



SPAFID CONNECT

Informazione Regolamentata n. 0542-35-2019	Data/Ora Ricezione 02 Aprile 2019 17:35:09	MTA
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Societa' : SNAM SPA

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Informazione
Regolamentata

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Diffusione presunta

Oggetto : Snam: Shareholders' Meeting, Luca Dal
Fabbro appointed Chairman

Testo del comunicato

Vedi allegato.



Snam: Shareholders' Meeting, Luca Dal Fabbro appointed Chairman

The Ordinary Shareholders' Meeting of Snam approved:

- **the 2018 Financial Statements, the distribution of a dividend of 0.1358 EUR per share as the balance of the advance on the dividend previously approved by the BoD for an amount referred to the whole year of 0.2263 EUR per share;**
- **the authorisation to purchase and dispose of treasury shares;**
- **Section I of the Compensation Report;**
- **renewal of the corporate bodies of the Company;**

The Extraordinary Shareholders' Meeting of Snam approved:

- **the cancellation of treasury shares in portfolio without reduction of the share capital.**

San Donato Milanese (Milan), 2 April 2019 - The Shareholders' Meeting of Snam S.p.A. met today under the chairmanship of Carlo Malacarne, recording an attendance figure of 70.47% of the share capital.

The Ordinary Shareholders' Meeting approved the Financial Statements of Snam as at 31 December 2018, which ended with a statutory net profit of 721,367,934.26 euros.

The Shareholders' Meeting resolved to allocate the profit to shareholders by distributing dividends of 0.1358 euros per share to shares in circulation as of the coupon payment date (24 June 2019), excluding treasury shares in the Company portfolio on that date, as the balance of the advance on the dividend previously approved by the Board of Directors on 6 November 2018. The dividend referred to the whole year therefore amounts to 0.2263 euros per share as per the guidance provided to the market.

The meeting also resolved to authorise - subject to revocation of the authorisation for the purchase of treasury shares granted by the Ordinary Shareholders' Meeting of 24 April 2018, for any part not yet implemented - the purchase of treasury shares, to be made in one or more tranches, over a maximum period of 18 months from today, with a maximum disbursement of 500 million euros, and in any case up to a maximum of 126,664,660 shares, without exceeding 6.50% of the share capital subscribed and freed up (taking into account the treasury shares already held by the Company). The resolution of the shareholders' meeting specifies the terms and conditions of the price for the purchase of treasury shares, authorising the transfer, in one or more tranches, without any time limits, of all or part of the Company's treasury shares purchased under the resolution, and also of the treasury shares already held by the Company.

The Ordinary Shareholders' Meeting of Snam also made the following resolutions:



- it approved, with a non-binding resolution, Section I of the Report on Compensation where it describes the Company's policy on the remuneration of directors and executives with strategic responsibilities;
- established the number of Directors at nine and appointed the Board of Directors for three financial years, ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2021, in the persons of:
 - Luca Dal Fabbro, Chairman* ⁽¹⁾;
 - Marco Alverà, Director ⁽¹⁾;
 - Laura Cavatorta, Director* ⁽²⁾;
 - Francesco Gori, Director* ⁽²⁾;
 - Yunpeng He, Director ⁽¹⁾;
 - Antonio Marano, Director* ⁽¹⁾;
 - Francesca Pace, Director* ⁽¹⁾;
 - Rita Rolli, Director* ⁽²⁾;
 - Alessandro Tonetti, Director* ⁽¹⁾;
- set the gross annual remuneration payable to each Director at 70,000.00 euros, in addition to the reimbursement of expenses incurred in performing the duties of their office;
- appointed the Board of Statutory Auditors for three financial years, ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2021, in the persons of:
 - Stefano Gnocchi, Chairman** ⁽²⁾;
 - Gianfranco Chinellato, Standing Auditor** ⁽¹⁾;
 - Donata Patrini, Standing Auditor** ⁽¹⁾;
 - Federica Albizzati, Alternate auditor** ⁽²⁾;
 - Maria Gimigliano, Alternate auditor** ⁽¹⁾;
- set the gross annual remuneration payable to the Chairman of the Board of Statutory Auditors and to each Standing Auditor at 80,000.00 euros and 60,000.00 euros respectively, in addition to the reimbursement of expenses incurred in performing the duties of their office.

The Board of Directors is composed of a majority of independent Directors (6 out of 9); the presence of women in the corporate bodies is compliant with the provisions of current legislation on gender equality.

The Extraordinary Shareholders' Meeting of Snam approved the cancellation of 74,197,663 treasury shares with no par value, without reduction of the share capital, and the consequent amendment of art. 5.1 of the Company Bylaws.

⁽¹⁾ Drawn from the slate presented by the shareholder CDP Reti S.p.A.

⁽²⁾ Drawn from the slate presented by Institutional Investors.



- * Candidate who declared that he/she fulfils all the independence requirements stated in article 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, and the Corporate Governance Code approved by the Corporate Governance Committee.
- ** Candidate who has declared to be enrolled in the Register of external auditors and to have worked on legal audits for a period of no less than three years.

Fine Comunicato n.0542-35

Numero di Pagine: 5