



# SPAFID CONNECT

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Diffusione presunta

Oggetto : The BoD of Snam convenes the  
Shareholders' Meeting for 23 October 2019

*Testo del comunicato*

Vedi allegato.



## The BoD of Snam convenes the Shareholders' Meeting for 23 October 2019

San Donato Milanese, 1 August 2019 - Snam's Board of Directors, which met yesterday chaired by Luca Dal Fabbro, convened the Extraordinary and Ordinary Shareholders' Meeting for 23 October 2019, in a single call.

**The Extraordinary Shareholders' Meeting is convened to resolve on the proposals regarding:**

- **amendment of the Bylaws in order to maintain the current provisions on gender balance in the company's management and control bodies also taking into consideration the expiry of the so-called "Golfo-Mosca Law".**

**The Ordinary Shareholders' Meeting is convened to resolve on the proposals regarding:**

- **consensual termination of the mandate of PricewaterhouseCoopers S.p.A. to act as external auditor of the accounts and the simultaneous appointment of a new mandate on Deloitte & Touche S.p.A. to act as external auditor of the accounts of the Company for the period 2020-2028.**

### **Extraordinary Shareholders' Meeting**

**Amendment of the Bylaws in order to maintain the current provisions on gender balance in the Company's management and control bodies even after the expiry of the so-called "Golfo-Mosca Law"**

The proposal refers to the amendment of articles 13 and 20 of the company Bylaws on gender balance in the composition of the Board of Directors and the Board of Statutory Auditors in order to voluntarily implement, within its Bylaws, the most recent recommendations of the Corporate Governance Code for listed companies on "*gender balance*" – approved in July 2018 – and national and international best practices.

*"The Board – said Snam Chairman Luca Dal Fabbro – proposes to permanently include the issue of gender balance on the Board of Directors and the Board of Statutory Auditors in the corporate Bylaws, even if the provisions in force are not renewed. The initiative is consistent with Snam's commitment to gender equality and ESG issues in general, which we believe are fundamental to the success of our Company".*



In particular, the proposal is to:

- maintain in the Bylaws the current provisions on gender balance in the company's management and control bodies also after the expiry of the "Golfo-Mosca Law", incorporating the current gender division criterion of at least one third of the total number of members of the Board of Directors and of the Board of Statutory Auditors (in reference to both Standing Auditors and Alternate Auditors);
- establish the creation of a Board of Statutory Auditors with three Alternate Auditors instead of two in order to make it easier to comply with the proposed amendments in the event of a replacement of Auditors during their mandate;
- insert a Transitional Clause in the Company Bylaws which allows for the amendments relating to the number of Alternate Auditors to apply as of the first renewal of the control body subsequent to the one appointed by the Shareholders' Meeting of 2 April 2019.

The proposal to amend the Bylaws does not attribute the right of withdrawal to those shareholders who do not vote in favour of the approval of these proposals.

#### **Ordinary Shareholders' Meeting**

#### **Consensual termination of the mandate of PricewaterhouseCoopers S.p.A. to act as external auditor of the accounts and the appointment of a new mandate on Deloitte & Touche S.p.A. to act as external auditor of the accounts of the Company for the period 2020-2028**

The Board of Statutory Auditors proposes to the Shareholders' Meeting the appointment as external auditor of the accounts of Snam S.p.A for the period 2020-2028 of Deloitte & Touche S.p.A., the sole auditor of the companies within the consolidation scope of Cassa Depositi e Prestiti S.p.A., subject to consensual termination of the appointment conferred to PricewaterhouseCoopers S.p.A.

The Board of Directors has designated Georgeson S.r.l. as the party on which shareholders may delegate proxies to participate in the Shareholders' Meeting, pursuant to art. 135-*undecies* of the CLF, at no cost to said shareholders.

The reports of the Board of Directors explaining the items on the agenda will be made available to the public in the terms and with the arrangements set out in the applicable law.

Fine Comunicato n.0542-58

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