



Snam's Ordinary Shareholder Meeting approves the 2016 Financial Statements, the dividend of €0.21 per share and the purchase and disposal of treasury shares

2017-2019 Long Term Share Incentive Plan and Section I of the Remuneration Report also approved

San Donato Milanese, 11 April 2017 - Snam's Ordinary Shareholder Meeting, held today in San Donato Milanese, has approved the Financial Statements as at 31 December 2016, which reported a net profit of 760,925,444.83 euro. Furthermore, it has approved the allocation of the profit to the shareholders as a dividend of 0.21 euro per share outstanding on the ex-dividend date, excluding treasury shares held at that date, and as retained earnings the residual amount. The pay-out date of the dividend of 0.21 euro per share will be 24 May 2017, being the ex-dividend date 22 May 2017 and record date 23 May 2017.

The Meeting has also authorised, after repealing the previous resolution authorising the purchase of treasury shares adopted by the Ordinary Shareholder Meeting on 1 August 2016, for the part not yet implemented, the purchase of treasury shares, in one or more tranches, for a maximum duration of 18 months from today, for a maximum expenditure of 195,799,688.85 euro and, in any case, up to a maximum number of shares not exceeding 3.5% of the share capital of Snam, taking into account the treasury shares already held by the Company. The terms and conditions, including those related to the purchase price, are set forth in the relevant Shareholder Meeting resolution.

Furthermore, the Meeting has resolved 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 Shareholder Meeting resolution, as well as the treasury shares already held by the Company.

The Meeting has also approved 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 powers to ensure the full and complete implementation of the Plan. These include the powers to award the annual allocation of the incentive to the Chief Executive Officer, draw up and approve the regulation for each annual award and make the amendments or additions to it that shall be deemed necessary, identify the beneficiaries based on the agreed criteria and determine any other terms and conditions



required for the implementation of the Plan, provided that it does not conflict with the terms of the relevant Shareholder Meeting resolution.

Finally, the Shareholder Meeting has approved with a non-binding resolution the Section I of the Remuneration Report pursuant to subsection three of article 123-ter of the CLF.