

Annex A

Exclusive duties of the Board of Directors, under art. 2381 of the Italian Civil Code

The Board of Directors (hereinafter also referred to as the “**Board**”) of Italgas S.p.A. (hereinafter also referred to as the “**Company**”) reserves for itself the following duties, in addition to those that may not be delegated by law and in general those set out in the Corporate Governance Code approved by the Corporate Governance Committee in the *pro tempore* applicable version by which the Company abides (hereinafter the “**Corporate Governance Code**”), for anything not expressly specified below.

In particular, the Board:

- a) defines strategic guidelines and objectives for the Company and the group it heads (hereinafter the “**Group**”), including sustainability policies, at the recommendation of the CEO. In compliance with the unbundling regulations, it examines and approves the strategic, business and financial plans of the Company and of the Group, monitoring each year their implementation, as well as the Company’s strategic agreements;
- b) examines and approves the budget of the Company and of the Group;
- c) examines and approves the half-yearly report and the interim reports on operations of the Company and of the Group, as provided for by current legislation;
- d) examines and approves the disclosure of non-financial information pursuant to Legislative Decree no. 254/2016 and the Corporate Governance and Ownership Structure Report, to be brought to the attention of the Shareholders' Meeting;
- e) defines the system and rules of corporate governance of the Company and the structure of the Group. In particular, following consultation with the Control, Risk and Related Party Transactions Committee, it adopts rules which ensure transparency and the substantial and procedural correctness of transactions with related parties and of transactions in which a director or a statutory auditor has a personal interest or an interest on behalf of others; it also adopts, upon the recommendation of the Chairman in agreement with the CEO, a procedure

for the management and communication of corporate information, with particular reference to inside information;

- f) sets up the Internal Committees of the Board, with investigative, proposal and consultative functions, appointing their members, establishing their duties and approving their regulations;
- g) receives half-yearly reports from the Internal Committees of the Board;
- h) assesses the general performance of operations, taking into consideration, in particular, the information received from the delegated bodies, paying particular attention to conflicts of interest and periodically comparing the results achieved, as stated in the financial statements and the interim accounts, with those of the budget, also acquiring the necessary information and adopting all measures suitable to protect the Company and disclosure to the market in case of significant events;
- i) it assigns and revokes powers to/from the Chairman and the CEO, identified in the Corporate Governance Code as the “Chief Executive Officer” (CEO) in that this figure is the main party responsible for the management of the company, setting their limits and methods of operation and, after having examined the proposals of the specific Committee and consulted the Board of Statutory Auditors, determining their remuneration. It may issue directives to the delegated bodies and may take upon itself operations which are covered by the powers. The Chairman and the CEO report at least once a quarter to the Board itself and to the Board of Statutory Auditors on how they have exercised their powers, on the transactions with the greatest impact on the financial statements carried out by the Company and its subsidiaries, and on transactions with related parties. Information shall be made available promptly on transactions in which the directors have a personal interest or a third party interest or if they are influenced by any party who exercises direction and coordination activities;
- j) on the recommendation of the CEO, it resolves on the transactions of the Company and its subsidiaries, in terms of the exercise of direction and coordination activities, that have a significant strategic, economic, capital and financial importance for the Company and the

Group. This is without prejudice, in each case, to compliance with the confidentiality obligations relating to the commercial relations between the Subsidiary and the Company or third parties. The following transactions are considered to be of significant strategic, economic, capital and financial importance for the Company and the Group:

- acquisitions, disposals, sales, transfers of companies or business units (including rent and usufruct), real estate and/or equity investments worth more than 100 million euros;
- contracts for the sale of goods and/or services used for commercial and administration purposes by the Company and its Subsidiaries for amounts greater than 1 billion euros and/or for a term of more than 15 years;
- contracts relating directly to the activities indicated in the corporate objective and/or relating to the day-to-day management of corporate activities worth over 100 million euros and/or with a duration of over 15 years;
- the stipulation, modification and termination of credit contracts for sums exceeding 2 billion euros and/or with a duration of over 15 years;
- the disbursement by the Company and its subsidiaries of loans to third parties other than Italgas S.p.A. and its Subsidiaries;
- relating to sureties and other forms of personal guarantee, as well as letters of comfort, with regard to obligations undertaken or to be undertaken by businesses in which the Company, directly or indirectly, holds an investment of over 100 million euros and, in any case, if the amount is not proportional to the investment held therein;
- with regard to sureties guaranteeing obligations undertaken or to be undertaken by the Company with third parties, worth over 100 million euros;
- the Company's brokerage contracts.

The activities and processes carried out by the Subsidiary Italgas Reti S.p.A. in relation to identifying natural gas distribution tenders in which to participate, and in relation to preparing

the technical and financial bids for these tenders, are not discussed or subject to prior approval by Italgas S.p.A.' Board of Directors.

- k) on the recommendation of the CEO and with the agreement of the Chairman, it appoints and dismisses the General Managers, granting them their relevant powers, in compliance with the provisions of the Company Bylaws (hereinafter the “**Bylaws**”);
- l) on the recommendation of the CEO and with the agreement of the Chairman, following approval from the Board of Statutory Auditors, it appoints and dismisses the Officer responsible for the preparation of the company's financial reports, in compliance with the provisions of the Bylaws, ensuring that he/she has suitable powers and means;
- m) on the recommendation of the CEO made with the agreement of the Chairman, following approval from the Control, Risk and Related Party Transactions Committee and after having consulted the Board of Statutory Auditors, it appoints and dismisses the Head of Internal Audit; on the recommendation of the CEO made with the agreement of the Chairman, having consulted the Appointments and Compensation Committee and with the approval of the Control, Risk and Related Party Transactions Committee, it defines the remuneration of the Head of the Internal Audit Department, in line with the company policies; ensuring that the latter has sufficient resources to fulfil their duties;
- n) ensures that the person appointed by department in charge of handling investor relations has been identified by the CEO;
- o) after reviewing the proposals of the Appointments and Compensation Committee, it defines the remuneration policy for the directors, general managers, executives with strategic responsibilities and, without prejudice to the provisions of article 2402 of the Italian Civil Code, for the statutory auditors of the Company and of its subsidiaries (“Remuneration Policy”) and the compensation systems; it also implements the compensation plans based on shares or financial instruments approved by the Shareholders’ Meeting; it approves the “Report on the Remuneration Policy and compensation paid” (“Compensation Report”) to be

submitted to the Shareholders' Meeting; having received the necessary opinion from the Appointments and Compensation Committee, it assesses the vote on the Compensation Report taken by the Shareholders' Meeting and the proposals of the Appointments and Compensation Committee on the adequacy, overall coherence and application of the adopted Remuneration Policy;

- p) defines the basic guidelines for the organisational, administrative and accounting structure of the Company and its subsidiaries. It also evaluates on, an annual basis, the adequacy of the organisational, administrative and accounting structure of the Company and its subsidiaries with strategic relevance, with particular reference to the internal control and risk management system;
- q) on the recommendation of the CEO, having received the opinion of the Control, Risk and Related Party Transactions Committee, it defines and updates the guidelines of the internal control and risk management system, in line with the strategies of the Company and of the Group and taking into account the characteristics of the company and of the risk profile assumed so that the main risks pertaining to the Group are correctly identified, adequately measured, managed and monitored, defining the nature and level of risk compatible with the strategic objectives of the Company and of the Group, with a view to pursuing Sustainable Success.
- r) After consulting with the Control, Risk and Related Party Transactions Committee, at least once a year – and as a rule during the approval of the annual financial report – it evaluates the adequacy of the internal control and risk management system in relation to the characteristics of the company and the assumed risk profile, as well as its efficiency with regard to the strategic objectives of the Company and of the Group, with a view to pursuing Sustainable Success.

- s) after consulting the Control, Risk and Related Party Transactions Committee and the Board of Statutory Auditors, it evaluates the conclusions presented by the independent auditor in any letter containing suggestions and in the additional report addressed to the control body;
- t) at least once a year, after consulting with the Control, Risk and Related Party Transactions Committee, it approves the work plan prepared by the Head of the Internal Audit department, based on a structured process of analysing and prioritising the main risks, having consulted the Board of Statutory Auditors and the CEO;
- u) resolves (i) on the recommendation of the CEO, to exercise voting rights at the shareholders' meetings of direct subsidiaries and, (ii) upon the proposal of the Appointments and Compensation Committee, on the appointments of members of the bodies of the direct subsidiaries and indirect subsidiaries included in the consolidation scope, with an individual turnover equal to or above 30 million euros;
- v) draws up resolutions to be submitted to the Shareholders' Meetings;
- w) in view of each renewal of the Board of Directors: (i) it provides shareholders with guidance on the best quantitative and qualitative composition of the Board and on the managerial and professional figures whose presence on the Board is deemed appropriate, also taking account of the results of the annual self-assessment of the operation of the Board and its committees, including their size and composition; (ii) it requests those submitting a slate containing more than 5 (five) candidates to provide adequate information, in the documentation submitted for the filing of the slate, on whether the slate complies with the guidelines expressed by the Board and to indicate their candidate for the office of chairman of the Board of Directors.
- x) examines and resolves on other particularly important and sensitive issues which the Directors who hold powers wish to draw to the attention of the Board.

Furthermore, pursuant to the Company Bylaws, the Board approves:

- merger in the cases specified in articles 2505 and 2505-*bis* of the Italian Civil Code, also in the case of demergers, in those cases referred to in said legal provisions;

- the opening, changing or closing of branches;
- the reduction in the share capital upon withdrawal of one or more shareholders;
- the adaptation of the Bylaws to legal provisions;
- the transfer of the registered office within Italy.

Lastly, the Board reserves for itself the duties and powers conferred on it by:

- the “*Rules for the functioning and organisation of the Board of Directors of Italgas S.p.A.*”; and
- the “*Guidelines of the Internal Control and Risk Management System of the Italgas Group.*”

Annex B

Tasks, duties and powers of the Chairman

Without prejudice to the responsibilities assigned by law, by the Bylaws and by the Corporate Governance Code approved by the Corporate Governance Committee in the *pro tempore* applicable version by which the Company abides, for anything not expressly specified below, the Chairman:

- has the legal representation of the Company;
- handles relationships and relations of strategic importance with institutional bodies and international authorities, after having obtained the opinion of the Chief Executive Officer;
- convenes and presides over the Board of Directors, sets the agenda of Board meetings, having obtained the opinion of the Chief Executive Officer;
- has a role to prompt and supervise the work of the Board, and coordinates its work; oversees its correct operation, ensuring that the directors are adequately informed. Ascertains that Board resolutions are implemented;
- assesses and supports the proposals of the Chief Executive Officer regarding the appointment, revocation and remuneration of the head of Internal Audit, to be submitted to the Board;
- assesses and supports the proposals of the Chief Executive Officer for the appointment of General Managers, the Officer responsible for the preparation of the financial reports of the Company and the members of the supervisory Body pursuant to legislative decree no. 231 of 8 June 2001, to be submitted to the Board.

The Chairman is also reserved the duties and powers conferred on him or her by:

- the “*Rules for the functioning and organisation of the Board of Directors of Italgas S.p.A.*” approved by the Board; and
- the “*Guidelines of the Internal Control and Risk Management System of the Italgas Group*” approved by the Board.