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Oggetto : Snam agrees to acquire 24.99% of Open Grid Europe

Testo del comunicato

Vedi allegato



press release

Snam agrees to acquire 24.99% of Open Grid Europe

“Snam is the first-ever Italian energy player to make a sizeable entry into the German energy infrastructure space. The acquisition strengthens Snam’s position as Europe’s largest gas infrastructure operator and is fully aligned with the pan-European, multi-molecule infrastructure strategy outlined in the recent business plan”, CEO Venier says

San Donato Milanese (Milan), 7 April 2025 - Snam and Infinity Investments, an investment vehicle wholly owned by the Abu Dhabi Investment Authority, entered into a share purchase agreement for the acquisition by Snam of the 24.99% stake held by Infinity Investments in the share capital of Vier Gas Holding S.à r.l. (VGH) – a Luxembourg-based company which indirectly owns the entire share capital of Open Grid Europe (OGE) – for an equity value of EUR 920 million.

OGE is Germany's largest independent gas transmission operator, managing a network extending for approximately 12,000 km, with an annual off-take volume of approximately 21 billion cubic meters (bcm) and more than 400 end-customers.

The transaction completion is expected within the third quarter of 2025, and is subject to the satisfaction of certain conditions precedent, namely (i) the merger control clearance by the German Antitrust Authority, (ii) the Foreign Direct Investment clearance by the German Ministry for Economic Affairs and Climate Action, as well as (iii) the non-exercise by the other shareholders of VGH of the right of first refusal set forth in the related shareholders’ agreement.

Snam has also entered into a separate share purchase agreement with the Belgian TSO, Fluxys – current shareholder of VGH with a stake of approximately 24.11%, and already partnering with Snam in Interconnector, TAP and DESFA – according to which, subject to completion of the transaction with Infinity Investments, Snam agreed to sell to Fluxys a stake of approximately 0.5% of the share capital of VGH, so that Snam and Fluxys, upon completion of such transactions, will hold a substantially equal shareholding in VGH.

“Upon completion of this acquisition, Snam will become the first-ever Italian energy player to make a sizeable entry into the German energy infrastructure space. The acquisition strengthens Snam’s position as Europe’s largest gas infrastructure operator and is fully in line with our strategy which focuses on the development of a pan-European, multi-molecule network located along the key European energy corridors, and in particular its most relevant corridor, running from Southern to Northern Europe”, commented Stefano Venier, Snam CEO.

OGE's assets play a key role in German gas market, which is the largest European market, pivotal for the rest of Europe, with a well-established and transparent regulatory framework and with a gaseous fuels demand of approximately 85 bcm in 2024¹ expected to remain solid in the future thanks to the development of the hydrogen market.

OGE's gas network is in the core of gas infrastructures in Europe through 17 interconnections with 7 bordering countries, including the interconnections to Belgium, Switzerland as well as to Snam's Austrian associates GCA and TAG, and then to Italy through the Tarvisio entry point, where export capacity has been recently expanded to 9 bcm per year and will reach 14 bcm in 2026. Moreover, OGE is an active energy transition promoter thanks to its leading role in the German Hydrogen Core Grid development - Europe's first regulated national hydrogen network, recently approved by the German Federal Network Agency Bundesnetzagentur (BNetzA) - and to its strategic positioning in the upcoming CO2 network, with focus on North-Western Germany.

With this transaction, Snam will reach over 40,000 km of gas pipelines' length, consolidating its leadership as European TSO, and will strengthen its role in the European energy transition through front-line exposure to the German Hydrogen Core Grid, in view of the integration with the hydrogen southern backbones SouthH2Corridor, H2Med and SEEHyC, all promoted by the Snam group.

As of 31 December 2024, Vier Gas Transport (VGT), OGE's directly controlling company, has an estimated EBITDA of approximately EUR 0.63 billion and an estimated Net Debt of EUR 3.39 billion². Implied transaction multiple on 2025 estimated EBITDA is about 12x.

The acquisition can be financed through the current financial flexibility or via a hybrid financing instrument, in order to maximise net profit contributions while maintaining the mentioned financial flexibility. In this perspective, the transaction is expected to increase annual Net Income in a range between 2% and 3% on average over the current business plan period and is expected to have no impact on Snam's credit ratings and dividend policy.

For this transaction, Snam has been supported by JPMorgan as financial advisor and by White&Case as legal advisor.

The management will present the transaction to the financial community tomorrow 8 April, at 10am CET, via conference call. The event can also be followed via the webcast available at www.snam.it.

¹ Including transit.

² Snam's reconciliation on the basis of VGT and OGE's figures. EBITDA has been calculated gross of regulatory adjustments offsetting over and underperformance compared to reference regulated revenues in 2020 and 2024. 2024 Actual EBITDA net of revenues' recovery adjustments is equal to EUR 0.43 billion, Net Debt has been adjusted for other debt-like items.

