

Italgas S.p.A.

ORDINARY SHAREHOLDERS' MEETING OF 13 MAY 2025

SINGLE CALL

**Report by the Board of Directors on the proposals concerning the items on the agenda of
the Shareholders' Meeting**

Item 1

“Financial statements of Italgas S.p.A. as at 31 December 2024, Integrated Annual Report as at 31 December 2024, Reports by the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Related and consequent resolutions”.

Dear Shareholders,

the financial statements for the year 2024 of Italgas S.p.A. (the "**Company**"), which closed with a profit for the year of 422,455,326.61 euros, and the consolidated financial statements, which closed with a net profit attributable to the Group of 478.854 thousand euros and *adjusted* net profit attributable to the Group of 506.6 million euros (net profit including minority interests of 507.435 thousand euros and adjusted net profit including non-controlling interests of 535.2 million euros), are illustrated in the "2024 Integrated Annual Report" (which also includes the consolidated sustainability report pursuant to Legislative Decree No. 125/2024), which is filed at the Company's registered office, as well as published on the authorised storage mechanism "eMarket STORAGE" at www.emarketstorage.it and on the Company's website, www.italgas.it. This Report therefore refers to that document.

We hereby submit the following proposal for your approval:

“Dear Shareholders,

having acknowledged the Reports of the Directors, of the Board of Statutory Auditors and of the Independent Auditing Firm, and the Integrated Annual Report at 31 December 2024, you are invited to approve the financial statements of Italgas S.p.A. for the year ended 31 December 2024 which closed with a profit of 422,455,326.61 euros”.

Milan, 12 February 2025

The Chairperson of the Board of Directors
Ms Benedetta Navarra