



SHAREHOLDERS' MEETING RESOLUTIONS

The Ordinary Shareholders' Meeting of Snam S.p.A., held on 27 April 2016, approved:

- the Financial Statements as at 31 December 2015, which closed with a profit of 824,675,951.88 euro;
- the allocation of the profit of 824,675,951.88 euro to the shareholders as a dividend of 0.25 euro per share in circulation on the coupon payment date, excluding treasury shares in the Company portfolio on that date, using the remaining part of the share premium reserve, until the total amount of the dividend is reached;
- the payment of the dividend of 0.25 euro due on each share from 25 May 2016, with coupon payment date set for 23 May 2016 and record date of 24 May 2016;
- with a non-binding resolution, the Remuneration Report pursuant to subsection three of article 123-ter of the CLF;
- the number of Directors established at nine and the appointment of the same for three financial years ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2018. The Board of Directors consists of the following:
 - Carlo Malacarne, Chairman (1)
 - Marco Alverà, Director (1)
 - Sabrina Bruno, Director* (2)
 - Monica De Virgiliis, Director* (3)
 - Francesco Gori, Director* (2)
 - Yunpeng He, Director (3)
 - Lucia Morselli, Director* (3)
 - Elisabetta Oliveri, Director* (2)
 - Alessandro Tonetti, Director (1);
 - 1) drawn from the slate presented by the shareholder CDP Reti S.p.A., voted on by the minority of shareholders who attended the meeting.
 - 2) drawn from the slate presented by Institutional Investors, voted on by the majority of shareholders who attended the meeting.
 - 3) elected by the Shareholders Meeting by a majority, as supplement to the voting list, proposed by CDP Reti S.p.A.

* Candidate who declared he/she fulfils the independence requirements of article 148, subsection 3, of Legislative Decree 58/98 and the Corporate Governance Code approved by the Corporate Governance Committee.
- the setting of the gross annual compensation due to each director in 70,000 euro, plus reimbursement of the expenses incurred in relation to their office;
- the appointment of the Board of Statutory Auditors, that will be in office for three financial years ending on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2018, consists of the following:
 - Leo Amato, Chairman (1)
 - Massimo Gatto, Standing Auditor (2)
 - Maria Luisa Mosconi, Standing Auditor (3)
 - Sonia Ferrero, Alternate Auditor (2)
 - Maria Gimigliano, Alternate Auditor (1),
 - 1) drawn from the slate presented by the shareholder CDP Reti S.p.A., voted on by the minority of shareholders who attended the meeting.
 - 2) drawn from the slate presented by Institutional Investors, voted on by the majority of shareholders who attended the meeting.
 - 3) elected by the Shareholders Meeting by a majority, as supplement to the voting list, proposed by CDP Reti S.p.A, considering that pursuant to article 20.1 of the Bylaw "The Board of Statutory Auditors consists of three effective auditors".
- setting of the gross annual compensation due to the Chairman of the Board of Statutory Auditors and each statutory auditor in 80,000 euro and 60,000 euro, respectively, plus reimbursement of the expenses.

2015 ANNUAL FINANCIAL REPORT

The Annual Financial Report containing the financial statements as at 31 December 2015, approved by the Shareholders' Meeting, and the consolidated financial statements as at 31 December 2015, is available to the public at Snam's registered office in San Donato Milanese, Piazza Santa Barbara, 7, on the Company's website (www.snam.it, in the "Governance and Conduct - Shareholders' Meeting" Section), and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) and at the authorised storage system "NIS-STORAGE" managed by Bit Market Service S.p.A. (www.emarketstorage.com).

The minutes of the Shareholders' Meeting will be made available by 27 May 2016 at Snam's registered office in San Donato Milanese, Piazza Santa Barbara 7, on the Company's website (www.snam.it, "Governance and Conduct - Shareholders' Meeting" Section), and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) and at the authorised storage system "NIS-STORAGE" managed by Bit Market Service S.p.A. (www.emarketstorage.com). These documents are also available from the website www.snam.it and can be requested by e-mailing segreteria@snam.it

PAYMENT OF DIVIDEND FOR FY 2015

The 2015 dividend will be due on coupon no. 24 with payment date as from 25 May 2016 (record date 24 May 2016); the coupon payment date is 23 May 2016. 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.