

Information Document  
2017-2019 Long-term Equity  
Incentive Plan



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# Information Document 2017-2019 Long-term Equity Incentive Plan

Prepared pursuant to article 114-bis of legislative decree 24 February 1998, no. 58 ("TUF") and article 84-bis of the regulations adopted by Consob under resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented ("Issuers' Regulation")



# Introduction

This information document has been prepared by Snam S.p.A., pursuant to Article 84-*bis* of the Issuers' Regulation and in accordance with the instructions contained in its Appendix 3A – diagram no. 7, with the aim of informing its shareholders and the market regarding the proposed adoption of the 2017-2019 Long-Term Equity Incentive Plan ("Equity Plan" or "Plan"), approved by Snam's Board of Directors on 6 March 2017 and which will be submitted, pursuant to Article 114-*bis* of the TUF, to the approval of the Ordinary Shareholders' Meeting convened on 11 April 2017, in a single call.

Since 2010, Snam has been using, approved annually by the Board of Directors at the proposal of the Remuneration Committee, long-term incentive plans for the CEO and the executives most directly responsible for the business results, in order to align their performance with the corporate objectives over the medium to long term.

During 2017, the Remuneration Committee, with a view to creating the conditions for greater alignment of the variable long-term remuneration to the primary objective of creating value for shareholders, has proposed to the Board of Directors to adopt, for a limited number of managerial positions, instead of medium-long term monetary incentive plans, a plan based on the allocation of ordinary shares of the Company (Performance Shares), to be implemented upon approval of the Shareholders' Meeting.

The document presents the Equity Plan which allows for a further alignment between the work of the management and the interests of the shareholders.

The Equity Plan applies to Snam and to its Subsidiaries and is to be considered "of particular importance" pursuant to Article 84-*bis*, paragraph 2, of the Issuers' Regulation, as it is aimed at the individuals identified by Article 114-*bis* of the TUF, Snam's CEO and "Managers with Strategic Responsibilities".

This information document is available to the public at Snam's registered office, as well as in the Governance section on the company's website ([www.snam.it](http://www.snam.it)), in addition to the procedures specified by Article 84-*bis* of the Issuers' Regulation.

# Definitions

## Adjusted net profit

this refers to the net profit earned excluding special items, inventory profit/loss and, on determining the net profit of business sectors, the financial expenses/income related to net borrowings, those relating to non-hedge derivatives other than those on commodities and exchange rate differences.

## Beneficiaries

the recipients of the Plan.

## Consolidated Law on Financial Intermediation (TUF)

the "Consolidated Law on Financial Intermediation" is Legislative Decree 58 of 24 February 1998 (and subsequent amendments). The TUF introduced a legislation on financial matters "according to principles", which called for the primary legislation of general lines only, referring the detailed definition of the regulations to the Supervisory Authorities (e.g. CONSOB).

## Dividend equivalent

this consists of an additional number of shares assigned to beneficiaries at the end of the vesting period, equivalent to ordinary and extraordinary dividends distributed by Snam during the vesting period that would have been due on the number of shares actually assigned to beneficiaries based on performance levels achieved under the terms and conditions of the Plan.

## EBITDA

also referred to as "gross operating profit" or "GOP" is a profitability indicator that reveals the company's income resulting from its core business alone, gross, therefore, of interest (financial management), tax (fiscal management), depreciation and amortisation of assets.

## Incentive allocated

this refers to the maximum number of shares allocated to beneficiaries and which may actually be assigned at the end of a predetermined period (vesting period) according to pre-established performance and retention terms and conditions.

## Incentive assigned

this refers to the number of shares actually assigned to beneficiaries at the end of the predetermined period (vesting period) in an amount related to performance levels achieved under the terms and conditions established by the Plan.

## Issuers' Regulation

this is CONSOB Regulation 11971 of 14 May 1999 containing the rules for entities issuing financial instruments.

## Lock-up

this refers to the time period during which the assigned shares are subject to restrictions of sale and/or transfer.

**Managers with Strategic Responsibilities**

according to IAS 24, these are "individuals who have the power and responsibility, whether directly or indirectly, for planning, managing and controlling the company's activities". Snam's executives with strategic responsibilities, other than Directors and Auditors, are, as at the date of publication of this Information Document, as follows: Chief Financial Officer; Chief Industrial Assets Officer; Chief Commercial, Regulation & Development Officer; General Counsel; Executive Vice President Human Resources & Organization; Chief Corporate Services Officer; Chief International Assets Officer.

**Maximum level**

this refers to the result level whose achievement entitles receipt of 100% of the incentive allocated.

**Regulation**

the document, approved annually by the Board of Directors, governing each annual allocation of the Equity Plan.

**Remuneration Committee**

this Committee comprises two independent non-executive directors (including the Chairman) and a non-executive director. The Committee is responsible for proposing to and advising the Board of Directors regarding the remuneration of the directors and executives with strategic responsibilities. The Committee specifically submits, for the Board's approval, the Annual Remuneration Report and formulates proposals relating to the remuneration of directors with responsibilities and members of the Board Committees.

**Share(s)**

ordinary share(s) issued by Snam S.p.A., listed on the electronic stock market of Borsa Italiana S.p.A., ISIN code IT0003153415.

**Subsidiaries**

companies controlled by Snam S.p.A. pursuant to Article 2359 of the Italian Civil Code.

**Threshold level**

this is the result level whose achievement entitles receipt of 50% of the incentive allocated and below which the Plan does not provide for the assignment of any incentive.

**Vesting (vesting period)**

the period between the allocation and the completion of the ownership of the right to receive the equity premium.

# 2017 – 2019 Long-term Equity Incentive Plan

## 1. RECIPIENTS

### 1.1 The names of the recipients, who are members of the board of directors or of the management board of the issuer of financial instruments, of the issuer's parent companies and of the Issuer's subsidiaries, whether directly or indirectly controlled by the issuer.

The Plan applies to Snam's CEO and General Manager, currently identified as Marco Alverà.

If among the beneficiaries referred to in point 1.2 below are individuals whose names are required to be identified, pursuant to the applicable regulatory provisions, also in relation to the post of Director that may be held in Subsidiaries, the Company shall provide the market with the relevant information, following the notifications under Article 84-bis, fifth paragraph, of the Issuers' Regulation.

### 1.2 The categories of employees or partners of the issuer of financial instruments and parent companies or subsidiaries of that issuer.

The executives of Snam and of its Subsidiaries, up to a maximum of 20, who are Managers with Strategic Responsibilities of Snam and other Directors identified by the Snam's CEO, among those holding positions of greatest impact on the company's results or with strategic importance for the purpose of achieving Snam's long-term objectives.

### 1.3 The names of the beneficiaries of the plan belonging to the following groups:

a) general managers of the issuer of financial instruments;

Not applicable

b) other managers with strategic responsibilities of the issuer of financial instruments that are not "smaller", pursuant to Article 3, paragraph 1, section f), of Regulation no. 17221 of 12 March 2010, in the event that they have received, over the year, an overall remuneration (obtained by adding their monetary remuneration and remuneration based on financial instruments) above the highest overall remuneration awarded to the members of the board of directors, or management board, and to the general managers of the issuer of financial instruments;

Not applicable

None of Snam's executives with Strategic Responsibilities received, over the year, overall remuneration higher than the highest overall remuneration awarded to the members of Snam's Board of Directors.

c) individuals controlling the issuer of shares, who are employees or who collaborate with the issuer of shares.

Not applicable

#### 1.4 Description and numerical indication, broken down by category:

a) of executives with strategic responsibilities other than those specified in section b) of paragraph 1.3;

There are 7 Snam executives with strategic responsibilities as at the date of publication of this Information Document.

b) in the case of "smaller" companies, pursuant to Article 3, paragraph 1, section f), of Regulation no. 17221 of 12 March 2010, the indication of the total of all executives with strategic responsibilities of the issuer of financial instruments;

Not applicable

c) of other categories of employees or partners for whom different characteristics have been provided for by the plan (e.g. executives, managers, employees, etc.).

Not applicable

## 2. REASONS FOR ADOPTING THE PLAN

### 2.1 The objectives to be achieved by implementing the plans.

The Plan is a management incentive and loyalty tool which is highly critical to the company and aimed at ensuring, in line with international best practices, the following objectives:

- greater alignment with the interests of shareholders in the medium-long term by assigning a premium denominated in Shares;
- improved operational efficiency of the business through the use of EBITDA;
- supporting the company's profitability through the use of Adjusted Net Profit;
- combining the company's financial performance with sustainability goals.

The Plan provides, for each annual allocation, for a three-year vesting period, in line with international best practices.

### 2.2 Key variables, also in the form of performance indicators considered for the allocation of equity-based plans.

Incentive levels are defined, in terms of maximum number of assignable Shares, in accordance with the following remuneration policy principles adopted by Snam:

- management remuneration structure adequately balanced between: a fixed component, consistent with the powers and/or responsibilities assigned; a variable component defined within the maximum limits and aimed at linking remuneration to the performance actually achieved;
- consistency of the total remuneration with respect to the applicable market benchmarks for similar positions or for roles with a similar level of responsibility and complexity, as part of business panels comparable with Snam;
- variable remuneration of managerial roles with greater influence on the company's results, characterised by a significant incidence of long-term incentive components, through a suitable

deferral for a period of at least three years, in line with the long-term nature of Snam's business.

For the performance indicators, please refer to section 2.3.1. below.

### **2.3 Factors underlying the determination of the amount of equity-based remuneration, or criteria for its determination.**

#### **2.3.1 More detailed information**

The maximum equity incentive assigned to each beneficiary is differentiated according to the level of responsibility/criticality of the role, also in consideration of market practices.

For the CEO, the value of the incentive assigned shall not exceed 210% of his fixed remuneration. The maximum equity incentive assigned to other beneficiaries shall be determined at the time of implementation of the Plan by the CEO, following the approval of the plan itself by the Shareholders' Meeting.

The performance terms and condition of the Plan are linked to the following parameters:

- EBITDA, with a weighting of 60%, calculated on an annual basis with reference to the percentage variation with respect to the forecast budget approved by the Board of Directors;
- Adjusted Net Profit, with a weighting of 30%, calculated on an annual basis during the vesting period by comparing the final balance with the budget forecast;
- sustainability, with a weighting of 10%, measured by the results achieved compared with indicators on an annual basis.

Total performance is calculated as the average annual performance of the parameters identified in the three-year vesting period.

### **2.4 The reasons behind any decision to allocate equity-based remuneration plans not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or parent companies, or third-party companies outside of the group; in the event that such instruments are not traded on regulated markets, information on the criteria used to determine their value.**

Not applicable

### **2.5 Assessments regarding significant tax and accounting implications affecting the definition of the plans.**

The structure of the Plan has not been affected by the applicable tax regulation or by accounting implications.

## **2.6 Any support of the plan by the special Fund for incentivising the participation of workers in businesses, under Article 4, paragraph 112, of Law no. 350 of 24 December 2003.**

Not applicable

## **3. APPROVAL PROCEDURE AND TIMING OF EQUITY GRANTS**

### **3.1 Scope of powers and functions delegated by the Shareholders' Meeting to the Board of Directors in order to implement the plan.**

Snam's Board of Directors, held on 6 March 2017, resolved, at the proposal of the Remuneration Committee and with abstention of the CEO, to submit the Plan to the approval of the Shareholders' Meeting pursuant to Article 144-bis of the TUF.

Following the approval of the Shareholders' Meeting, the Board of Directors, in the performance of the power to be conferred by the Shareholders' Meeting, shall implement the Plan, including through individuals appointed for the purpose, resolving:

i) the annual assignment of the incentive to the CEO; ii) the approval of the Regulation of each annual assignment; iii) the identification of the Beneficiaries based on defined criteria; and iv) any term and condition for implementation, to the extent that this does not conflict with the provisions established by the Shareholders' Meeting.

### **3.2 Indication of the individuals appointed to manage the plan and their job role and responsibilities.**

The management of the Plan is entrusted to the relevant Snam units of the Human Resources & Organisation Department.

### **3.3 Any existing procedures for reviewing the plans, also in relation to any changes in the basic objectives.**

Without prejudice to the jurisdiction of the Shareholders' Meeting in the cases provided for by law, the Board of Directors, having heard the opinion of the Remuneration Committee, is the competent body for making any changes to the Plan.

During the implementation of the Plan, the Board of Directors shall determine, at the proposal of the Remuneration Committee, the Regulation of the Plan itself which shall also include, inter alia, any procedures, terms and conditions for revising the Plan. These procedures may include the right of the Board of Directors to amend the performance conditions of the Plan in the event of extraordinary and or unforeseeable situations or circumstances that may significantly affect the results and/or the scope of Snam's activities.

### **3.4 Description of the procedures used to determine the availability and assignment of financial instruments on which the plans are based.**

The Plan provides for the free assignment of Shares in varying numbers in relation to the individual allocation and to the degree of achieving the performance conditions of the Plan. These Shares may comprise previously-issued Shares to be purchased pursuant to Article 2357 et seq. of the Italian Civil Code or already owned by Snam.

In this regard, the Board of Directors, in its meeting of 6 March 2017, resolved to submit, to the Shareholders' Meeting, the proposal to authorise the purchase and or sale of treasury Shares to service the Plan.

### **3.5 The role carried out by each director in determining the features of the afore-mentioned plans; any occurrence of conflicts of interest involving the directors concerned.**

In line with the recommendations of the Corporate Governance Code for Listed Companies, which Snam adheres to, the conditions of the Plan were defined at the proposal of the Remuneration Committee, composed entirely of Non Executive Directors, the majority of which are independent directors, with a Chairman chosen from among the Independent Directors.

The proposal to submit the Plan to the Shareholders' Meeting, pursuant to Article 114-bis of the TUF, was therefore resolved by the Board of Directors, with abstention of the CEO, following the favourable opinion of the Board of Statutory Auditors pursuant to Article 2389, paragraph 3 of the Italian Civil Code.

The Plan, in relation to its beneficiaries, constitutes a related-party transaction subject to the approval of the Shareholders' Meeting pursuant to Article 114 bis of the TUF, for which the specific procedures provided for by CONSOB resolution no. 17221 of 12.03.2010, subsequently amended by resolution no. 17389 of 23 June 2010 ("Related-Party Transaction Regulation") do not apply.

### **3.6 For the purposes of the requirements of Article 84-bis, paragraph 1, the date of the decision made by the competent body to propose the approval of the plans at the Shareholders' Meeting and any proposal made by the Remuneration Committee.**

The Board of Directors, on 6 March 2017, following a proposal made by the Remuneration Committee on 1 March 2017, resolved to submit the Plan for approval by the Shareholders' Meeting.

### **3.7 For the purposes of the requirements of Article 84-bis, paragraph 5, section a), the date of the decision made by the competent body regarding the assignment of instruments and any proposal to the aforementioned body made by the Remuneration Committee.**

The Plan and financial instruments serving its implementation are submitted to the approval of the Shareholders' Meeting convened on 11 April 2017. After the Shareholders' Meeting, if the Plan is approved, the Board of Directors shall meet to take the relevant decisions in order to implement the Plan itself.

**3.8 The market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets.**

Official price of the Snam stock as at 6 March 2017 (date of approval by the Board of Directors to submit the proposed Plan to the Shareholders' Meeting): 3.848 €.

**3.9 In the case of plans based on financial instruments traded on regulated markets, under which terms and according to which procedures the issuer takes into account, as part of the identification of the times for assigning the instruments on implementation of the plans, the possible coincidence between:**

- i. such assignment or any related decisions made by the Remuneration Committee and
- ii. the disclosure of any relevant information pursuant to Article 114, paragraph 1; for example, in the event that such information is: a. not already public and capable of positively affecting market prices, or b. already published and capable of negatively affecting market prices.

Decisions regarding the allocation of the Plan shall be made once or twice by the Board of Directors, following the approval of the Plan by the Shareholders' Meeting, having heard the opinion of the Remuneration Committee and the Board of Statutory Auditors, in accordance with the applicable regulations. It should be noted that the right of beneficiaries to receive shares shall accrue after a three-year vesting period and only in the event of the achievement of predetermined performance conditions.

## **4. FEATURES OF THE FINANCIAL INSTRUMENTS ALLOCATED**

**4.1 Description of the ways in which the equity-remuneration plans are structured.**

The Plan provides for three annual allocations of the right to receive a maximum number of shares that may be actually assigned after three years and to an extent related to the performance conditions achieved according to predetermined criteria and parameters and other terms and conditions provided for by the Plan. The maximum number of shares to be allocated is determined by dividing the incentive by the average price of the share recorded in the month prior to the allocation.

A number of additional shares – known as a dividend equivalent – is also planned for assignment on the shares actually assigned depending on the achievement of the performance conditions. The number of additional shares to be allocated is determined by dividing the sum of the dividends distributed in the vesting period by the average price of the share recorded in the month prior to the assignment.

**4.2 Indication of the period of actual implementation of the plan, also with reference to any different cycles planned.**

The Plan provides for three annual allocations for the 2017-2019 period. Each allocation is subject to a three-year vesting period and, subsequently, the possible actual assignment of shares shall be between 2020 and 2022, as shown in the diagram below.

Allocation	End of Vesting Period	Assignment of Shares
2017	2019	2020
2018	2020	2021
2019	2021	2022

For the CEO and other Executives involved, it is estimated that 20% of the shares assigned is subject to a lock-up period. Shares subject to lock-up cannot be transferred and/or assigned for a period of 24 months from the end of the vesting period. The lock-up does not apply to additional shares assigned to beneficiaries as a dividend equivalent.

#### **4.3 The term of the plan.**

The Plan shall end in 2022, on expiry of the vesting period of the last allocation planned in 2019.

#### **4.4 The maximum number of financial instruments, including in the form of options, assigned during each tax year in relation to the individuals identified by name or to the specified categories.**

The Board of Directors has determined the maximum number of Shares as 3,500,000 to service the Plan.

#### **4.5 The procedures and clauses for implementing the plan, specifying whether the actual allocation of instruments is subject to the fulfilment of certain conditions or the achievement of certain performance results; description of such conditions and results.**

The effective maturity of the allocated shares is subject to the achievement of specific performance conditions. The performance conditions of the Plan are verified annually and upon completion of each three-year period according to the outcome of a precise verification process of the results effectively achieved by the Remuneration Committee, in support of the resolutions passed by the Board of Directors.

The performance conditions of the Plan are related to the following parameters:

- EBITDA, with a weighting of 60%, calculated by comparing the final balance with the provisions of the budget;
- Adjusted Net Profit, with a weighting of 30%, calculated by comparing the final balance with the provisions of the budget;
- sustainability, with a weighting of 10%, measured according to annually defined targets.

The achievement of the performance conditions at the maximum predetermined level involves the accrual of 100% of the allocated shares, while the achievement of the performance at the predetermined threshold level involves the accrual of 50% of the allocated shares. Interim results between the threshold and maximum achievement level shall be defined at the time of implementation of the Plan.

The Plan finally provides for the adoption of claw-back mechanisms, through the following clause: "Without prejudice to the right to compensation for any further damage, the Company, within the legal time period, may repossess (with a subsequent requirement to return to the Participant) the value of the assigned shares at the time of their actual assignment, including the value of the assigned shares as a dividend equivalent, in the event that it is determined that the achievement of objectives is attributable to wilful misconduct or gross negligence or, in any case, if the reference regulations are breached (whether corporate, legal, regulatory or of any other source) by the Participant, or where the aforementioned objectives were achieved based on data which proved to be manifestly erroneous".

**4.6 The indication of any constraints on the availability of allocated instruments or on instruments resulting from the exercise of options, with specific reference to the terms by which the subsequent transfer thereof to the Company or third parties is permitted or prohibited.**

For the CEO and other Executives involved, it is estimated that 20% of the shares assigned is subject to a lock-up period. Shares subject to lock-up cannot be transferred and/or assigned for a period of 24 months from the end of the vesting period. The lock-up does not apply to additional shares assigned to beneficiaries as a dividend equivalent.

**4.7 The description of any clause in relation to the allocation of the plans in the event the recipients carry out hedging transactions that allow for the neutralisation of any prohibition to sell the assigned financial instruments, including in the form of options, or the financial instruments resulting from the exercising of these options.**

There are no cancellation clauses in the event that beneficiaries carry out hedging transactions that allow for the neutralisation of the effects of the prohibition to sell the assigned shares.

**4.8 Description of the effects determined by the termination of the employment contract.**

The assignment of shares assumes the continuation of the employment contract and the actual performance of work activities. During the implementation of the Plan, the Regulation that shall be determined by the Board of Directors at the proposal of the Remuneration Committee, shall detail the effects caused by any termination of the employment contract.

In particular:

- in cases of termination of the beneficiary's employment contract, or loss of control by Snam S.p.A. over the Company for which the Participant works, or sale to a non-subsidiary of the company (or business unit) at which the Participant works, which occurs by the date on which the Board establishes the percentage assignment, the incentive shall be awarded to the recipients in relation to the period elapsed between the allocation and the occurrence of the aforementioned events, as well as in relation to the results that may be recorded in the final balance sheet during that period;
- in the event of death of the participant occurring by the date on which the Board establishes the percentage assignment, the incentive shall be awarded to the recipients in a fixed amount of 100% of the allocated incentive;
- in the event of unilateral termination of the employment contract, by the company or by the Participant, which occurs during the vesting period, the incentive shall not be awarded.

#### **4.9 Indication of other possible causes for cancellation of the plans.**

Possible causes for cancellation of the Plan shall be specified by the Regulation during the implementation of the Plan.

#### **4.10 Reasons relating to the possible provision of a "redemption", by the company, of the financial instruments covered by the plans, provided pursuant to Article 2357 and subsequent amendments of the Italian Civil Code; the beneficiaries of the redemption, specifying whether it is limited only to specific categories of employees; the effects of the termination of the employment contract on that redemption.**

There is no provision for a right of redemption by the Company.

#### **4.11 Any loans or other facilities to be granted for the purchase of shares pursuant to Article 2358 of the Italian Civil Code.**

There is no provision for the granting of loans.

#### **4.12 Indication of assessments on the expected obligation of the company as at the date of the assignment, as determined based on previously defined terms and conditions, for an overall amount and in relation to each instrument of the plan.**

At present, based on the terms and conditions previously defined, it is expected that the maximum number of assignable shares on reaching the maximum result level for all performance conditions, including shares assigned as dividend equivalent, amounts to 3,500,000 Shares.

#### **4.13 Indication of any dilutive effects on the capital determined by the remuneration plans.**

Given that the Shareholders' Meeting called to approve the Plan was also convened to authorise the Board of Directors to purchase and/or sell treasury shares to service the Plan, there are currently no expected dilutive effects.

#### **4.14 Any expected restrictions for exercising the right to vote and for the allocation of equity rights.**

The shares assigned shall have regular dividend rights, with no restrictions being planned to exercising corporate or equity rights pertaining thereto.

#### **4.15 In the event that the shares are not traded on regulated markets, any useful information for a full assessment of their assignable value.**

Not applicable, as the shares are admitted to trading on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A.

#### **4.16 - 4.22**

The section relating to the allocation of shares and to stock options is not applicable as the Plan provides for the allocation of shares.

**4.23 Criteria for the adjustments made necessary following extraordinary capital transactions and other transactions involving a variation in the number of underlying instruments (capital increases, extraordinary dividends, grouping and splitting of the underlying shares, mergers and demergers, conversions into other classes of shares, etc.).**

If execution is given to extraordinary capital transactions or other transactions, which have, in any case, a significant impact on the economic value represented by the shares allocated to each beneficiary, the Board of Directors, at the proposal of the Remuneration Committee, shall make any change to the Plan whilst keeping the economic value represented by the shares assignable under the Plan unchanged.

**4.24 Issuers of shares enclose the appended table no. 1 to the information document.**

The following table shows the information referred to in Section 2, Panel 1 of the table in Diagram 7 of Appendix 3 A to the Issuers' Regulation, based on the features previously defined by the Company's Board of Directors. The table shall be further detailed at the time of implementation of the Plan and the additional information shall be made available according to the procedures and terms referred to in Article 84-bis, paragraph 5 section a) of the Issuers' Regulation.

**2017 – 2019 LONG-TERM EQUITY INCENTIVE PLAN**

**FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS**

Surname and Name or Class	Job title (to be specified only for individuals listed by name)	Section 2 newly-assigned instruments based on the decision of the board of directors proposed for the shareholders' meeting						
		Date of the Shareholders' Meeting Resolution	Type of Financial Instruments	Number of Financial Instruments	Assignment date	Possible Purchase Price of the Instruments	Market Price as at the assignment data	Vesting Period
Marco Alverà	CEO of Snam S.p.A.			T.B.D.	T.B.D.			
Executives with Strategic Responsibilities		11/04/2017	Shares of Snam S.p.A.	T.B.D.	T.B.D.	n.a.	Average price of the share recorded the month prior to assignment	Three-year period
Other Executives				T.B.D.	T.B.D.			



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For information please contact

Snam S.p.A.

Piazza Santa Barbara, 7

20097 San Donato Milanese (MI)

Website: [www.snam.it](http://www.snam.it)

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