

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  
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 11 April 2017, passed the following resolutions:

- to approve the Financial Statements of Snam S.p.A. as at 31 December 2016, which report a net profit of € 760,925,444.83;
- to approve the allocation of the profit of € 760,925,444.83 as follows: (i) to the shareholders as a dividend of € 0.21 per each share outstanding on the ex-dividend date, excluding treasury shares held at that date and (ii) as retained earnings the residual amount;
- to pay-out the dividend of € 0.21 per share starting from 24 May 2017, being the ex-dividend date 22 May 2017 and record date of 23 May 2017;
- to revoke the previous resolution authorising the purchase of treasury shares adopted by the Ordinary Shareholders' Meeting on 1 August 2016, for the part not yet implemented;
- to authorise the purchase of treasury shares, in one or more tranches, for a maximum duration of 18 months starting from the date of the shareholders' meeting resolution, for a maximum expenditure of € 195,799,688.85, and, in any case, up to a maximum number of shares not exceeding 3.5% of the share capital of Snam S.p.A., taking into account the treasury shares already held by the Company, and according to the terms and conditions set forth in the relevant shareholders' meeting resolution, including those related to the purchase price;
- to authorise the Board of Directors, and on its behalf the Chief Executive Officer, that is entitled to sub-delegate the relevant powers, to carry out (in one or more tranches, without any time limit and even before having completed the purchases) any transfer of all or part of the treasury shares of the Company purchased under said shareholders' meeting resolution, as well as the treasury shares already held by the Company; the Ordinary Shareholders' Meeting resolution specifies the terms and conditions relating to the disposal of the treasury shares;
- to approve the 2017-2019 Long Term Share Incentive Plan, under the terms and conditions stated in the Information Document made available to the public in accordance with the applicable law, granting to the Board of Directors, and on its behalf the Chief Executive Officer, that is entitled to sub-delegate the relevant powers, all the necessary and appropriate powers to ensure the full and complete implementation of the aforesaid 2017-2019 Long Term Share Incentive Plan, including the powers to: (i) award the annual allocation of the incentive to the Chief Executive Officer; (ii) draw up and approve the regulation for each annual award and make the amendments and/or additions to it that shall be deemed necessary; (iii) identify the beneficiaries based on the agreed criteria; (iv) determine any other terms and conditions required for the implementation of the 2017-2019 Long Term Share Incentive Plan, provided that it does not conflict with the terms of the relevant shareholders' meeting resolution;
- to approve, by a non-binding resolution, the Section I of the Compensation Report pursuant to paragraph three of article 123-ter of the CLF.

### 2016 ANNUAL REPORT

The Annual Report containing the financial statements as of 31 December 2016, approved by the Shareholders' Meeting and the consolidated financial statements as of 31 December 2016, together with the further documentation required by the applicable law, 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](http://www.emarketstorage.com)) and Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)). The aforementioned documents are also available on the Company's website [www.snam.it](http://www.snam.it) and may be requested by e-mail at the following address [segreteria@societaria@snam.it](mailto:segreteria@societaria@snam.it).

The minutes of the meeting will be made available by 11 May 2017 at Snam's registered office in San Donato Milanese (MI), Piazza Santa Barbara 7, on the Company's website ([www.snam.it](http://www.snam.it) - "Governance and Conduct - Shareholders Meeting" Section), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and at the authorised storage mechanism "eMarket STORAGE" managed by Spafid Connect S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)).

### PAYMENT OF DIVIDEND FOR 2016

The dividend for the year ended 31 December 2016 can be requested by those who are entitled to same against detachment of the coupon no. 26 starting from 24 May 2017, being the ex-dividend date 22 May 2017 and the record date of 23 May 2017. The dividend is subject to withholding tax at source or goes towards calculating taxable income, according to the applicable tax regime, depending on the receivers.