

Snam S.p.A.

Head Office: Piazza Santa Barbara, No. 7,

San Donato Milanese (MI)

Company share capital euro 2,735,670,475.56 fully paid up

Tax Code and Milan, Monza Brianza and Lodi Chamber

of Commerce Business Register No. 13271390158

R.E.A. Milan No. 163344



Shareholders' Meeting Resolutions

The Extraordinary Shareholders' Meeting of Snam S.p.A., held on 24 April 2018, passed the following resolutions:

- to cancel 31,599,715 treasury shares without nominal value, without reducing the share capital, and consequently amend article 5.1 of the company Bylaws as better specified in the Shareholders' Meeting resolution;
 - to approve the supplement to the regulations contained in articles 13.5 and 20.3 of the company Bylaws on slate voting to appoint the Board of Directors and the Board of Statutory Auditors, as better specified in the Shareholders' Meeting resolution.
- The Ordinary Shareholders' Meeting of Snam S.p.A., held on 24 April 2018, passed the following resolutions:
- to approve the Financial Statements of Snam S.p.A. as at 31 December 2017, which report a net profit of 677.325.425,97 euros;
 - to allocate the profit for the year of 677,325,425.97 euros, remaining after the distribution of an advance on the dividend for the 2017 fiscal year of 0.0862 euros per share resolved by the Board of Directors meeting of 6 November 2017, as follows: to the shareholders as a dividend of 0.1293 euros per share to shares in circulation on the coupon payment date, excluding treasury shares in the Company portfolio on that date, as the balance of the advance on the dividend, using the Profit reserve from previous years and other available and distributable profit reserves until the total amount of the dividend is reached;
 - to pay out the dividend balance of 0.1293 euros per share, starting June 20, 2018, with an ex-dividend date of June 18, 2018 and record date of June 19, 2018;
 - to authorise the Board of Directors, and on its behalf the Chief Executive Officer, who is entitled to sub-delegate, after revoking the previous resolution authorising the purchase of treasury shares adopted by the Shareholders' Meeting on 11 April 2017 for the part not yet implemented, to purchase treasury shares, in one or more tranches, for a maximum duration of 18 months starting from the date of the Shareholders' Meeting, for a maximum expenditure of 500 million euros and up to a maximum number of 134.564.883 shares in any case not exceeding 6.50% of the share capital subscribed and freed up, taking into account the treasury shares already held by the Company; the Shareholders' Meeting resolution specifies the terms and conditions to determine the price and the procedures for the purchase of the treasury shares by virtue of the authorisation granted;
 - to authorise the Board of Directors, and for it the Chief Executive Officer, who is entitled to sub-delegate, to carry out, in one or more tranches, without any time limits and even before having completed the purchases, any transfer of all or part of the treasury shares purchased by the Company on the basis of the Shareholders' Meeting resolution and of those already held; the Shareholders' Meeting resolution specifies the terms and conditions for the use of the treasury shares;
 - to terminate by mutual consent, after consulting the Board of Statutory Auditors, the appointment as external auditor conferred on the independent auditing firm EY S.p.A. and to confer by mutual consent, upon the proposal of the Board of Statutory Auditors, the appointment as external auditor of Snam S.p.A., for the period relating to the financial years ending on 31 December from 2018 to 2026, on the independent auditing firm *PricewaterhouseCoopers* S.p.A.;
 - to approve the amendments to the 2017-2019 long-term share incentive plan resolved on, upon a proposal of the Compensation Committee, by the Board of Directors in the meeting held on 13 March 2018, under the terms and conditions stated in the Information Document attached to the Board of Directors' explanatory report, and namely the extension of participation in the Share Plan to other possible beneficiaries among the managers of the Company and its subsidiaries;
 - to approve, in a not binding way, the Section I of the Report on Compensation referred to in the third paragraph of Article 123-ter of the CLF.

2017 Annual Financial Report

The 2017 Annual Report containing the "2017 Consolidated Non-Financial Statement," the financial statements as of 31 December 2017, approved by the Shareholders' Meeting and the consolidated financial statements as of 31 December 2017, together with the additional documentation required by current legislation, is available to the public at the registered office of the Company, at the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com) and at 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 the certified e-mail address snam.assemblea@pec.snam.it.

The minutes of the Shareholders' Meeting will be made available by 24 May 2018 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), on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) and at the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. (www.emarketstorage.com).

Payment of Dividend for 2017

The dividend for the year 2017 can be requested by those who are entitled to it by detaching coupon no. 28 starting from 20 June 2018, 18 June 2018 being the ex-dividend date and 19 June 2018 the record date. The dividend is subject to taxation in Italy based on the tax regime in force, which varies depending on the receivers and which is that generally applicable for dividends distributed by Italian listed companies.