

<p>Informazione Regolamentata n. 0167-14-2026</p>	<p>Data/Ora Inizio Diffusione 4 Marzo 2026 07:37:55</p>	<p>Euronext Milan</p>
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Societa' : ITALGAS

Utenza - referente : ITALGASN01 - Scaglia Anna Maria

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Oggetto : Italgas: The Board of Directors calls the Ordinary and Extraordinary Shareholders' Meeting for 21 April 2026

Testo del comunicato

Vedi allegato

Italgas' Board of Directors calls the Ordinary and Extraordinary Shareholders' Meeting for 21 April 2026; requirements of the members of the Board of Directors and Statutory Auditors verified; Co-Investment Plan 2021-2023 shares assigned

Milan, 4 March 2026 - Italgas' Board of Directors, which met on 3 March under the chairmanship of Paolo Ciocca, resolved to call an Ordinary and Extraordinary Shareholders' Meeting for 21 April at 11:00 a.m., in a single call, to resolve on the approval of the 2025 Financial Statements, the proposed allocation of profits, the Report on the 2026 Remuneration Policy and 2025 Compensation Paid as well as the proposal to adopt a 2026-2028 Co-investment Plan and a 2026- 2028 Long-term Incentive Plan reserved to employees of the Italgas Group.

The Board also resolved to submit to the Shareholders' Meeting a proposal for a free share capital increase for a maximum nominal amount of 6,200,000 euros, through the issue, in one or more tranches, of a maximum of 5,000,000 ordinary shares of the Company, to be reserved exclusively to the beneficiaries of the aforementioned 2026-2028 Co-investment Plan.

The Board has also resolved to propose to the Shareholders' Meeting the distribution of a dividend of 0.432 euros for each Company share. If so resolved by the Shareholders' Meeting, the dividend will be paid out on 20 May 2026, with coupon date of 18 May 2026 (record date 19 May 2026).

The Board of Directors, on the basis of information provided by those concerned, also verified - with reference to all 9 Directors - compliance with the limitations on the accumulation of offices pursuant to the Resolution of Italgas' Board of Directors of 16 December 2024, who have no cause of ineligibility, forfeiture or incompatibility and who each possess the integrity requirements laid down by current legislation; it also determined, on the basis of declarations made, that the Chairperson, Paolo Ciocca, and the Directors Cecilia Andreoli, Costanza Bianchini, Erika Furlani, Alessandra Faella and Gianmarco Montanari possess the requirements of independence required by the articles 147-ter, subsection 4, and 148, subsection 3, of the TUF and by Article 2 of the Corporate Governance Code (also in consideration of the qualitative and quantitative criteria approved by the Board of Directors to

assess the importance of commercial, financial or professional relationships and additional remuneration), confirming the assessments made at the meeting on 26 May 2025.

The Board of Directors, on the basis of the assessments carried out by the Board of Statutory Auditors, also acknowledged that there were no causes of ineligibility, forfeiture and incompatibility as regards the Statutory Auditors and that they possess the requirements of professionalism and integrity prescribed in accordance with Italian Ministerial Decree No. 162 of 30 March 2000, as specified in art. 20.1 of the Bylaws, comply with the limits of accumulation of offices held, and possess the requirements of independence envisaged by the law and by the Corporate Governance Code (also considering the above mentioned qualitative and quantitative criteria).

In execution of the 2021-2023 Co-Investment Plan approved by the Ordinary and Extraordinary Shareholders' Meeting of 20 April 2021, the Board resolved on the free assignment of a total of 647,789 new ordinary shares of the Company to the beneficiaries of said Plan (third cycle of the Plan) and resolved to execute the third tranche of the share capital increase approved by the aforesaid Shareholders' Meeting, for a nominal amount of 803,258.36 euros drawn from retained earning reserves. The Company will provide accurate information in the manner and within the terms prescribed by law on the implementation of the Plan and the share capital resulting from the execution of said increase.

The Ordinary and Extraordinary Shareholders' Meeting will be held in Turin, Largo Regio Parco 9, and those entitled to participate may also do so through Computershare S.p.A., which has been identified as the Company's "Designated Representative" pursuant to art. 135-*undecies* of the TUF. For more information in this regard, see the call notice of the Ordinary and Extraordinary Shareholders' Meeting of Italgas which will be published by the Company in the manner and within the terms prescribed by law.

Within the timeframe indicated in the Shareholders' Meeting call notice and in compliance with the terms of the law, the following documents will be made available to the public on www.emarketstorage.it: the Integrated Annual Report as at 31 December 2025, the Report on the 2026 Remuneration Policy and 2025 Compensation Paid, the 2025 Corporate Governance and Ownership Structure Report, documentation on the 2026-2028 Co-investment Plan and on the 2026- 2028 Plan Long-term Incentive Plan, the reports on the items on the agenda, as well as the remaining legal documentation for the purposes of the Shareholders' Meeting.

Fine Comunicato n.0167-14-2026

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