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**EXPLANATORY NOTE FROM THE BOARD OF DIRECTORS REGARDING THE  
MATTERS ON THE AGENDA AT THE MEETING OF THE HOLDERS (THE  
“NOTEHOLDERS”) OF**

- €1,250,000,000 2.375 per cent. Notes due 30 June 2017 (of which €999,915,000 is outstanding)  
(XS0914292254) (the 2017 Notes)**
- €1,500,000,000 3.875 per cent. Notes due 19 March 2018 (of which €1,200,046,000 is outstanding)  
(XS0829183614) (the March 2018 Notes)**
- €70,000,000 2.625 per cent. Notes due 10 September 2018 (XS0969669463) (the September 2018  
Notes)**
- €1,000,000,000 5.000 per cent. Notes due 18 January 2019 (of which €850,050,000 is outstanding)  
(XS0806449814) (the January 2019 Notes)**
- €500,000,000 1.500 per cent. Notes due 24 April 2019 (XS1061410962) (the April 2019 Notes)**
- ¥10,000,000,000 1.115 per cent. Notes due 25 October 2019 (XS0985872414) (the October 2019  
Notes)**
- €1,250,000,000 3.500 per cent. Notes due 13 February 2020 (XS0853682069) (the 2020 Notes)**
- €500,000,000 3.375 per cent. Notes due 29 January 2021 (XS0914294979) (the 2021 Notes)**
- €1,000,000,000 5.250 per cent. Notes due 19 September 2022 (XS0829190585) (the 2022 Notes)**
- €750,000,000 1.500 per cent. Notes due 21 April 2023 (XS1126183760) (the April 2023 Notes)**
- €750,000,000 1.375 per cent. Notes due 19 November 2023 (XS1318709497) (the November 2023  
Notes)**
- €600,000,000 3.250 per cent. Notes due 22 January 2024 (XS1019326641) (the 2024 Notes)**  
*(each a Series and together the Notes)*

**PURSUANT TO ARTICLE 125-TER OF THE CONSOLIDATED FINANCE ACT**

**Snam S.p.A.** – Registered Office: Piazza Santa Barbara 7, San Donato Milanese (MI)  
Share Capital: EUR 3,696,851,994.00 – Company Register, Milan Office: 13271390158

**Explanatory Note from the Board of Directors (the “Memorandum”) regarding the matters on the agenda at the Noteholders’ meeting of Snam S.p.A. pursuant to Article 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently modified (the “Consolidated Finance Act”) to be held on 30 September 2016.**

Dear Noteholders,

The Board of Directors of Snam S.p.A. invites you to attend a Meeting at the Issuer’s registered office in Piazza Santa Barbara 7, San Donato Milanese (MI) (Italy), on a single call (so that the Meeting will be convened only once, with no adjournment in the event that the Meeting is not quorate), on 30 September 2016 at 10:00 a.m. (Milan time) to discuss and deliberate the following:

**AGENDA**

To approve an Extraordinary Resolution in accordance with the provisions of the Conditions and the Agency Agreements applicable to each Series of Notes, in order for Noteholders to give their consent to the proposals to:

- (i) approve the Transaction (as defined in the Consent Solicitation Memorandum) generally and for the purposes of Condition 10.1(f)(ii) of the 2017 Notes, the March 2018 Notes, the January 2019 Notes, the 2020 Notes, the 2021 Notes and the 2022 Notes, and of Condition 9.1(f)(ii) of the September 2018 Notes, the April 2019 Notes, the October 2019 Notes, the April 2023 Notes, the November 2023 Notes and the 2024 Notes and, accordingly, acknowledge that no Event of Default will arise as a result of or in connection with the Transaction by virtue of the same being approved in advance; and
- (ii) approve the Transaction for the purposes of Articles 2503-*bis* and 2506-*ter*, paragraph 5, of the Italian Civil Code (which Articles provides that if a Noteholders’ meeting has approved the Demerger (as defined below), Noteholders will not be entitled to object to the Demerger).

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The purpose of this Memorandum, which is required under Article 125-*ter* of the Consolidated Finance Act, is to inform the Noteholders’ meeting of the matters that will be on the agenda at the Meeting.

This Memorandum will be available to the public at Snam’s registered office and in the *Noteholders Meeting* section of Snam’s website ([www.snam.it](http://www.snam.it)).

**Purpose of the Proposals**

The Issuer is inviting Noteholders of each Series to give their consent to the proposals to:

- (i) approve the Transaction for the purposes of Condition 10.1(f)(ii) of the 2017 Notes, the March 2018 Notes, the January 2019 Notes, the 2020 Notes, the 2021 Notes and the 2022 Notes and of Condition 9.1(f)(ii) of the September 2018 Notes, the April 2019 Notes, the October 2019 Notes, the April 2023 Notes, the November 2023 Notes and the 2024 Notes and, accordingly, acknowledge that no Event of Default will arise as a result of or in connection with the Transaction by virtue of the same being approved in advance; and,
- (ii) approve the Transaction for the purposes of Articles 2503-*bis* and 2506-*ter*, paragraph 5, of the Italian Civil Code (which Articles provides that if a Noteholders’ meeting has approved the Demerger, Noteholders will not be entitled to object to the Demerger).

The Transaction will be conditional upon, *inter alia*, Noteholders’ approval of the Proposals. See “*Background – Conditions to the consummation of the Transaction*”.

The purpose of the Transaction is primarily commercial/strategic, and aims to separate the Group’s gas distribution activities (carried out by the Italgas Group) in Italy from its gas transportation, dispatching, regasification and storage activities in Italy and abroad (see “*Background*” - *The Transaction*”).

The Transaction rests on the rationale that the gas distribution activities comprise very specific characteristics that are different from the rest of the Group’s activities in terms of operational organisation, competitive context, regulation and investment requirements.

The consummation of the Transaction will result in the Group being separated into the Post-Transaction Snam Group and the ITG Holding Group, which will focus on their respective businesses and with objectives that can be clearly identified and recognised by the market.

As a result of the Transaction, the Post-Transaction Snam Group will be able to focus on its current transportation, storage and regasification activities in Italy and abroad, with a view to maximising the value of its existing asset portfolio and exploiting new development opportunities.

As an additional opportunity, the Post-Transaction Snam Group will retain a 13.50% equity interest in ITG Holding which will enable it to benefit from the potential future growth and value creation of ITG Holding Group.

In connection with the Transaction, Snam's Chief Executive Officer Mr. Marco Alverà commented that *"in a constantly evolving market, local gas distribution activities now have different characteristics and needs than those of gas transportation, storage and LNG. The demerger of Italgas from Snam will significantly enhance the role of both companies in their respective businesses: Snam will be able to consolidate its leadership by contributing to the integration of the gas markets in Europe, and Italgas will seize new development opportunities related to the local tender processes"*.

For additional information on the effects of the Transaction, see *"Background – Transaction Benefits for Snam"* and *"Background – Effect of the Transaction on the Notes"*.

## **BACKGROUND**

### **The Transaction**

The Transaction is mainly aimed to separate Snam Group's gas distribution activities in Italy (carried out by the Italgas Group) from its gas transportation, dispatching, regasification and storage activities in Italy and abroad.

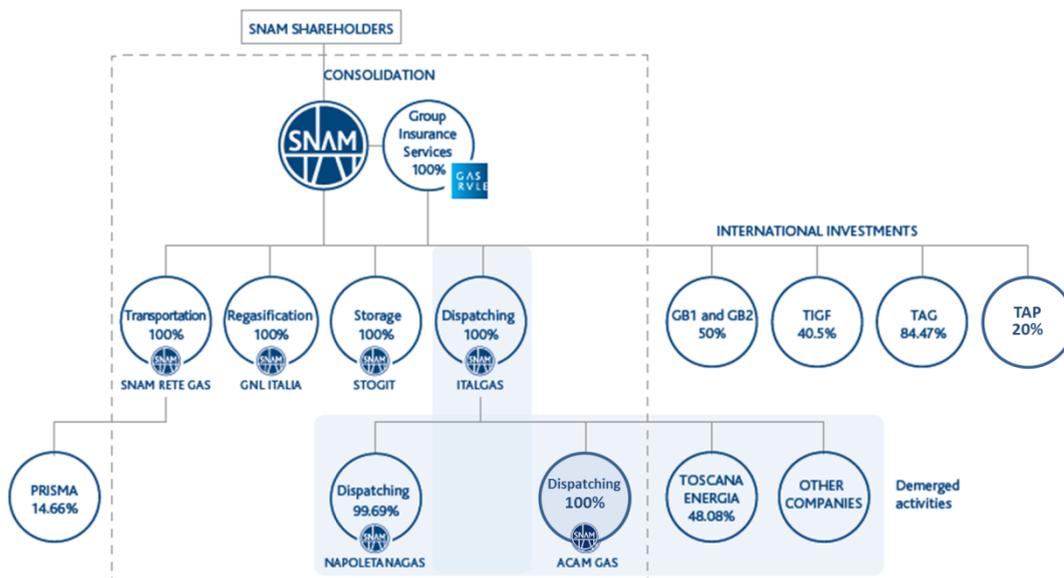
Within this context, the Transaction has been structured in three different steps, a partial and proportional Demerger, a Transfer and a Sale, which will be completed simultaneously and will ensure fulfilment of three main objectives (i) separating the Italgas Group from the Snam Group (resulting from the Demerger), (ii) enabling Snam to hold, post-Demerger, an equity investment of 13.50% in ITG Holding (mainly resulting from the Transfer), and (iii) providing ITG Holding with an adequate level of financial debt, taking into account its business, risk and cash flow generation profile. Below is a description of the three steps which will occur in a unitary and substantially simultaneously manner, namely:

- a) the transfer in kind by Snam to ITG Holding of an equity investment of 8.23% in the share capital of Italgas (the **Transfer**) in exchange for the allocation to Snam of 108,957,843 newly issued shares of ITG Holding, in order to enable Snam to hold, following the Demerger, an equity investment of 13.50% in ITG Holding (0.03% deriving from the treasury shares held by Snam);
- b) the sale by Snam to ITG Holding of 98,054,833 shares of Italgas, equal to 38.87% of the share capital of Italgas (the **Sale**), for a price of Euro 1,503 million, to be settled through the repayment of a vendor loan of an equal amount extended by Snam to ITG Holding, in order to generate an adequate level of financial indebtedness for ITG Holding, taking into account its business, risk and cash flow generation profile; and
- c) the partial and proportional demerger of Snam to ITG Holding, with the allocation to ITG Holding of an equity investment equal to the 52.90% held by Snam in Italgas, and consequent allocation to Snam shareholders of the remaining 86.50% of ITG Holding's share capital (the **Demerger** and, together with the **Transfer** and the **Sale**, the **Transaction**).

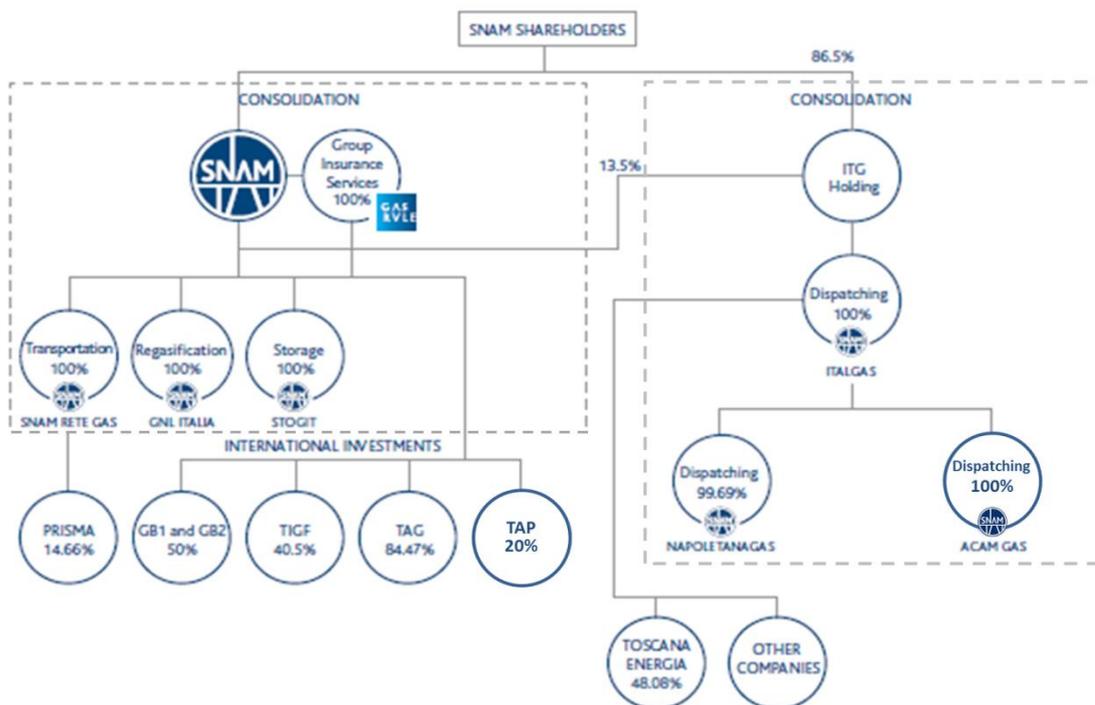
The following charts illustrate in simplified terms the current structure of the Group and the expected structure of the Snam Group and the ITG Holding Group as a result of the occurrence of the

Transaction. In particular, as a result of the proposed Transaction, Snam's shareholders will receive ITG Holding's shares in proportion to their stakes in Snam. Snam's shareholders will receive 86.50% of ITG Holding's shares, while Snam itself will hold the remaining 13.50%.

*Pre-Transaction Structure*



*Expected post-Transaction Structure*



**Transaction Benefits for Snam**

a) The separation from Italgas will strengthen the Issuer by enhancing the value of Snam's existing assets in Italy and the European Union. The key benefits of the Transaction, amongst other things, are as follows:

- Snam would be able to focus on the domestic and international strategy in its core businesses;
- Snam would gain additional flexibility to support the company's strategy and objectives;
- Snam's business risk profile is expected to remain substantially unchanged with large part of the

- business portfolio being represented by proprietary assets and Italian regulated businesses;
- Snam would retain a strategic minority stake in ITG Holding (13.50%) to capture future value from the expected consolidation process in the gas distribution sector in Italy.
- Snam’s ownership structure will not change as an effect of the Transaction.

b) With regard to 2015 financials, on a *pro forma* basis to give effect to the consummation of the Transaction:

- EBITDA margin would move from 77%<sup>1</sup> (historical data) to 80% (*pro forma* data);
- Snam’s 2015 year-end net indebtedness would decline by approximately €3.5 billion as a result of the allocation of an additional €1.5 billion of indebtedness to Italgas in the context of the Transaction and the deconsolidation of Italgas following the Demerger, bringing leverage<sup>2</sup> from 52% (on a historical basis) to 49% (on a *pro forma* basis), further strengthening Snam’s sound balance sheet;
- Snam rating will be preserved at current levels (see below “*Views of Rating Agencies*”).

#### *Views of Rating Agencies*

Fitch, Moody’s and Standard & Poor’s have confirmed that the Transaction is not expected to result in any change to the current credit ratings of the Issuer. The relevant press releases can be found at:

<https://www.fitchratings.com/site/pr/1008155>;

[https://www.moodys.com/research/Moodys-affirms-Snams-Baa1-rating-stable-outlook--PR\\_351301](https://www.moodys.com/research/Moodys-affirms-Snams-Baa1-rating-stable-outlook--PR_351301);

and

<https://www.standardandpoors.com>

**The Issuer and the Solicitation Agents do not accept responsibility for the contents of these press releases or for any other information relating to the Issuer or the Notes published by Fitch, Moody’s, Standard & Poor’s or any other credit rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.**

#### *Key financial statements’ figures*

The Transaction will result in the deconsolidation of the Italgas Group net assets from the Group’s consolidated financial statements. The table below presents certain key consolidated financial data of the Snam Group for the year ended on, and as of, 31 December 2015 (i) on a historical basis and (ii) on a *pro forma* basis to give effect to the consummation of the Transaction.

	Year ended on, and as of, 31 December 2015	
	Historical basis (audited)	Pro forma basis (unaudited)
	<i>(in million of Euro)</i>	
Revenue.....	3,649 <sup>(1)</sup>	2,576
EBITDA .....	2,799	2,052
Net profit .....	1,238	971
Cash and cash equivalents.....	17	1,708
Total assets .....	24,880	21,251
Net financial debt .....	(13,779)	(10,317)

(1) Excluding revenues from construction and upgrading of the distribution infrastructure, entered according to IFRIC 12 – Service Concession Arrangements, for € 321 million.

<sup>1</sup> Excluding the IFRIC 12 adjustment pertaining to the distribution business.

<sup>2</sup> Calculated as net debt / regulatory asset base of Post-Transaction Snam Group (including equity value of associates)

Information included in the table above has been extracted from the information document concerning the partial and proportional demerger of Snam to ITG Holding, prepared by Snam in accordance with article 70, paragraph 6 of the regulation adopted by CONSOB by Resolution 11971/1999 (as amended) (the **Issuers' Regulation**) and published on 5 July 2016 (the **Information Document**), which is available on the Issuer's website [www.snam.it](http://www.snam.it) (see also "*Documents Available for Consultation*"). The unaudited *pro forma* consolidated financial information included in the Consent Solicitation Memorandum has been examined by the auditors of the Issuer and their report is included as an annex to the Information Document.

ITG Holding will repay existing intercompany loans with Snam and the vendor loan extended by Snam as a consideration of the Sale, resulting in a positive cash flow for Snam as of 31 December 2015 of approximately Euro 3,045 million on a *pro forma* basis, net of the Euro 424 million of loans provided to Snam by the European Investment Bank which are planned to be assumed by ITG Holding.

With respect to the separate financial statements, as a result of the sole Demerger, Snam's equity will be reduced by approximately Euro 1,569 million. The table below presents a breakdown of Snam's equity as of 31 December 2015, as well as Snam's and ITG Holding's equity on a *pro forma* basis to give effect to the Transaction.

	<u>Snam pre- Demerger</u>	<u>ITG Holding post- Demerger (1)</u>	<u>Snam post- Demerger</u>
	<i>(in million of Euro)</i>		
Share capital .....	3,697	961	2,736
Legal reserve .....	739	192	547
Share premium reserve .....	1,603	416	1,187
Other reserves .....	(29)	—	(29)
Net profit 2015 .....	825	—	825
Total .....	6,835	1,569	5,266

(1) The items of shareholders' equity awarded to ITG Holding post-Demerger and allocated to the share capital and legal reserve have been calculated on a proportional basis, i.e. ratio of the demerged assets and liabilities to Snam's shareholders' equity at 31 December 2015, net of the effects of allocating 2015 income, as decided by Snam's shareholders' meeting of 27 April 2016. The amount allocated to the share premium reserve was calculated on top of the total value of the demerged assets and liabilities.

As of the joint and several obligations arising from the Demerger for Snam and ITG Holding:

- pursuant to Article 2506-*quater*, paragraph 3 of the Italian Civil Code, as of the Demerger effective date, each of Snam and ITG Holding will be jointly and severally liable – within the limits of the amount of the shareholders' equity assigned to, or still held by, each of them – for existing debts as at the Demerger date not repaid by the debtor company;
- the joint and several liability pursuant to Article 2506-*quater*, paragraph 3 of the Italian Civil Code is subordinated insofar as it arises only if liabilities are not repaid when due by the relevant debtor company. Nevertheless, this rule, as an exception to the provisions of the Italian Civil Code, does not apply with reference to certain specific liabilities.

#### **Description of the Group's main assets and liabilities to be transferred to ITG Holding's Group**

The Transaction will result in Snam transferring Italgas' entire share capital to ITG Holding through the Transfer, the Sale and the Demerger (see "*Background to the Proposals – The Transaction*").

The Italgas Group, including through its consolidated subsidiaries Napoletanagas and ACAM gas, manages a distribution network of approximately 57,000 km and has a gas distribution concession in 1,472 municipalities, of which 1,401 are operational, with 6.526 million active meters at redelivery points.

The Italgas Group is the leading distributor of natural gas in urban areas by number of Redelivery Points

in Italy.

Italgas also has non-controlling interests in the following natural gas distribution firms, for which it acts as the primary industrial shareholder:

*Toscana Energia S.p.A.*

Toscana Energia S.p.A. is 51.25% owned by public bodies, including a 20.6% interest held by the municipality of Florence, and 48.08% owned by Italgas;

*Umbria Distribuzione Gas S.p.A.*

Umbria Distribuzione Gas S.p.A. is 55% owned by ASM Terni S.p.A. (40%) and Acea S.p.A. (15%), and 45% owned by Italgas;

*Metano S. Angelo Lodigiano S.p.A.*

Metano S. Angelo Lodigiano S.p.A. is 50% owned by the municipality of S. Angelo Lodigiano and 50% owned by Italgas.

### **Relations between the Post-Demerger Snam Group and the ITG Holding Group**

As a result of the Transaction, Snam will hold an equity investment of 13.50% in ITG Holding.

As provided for in the memorandum of understanding entered into on 28 June 2016 among Snam, CDP Reti S.p.A. and CDP Gas S.r.l., in the context of the Transaction Snam, CDP Reti S.p.A. and CDP Gas S.r.l. will enter into a shareholders' agreement (the **Shareholders' Agreement**), relating to their equity investments which will be held in ITG Holding, equal to 13.50%, 25.08% and 0.97%, respectively. The Shareholders' Agreement is structured in order to be consistent (i) with the role of Cassa Depositi e Prestiti S.p.A. as reference shareholder as currently held by Cassa Depositi e Prestiti S.p.A. in Snam and (ii) with Snam's interest in maintaining an essentially financial interest in ITG Holding.

### *Services*

As of the date of this Memorandum, Snam and Snam Rete Gas S.p.A. provide certain services to Snam Group's subsidiaries, including Italgas which are expected to be terminated as of the consummation of the Transaction; however, certain services may be continued through a period of phase-out. The activities carried out by Snam for the ITG Holding Group companies will be valued on the basis of the costs incurred by Snam.

### **Conditions to the consummation of the Transaction**

In addition to the conditions set forth under Italian law, the consummation of the Transaction is conditional upon:

- (i) the issuance of Borsa Italiana's order admitting ITG Holding's shares to trading on the MTA (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana;
- (ii) the issuance of the judgment of equivalence by CONSOB (pursuant to article 57, paragraph 1, letter d) of the Issuers' Regulation) in relation to the Information Document, supplemented pursuant to said article 57; and
- (iii) Noteholders' approval of the Proposals.

Upon the consummation of the Transaction, the shares of ITG Holding will be admitted to trading on the MTA while Snam shares will continue to be listed on the MTA.

It is expected that, subject to the satisfaction of the conditions set out above, the Transaction will be effective before 31 December 2016.

Noteholders should note that at any time ITG Holding listing process could be interrupted or suspended, if the conditions to obtain such listing are no longer deemed to be satisfied.

## **Effect of the Transaction on the Notes**

No amendment to the Conditions of the Notes is made as a consequence of the approval of the Proposals by Noteholders.

### *Noteholders rejecting the Proposals*

The consummation of the Transaction without prior Noteholders' approval will potentially result in the occurrence of the Event of Default set forth in:

- (i) Condition 10.1(f) of the 2017 Notes, the March 2018 Notes, the January 2019 Notes, the 2020 Notes, the 2021 Notes and the 2022 Notes; and
- (ii) Condition 9.1(f) of the September 2018 Notes, the April 2019 Notes, the October 2019 Notes, the April 2023 Notes, the November 2023 Notes and the 2024 Notes.

In addition, if the Meeting does not approve the Proposals, each Noteholder could object to the Demerger according to applicable Italian laws.

### *Noteholders approving the Proposals*

The approval of the Proposals will result in (i) Noteholders (whether or not voting and whether voting in favour of the Extraordinary Resolution or against the Extraordinary Resolution) not being entitled to object to the Demerger in accordance with applicable Italian laws and (ii) the separation of Italgas from the Group not constituting an Event of Default under the Conditions of the Notes.

## **CONSENT SOLICITATION**

The Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation are directed at persons to whom it is lawful to send such documents or materials or to solicit their consent in the Consent Solicitation under applicable laws, and which are permitted under the laws of their jurisdiction of residence and domicile to participate in the Consent Solicitation.

Subject to the restrictions described in the previous paragraph, Noteholders may obtain, from the date of this Memorandum, a copy of the Consent Solicitation Memorandum from the Tabulation Agent. Noteholders are urged to read the Consent Solicitation Memorandum prior to participating in the Consent Solicitation.

Subject to the terms and conditions of the Consent Solicitation (including the satisfaction of all relevant condition(s)), each Noteholder (that is not an Ineligible Noteholder, as defined in the Consent Solicitation Memorandum) from whom a valid Consent Instruction in favour of the Extraordinary Resolution is received by the Tabulation Agent by the Early Voting Deadline specified in the Consent Solicitation Memorandum (and not validly revoked) will, subject to satisfaction of the applicable condition(s), be eligible to receive payment of an amount equal to 0.25 per cent. of the principal amount of the Notes that are the subject of such Consent Instruction (the **Consent Fee**), all as more fully described in the Consent Solicitation Memorandum.

The Consent Fee will be paid in two equal instalments, on the First Payment Date, subject to satisfaction of the First Payment Condition, and the Final Payment Date, subject to satisfaction of the Final Payment Condition.

## **Extraordinary Resolution**

In light of the above, the Issuer has convened the Meeting in order for Noteholders to consider and, if thought fit, approve the following resolution which will be proposed as an Extraordinary Resolution:

“THAT this Meeting of the holders (the **Noteholders**) of the outstanding (i) €1,250,000,000 2.375 per cent. Notes due 30 June 2017 (XS0914292254) (the **2017 Notes**), (ii) €1,500,000,000 3.875 per cent. Notes due 19 March 2018 (XS0829183614) (the **March 2018 Notes**), (iii) €70,000,000 2.625 per cent. Notes due 10 September 2018 (XS0969669463) (the **September 2018 Notes**), (iv) €1,000,000,000 5.000 per cent. Notes due 18 January 2019 (XS0806449814) (the **January 2019 Notes**), (v) €500,000,000 1.500 per cent. Notes due 24 April 2019 (XS1061410962) (the **April 2019 Notes**),

(vi) ¥10,000,000,000 1.115 per cent. Notes due 25 October 2019 (XS0985872414) (the **October 2019 Notes**), (vii) €1,250,000,000 3.500 per cent. Notes due 13 February 2020 (XS0853682069) (the **2020 Notes**), (viii) €500,000,000 3.375 per cent. Notes due 29 January 2021 (XS0914294979) (the **2021 Notes**), (ix) €1,000,000,000 5.250 per cent. Notes due 19 September 2022 (XS0829190585) (the **2022 Notes**), (x) €750,000,000 1.500 per cent. Notes due 21 April 2023 (XS1126183760) (the **April 2023 Notes**), (xi) €750,000,000 1.375 per cent. Notes due 19 November 2023 (XS1318709497) (the **November 2023 Notes**) and (xii) €600,000,000 3.250 per cent. Notes due 22 January 2024 (XS1019326641) (the **2024 Notes** and, together with the 2017 Notes, the March 2018 Notes, the September 2018 Notes, the January 2019 Notes, the April 2019 Notes, the October 2019 Notes, the 2020 Notes, the 2021 Notes, the 2022 Notes, the April 2023 Notes and the November 2023 Notes, the **Notes**), all issued by Snam S.p.A. (the **Issuer**) HEREBY RESOLVES AS FOLLOWS:

- 1) to approve the Transaction (as defined in the Consent Solicitation Memorandum dated 30 August 2016) generally and for the purposes of Condition 10.1(f)(ii) of the 2017 Notes, the March 2018 Notes, the January 2019 Notes, the 2020 Notes, the 2021 Notes and the 2022 Notes, and of Condition 9.1(f)(ii) of the September 2018 Notes, the April 2019 Notes, the October 2019 Notes, the April 2023 Notes, the November 2023 Notes and the 2024 Notes and, accordingly, acknowledge that no Event of Default will arise as a result of or in connection with the Transaction by virtue of the same being approved in advance; and
- 2) to approve the Transaction for the purposes of Articles 2503-*bis* and 2506-*ter*, paragraph 5, of the Italian Civil Code; and
- 3) to acknowledge that the Issuer reserves the right, at its sole discretion, to withdraw any of the Proposals, notwithstanding the passing of the Extraordinary Resolution, before giving effect to the Extraordinary Resolution,

granting the Issuer, all such powers, with full power of substitution, to execute any and all documents and to take any and all actions required by law deemed necessary by either of them in connection with any filing or registration required in connection with this Extraordinary Resolution or, subject to the applicable laws, the Transaction and, generally, to do anything else that should become necessary for the complete implementation of this Extraordinary Resolution or, subject to the applicable laws, the Transaction, with any and all powers and authorities necessary to effect the same.”

Terms used in this Memorandum and not otherwise defined, have the meaning attributed to them in the Notice of Meeting dated the date hereof.

\*\*\*\*

30 August 2016

For the Board of Directors  
the Chief Executive Officer