FOR SPECIFIC CATEGORIES OF EMPLOYEES; THE EFFECTS OF THE TERMINATION OF EMPLOYMENT ON SAID REDEMPTION

Not applicable.

4.11. ANY LOANS OR OTHER BENEFITS INTENDED TO BE GRANTED FOR THE PURCHASE OF SHARES IN ACCORDANCE WITH ARTICLE 2358 OF THE ITALIAN CIVIL CODE

Not applicable.

4.12. INDICATION OF ASSESSMENTS OF THE FORECAST BURDEN FOR THE COMPANY ON THE DATE OF THE RELATED ASSIGNMENT, AS CAN BE DETERMINED BASED ON THE BASIS OF THE TERMS AND CONDITIONS ALREADY DEFINED, FOR THE TOTAL AMOUNT AND IN RELATION TO EACH INSTRUMENT OF THE PLAN

The Company's expected cost shall be determined on the Entitlement Allocation date. Information on the total cost of the Plan shall be provided in accordance with the procedures set out in Article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.

4.13. INDICATION OF ANY DILUTIVE EFFECTS ON THE CAPITAL DETERMINED BY THE PLAN

The full execution of the share capital increase to service the Plan, assuming that no further capital increases are carried out, would result in a dilution of marginal importance.

4.14. ANY LIMITS ENVISAGED FOR THE EXERCISE OF VOTING RIGHTS AND THE ALLOCATION OF EQUITY RIGHTS

Not applicable.

4.15. IF SHARES ARE NOT TRADED ON REGULATED MARKETS, ALL INFORMATION THAT WILL HELP FULLY ASSESS THE VALUE THAT CAN BE ALLOCATED TO THEM

Not applicable.

4.16. - 4.23.

Not applicable.

TABLE

4.24. Table 1, as provided for by paragraph 4.24 of Scheme 7 of Annex 3A to the Issuers' Regulations, shall be supplied at a later date in accordance with the procedures set out in Article 84-*bis*, paragraph 5, letter a) of the Issuers' Regulations.





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