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Oggetto : Italgas: The Shareholders' Meeting approves the 2025 Financial Statements and the dividend proposal

Testo del comunicato

Vedi allegato

The Shareholders' Meeting approves the 2025 Financial Statements and the dividend proposal

- 2025 financial statements approved
- Dividend of €0.432 per share (+13.3% compared to the previous year¹)
- Favorable resolutions on the 2026 Remuneration Policy Report and on the 2025 Compensation Paid
- Approval of the 2026–2028 Long-Term Incentive Plan, the 2026–2028 Co-investment Plan and the free share capital increase serving the latter

Turin, April 21 2026 – The Ordinary and Extraordinary Shareholders' Meeting of Italgas was held today in Turin under the chairmanship of Paolo Ciocca, with 76,74% of the share capital represented.

Paolo Ciocca, Chairman of Italgas, commented:

“The Group's outstanding performance in 2025 reflects a robust growth model, strengthened by the significant contribution of the integration of 2i Rete Gas. The results show an improvement across all the main economic and financial indicators and enabled us to propose the payment of a dividend equal to €0.432 per share, up 13.3%¹ compared to last year. A concrete sign of attention to shareholders' remuneration and confidence in the Group's growth prospects”.

Paolo Gallo, CEO of Italgas, commented:

“In 2025, we successfully launched a new phase of growth for Italgas. A path that will lead us to consolidate our European leadership in the sector, opening up even stronger prospects for the future.

We continue to invest in the development and digitalization of infrastructure, leveraging innovation and artificial intelligence as strategic drivers to achieve our business and sustainability objectives. This is even more important in a constantly evolving international scenario in which the gas network is a key factor in energy security as well as an enabler of the transition.

¹ The dividend for the 2024 financial year, paid in May 2025, was adjusted to take into account the so-called “bonus element” of the rights issue, applying the K coefficient communicated by Borsa Italiana on 30 May 2025. The percentage change between the dividend for the 2025 financial year, to be paid in May 2026, and the dividend for the previous year (€0.406 per share), excluding the adjustment, is 6.4%.

The Group's growth is also reflected in the creation of value for investors and shareholders, as demonstrated by the proposed dividend increase. A virtuous path which also includes the excellent result of the first cycle of the Employee Share Ownership Plan, which demonstrates the active participation of our people in the Company's growth.

The Shareholders' Meeting:

- o reviewed the consolidated financial statements of the Italgas Group as of 31 December 2025, which closed with a net profit attributable to the Group of €672.3 million (€478.8 million in 2024) and an adjusted net profit attributable to the Group of €674.5 million (€506.6 million in 2024);
- o approved the financial statements of Italgas S.p.A. as of 31 December 2025, which closed with a net profit of €356.1 million (€422.4 million in 2024);
- o resolved to allocate €17.8 million to the legal reserve and to distribute to shareholders a dividend per share of €0.432 (+13.3% compared to the previous financial year²), using the remaining portion of the profit for the year, equal to €338.3 million, as well as the "Retained earnings" reserve for €100.8 million. The dividend will be payable from 20 May 2026, with the ex-dividend date set for 18 May 2026 and the record date on 19 May 2026.

Performance reporting and the factors determining and influencing the Company's ability to create long-term value in social, environmental, and economic-financial areas (including the consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024) are illustrated in the '2025 Integrated Annual Report'.

As for the Report on the 2026 Remuneration Policy and on the 2025 Compensation Paid, the Shareholders' Meeting approved, with a binding vote pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58 of February 24, 1998 ("CLF"), Section I containing the "2026 Remuneration Policy", and, pursuant to paragraph 6 of the same article, expressed a favourable opinion with a non-binding advisory vote on Section II concerning the compensation paid in 2025.

² The dividend for the 2024 financial year, paid in May 2025, was adjusted to take into account the so-called "bonus element" of the rights issue, applying the K coefficient communicated by Borsa Italiana on 30 May 2025. The percentage change between the dividend for the 2025 financial year, to be paid in May 2026, and the dividend for the previous year (€0.406 per share), excluding the adjustment, is 6.4%.



Press Release

The Shareholders' Meeting also approved the 2026–2028 Long-Term Incentive Plan, under the terms and conditions described 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 legal requirements, to which reference should be made for further information. This is an instrument aimed at promoting a further alignment of management with the interests of Shareholders and the sustainability of long-term value creation.

The 2026–2028 Co-investment Plan was also approved, under the terms and conditions described 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 legal requirements, to which reference should be made for further information. In particular, the Plan is aimed at ensuring the alignment between the business results achieved, long-term value creation for shareholders and management remuneration, while also promoting the sustainable success of the Company and the Group.

Lastly, in the extraordinary session, the Shareholders' Meeting approved the proposal, serving the 2026–2028 Co-investment Plan, for a free share capital increase, in one or more tranches, for a maximum nominal amount of €6,200,000, through the issuance of up to 5,000,000 new ordinary shares to be allocated, pursuant to Article 2349 of the Italian Civil Code, for a corresponding maximum amount drawn from the retained earnings reserve, exclusively to the beneficiaries of the Plan, i.e. employees of the Company and/or Group companies.

The officer responsible for the preparation of the Company's accounting documents, Gianfranco Maria Amoroso, declares, pursuant to paragraph 2, Article 154-bis of the CLF, that the accounting information contained in this press release corresponds to the documented results, books and accounting records.

Fine Comunicato n.0167-54-2026

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