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Directory n. 90.346 Collection no. 20,921
Minutes of the extraordinary session of the shareholders' meeting of "Italgas S.p.A." held on 21 April 2026.

ITALIAN REPUBLIC

The year two thousand and twenty-six, the eleventh day of the month of May

(11/05/2026)

in Turin, in my studio in Corso Giacomo Matteotti n. 47, at about eighteen thirty minutes.

I, the undersigned, avv. Francesco PENE VIDARI, notary registered with the Notarial College of the United Districts of Turin and Pinerolo, with residence in Turin, at the request of Dr.

Paolo CIOCCA, born in Rome on 17 April 1963, domiciled for the purpose of office in Milan, via Carlo Bo n. 11,

in his capacity as Chairman of the Board of Directors of the

"Italgas S.p.A.", with registered office in Milan, via Carlo Bo no. 11, with a fully paid-up share capital of € 1,258,157,892.44 (one billion, two hundred and fifty-eight million, one hundred and fifty-seven thousand, eight hundred and ninety-two point forty-four), registered in the Milan Monza Brianza Lodi Companies Register, registration number and tax code 09540420966, a company whose shares are admitted to trading on Euronext Milan (EXM), organised and managed by Borsa Italiana S.p.A.,

redigo

the minutes of the extraordinary session of the shareholders' meeting of the aforementioned Company, which I attended, held in Turin, largo Regio Parco no. 9, on

April 21 (twenty-one) 2026 (two thousand and twenty-six)

just the notice below, to discuss and deliberate on the following

Agenda

In ordinary session

1. Financial statements for the year ended 31 December 2025 of Italgas S.p.A., Annual Integrated Report for the year ended 31 December 2025, Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.

2. Allocation of profit for the year and distribution of dividends.

3. Report on the remuneration policy and compensation paid:

3.1 approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998;

3.2 resolutions on the "second section" of the report, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998.

4. Long-Term Incentive Plan 2026-2028. Related and consequent resolutions.

5. 2026-2028 Co-investment Plan reserved for employees of Italgas S.p.A. and/or Group companies. Related and consequent resolutions.

In extraordinary session

1. Proposal for a free share capital increase, to be reserved for

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employees of Italgas S.p.A. and/or Group companies, for a maximum nominal amount of Euro 6,200,000 in one or more tranches, through the assignment, pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, with the issue of no more than 5,000,000 ordinary shares. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions.

In adhering to the request, I acknowledge that the report of the extraordinary part of the aforementioned meeting, which I notary attended in Turin, largo Regio Parco no. 9, without interruption, is as follows, since the ordinary part of the meeting is the subject of separate minutes.

I, the notary, therefore acknowledge the following.

At approximately thirteen minutes and twenty-five minutes, Mr. Paolo CIOCCA, after declaring that he would maintain the chairmanship of the meeting, already assumed, pursuant to article 11.2 of the Articles of Association, during the discussion of the ordinary session, which has just ended, and to regulate the conduct of the same, with the consent of the same meeting, invites the notary to draw up the minutes of the extraordinary session.

The Chairman announces that 1,564 shareholders have currently participated, in person or by proxy, for a total of 779,906,603 shares representing 76.737220% of the share capital with voting rights and therefore acknowledges that the Shareholders' Meeting is duly constituted and eligible to resolve on the items on the agenda also in extraordinary session.

The Chairman therefore recalls all the communications and statements already made at the opening of the ordinary part of the Shareholders' Meeting, which are reported below:

- that, on the occasion of today's Assembly, an electronic voting system was adopted through the use of Radiovoter®, aimed at reducing the duration of the counting operations; those present were provided with the information necessary for the correct use of the Radiovoter®, delivered at the time of registration, also through the transmission of a slide explaining how to vote through Radiovoter®;
- that accreditation to the shareholders' meeting takes place through the use of electronic equipment consisting of a remote control called Radiovoter®, which is associated with the identification data of the person entitled to attend and the number of voting rights he or she holds or represents by proxy;
- that the Radiovoter® is absolutely and strictly personal, that it must not be transferred to others, left unattended or otherwise, that its diligent custody is under the personal responsibility of any person entitled to intervene, that any loss must be promptly reported to the service personnel at the stations of the accreditation areas and that the Radiovoter® has the triple function of detecting:
 - the participation of the entitled party to attend the Shareholders' Meeting, recording both the number of votes in person entitled to

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attend the meeting and the number of votes attributed to him or her by each delegating party,

- the legitimacy to book interventions,
- the legitimacy to vote,

in the manner referred to below;

- that entry, exit and any re-entry into the room where the meeting is held are carried out after passing through the workstations located at the entrance to the meeting room where the actual entry into the assembly premises will be recorded, the cessation of participation in the event of even temporary exit as well as the resumption of participation in the event of return;

- that those entitled present in the room will be asked to cast their vote using the appropriate Radiovoter® tools given to them at the time of registration;

- that, when asked to proceed with the vote, the entitled party or the delegate must cast their vote by pressing only one of the buttons on the Radiovoter®, marked respectively with the green color "IN FAVOR", red "AGAINST" or yellow "ABSTAIN" and immediately after the "OK" button; until the latter button is pressed, the voting intention can be changed by the interested party; the vote thus expressed will remain imprinted on the display until the end of each individual vote; once the "OK" button has been pressed, the vote thus expressed will be recorded;

- that those who do not cast any vote will be considered non-voters;

- that the vote may be cast within one minute of the beginning of each vote; after this deadline the vote will be declared closed;

- that the representatives of several shareholders or trust companies who intend to express differentiated voting within the scope of the proxies received must necessarily go to the assisted voting station;

- that, in compliance with the provisions in force, the notice of call of the Shareholders' Meeting was published, in full, on the Company's website on 20 March 2026 and, in extract, in the newspapers Il Sole 24 Ore and Financial Times on 21 March 2026, as well as disseminated in the other ways prescribed by the regulations in force and that the agenda is divided into the items set out above;

- that, in addition to the Chairman, the following directors are present: Paolo GALLO, Chief Executive Officer, Cecilia ANDREOLI, Costanza BIANCHINI, Alessandra FAELLA and Gianmarco MONTANARI, as well as the Standing Auditors Giulia PUSTERLA, Chairman of the Board of Statutory Auditors, and Eliana QUINTILI, while the Directors Fabio BARCHIESI, Erika FURLANI and Qinjing SHEN and the Standing Auditor Maurizio DI MARCOTULLIO have justified their absence;

- that the share capital is € 1,258,157,892.44 (one billion, two hundred and fifty-eight million, one hundred and fifty-seven thousand, eight hundred and ninety-two point forty-four), divided into 1,016,334,191 (one billion, sixteen million, three hundred and

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thirty-four thousand, one hundred and ninety-one) shares with no par value; each share entitles the holder to one vote in the ordinary and extraordinary shareholders' meetings of the Company; there are no classes of shares other than ordinary shares and as of today the Company does not hold treasury shares;

- that, pursuant to Article 13 of Regulation (EU) No. 679/2016 on the protection and free movement of personal data of natural persons, the personal data (name, surname, place of birth, residence and professional qualifications) of the participants in the Shareholders' Meeting have been and will be processed by Italgas S.p.A. – as Data Controller – in the forms and within the limits related to the obligations, the tasks and purposes provided for by current legislation, as specified in the information provided to the participants;

- that the list of names of the entitled participants, in person or by proxy, with an indication of the number of shares held by each and possibly of the delegating shareholder, is available to the shareholders' meeting and, supplemented by the names of those who, if any, attend later or leave before each vote, with an indication of the number of shares held by each, it will be attached to the minutes of the meeting; for each vote, the number of participants in the vote in person or by proxy will be communicated and the result will be proclaimed;

- that, as recommended by Consob, financial analysts, journalists and qualified experts are put in a position to follow the work of the shareholders' meeting;

- that Ms. Paola ROLLI and Ms. Alessandra CROGNALE are also present representing the Company's independent auditors, Deloitte & Touche S.p.A.;

- that the Attorney General Counsel is also present, and that the Chairman's Office has been established, pursuant to Article 5.2 of the Regulations of the Shareholders' Meetings of Italgas S.p.A., in which the Attorney Valentina PIACENTINI, Secretary of the Board of Directors, the Attorney Manuela FABRIZI, Head of Corporate Governance and Corporate Bodies, and the Attorneys Iliaria PICCINI and Stefano TAGNIN of the Corporate Affairs Function of Italgas S.p.A. have been established, also present in Turin, largo Regio Parco n. 9;

- that an audio-video recording system of the speeches is in operation in the room, for the sole purpose of facilitating the recording of the minutes and for subsequent dissemination on the Company's web channels;

- that, pursuant to Article 4.3 of the Regulations of the Shareholders' Meetings of Italgas S.p.A., recording instruments of any kind, with the exception of those mentioned, or photographic and similar devices may not be used in the premises where the Shareholders' Meeting is held;

- that a simultaneous translation service from Italian to English is provided (translation transmitters and headphones are available at

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the reception);

- that, also pursuant to Article 7 of the aforementioned Regulations of the Shareholders' Meetings of Italgas S.p.A.:

- requests to speak may be submitted to the Bureau from the time of the constitution of the Assembly until the discussion has been declared open,

- as per the Shareholders' Meeting Regulations, the Chairman's Office sets the maximum duration of each speech at five minutes for each item, during the discussion that will take place jointly for all the items on the agenda of the ordinary session and then for the item on the agenda of the extraordinary session,

- voting will then take place separately for the various items on the agenda; in this way, all those entitled to attend and express their opinion are allowed to participate and express their opinion in a reasonable time and, also, to keep the duration of the assembly within appropriate limits out of respect for all those present,

- no replies are allowed and, after the end of the debate, only short-term explanations of vote are allowed, which is already indicated by the Presidency in two minutes of total duration available to the individual subject, subject to deciding at the time whether there were specific requests;

- that, in the event of the submission of amendments to the proposals made by the Council or in any case of proposals other than those formulated by the Council, the Council's proposal will first be put to the vote and, only if this proposal is rejected, the subsequent proposals will be put to the vote;

- that, similarly, in the event of the presentation of points of order, on which no discussion is in any case foreseen, if the President decides to put them to the vote, any proposals formulated by the President will first be put to the vote and, only if they are rejected, the proposals of those present;

- that the proposals of the participants will be put to the vote starting from the proposal presented by those who represent the largest percentage of the capital; only if the proposal put to the vote is rejected, the next proposal in order of capital represented will be put to the vote;

- that, in relation to today's Shareholders' Meeting, the obligations required by civil law and the provisions on regulated markets have been carried out;

- that the Company has not received any request to supplement the agenda and submit new resolution proposals pursuant to the law and Article 126-bis of Legislative Decree 58/1998 ("TUF");

- that the legitimacy to vote of those present was verified, on the basis of the circumstances known to the Company and the statements of those present, asking those present in any case to communicate, in accordance with the provisions of law, the regulations in force and the Articles of Association, the existence of any situations of lack of standing to vote or exclusion from voting as well as the existence of any shareholders' agreements; this, in

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relation to all votes;

- that none of those present made reports regarding situations of lack of legitimacy to vote or exclusion from voting;

- that, on the basis of the results of the shareholders' register, the information received pursuant to Article 120 of the TUF and the deposits made for the purposes of today's shareholders' meeting, the shareholders holding a shareholding of more than 3% of the share capital are as follows, with the clarification that, with reference to institutional investors, the shareholding indicated below may be lower than that actually held, if not all the shares held have been deposited:

Registrant	Shareholder	% share of capital ordinary	% share of voting capital	Number of shares owned
CDP	CDP Networks	25,92%	25,92%	263.423.030
	Snam	11,38%	11,38%	115.704.244
	Total	37,30%	37,30%	379.127.274
Lazard Llc	Lazard Llc	4,62%	4,62%	46.973.882
Blackrock	Blackrock	3,10%	3,10%	31.533.985

- that, with regard to the relevant shareholders' agreements pursuant to Article 122 of the TUF:

- the Company is aware of the shareholders' agreement signed on 20 October 2016 between CDP Reti S.p.A. and Snam S.p.A. (the "Agreement"), concerning all the shares that each of them would have come to hold in Italgas S.p.A., as a result of and with effect from the effective date of the partial and proportional demerger of Snam S.p.A. in favour of Italgas S.p.A. and the simultaneous admission to listing of Italgas shares S.p.A.; the Agreement, which entered into force on 7 November 2016, regulates, inter alia: (i) the exercise of voting rights related to syndicated shares, (ii) the establishment of a consultation committee, (iii) the obligations and procedures for submitting a joint list for the appointment of the members of the Company's Board of Directors and (iv) certain restrictions on the sale and purchase of Italgas shares,
- the Pact was subsequently renewed on 7 November 2019, 7 November 2022 and 7 November 2025 respectively,
- on 21 March 2023, Snam S.p.A. and CDP Reti S.p.A. signed an initial agreement amending the Agreement,

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- on 14 April 2025, Snam S.p.A. and CDP Reti S.p.A. signed a second agreement amending the Agreement,
- this Agreement was communicated to Consob pursuant to Article 122 of the TUF as required by current legislation, inter alia, and was published, in accordance with the law, on the Company's website ("Investors" Section – "Stock and Shareholders' Shareholding" – "Shareholders' Agreements");
- that, with regard to the questions raised during the Assembly, the following procedure will be followed: the answers will be given after the conclusion of all the interventions on the items on the agenda and, if necessary, after a short break necessary to prepare the answers in an organic way; at the end of the answers, the proposals on the items on the agenda will be put to the vote, separately from each other;
- that, in relation to the right to ask questions pursuant to Article 127-ter of the TUF, some questions have been received; the questions and related answers provided by the Company have been published on the Company's website;
- that the Company has designated, pursuant to Article 135-undecies of the TUF, "Computershare S.p.A.", intervened here through Mr. Fulvio FAVARO, as the person ("Designated Representative") to whom those entitled could confer a proxy with voting instructions on all or some of the items on the agenda; the Designated Representative has been granted proxies;
- that the reports of the Board of Directors containing the proposed resolutions have been made available, within the terms of the law, at the Company's registered office, on the Company's website www.italgas.it ("Investors" – "Governance" – "Shareholders' Meeting" – "Shareholders' Meeting: 21 April 2026" section) and on the authorised storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.l.;
- that the printed file containing the Board of Directors' reports with the resolution proposals, the 2025 Annual Integrated Report, the Report on the 2026 Remuneration Policy and 2025 Compensation Paid, the 2025 Report on Corporate Governance and Ownership Structure, the Information Document on the 2026-2028 Long-Term Incentive Plan and the Information Document on the Plan was also delivered at the entrance to the Shareholders' Meeting room of Co-investment 2026-2028.

The Chairman moved on to the discussion of the first and only item on the agenda of the extraordinary part of the meeting.

Therefore, the Chairman invites me notary to read the proposal for a resolution of the Board of Directors on item 1) on the agenda of the extraordinary session, which is transcribed below:

"The Shareholders' Meeting of Italgas S.p.A., held in extraordinary session,

- *having taken note of the proposal of the Board of Directors and examined the related report;*
- *having taken note of the approval by today's Ordinary*

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Shareholders' Meeting of the incentive plan called "2026-2028 Co-investment Plan reserved for employees of Italgas S.p.A. and/or Group companies";

resolves

(i) to increase the share capital for a maximum amount of Euro 6,200,000.00 (six million, two hundred thousand), through the issue, also in several tranches, of a maximum number of 5,000,000 (five million) new ordinary shares, to be assigned free of charge, by assignment pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, to employees of the Company and/or Group companies, beneficiaries of the incentive plan approved by the Ordinary Shareholders' Meeting of 21 April 2026, and to be executed by the deadline of 30 June 2031, with allocation to capital of Euro 1.24 (one point twenty-four) for each share;

(ii) to amend Article 5 of the Articles of Association as illustrated in the Board of Directors' Explanatory Report and in the text set out below:

" ARTICLE 5

5.1 The share capital is Euro 1,258,157,892.44 (one billion two hundred and fifty-eight million one hundred and fifty-seven thousand eight hundred and ninety-two point forty-four), divided into 1,016,334,191 (one billion sixteen million three hundred and thirty-four thousand one hundred and ninety-one) shares with no par value.

5.2 The Shareholders' Meeting may resolve on capital increases, establishing the terms, conditions and procedures. The capital can be increased: with contributions in kind and credits and with the issue of new shares, including special categories, to be assigned free of charge pursuant to art. 2349 of the Civil Code.

5.3 The Extraordinary Shareholders' Meeting held on 20 April 2021 resolved to increase the share capital, in one or more tranches, for a maximum nominal amount of Euro 5,580,000, now remaining Euro 3,525,962.32, by assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, with the issue of no more than 4,500,000 ordinary shares, now remaining 2,843,518 ordinary shares, to be assigned free of charge to the beneficiaries of the incentive plan approved by the Ordinary Shareholders' Meeting of 20 April 2021 and to be executed by the deadline of 30 June 2026.

5.4 The Extraordinary Shareholders' Meeting held on 6 May 2024 resolved to increase the share capital, in one or more tranches, for a maximum nominal amount of Euro 3,720,000, by assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount drawn from retained earnings reserves, with the issue of no more than 3,000,000 ordinary shares, to be assigned free of charge to the beneficiaries of the incentive plan approved by the Ordinary Shareholders' Meeting of 6 May 2024 and to be executed by the deadline of 30 June 2028.

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5.5. The Extraordinary Shareholders' Meeting held on 10 April 2025 resolved to increase the share capital for payment, in one or more tranches, for a maximum nominal amount of Euro 4,960,000.00, now residual Euro 4,465,233.8, and issue of no more than 4,000,000 ordinary shares, now residual 3,600,995, with the exclusion of pre-emption rights pursuant to art. 2441, paragraph 8, of the Italian Civil Code, to be offered for subscription to the beneficiaries of the shareholding plan approved by the Ordinary Shareholders' Meeting of 10 April 2025 and to be executed by the deadline of 31 December 2028.

5.6 The Extraordinary Shareholders' Meeting on 10 April 2025 resolved to increase the share capital, for a maximum nominal amount of Euro 7,440,000.00, now residual Euro 6,702,192.56, by assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, with the issue of no more than 6,000,000 ordinary shares, now remaining no. 5,404,994, to be assigned free of charge to the beneficiaries of the shareholding plan approved by the Ordinary Shareholders' Meeting of 10 April 2025 who subscribed to the capital increase referred to in the immediately preceding paragraph and to be executed by the deadline of 31 December 2028.

5.7 The Extraordinary Shareholders' Meeting held on 10 April 2025 resolved to increase the share capital, in one or more tranches, for a maximum nominal amount of Euro 558,000.00, by assigning, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount withdrawn from retained earnings reserves, with the issue of no more than 450,000 ordinary shares, to be assigned free of charge to the beneficiaries of the stock grant plan approved by the Ordinary Shareholders' Meeting of 10 April 2025 and to be executed by the deadline of 31 December 2027.

5.8 The Extraordinary Shareholders' Meeting held on 21 April 2026 resolved to increase the share capital, in one or more tranches, for a maximum nominal amount of Euro 6,200,000.00, by assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount drawn from retained earnings reserves, with the issue of no more than 5,000,000 ordinary shares, to be assigned free of charge to the beneficiaries of the incentive plan approved by the Ordinary Shareholders' Meeting of 21 April 2026 and to be executed by the deadline of 30 June 2031.";

(iii) to attribute to the Board of Directors, and on its behalf to the Chairman and the Chief Executive Officer pro tempore in office and severally intervening from each other, the powers to implement the foregoing resolutions, including, but not limited to:

- the power to update Article 5 of the Articles of Association, in the part relating to the amount of capital and the number of shares that compose it, in relation to the total or partial subscription of the capital increase, also proceeding with the relevant filings with the Register of Companies;*
- the power to carry out any activity, prepare, present, sign any*

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document, or act, required, necessary or appropriate for the purpose of executing the approved capital increase and carrying out any preparatory, ancillary, instrumental or consequent activity, with separate delegation to the aforementioned legal representatives in office pro tempore for any and all activities not reserved by law or by internal rules within the competence of the collegial body;

- the power to carry out any act necessary or appropriate for the execution of the resolution, also granting separate delegation to the aforementioned legal representatives in office pro tempore to introduce the changes permitted or required for registration in the Register of Companies;

*(iv) to establish that, if the approved capital increase is not fully executed by the deadline of 30 June 2031, the capital is still intended to be increased by an amount equal to the shares issued."*tag.

The Chairman informs that the shareholders Marco Geremia, Carlo BAVA and Carlo Maria BRAGHERO have registered to speak on the first and only item on the agenda of the extraordinary meeting, to whom I give the floor according to the order of registration.

Shareholder Marco Geremia Carlo BAVA

informs that he has worked for many years in Telecom and that he has adequate skills in the field of telecommunications and energy; points out that electricity and gas supplies coexist in all households without there being any fire problems, and disputes the claim that bringing electricity into a gas pipe can cause sparks, considering it sufficient to cover the pipes with fibre or graphene, at least as a first experiment;

maintains that Italgas' laboratories are able to carry out all the necessary experiments to test the use of pipelines for the transport of gas and energy;

with reference to the incentive plan subject to resolution, asks what the parameters of the assignment of shares are and whether it is envisaged that managers are entitled to more shares than employees;

maintains that everyone should be able to benefit from the allocation of shares in equal shares;

he believes that it would be an injustice to provide for large free assignments to those who already receive high salaries.

The shareholder Carlo Maria BRAGHERO renounces to intervene.

The Chairman then passes the floor to the CEO for answers.

CEO Paolo GALLO

specifies that there is talk of a co-investment plan;

refers to pages 6 and 7 of the Report on the remuneration policy and compensation paid, where the remuneration is explained;

points out that short-term objectives are envisaged for executives with variable remuneration depending on the results achieved;

specifies that part of this variable remuneration is not paid immediately in cash, but assigned in the form of shares subject to

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a vesting period of 3 years;
it specifies, therefore, that the co-investment plan under discussion provides for the issuance of an amount of shares with a vesting period of 3 years and therefore concerns the period 2026-2028;
Finally, it points out that the co-investment plan mainly concerns executives and recalls that last year's shareholders' meeting approved a widespread share ownership plan to which approximately 70% of employees adhered and from which managers with strategic responsibilities were excluded.
The Chairman took the floor again and then asked if there were any requests from shareholders to make explanations of vote on the item on the agenda of the extraordinary part of the Shareholders' Meeting, recalling that no replies are allowed and only statements of 2 minutes of total duration are allowed.
He then gives the floor to the shareholder Marco Geremia Carlo BAVA.

Shareholder Marco Geremia Carlo BAVA

declares that it abstains as it considers that it is a plan that does not leave an alternative choice to beneficiaries;
argues that the proposed mechanism links part of remuneration to incentives and to the performance of share values, noting that the latter does not always reflect the value of the Company;
Referring to the large adherence of employees to last year's share ownership plan, he believes that employees had no alternative when faced with the proposal to receive, for example, 1,000 euros in cash and 1,000 euros in shares.

The President, no one else asking for the floor, declared the debate closed and asked me, notary, to proceed with the voting operations on the only item on the agenda of the extraordinary session.

I, a notary, proceed with the voting operations.

I put to the vote through Radiovoter® the proposal for a resolution of the Board of Directors on item 1) on the agenda of the extraordinary part of the shareholders' meeting.

I invite those present not to be absent during the voting operations.
I ask those present to communicate, in accordance with the provisions of the law, the regulations in force and the statute, the existence of any situations of lack of legitimacy to vote or exclusion from voting.

I hereby inform you that at the moment there are 1,564 shareholders in person or by proxy, for a total of 779,906,356 shares representing 76.737196% of the share capital with voting rights.

Once the voting is over, I announce the results of the vote:

votes in favour n. 762.198.306

17,708,047 votes against

abstentions n. 3

non-voting n. 0.

The Chairman then ascertains that the proposal for a resolution of the Board of Directors relating to item 1) of the agenda of the

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extraordinary session of the shareholders' meeting is approved by a majority.

Those who voted in favour, voted against, abstained or did not vote, with the number of their respective shares, are highlighted in the list of participants in the meeting (Annex "**C**").

Since there is nothing else on the agenda to be resolved, the Chairman thanks the Chief Executive Officer, all the Directors, the Statutory Auditors and all the staff of the Company who have made it possible to achieve the results illustrated in this Shareholders' Meeting and declares the Shareholders' Meeting dissolved at approximately thirteen and forty-six minutes.

The following are attached to these minutes to make them an integral and substantial part, subject to the dispensation of reading them:

- under letter "**A**" the explanatory report of the Board of Directors on the first item on the agenda of the extraordinary meeting,
 - under letter "**B**" the updated articles of association,
 - under the letter "**C**", the list of names of the participants in the Shareholders' Meeting, in person or by proxy, with an indication of the number of their respective shares, which shows, for each vote, those who voted in favour, voted against, abstained or did not vote.
- And at the request that I have drawn up this report, which is signed by me, the notary, at about nineteen minutes and thirty minutes.

The present minutes consist of six sheets written, by persons of my trust, for twenty-two whole pages and as for the twenty-third so far.

To the original signed:

Francesco PENE VIDARI