

# Bit Market Services

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Diffusione presunta  
Oggetto : CALL OF SHAREHOLDERS' MEETING

*Testo del comunicato*

CALL OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS'  
MEETING

Snam S.p.A.  
Registered office in San Donato Milanese (MI) - Piazza Santa Barbara 7  
Share capital EUR € 3,696,851,994.00, fully paid in  
Tax Code and Milan Company Register No. 13271390158  
VAT No. 13271390158  
R.E.A. Milan (Economic-Admin. Roll) No. 1633443

## CALL OF SHAREHOLDERS' MEETING

A Shareholders' Meeting of Snam S.p.A. ("Snam" or the "Company") has been called in extraordinary and ordinary session, on single call, for 1<sup>st</sup> August 2016, at 10:00 a.m. (CET) in San Donato Milanese (MI), Piazza Santa Barbara, 7, to deliberate and resolve upon the following

### Agenda

#### Extraordinary session

1. Plan for the reorganisation of Snam's equity stake in Italgas S.p.A. and, in particular, approval of the Plan for the partial and proportional demerger of Snam S.p.A. Related and consequent resolutions.

#### Ordinary session

1. Authorisation to purchase treasury shares

#### Verification of eligibility to participate and to vote in the Meeting

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, (the "T.U.F."), those whose duly empowered (in accordance with applicable regulation) representatives have sent notification attesting to their possession of the right to participate in the Meeting by the close of business on the seventh market trading day before the date set for the Shareholders' Meeting on single call (21 July 2016 - record date) will be certified as eligible to participate in the Meeting. The notification must reach Snam by the end of the third market trading day (27 July 2016) before the date set for the Meeting on single call. Eligibility to participate and to vote is still certified if the notification reaches Snam after the aforesaid deadlines, as long as it is before the beginning of the business of the Meeting. Those who take possession of shares only after the record date shall not have a right to participate or to vote in the Meeting. You are reminded that the notification to Snam must be made by the intermediary at the request of the party entitled to the right. Any requests for prior notification or compensation for performance required of the intermediary may not be attributed to the Company.

#### Right to submit questions before the Shareholders' Meeting

Pursuant to Article 127-*ter* of the T.U.F., those who have the right to vote may submit questions about subjects on the agenda even before the Shareholders' Meeting, having them reach the Company by 29 July 2016; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent by mail to the following address:

*Snam S.p.A.*  
*Direzione Affari Legali, Societari e Compliance*  
*(August 2016 Shareholders' Meeting questions)*  
*Piazza Santa Barbara, 7*  
*20097 San Donato Milanese (MI) – Italy*

or by e-mail to [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it), or by using the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section). The parties involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website. Responses to the questions received by the deadline indicated are to be provided during the Shareholders' Meeting, at latest. The Company will provide a single response to questions having the same content. No answer is due when the information requested is already available in the FAQ section of the Company website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section).

#### Additions to the agenda for the Shareholders' Meeting and proposals for resolution on the items on the agenda

Pursuant to Article 126-*bis* of the T.U.F., such shareholders as, even jointly, represent at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice, to add to the list of items to be deliberated, indicating in that request the further matters proposed, or may present proposals for resolution on items already on the agenda. Questions must be submitted in writing to the registered office by recorded delivery or by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it), together with a report which provides a description of the items requested for resolution or of the reasons for further proposals for resolution presented on items already on the agenda. In any event, all parties entitled to vote may individually present proposals for resolution in the Shareholders' Meeting. Further information is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section).

#### Proxy voting rights

Pursuant to Article 135-*novies* of the T.U.F. and Article 10.2 of the Bylaws, those entitled to vote may be represented in the Shareholders' Meeting in accordance with the law. Notification of proxy delegation must be sent to the Company by mail to the address:

Snam S.p.A.  
Direzione Affari Legali, Societari e Compliance  
(August 2016 Shareholders' Meeting proxies)  
Piazza Santa Barbara, 7  
20097 San Donato Milanese (MI) – Italy

or by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it), or by e-mail to [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it). Proxies and related voting instructions are always revocable. A proxy form is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section).

#### **Shareholder Representative designated by the Company**

Pursuant to Article 135-*undecies* of the T.U.F., the Company has designated Georgeson S.r.l. as the entity ("**Designated Representative**") to which shareholders may confer proxies free of charge. Voting instructions for all or each of the proposals on matters on the agenda are attached to the proxy form. The proxy must be conferred by signing the specific proxy form made available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section), and transmitted, by the methods indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting. Proxies and related voting instructions are revocable within the aforementioned period. Proxies have no effect on proposals for which no voting instructions have been provided. Further information is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section). As of today, the Designated Representative will be available to Shareholders to provide necessary information and clarifications via the freephone number 800-189038 for those calling from Italy and +39 06 42171800 for those calling from abroad, as well as via e-mail to [rappresentantesnam@georgeson.com](mailto:rappresentantesnam@georgeson.com).

#### **Requesting information and the Company website**

For any additional information concerning the Shareholders' Meeting and, in particular, procedures for exercising rights, please consult Company's website, [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section), or write to the e-mail address [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it). The following are also in operation:

- Freephone number 800 360 243, valid within Italy;
- Telephone number +39 02 37000890.

#### **Disclosure documentation**

Board of Directors' report concerning the only item of the agenda of the extraordinary part and related documentation are available for the public as of today, with the exception of the information document drawn up pursuant to Article 70, paragraph 6 of the regulations adopted by Consob by Resolution 11971 of 14 May 1999, as amended, and to Article 5 of the regulations

adopted by Consob by Resolution 17221 of 12 March 2010, that will be available for the public by 5 July 2016. Board of Directors' report concerning the only item of the agenda of the ordinary part, will be available for the public by 11 July 2016.

This documentation is available at the Company's registered office, at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), at the Company's website, [www.snam.it](http://www.snam.it) ("Governance and Conduct" – "Shareholders' Meeting" Section) as well as at the authorised storage system "NIS-STORAGE" managed by Bit Market Service S.p.A. ([www.emeraketstorage.com](http://www.emeraketstorage.com)).

#### **Other information**

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must write to the e-mail address [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it) or send an appropriate request to *Direzione Affari Legali, Societari e Compliance* of Snam by mail by 30 July 2016.

Parties eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 9:00 a.m. (CET).

for the BOARD OF DIRECTORS  
The Chairman  
Mr. Carlo Malacarne

Fine Comunicato n.0542-56

Numero di Pagine: 4