

Snam S.p.A.
Head Office: Piazza Santa Barbara, No. 7,
San Donato Milanese (MI)
Company share capital euro 3,696,851,994.00, fully paid up
Milan Companies Register
Tax Identification Number - VAT Number 13271390158
R.E.A. Milan No. 1633443



Shareholders' meeting resolutions

The Ordinary Shareholders' Meeting of Snam S.p.A., held on 29 April 2015, approved:

- the Financial Statements as at 31 December 2014, ended with a profit of 470.470.317,60 euros;
- the reclassification of the share premium reserve as a legal reserve to bring the latter to the limit set out in article 2430 of the Italian Civil Code;
- the allocation of the profit of 470,470,317.60 euros to the shareholders as a dividend of 0.25 euros per share in circulation on the coupon payment date, excluding treasury shares in the Company portfolio on that date, using all of the Profit from previous years and for the remaining part the share premium reserve, until the total amount of the dividend is reached;
- the payment of the dividend of 0.25 euros due on each share from 20 May 2015, with coupon payment date set for 18 May 2015 and "record date of 19 May 2015";
- pursuant to and for the purposes of article 114-*bis* of the CLFI, the 2015-2017 Long Term Monetary Incentive Plan in the terms and according to the conditions described in the Information Document, conferring on the Board of Directors all powers necessary to implement the Plan, also through subjects delegated to do so, including the powers to i) proceed to make the annual allocation of the incentive for the Chief Executive Officer; ii) approve the regulations for each annual allocation; iii) identify the Beneficiaries based on the defined criteria; iv) as well as defining all other terms and conditions for the implementation of the LTMI Plan, to the extent that this does not conflict with the provisions of this resolution;
- in an advisory capacity, the Remuneration Report pursuant to subsection three of article 123-*ter* of the CLFI;
- the confirmation of Mr. Yunpeng He as non-executive and non-independent member of the Board of Directors, who shall remain in office until expiry of the current Board of Directors and, therefore, until the shareholders' meeting convened to approve the financial statements as at 31 December 2015.

Annual Financial Report 2014

The Annual Financial Report containing the financial statements as of 31 December 2014, approved by the Shareholders' Meeting and the consolidated financial statements as of 31 December 2014, is available to the public at the Company's registered office, at the authorised storage mechanism 1Info (www.1info.it) and Borsa Italiana S.p.A. (www.borsaitaliana.it). The minutes of the Shareholders' Meeting will be made available by 29 May 2015, at the company's registered office, at the authorised storage mechanism 1Info (www.1info.it) and Borsa Italiana S.p.A. (www.borsaitaliana.it).

These documents are also available from the website www.snam.it and can be requested by e-mailing segreteria@societaria@snam.it.

Payment of dividend for fy 2014

The 2014 dividend will be due on coupon no. 23 with payment date as from 20 May 2015 (record date 19 May 2015); the coupon payment date is 18 May 2015. The dividend, limited to the taxable amount, is subject to withholding tax at source or goes towards calculating the taxable income, according to the applicable tax regime, depending on the receivers.