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Oggetto : Snam Shareholders' Meeting: 2022  
financial statements approved

*Testo del comunicato*

Vedi allegato.



## Snam Shareholders' Meeting: 2022 financial statements approved

- **2022 financial statements approved**
- **Distribution of a full-year dividend of 0.2751 euros per share authorised for the whole year (of which 0.1100 euros per share already distributed in January 2023 as interim dividend)**
- **Purchase and disposal of treasury shares authorised**
- **2023-2025 Long-Term Share-Based Incentive Plan approved**
- **Remuneration policy approved**

San Donato Milanese (Milan), May 4<sup>th</sup>, 2023 – The Ordinary Shareholders' Meeting of Snam chaired by Monica de Virgiliis was held today.

At the opening of the proceedings, 75,56% of Snam's share capital was represented at the Shareholders' Meeting through the designated representative, the law firm Trevisan & Associati.

The Shareholders approved the financial statements of Snam S.p.A. for the year ending December 31<sup>st</sup>, 2022, which closed with a profit of 696,926,272.04 euros.

The Shareholders' Meeting also resolved to distribute to the shareholders a dividend of 0.1651 euros per share to shares outstanding at the ex-dividend date (June 19<sup>th</sup>, 2023), excluding treasury shares held at that date, as the balance to the interim dividend previously approved by the Board of Directors on November 9<sup>th</sup>, 2022. The dividend will be payable starting from June 21<sup>st</sup>, 2023, with a record date of June 20<sup>th</sup>, 2023, using the residual profits for the financial year of 328,123,071.12 euros after the distribution of the interim dividend for the 2022 fiscal year and "Other reserves of profits" available and distributable up to the total amount of the dividend. The dividend for the full year is therefore equal to 0.2751 euros per share.

The Shareholders also resolved to: (i) revoke the authorisation for the purchase of treasury shares of April 27<sup>th</sup>, 2022 for the part still unexecuted; (ii) authorise the purchase of treasury shares, in one or more instalments through one or more leading intermediaries engaged by the Company, for a maximum of 18 months from today's date, with a maximum outlay of 500 million euros and up to the maximum number of shares representing 4.5% of the subscribed and paid-up share capital (including shares already owned by the Company), under the terms, manner and conditions (including the price) provided for in the associated resolution; (iii) authorise the disposal of all or part of the treasury shares purchased under the provisions of the resolution or already held by the Company, in one or more instalments, without time limit or without having completed the purchases; and (iv) grant the Board of Directors and on its behalf the Chief Executive Officer any and all powers, with the right to delegate those powers, necessary to execute the resolutions and to make disclosures to the financial market.

The reasons for which the authorisation was requested are as follows:



- to increase the liquidity and manage the price volatility of the Company's shares, within the limits set by current regulations and in accordance with any market practice accepted by Consob (the Italian financial market regulator) concerning the activity of supporting market liquidity;
- to potentially use the shares in industrial and financial projects consistent with the strategic direction of the Company, including through the exchange, contribution, transfer or other act of disposal of treasury shares to acquire shareholdings or share packages for industrial projects or other extraordinary corporate finance transactions;
- to execute the Company's existing or future share-based incentive plans;
- to increase shareholder value, including through the improvement of the Company's financial structure and through any subsequent cancellation of treasury shares without reducing share capital, in compliance with any necessary corporate obligations.

The Shareholders also:

- approved the 2023-2025 Long-Term Share-Based Incentive Plan, in accordance with the conditions described in the Information Document attached to the Explanatory Report of the Board of Directors made available to the public within the terms and in the manner required by law, granting the Board of Directors, and on its behalf the Chief Executive Officer, any and all the powers, with the right to delegate them, that are necessary to fully execute the Plan;
- approved, with a binding resolution, the first section of Snam's "Report on Remuneration Policy and Remuneration Paid 2023", which discusses the Company's policy for the remuneration of the members of the Board of Directors, the Chief Executive Officer and General Manager, key management personnel and members of the Board of Statutory Auditors for 2023, as well as the procedures used for the adoption and implementation of the policy;
- approved, with a non-binding resolution, the second section of Snam's "*Report on Remuneration Policy and Remuneration Paid 2023*", which reports the remuneration paid to the members of the Board of Directors, the Chief Executive Officer and General Manager, key management personnel (in aggregate form for the latter) and the members of the Board of Statutory Auditors, in 2022 or related to that year.

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A summary report of the voting and the minutes of the Shareholders' Meeting held today will be made available in the manner and within the time limits provided for under applicable regulations.

Fine Comunicato n.0542-30

Numero di Pagine: 4