



SPAFID
CONNECT

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Oggetto : Notice Results of the Option and Pre-emption Offer regarding withdrawn shares

Testo del comunicato

We send you Notice Results of the Option and Pre-emption Offer regarding withdrawn shares that will be published tomorrow 14 April 2021 on the "Financial Times"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 Identification Number and Company Register of Milan,
Monza Brianza and Lodi Chamber of Commerce No. 13271390158
R.E.A. Milan No. 1633443

RESULTS OF THE OPTION AND PRE-EMPTION OFFER REGARDING 11,047,475 SNAM SHARES FOR WHICH THE RIGHT OF WITHDRAWAL HAS BEEN EXERCISED

San Donato Milanese (MI), 14 April 2021 – This notice follows on from the announcement made on 2 February 2021 concerning the amendment to the company purpose as per article 2 of the bylaws of Snam S.p.A. ("**Snam**" or the "**Company**") approved with a resolution passed by the Extraordinary Shareholders' Meeting of Snam on 2 February 2021, as well as the announcement made on 8 March 2021 in relation to exercise of the right of withdrawal concerning 11,047,475 Snam shares, representing 0.329% of the share capital, (the "**Withdrawn Shares**") at a liquidation value of 4.463 euros (the "**Liquidation Value**").

Snam hereby announces that 7 April 2021 was the deadline for subscription to the option and pre-emption rights offer pursuant to article 2437-quater, second subsection, of the Italian Civil Code (the "**Offer**") for shareholders of the Company who did not exercise the right of withdrawal, fully or in part, and for holders of the convertible bond issued by Snam named "*€400,000,000 Equity-Linked Bonds due 2022*", listed on the *Third Market of the Vienna Stock Exchange* (the "**Convertible Bonds**"), to purchase the Withdrawn Shares at a unit price of 4.463 euros.

The Offer was executed in compliance with the terms and conditions indicated in the notice to shareholders and holders of the Convertible Bonds published on Snam's website on 8 March 2021, as well as in the newspapers "*Il Sole 24 Ore*" and "*Financial Times*" on 9 March 2021.

It is announced that, within the scope of the Offer, option rights were exercised for 2,663,773 Withdrawn Shares and pre-emption rights for 26,344,566 Withdrawn Shares. With reference to the pre-emption rights, as the number of Withdrawn Shares requested exceeded the number of Withdrawn Shares that remained unopted at the end of the option offer (8,383,702 Withdrawn Shares), said 8,383,702 Withdrawn Shares were then divided among all those so requesting, proportionally to the number of options possessed by each, rounding down to the lower unit and thereafter assigning the remaining Withdrawn Shares on the basis of the largest remainder criterion. Therefore, all Withdrawn Shares were purchased through both the exercise of option rights and the exercise of pre-emption rights, pursuant to the second and third subsections of art. 2437-quater of the Italian Civil Code.

The settlement procedure for Withdrawn Shares purchased following exercise of the option and pre-emption right (and, therefore, the transfer of the Withdrawn Shares against payment of the Liquidation Value) will be carried out on 15 April 2021 through the Monte Titoli system through the depositary intermediaries, without the need for any fulfilment by shareholders who exercised the right of withdrawal, or shareholders and holders of the Convertible Bonds who exercised the option and pre-emption right (providing they have already made available to their intermediary the funds necessary to pay the price of the shares bought in the exercise of the option and pre-emption right).

Fine Comunicato n.0542-40

Numero di Pagine: 3