



Merger by way of incorporation of 2i Rete Gas into Italgas Reti

Milan, 23 June 2025 – Following the closing of the acquisition by Italgas S.p.A. (“**ITG**”) of 99.94% of the share capital of 2i Rete Gas S.p.A. (“**2iRG**”), occurred on 1 April 2025, and the completion of the share consolidation procedure which resulted in ITG owning 100.00% of the share capital of 2iRG, ITG group (including 2iRG) has commenced the integration including, *inter alia*, the merger by way of incorporation of 2iRG into Italgas Reti S.p.A. (“**ITG Reti**” and the “**Merger**”), the subsidiary of ITG which operates the gas distribution in Italy (*i.e.*, the same business operated by 2iRG).

On the date hereof, the merger deed related to the Merger was entered into. The Merger, in accordance with the merger deed, will be effective as from 1 July 2025 (or, if later, the date of registration of the merger deed in the competent Companies’ Register).

As a result of the Merger becoming effective, in accordance with the first paragraph of Article 2504-bis (*Effetti della fusione*) of the Italian Civil Code, ITG Reti, in its capacity as incorporating company, will assume all rights and obligations of 2iRG (including, without limitation, all the obligations of 2iRG in respect of the notes issued by it under its EMTN Programme), continuing all relationships, also procedural (*processuali*), existing prior to the Merger.

As at the date hereof the notes originally issued by 2iRG under its EMTN Programme are:

- the “€435,000,000 1.75 per cent Notes due 28 August 2026” (ISIN Code XS1571982468);
- the “€730,000,000 1.608 per cent Notes due 31 October 2027” (ISIN Code XS1709374497);
- the “€500,000,000 2.195 per cent Notes due 11 September 2025” (ISIN Code XS1877937851);
- the “€500,000,000 0.579 per cent Notes due 29 January 2031” (ISIN Code XS2292547317); and
- the “€550,000,000 4.375 per cent Notes due 6 June 2033” (ISIN Code XS2631869232),

(collectively, the “**Notes**”).

Upon effectiveness of the Merger, information relating to the Notes, the EMTN Programme and ITG Reti will be available at: <https://www.italgasreti.it/>

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This press release is available at the following address <http://www.2iretegas.it>