

Snam S.p.A.  
Registered Office in San Donato Milanese (MI) - Piazza Santa Barbara 7  
Share capital EUR 2,735,670,475.56, fully paid-in  
Tax Code and  
Milan Company Register No. 13271390158  
VAT No. 13271390158  
R.E.A. Milan (Economic Admin. Roll) No. 1633443

## CALL OF SHAREHOLDERS' MEETING

A Shareholders' Meeting of Snam S.p.A. ("Snam" or the "Company") has been called in ordinary session, on single call, for 11 April 2017, at 10:00 a.m. (CET) in San Donato Milanese (MI), Piazza Santa Barbara, 7, to deliberate and resolve upon the following

### Agenda

1. Snam S.p.A financial statements as at 31 December 2016. Consolidated financial statements as at 31 December 2016. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.
2. Allocation of the period's profits and dividend distribution.
3. Authorisation to purchase and dispose of treasury shares.
4. 2017-2019 Long term share incentive plan. Related and consequent resolutions.
5. Policy on remuneration pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998.

### Verification of eligibility to participate and to vote in the Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998, ("the C.L.F."), those whose duly empowered (in accordance with applicable regulation) representatives have sent notification attesting to their possession of the right to participate in the Meeting by the close of business on the seventh market trading day before the date set for the Shareholders' Meeting on single call (31 March 2017 - record date) will be certified as eligible to participate in the Meeting. The notification must reach Snam by the end of the third market trading day (6 April 2017) before the date set for the Meeting on single call. Eligibility to participate and to vote is still certified if the notification reaches Snam after the aforesaid deadlines, as long as it is before the beginning of the business of the Meeting. Those who take possession of shares only after the record date shall not have a right to participate or to vote in the Meeting. You are reminded that the notification to Snam must be made by the intermediary at the request of the party entitled to the right. Any requests for prior notification or compensation for performance required of the intermediary may not be attributed to the Company.

### Right to submit questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the C.L.F., those who have the right to vote may submit questions about subjects on the agenda even before the Shareholders' Meeting, having them reach the Company by 8 April 2017; the Company cannot guarantee a response to questions that arrive after that date. Questions may be sent by mail to the following address:

*Snam S.p.A.  
Company Secretarial Office (April 2017 Shareholders' Meeting Questions)  
Piazza Santa Barbara, 7  
20097 San Donato Milanese (MI) – Italy*

or by e-mail to [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it), or by using the appropriate section of the Company's website [www.snam.it](http://www.snam.it) ("Governance and Conduct" - "Shareholders' Meeting" Section). The parties involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website. Responses to the questions received by the deadline indicated are to be provided during the Shareholders' Meeting, at latest. The Company will provide a single response to questions having the same content. No answer is due when the information requested is already available in the "FAQ" section of the Company website [www.snam.it](http://www.snam.it) ("Governance and Conduct" - "Shareholders' Meeting Section").

### Additions to the agenda for the Shareholders' Meeting and proposals for resolution on the items on the agenda

Pursuant to Article 126-bis of the C.L.F., shareholders as, even jointly, represent at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice, to add to the list of items to be deliberated, indicating in that request the further matters proposed, or may present proposals for resolution on items already on the agenda. Questions must be submitted in writing to the registered office by recorded delivery or by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it), together with a report which provides a description of items requested for resolution or of the reasons for further proposals for resolution presented on items already on the agenda. In any event, all parties entitled to vote may individually present proposals for resolution in the Shareholders' Meeting. Further information is available in the

appropriate section of the Company's website [www.snam.it](http://www.snam.it) ("Governance and Conduct" - "Shareholders' Meeting" Section).

#### **Proxy voting rights**

Pursuant to Article 135-*novies* of the C.L.F. and Article 10.2 of the Bylaws, those entitled to vote may be represented in the Shareholders' Meeting in accordance with the law. Notification of proxy delegation must be sent to the Company by mail to the address:

*Snam S.p.A.*  
*Company Secretarial Office (April 2017 Shareholders' Meeting Proxies)*  
*Piazza Santa Barbara, 7*  
*20097 San Donato Milanese (MI) – Italy*

or by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it) or by e-mail to [segreteria@snam.it](mailto:segreteria@snam.it). Proxies and related voting instructions are always revocable. A proxy form is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" – "Shareholders' Meeting" Section).

#### **Shareholder Representative designated by the Company**

Pursuant to Article 135-*undecies* of the C.L.F., the Company has designated Georgeson S.r.l. as the entity ("**Designated Representative**") to which shareholders may confer proxies free of charge. Voting instructions for all or each of the proposals on matters on the agenda are attached to the proxy form. The proxy must be conferred by signing the specific proxy form made available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it), ("Governance and Conduct" - "Shareholders' Meeting" Section), and transmitted by the methods indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting. Proxies and related voting instructions are revocable within the aforementioned period. Proxies have no effect on proposals for which no voting instructions have been provided. Further information is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it) ("Governance and Conduct" - "Shareholders' Meeting" Section). As of today, the Designated Representative will be available to Shareholders to provide necessary information and clarifications via the freephone number 800-189038 for those calling from Italy and +39 06 42171800 for those calling from abroad, as well as via e-mail to [rappresentantesnam@georgeson.com](mailto:rappresentantesnam@georgeson.com)

#### **Requesting information and the Company website**

For any additional information concerning the Shareholders' Meeting and the relevant procedures, please consult the Company's website [www.snam.it](http://www.snam.it) ("Governance and Conduct" "Shareholders' Meeting section") or write to the e-mail address

[segreteria@snam.it](mailto:segreteria@snam.it). The following are also in operation:

- Freephone number 800 360 243, valid within Italy;
- Telephone number +39 02 37000890.

#### **Disclosure documentation**

The explanatory reports concerning the items on the agenda, the corresponding documentation and the proposed Board resolutions will be made available as follows:

- item 4, with this notice;
- items 1, 2, 3 and 5 by 21 March 2017

at the Company's registered office, at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), at the Company's website, [www.snam.it](http://www.snam.it) ("Governance and Conduct" - "Shareholders' Meeting Section") as well as at the authorised storage system "eMarket-STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **Other information**

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must write to the e-mail address [segreteria@snam.it](mailto:segreteria@snam.it) or send an appropriate request to the Company Secretarial Office of Snam by mail by 09 April 2017.

Parties eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 9:00 a.m. (CET).

For the BOARD OF DIRECTORS  
The Chairman  
Mr Carlo Malacarne