



# Shareholders' Meeting Resolutions

The Extraordinary and Ordinary Shareholders' Meeting of Snam S.p.A. held on 26 March, 2013 approved:

- the amendments to Articles 2, 5, 6, 9, 12, 13, 16, 17 and 20 of the Company's By-laws;
- the Financial Statements as at 31 December, 2012, which closed with a profit of € 389,532,575.35.

The Shareholders' Meeting resolved also to:

- allocate the profit of € 51,659,400.95 which remains after the distribution of the 2012 interim dividend of € 0.10 per share resolved by the Board of Directors on 30 July 2012, as follows:  
€ 0.15 per share to the shareholders as a dividend for shares outstanding on the ex-dividend date, excluding treasury shares on that date, as the balance on the 2012 interim dividend of € 0.10, using the remaining available profit of € 51,659,400.95 and retained earnings up to the overall amount of the dividend; the 2012 dividend per share amounts therefore to € 0.25;
- pay out the dividend balance of € 0.15 per share starting on 23 May 2013, being the ex-dividend date 20 May 2013;
- approve on an advisory basis the section of the Report on Compensation referred to in the third paragraph of Article 123-ter of the TUF;
- set at nine the number of Directors appointed for three financial years until the date of the Shareholders' Meeting called to approve the financial statements as at 31 December, 2015. The Directors appointed are:
  - Lorenzo Bini Smaghi, Chairman (1)
  - Sabrina Bruno, Director\* (2)
  - Alberto Clò, Director \* (1)
  - Francesco Gori, Director \* (2)
  - Carlo Malacarne, Director (1)
  - Roberta Melfa, Director (1)
  - Andrea Novelli, Director (1)
  - Elisabetta Oliveri, Director \* (2)
  - Pia Saraceno, Director \* (1);

1) drawn from the list of candidates presented by the shareholder CDP Reti S.r.l., voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

2) drawn from the list of candidates presented by and voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

\*Candidate who declared to possess the qualification of independence pursuant to Article 148 of the Legislative Decree 58/98 and to the Code of Conduct issued by the Borsa Italiana S.p.A. (Italian Stock Exchange).

- set the annual gross compensation due to each Director at € 40,000, plus reimbursement of the expenses incurred for their office;
- appoint the Board of Statutory Auditors. The Statutory Auditors are:
  - Massimo Gatto, Chairman (2)
  - Leo Amato, Effective Auditor (1)
  - Stefania Chiaruttini, Effective Auditor (1)
  - Maria Gimigliano, Alternate Auditor (1)
  - Luigi Rinaldi, Alternate Auditor (2);

1) drawn from the list of candidates presented by the shareholder CDP Reti S.r.l., voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

2) drawn from the list of candidates presented by and voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

- set the annual gross compensation due to the Chairman of the Board of Statutory Auditors and to each Effective Auditor at € 60,000 and 40,000 respectively, plus reimbursement of expenses incurred for their office;

## 2012 Annual Report

The Annual Report containing the financial statements as of 31 December, 2012, approved by the Shareholders' Meeting, and the consolidated financial statements as of 31 December, 2012 is available to the public at the registered office of the company and the Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)). The minutes of the meeting will be made available by 25 April, 2013 at the registered office of the company and the Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)). The aforementioned documents are also available on the company website [www.snam.it](http://www.snam.it) and may be requested by e-mail at the following address: [segreteria societaria@snam.it](mailto:segreteria societaria@snam.it).

## Payment of the Dividend Balance for 2012

The balance of the 2012 dividend can be requested by detaching coupon no. 20 starting from 23 May, 2013 (record date 22 May 2013), with the ex-dividend date on 20 May, 2013. The Dividend does not entitle to a tax credit and, according to the beneficial owners' tax treatment, may be subject to a withholding tax or may be considered as part of their taxable income.