



SPAFID CONNECT

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Regolamentata
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Data/Ora Inizio : 23 Marzo 2018 08:22:21
Diffusione presunta
Oggetto : Notice of call of shareholders meeting

Testo del comunicato

we send you the notice of call of shareholders' meeting of 24 April 2018

Snam S.p.A.
Registered Offices at Piazza Santa Barbara 7, San Donato Milanese (MI)
Share capital 2,735,670,475.56 euros, fully paid-up
Tax Code and
Milan, Monza Brianza and Lodi Chamber of Commerce Business Register no. 13271390158
VAT Number 13271390158
R.E.A. Milan 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 Tuesday, 24 April 2018, 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. Proposal to cancel treasury shares in the Company's portfolio without reducing the share capital; consequent amendment of article 5.1 of the Company Bylaws; Related and consequent resolutions.
2. Proposal to supplement the slate voting regulations for the appointment of the Board of Directors and the Board of Statutory Auditors. Consequent amendment of articles 13.5 and 20.3 of the Company Bylaws. Related and consequent resolutions.

Ordinary session

1. Snam S.p.A financial statement as at 31 December 2017. Consolidated financial statements as at 31 December 2017. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.
2. Allocation of the period's profits and dividend distribution.
3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorization granted by the Ordinary Shareholders' Meeting of 11 April 2017, for any part not yet implemented.
4. Consensual termination of the appointment as external auditor of the accounts and contextual conferral of the new appointment as external auditor of the accounts of the Company for the period 2018-2026.
5. Proposal to change the 2017-2019 long term share incentive Plan. Related and consequent resolutions.
6. Policy on remuneration pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998.

Verification of eligibility to participate and vote in the Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998, ("the C.L.F."), those whose duly empowered (in accordance with applicable regulation) representatives have sent the Company 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 (13 April 2018 - record date) will be certified as eligible to participate in the Meeting. Those who take possession of shares only after the record date shall not have a right to participate or vote in the Meeting. Eligibility to participate and to vote is still certified if the notification reaches Snam by the end of the third market trading day (19 April 2018) before the date set for the Shareholders' Meeting on single call, as long as it is before the beginning of the business of 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 to the Shareholders' Meeting

Pursuant to Article 127-ter of the C.L.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 21 April 2018; 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.
Governance & Corporate Affairs (April 2018
Shareholders' Meeting Questions)
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy*

or by certified e-mail to snam.assemblea@pec.snam.it, or by using the appropriate section of the Company's website 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 unitary answer 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 ("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 C.L.F., 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, together with a report which provides a description of 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 ("*Governance and Conduct*" – "*Shareholders' Meeting*" section).

Proxy voting rights

Pursuant to Article 135-*novies* of the C.L.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.
Governance & Corporate Affairs (April 2018
Shareholders' Meeting Proxies)
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

or by certified e-mail to snam.assemblea@pec.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 ("*Governance and Conduct*" – "*Shareholders' Meeting*" section).

Shareholder Representative designated by the Company

Pursuant to Article 135-*undecies* of the C.L.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 ("*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 (20 April 2018). 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 ("*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

Requesting information and the Company website

For any additional information concerning the Shareholders' Meeting and the relevant procedures, please consult the Company's website www.snam.it ("*Governance and Conduct*" "*Shareholders' Meeting section*") or write to the certified e-mail address snam.assemblea@pec.snam.it. The following are also in operation:

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

Disclosure documentation

The explanatory reports concerning the items on the agenda, the corresponding documentation and the proposed Board resolutions will be made available as follows:

- items 1 and 2 of the Extraordinary Session and item 4 and 5 of the Ordinary Session with this notice;
- item 6 of the Ordinary Session by 27 March 2018;
- items 1, 2 and 3 of the Ordinary Session by 29 March 2018

at the Company's registered office, at Borsa Italiana S.p.A. (www.borsaitaliana.it), at the Company's website, ("*Governance and Conduct*" – "*Shareholders' Meeting*" section) as well as at the authorised storage mechanism "eMarket-STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com).

Other information

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must write to the certified e-mail address snam.assemblea@pec.snam.it or send an appropriate request to *Governance & Corporate Affairs* of Snam by mail by 22 April 2018. 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 Chair
Mr Carlo Malacarne

Fine Comunicato n.0542-36

Numero di Pagine: 4