



**Snam and Statoil sign exclusivity right
for the purchase of Statoil's 20% interest in TAP**

San Donato Milanese, 1 December 2015 – Snam S.p.A. signed an exclusivity right with Statoil Holding Netherlands B.V. for the purchase of the 20% interest held by Statoil in the Trans Adriatic Pipeline AG (TAP).

The agreed purchase price is equal to Euro 130 million. Snam will also enter in the term credit facility agreement currently granted by Statoil to TAP for a nominal amount of Euro 78 million. The total consideration will be adjusted at closing. As a result of the transaction, Snam will take over all of Statoil's rights and duties related to the development of the project.

TAP is the company established for the purpose of developing the Trans Adriatic Pipeline project spanning from the Turkey-Greece border to Italy along the South Corridor which will allow gas produced from Shah Deniz II in Azerbaijan to flow to the European markets – through multi-annual ship-or-pay contracts - through the Snam Rete Gas pipeline system.

"TAP is crucial to the diversification of gas sources in Europe through the development of the Southern Corridor from the Republic of Azerbaijan and potentially other producing countries. Snam's entry in the project will reinforce its primary role and that of Italy's infrastructure in boosting competition among supply sources and strengthening security of supply for the European gas system. The transaction follows the signing of the MoU with SOCAR last September", Snam CEO Carlo Malacarne commented.

By entering the exclusivity agreement, Snam and Statoil have committed to promptly proceeding with the share purchase agreement of Statoil's interest in TAP, conditional upon the other shareholders of TAP not exercising, within 15 days, their pre-emption and tag-along rights and the approval of the board of directors of TAP, as well as additional market-standard conditions precedent.

The closing of the transaction is expected by the end of 2015.

Banca Imi acted as financial advisor for Snam while Orrick Herrington & Sutcliffe (Europe) LLP supported the company in the legal and contractual aspects of the transaction.