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## 2i Rete Gas S.p.A. ANNOUNCES RESULTS OF ITS DEBT TENDER OFFER

Milan, 7 June 2023. Further to the indicative results announcement made earlier today, 2i Rete Gas S.p.A. (the **Offeror**) hereby announces the results of its invitation to all holders (the **Noteholders**) of its €600,000,000 3.00 per cent. Notes due 16 July 2024 (ISIN: XS1088274672) (the **Notes**), out of which €577,393,000 is currently outstanding, to tender the Notes for purchase by the Offeror for cash up to an aggregate maximum acceptance amount of €300,000,000 in aggregate nominal amount, subject to the Offeror's right in its sole and absolute discretion to increase or decrease such amount (the **Maximum Acceptance Amount**) subject to the satisfaction of the New Issue Condition and the other conditions described in the tender offer memorandum dated 30 May 2023 (the **Tender Offer Memorandum**) (the **Offer**).

The Offer was announced on 30 May 2023 and was made subject to the offer and distribution restrictions set out in the Tender Offer Memorandum. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum.

As stated in the indicative results announcement, the New Issue Condition has been satisfied on 6 June 2023.

The Offeror hereby announces that, as stated in the indicative results announcement, it accepts for purchase any and all valid tenders of Notes pursuant to the Offer up to a Maximum Acceptance Amount of €300,000,000.

The final results and pricing details for the Offer are set out below. The Purchase Price in respect of the Notes accepted for purchase was determined at or around 1.00 p.m. (CEST) today in the manner described in the Tender Offer Memorandum by reference to the sum of the Purchase Spread and the July 2024 Interpolated Mid-Swap Rate (such sum, the "**Purchase Yield**") for the Notes as set out below.

Notes	ISIN	Aggregate Nominal Amount of Notes validly tendered	Final Acceptance Amount	Nominal amount outstanding after the Tender Offer Settlement Date	Pro-Ration Factor	July 2024 Interpolated Mid-Swap Rate	Purchase Spread	Purchase Yield	Purchase Price
€600,000,000 3.00 per cent. Notes due 16 July 2024	XS1088274672	€87,688,000	€87,688,000	€489,705,000	N/A	3.836%	- 30 bps (minus)	3.5360%	99.426%

The total amount that will be paid to each Noteholder on the Tender Offer Settlement Date for the Notes accepted for purchase from such Noteholder will be an amount (rounded to the nearest €0.01, with €0.005 rounded upwards) equal to the sum of:

- (a) the product of (i) the aggregate nominal amount of such Notes accepted for purchase from such Noteholder pursuant to the Offer and (ii) the Purchase Price; and
- (b) the Accrued Interest Payment on such Notes.

The settlement of the Offer is expected to occur on 9 June 2023.

Questions and requests for assistance in connection with the Offer may be directed to:

**OFFEROR**

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**DEALER MANAGERS**

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**TENDER AGENT**

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None of the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents, advisors or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Offeror, the Notes or the Offer contained in this announcement or in the Tender Offer Memorandum.

**Disclaimer**

This announcement must be read in conjunction with the Tender Offer Memorandum.

Neither this announcement nor the Tender Offer Memorandum or any other document or material relating to the Offer constitutes an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.