



SPAFID CONNECT

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Oggetto : Shareholders' Meeting Resolutions

Testo del comunicato

We send you the Shareholders' Meeting Resolutions that will be published tomorrow, 3 April 2019, on the Financial Times

Snam S.p.A.

Head Office: Piazza Santa Barbara, No. 7,
San Donato Milanese (MI)
Company share capital euro 2,735,670,475.56 fully paid up
Tax Code and Milan, Monza Brianza and Lodi Chamber
of Commerce Business Register n. 13271390158
R.E.A. Milan No. 1633443



SHAREHOLDERS' MEETING RESOLUTIONS

The Extraordinary Shareholders' Meeting of Snam S.p.A., held on 2 April 2019, resolved:

- to cancel 74,197,663 treasury shares without an indication of the nominal value, with the amount of the share capital remaining the same, and consequently amend article 5.1. of the company Bylaws as better specified in the Shareholders' Meeting resolution.

The Ordinary Shareholders' Meeting of Snam S.p.A., held on 2 April 2019, resolved:

- to approve the Financial Statements of Snam S.p.A. as at 31 December 2018, which closed with a profit of 721,367,934.26 euros;
- to allocate the profit for the year of 721,367,934.26 euros, remaining after the distribution of an advance on the dividend for the 2018 fiscal year of 0.0905 euros per share resolved by the Board of Directors meeting of 6 November 2018, as follows: to the shareholders as a dividend of 0.1358 euros per share to shares in circulation on the coupon payment date, excluding treasury shares in the Company portfolio on that date, as the balance of the advance on the dividend, using the other available and distributable profit reserves until the total amount of the dividend is reached;
- to pay out the dividend balance of 0.1358 euros per share, starting from 26 June 2019, with an ex-dividend date of 24 June 2019 and record date of 25 June 2019;
- to authorise the Board of Directors, and on its behalf the Chief Executive Officer, with the right to delegate said powers, after revoking the previous authorisation resolution to purchase of treasury shares passed by the Shareholders' Meeting on 24 April 2018 for the part not yet implemented, to purchase treasury shares, in one or more tranches, for a maximum duration of 18 months starting from the date of the Shareholders' Meeting, for a maximum outlay of 500 million euros and up to a maximum limit of 126,664,660 shares without in any case exceeding 6.5% of the share capital subscribed and freed up, taking into consideration the treasury shares already held by the Company; the Shareholders' Meeting resolution specifies the terms and conditions to determine the price and the procedures for the purchase of the treasury shares by virtue of the authorisation granted;
- to authorise the Board of Directors, and on its behalf the Chief Executive Officer, with the right to delegate said powers, to carry out, in one or more tranches, without any time limits and even before having completed the purchases, any transfer of all or part of the treasury shares purchased by the Company on the basis of the Shareholders' Meeting resolution and of those already held; the Shareholders' Meeting resolution specifies the terms and conditions for the use of the treasury shares;
- to approve, in a not binding way, the Section I of the Report on Compensation referred to in the third paragraph of Article 123-ter of the CLF;
- to establish the number of Directors at nine and to appoint the same for three financial years expiring on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2021. The Board of Directors consists of the following:
 - Luca Dal Fabbro* (1)
 - Marco Alverà (1)
 - Laura Cavatorta* (2)
 - Francesco Gori* (2)
 - Yungpeng He (1)
 - Antonio Marano* (1)
 - Francesca Pace* (1)
 - Rita Rolli* (2)
 - Alessandro Tonetti (1)

(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 he/she fulfils the independence requirements of article 148, subsection 3, of Legislative Decree 58/98 and the Corporate Governance Code approved by the Corporate Governance Committee.

- to appoint Luca Dal Fabbro as Chairman of the Board of Directors;
- to set the gross annual compensation due to each director at 70,000 euros, plus reimbursement of the expenses incurred in relation to their office;
- to appoint the Board of Statutory Auditors which shall hold office for three financial years, expiring on the date of the Shareholders' meeting called to approve the financial statements as at 31 December 2021 and which consists of the following:
 - Stefano Gnocchi, Chairman* (1)
 - Gianfranco Chinellato, Standing Auditor* (2)
 - Donata Patrini, Standing Auditor* (2)
 - Federica Albizzati, Alternate auditor* (1)
 - Maria Gimigliano, Alternate auditor* (2)

(1) drawn from the slate presented by Institutional Investors.

(2) drawn from the slate presented by the shareholder CDP Reti S.p.A.

* 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.

- to set the gross annual compensation due to the Chairman of the Board of Statutory Auditors and each Statutory Auditor, respectively, as 80,000.00 euros and 60,000.00 euros, plus reimbursement of the expenses incurred.

2018 ANNUAL FINANCIAL REPORT

The 2018 Annual Financial Report containing the "2018 Consolidated Non-Financial Statement," the financial statements as of 31 December 2018, approved by the Shareholders' Meeting and the consolidated financial statements as of 31 December 2018, together with the additional documentation required by current legislation, is available to the public at Snam's Head Office at Piazza Santa Barbara No. 7, San Donato Milanese (MI) and at the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com).

The aforementioned documents are also available on the Company's website (www.snam.it) and may be requested by e-mailing the certified e-mail address assemblea@pec.snam.it.

The minutes of the Shareholders' Meeting will be made available by 2 May 2019 at Snam's Head Office in San Donato Milanese (MI), Piazza Santa Barbara 7, on the Company's website (www.snam.it - "Governance and Conduct - Shareholders Meeting" Section) and at the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com).

PAYMENT OF DIVIDEND BALANCE FOR 2018

The dividend balance for the year 2018 can be requested by those who are entitled to it by detaching coupon no. 30 starting from 26 June 2019, 24 June 2019 being the ex-dividend date and 25 June 2019 the record date. The dividend balance is subject to taxation in Italy based on the tax regime in force, which varies depending on the receivers and which is that generally applicable for dividends distributed by Italian listed companies.

Fine Comunicato n.0542-40

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