

<p>Informazione Regolamentata n. 0167-56-2025</p>	<p>Data/Ora Inizio Diffusione 10 Aprile 2025 11:42:49</p>	<p>Euronext Milan</p>
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Societa' : ITALGAS

Identificativo Informazione Regolamentata : 203908

Utenza - Referente : ITALGASN01 - Scaglia Anna Maria

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Oggetto : The Shareholders' Meeting approves the proposal for the Rights Issue, as well as the IGrant Employee Share Ownership Plan, the Stock Grant Plan, and the related capital increases to service them

*Testo del comunicato*

Vedi allegato

**The Shareholders' Meeting approves the proposal for a Rights Issue for a maximum total amount of €1,020 million, as well as the 2025–2027 IGrant Employee Share Ownership Plan, the Stock Grant Plan, and the related capital increases to service them.**

*Milan, 10 April 2025* – The Ordinary and Extraordinary Shareholders' Meeting of Italgas was held today in Milan under the chairmanship of Benedetta Navarra, with 79.43% of the share capital represented.

The Shareholders' Meeting, in its extraordinary session, approved the proposal for a share capital increase for payment and in divisible form for a total maximum amount of 1,020 million euros (including any share premium), through the issue of ordinary shares, with regular dividend rights and having the same characteristics as those in circulation, to be offered as an option to the Company's Shareholders in proportion to the number of shares held pursuant to Article 2441, paragraph 1, of the Civil Code, to be paid in cash (the "**Rights Issue**"). The Shareholders' Meeting granted the Board of Directors full authority to define the terms and conditions of the Rights Issue, including the issue price, any share premium, the final amount of the Rights Issue, and the number of newly issued shares to be offered to shareholders, with the discretion to determine the timing of the Rights Issue.

As already communicated to the market, the Rights Issue is intended to serve the acquisition of 2i Rete Gas S.p.A., completed on April 1st, 2025 (the "**Transaction**"), and will allow to reduce the net financial debt of the Italgas Group (the "**Group**") post-Transaction (and consequently the ratio between the net financial debt and the RAB), consistently with the current rating.

Furthermore, the Shareholders' Meeting, in its ordinary session, approved the 2025–2027 "IGrant" share ownership plan ("**IGrant Plan**"), reserved for employees of Italgas and/or Group companies, under the terms and conditions set out in the Information Document prepared pursuant to Article 84-bis of Consob Regulation No. 11971/1999 and made available to the public in accordance with the applicable law, to which reference is made for further details. The IGrant Plan aims to strengthen Italgas people's sense of belonging to the Company by granting eligible participants the opportunity to invest in Italgas shares and, upon the achievement of certain conditions, benefit from the free allocation of the Company's ordinary shares.

To service the IGrant Plan, the Shareholders' Meeting, in its extraordinary session, approved: (i) the proposal to increase the share capital for payment, in one or more tranches,

for a maximum nominal amount of 4,960,000.00 euros, excluding option rights pursuant to Article 2441, subsection 8, of the Italian Civil Code, by issuing no more than 4,000,000 ordinary shares, to be reserved for the subscription by the beneficiaries of the IGrant Plan and (ii) the proposal to increase the share capital free of charge, in one or more tranches, for a maximum nominal amount of 7,440,000.00 euros, through the allocation pursuant to Article 2349 of the Italian Civil Code of a corresponding maximum amount of retained earnings reserves, with the issue of no more than 6,000,000 ordinary shares to be reserved for the beneficiaries of the IGrant Plan.

The Shareholders' Meeting, in its ordinary session, also approved the Stock Grant Plan ("**Stock Grant Plan**"), reserved for employees of Italgas and/or Group companies, under the terms and conditions outlined in the Information Document prepared pursuant to Article 84-bis of Consob Regulation No. 11971/1999 and made available to the public in accordance with applicable regulations, to which reference is made for further details. The Stock Grant Plan is designed, both as a reward and an incentive tool, to allow individuals who have made a significant contribution to the Transaction to benefit from a portion of the value creation generated by the Transaction itself.

Lastly, the Shareholders' Meeting, in its extraordinary session, approved the proposal to increase the share capital free of charge, in one or more tranches, for a maximum nominal amount of Euro 558,000.00, through the assignment pursuant to art. 2349 of the Italian Civil Code of a corresponding maximum amount of reserves from retained earnings, with the issue of no more than 450,000 ordinary shares to be reserved for the beneficiaries of the Stock Grant Plan.

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