



Snam Rete Gas: the Shareholders' Meeting approves the 2009 Financial Statements, renews the company's Board of Directors and appoints Salvatore Sardo as Chairman

- **Profit for the year of 529.7 million Euro**
- **Dividend of 0.20 Euro per share, of which 0.06 already distributed as interim**

San Donato Milanese, 27 April 2010 - The Snam Rete Gas Extraordinary and Ordinary Shareholders' Meeting, held today in San Donato Milanese, has approved the following:

- **the financial statements for the year to 31 December 2009**, which reports a profit of 529,716,868.51 Euro;
- the allocation of the residual profit for the year after distribution of the 2009 interim dividend of € 0.06, being € 327,196,549.87 as follows:
 1. € 26,485,843.43 to the legal reserve;
 2. € 0.14 per share to the shareholders as a final dividend (gross of any tax charge) for the shares outstanding at the ex-dividend date, excluding treasury shares held in portfolio at that date using the remaining profit of € 300,710,706.44 and the profit of the previous years to cover the overall amount of the dividend.
Taking into consideration the 2009 interim dividend of € 0.06, the full year 2009 dividend per share amounts to € 0.20;
- **the payment of the balance of the dividend from 27 May 2010, with ex-dividend date set for 24 May 2010.**

The Shareholders' Meeting has also taken the following decisions:

- has set the number of Directors at 9 and has appointed the Board of Directors for three financial years, that is, until the date of the Shareholders' Meeting which is called to approve the financial statements for the year to 31 December 2012, with the following Directors:
 - Salvatore Sardo, Chairman¹
 - Alessandro Bernini, Director¹
 - Davide Croff, Director^{1*}
 - Roberto Lonzar, Director^{2*}
 - Carlo Malacarne, Director¹
 - Massimo Mantovani, Director¹
 - Elisabetta Oliveri, Director^{2*}
 - Renato Santini, Director^{1*}
 - Mario Stella Richter, Director^{2*};

¹ taken from the list presented by the majority shareholder Eni S.p.A., voted for by a majority of the shareholders who attended the Shareholders' Meeting.

² taken from the list presented by minority shareholders, voted for by a minority of the shareholders who attended the Shareholders' Meeting.

* candidate who declared he/she complied with the independence requirements specified by article 148, clause 3 of Italian Legislative Decree 58/98 and the Self-Regulation Code of Borsa Italiana S.p.A.



- has set the annual pay for each Director;
- has appointed the Board of Auditors for three financial years, that is, until the date of the Shareholders' Meeting which is called to approve the financial statements for the year to 31 December 2012, with the following Auditors:
 - Massimo Gatto, President ²
 - Roberto Mazzei, Standing Auditor ¹
 - Francesco Schiavone Panni, Standing Auditor ¹
 - Giulio Gamba, Replacement Auditor ¹
 - Luigi Rinaldi, Replacement Auditor ²;
- has set the annual pay for the President of the Board of Auditors and each Standing Auditor;
- has approved the proposal for revocation, for "objective" good reason, of the audit appointment granted to PricewaterhouseCoopers SpA, in order to guarantee effective auditing of the Company, avoiding the effects of misalignment of the appointment with respect to the parent company Eni SpA, and has granted, at the same time, a new accounting audit appointment to Reconta Ernst & Young SpA for the period 2010 - 2018.

Shareholders' Meeting finally approved amendments in the By-Laws in order to update the By-Laws pursuant to recent changes in the legislative and regulatory framework, also influenced by the European legislation.

Amendments acknowledge a cleaner description of the Company activities as part of the corporate purpose. The above mentioned amendments shall not constitute grounds to exercise the withdrawal right, also with regards to necessary exercise of control on the subsidiaries. Moreover such amendments acknowledge the adjustments regarding the exercise of the shareholders' rights in listed companies, pursuant to European legislation as implemented by the Legislative Decree NO 27 of 27 January 2010.

Further amendments are aimed to ensure full consistency of international best practices.

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