



SPAFID CONNECT

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Oggetto : Call of Shareholders' Meetings

Testo del comunicato

We send you the Call of Extraordinary and Ordinary Shareholders'
Meetings of 2 April 2019

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, 2 April 2019, 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.

Ordinary session

1. Snam S.p.A financial statement as at 31 December 2018. Consolidated financial statements as at 31 December 2018. 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 24 April 2018, for the part not yet implemented.
4. Policy on remuneration pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998.
5. Determination of the number of members of the Board of Directors.
6. Determination of the term of office of Directors.
7. Appointment of the members of the Board of Directors.
8. Appointment of the Chairman of the Board of Directors.
9. Determination of the remuneration of the members of the Board of Directors.
10. Appointment of the members of the Board of Statutory Auditors.
11. Appointment of the Chairman of the Board of Statutory Auditors.
12. Determination of the remuneration of the Chairman and the members of the Board of Statutory Auditors.

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 (22 March 2019 - 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 (28 March 2019) 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 30 March 2019; 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 2019
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 snam.assemblea@pec.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), or regarding topics which are not subject to resolution by the Shareholders' Meeting.

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 who, 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 2019 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 (29 March 2019). 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

Appointment of the Directors and of the Statutory Auditors

Pursuant to Articles 13 and 20 of the Bylaws, the Directors and the Statutory Auditors are appointed by list voting. The lists of candidates may be presented by Shareholders who, alone or jointly with other Shareholders, hold at least 1% of the shares with voting entitlement in an Ordinary Shareholders' Meeting, in accordance with Consob Management Decision no. 13 of 24 January 2019. The lists are to be filed with the Company's registered office by mail or are to be delivered to the following address:

Snam S.p.A.
Governance & Corporate Affairs (April 2019 Shareholders' Meeting Lists for appointment of the Board of Directors and of the Board of Statutory Auditors)
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

or by certified e-mail to snam.assemblea@pec.snam.it, at least twenty-five days before the date set for the Shareholders' Meeting, which is by 8 March 2019, together with further documentation required by current legislation and regulations, and will be available to the public at the registered office, on the Company's website www.snam.it, ("Shareholders' Meeting" Section) and at the authorised storage mechanism "eMarket Storage" managed by Spafid Connect S.p.A. (www.emarketstorage.com) by 12 March 2019. Each Shareholder may present or participate in the presentation of just one list and may vote for just one list. Each candidate must only appear in one list, under penalty of ineligibility.

The lists must be accompanied by information on the identities of the shareholders presenting the lists, indicating the overall equity percentage held.

The ownership of the minimum percentage shareholding necessary for the submission of lists is determined in consideration of the number of shares registered in the shareholder's favour on the date on which the lists are filed with the Company. The pertinent certification may be presented even after the filing, provided that is by 12 March 2019.

Minority shareholder lists for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by a statement certifying the absence of the links provided for in Article 144-*quinquies* of the Issuer Regulation adopted by Consob with Resolution n. 11971/99 ("Issuer Regulation"). Article 144-*sexies*, paragraph 4, letter *b*) of

the Issuer Regulation applies to minority shareholder's lists for the appointment of the Board of Statutory Auditors. For the purposes of preparing minority shareholder's lists relating to the appointment of the Board of Directors and of the Statutory Auditors, Shareholders are asked to consider the recommendations made by Consob on links between minority and majority shareholder's lists contained in Communication No. DEM/9017893 of 26 February 2009.

Candidate lists must be accompanied by statements concerning the fulfilment of the requirements of independence provided for by Articles 147-ter and 148, paragraph 3, of the T.U.F. Shareholders are asked to consider, both with respect to candidates for offices of Director as well as of Statutory Auditor, the requirements of independence provided for by the Corporate Governance Code approved by Corporate Governance Committee. Candidates for the office of Director must fulfil the integrity requirements provided for in the rules in force. Candidates for the office of Statutory Auditor must fulfil the professionalism and integrity requirements provided for in Ministry of Justice Decree No. 162 of 30 March 2000, which are indicated in Article 20 of the Bylaws.

In conjunction with each list, the statements with which the individual candidates accept their candidacy and certify the absence of grounds of ineligibility and incompatibility, also with reference to the provisions of Article 2, paragraph 2, letter c) of the Prime Ministerial Decree of 25 May 2012, issued in implementation of Decree Law No. 1 of 24 January 2012, converted, with amendments, into Law No. 27 of 24 March 2012 must be filed, within the aforementioned deadlines, as well as the fulfilment of the requirements mandated by the rules in force and by the Bylaws for the assumption of the office, together with a professional CV containing exhaustive information as to personal and professional characteristics. Considering that, under Article 2400, last paragraph, of the Italian Civil Code, at the time of the appointment and prior to acceptance of office, the Shareholders' Meeting must be informed as to offices on the boards of directors and of statutory auditors held by the Statutory Auditors at other companies. Candidates for such posts are asked to include the pertinent list in their CVs, with the recommendation that they make sure that these are updated to the day when the Shareholders' Meeting is actually held

Articles 13 and 20 of the Bylaws provide that replacement of the Board of Directors and of the Board of Statutory Auditors must take place in adherence to the equality of gender representation provision referred to in Law No. 120 of 12 July 2011. Pursuant to the aforementioned law a proportion of at least one-third of the directors and of the statutory auditors elected shall be reserved for the least represented gender. Therefore, it is requested, (i) pursuant to Article 13 of the Bylaws, that Shareholders who intend to present a list for the replacement of the Board of Directors containing three or more candidates include therein such number of candidates belonging to the least represented gender as is equal to at least one-third of the candidates (rounding up, if necessary, to the next highest unit); (ii) pursuant to

Article 20 of the Bylaws, Shareholders who intend to present a list for the replacement of the Board of Statutory Auditors containing three or more candidates include, in the section for effective auditors, such number of candidates belonging to the least represented gender as is equal to at least one-third of the candidates (rounding up, if necessary, to the next highest unit) as well as, if the section for alternate auditors indicates two candidates, one of each gender.

Shareholders who intend to present a list may contact, to the address below, *Governance & Corporate Affairs*, in advance to obtain the necessary operational details

With regard to anything not expressly indicated in this notice of meeting, please refer to the Reports of the Board of Directors on the items on the agenda for the Shareholders' Meeting available in the appropriate section of the website www.snam.it, ("*Governance and Conduct*" – "*Shareholders' Meeting*" Section).

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 www.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:

- item 1 of the Extraordinary Session by 3 March 2019 and items 1, 2, 3 and 4 of the Ordinary Session by 12 March 2019;
- items from 5 to 12 of the Ordinary Session with this notice;

at the Company's registered office, on the Company's website, www.snam.it ("*Governance and Conduct*" – "*Shareholders' Meeting*" section) as well as at the authorised storage mechanism "*eMarket Storage*" managed by Spafid Connect S.p.A. (www.snam.it).

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 31 March 2019. 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.0542-12

Numero di Pagine: 5