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Vedi allegato.



press release

Board of Directors of Snam appoints Stefano Venier as Chief Executive Officer

Board committees formed: Control, Risk and Related Party Transactions, Appointments and Compensation, ESG and Energy Transition Scenarios

San Donato Milanese (Milan), April 27th, 2022 - Snam's new Board of Directors, appointed by today's Shareholders' Meeting for 2022-2024, met for the first time today, chaired by Monica de Virgiliis.

The Board of Directors appointed Stefano Venier as Chief Executive Officer and General Manager, granting him - in continuity with previous arrangements - powers for the administration of the Company, with the exception of those attributed to the Board of Directors by applicable legislation, the articles of association or retained within the scope of its responsibilities.

"I am honoured and grateful to our shareholders for the trust they have placed in me to serve as their Chairwoman. Having previously served on the Board of Snam as a Director, it brings me particular pleasure to be invited to return", said the Chairwoman, Monica de Virgiliis. "And it is with great enthusiasm that I begin this new adventure alongside a team whose expertise, attention to communities and sound human values I admire. Snam plays an essential role in ensuring the energy security of the territories in which it operates and represents a key asset in the energy transition of Italy and Europe. The entire Board of Directors is committed to offering maximum support to management, especially at this critical juncture for energy independence and the decarbonisation of the economy".

"I am proud", remarked the CEO Stefano Venier, "to be able to put my experience at the service of a company that plays a central role in the energy system, with over 80 years of history and unique skills, and I thank the Board of Directors as well as all the shareholders for their confidence. I begin my journey at Snam in a very sensitive and decisive moment, in which it is essential to work for Italy's energy security and, at the same time, continue along the road to carbon neutrality. Together with the entire Snam team, we will work with the utmost commitment to contribute to addressing these challenges and to ensure that the company has a long-term future of sustainable growth, in the interest of all stakeholders".

In accordance with the provisions of the Corporate Governance Code, the Board of Directors also formed a number of internal Board committees and appointed their members. More specifically, the Board confirmed the establishment of the Control, Risk and Related Party Transactions Committee. It also assigned duties in the area of Energy Transition Scenarios to the existing Environmental, Social & Governance Committee and unified the Appointments Committee and the Compensation Committee.



The Board committees, which are charged with performing preliminary analysis and providing recommendations and advice, have the following members:

Control, Risk and Related Party Transactions Committee

- Piero Manzoni (Chairman) *
- Augusta Iannini *
- Laura Cavatorta *

Appointments and Compensation Committee

- Rita Rolli (Chairman) *
- Massimo Bergami *
- Alessandro Tonetti **

Environmental, Social & Governance and Energy Transition Scenarios Committee

- Laura Cavatorta (Chairman) *
- Massimo Bergami *
- Qinjing Sheng **
- Rita Rolli *

(*) Non-executive and independent Director pursuant to the Corporate Governance Code
(**) Non-executive Director

The Board of Directors verified that the composition of the committees complies with the requirements set out in the Corporate Governance Code.

Taking account of the declarations made by the Directors with their candidacies, the Board of Directors ascertained:

- that none of the Directors were in circumstances that would give rise to ineligibility, incompatibility or forfeiture and that all met the integrity requirements established by applicable regulations;
- that the Chairwoman of the Board of Directors, Monica de Virgiliis, and the Directors Massimo Bergami, Laura Cavatorta, Augusta Iannini, Piero Manzoni and Rita Rolli met the independence requirements established by law and the Corporate Governance Code, taking account of the previously approved quantitative and qualitative materiality criteria specified in the *Report on Corporate Governance and Ownership Structure 2021* and confirmed at today's Board meeting;
- compliance with the regulations and provisions of the articles of association governing gender balance in the membership of the Board of Directors and the Board of Statutory Auditors.



The Board of Directors also verified that the number of management and oversight positions held by the Directors is compatible with the effective performance of the office of Director at Snam, taking account of the guidelines adopted in this regard by the Board of Directors and indicated in the Report on Corporate Governance and Ownership Structure 2021.

The Board of Directors also ascertained that none of the members of the Board of Statutory Auditors were in circumstances that would give rise to incompatibility, ineligibility or forfeiture and that all met the experience and integrity requirements for the statutory auditors referred to in Ministerial Decree 162 of March 30th, 2000, as specified by Article 20.1 of the articles of association, and acknowledged that all met the requirements of law and the independence requirements provided for in the Corporate Governance Code as determined by the enquiries performed today by the Board of Statutory Auditors itself, the findings of which were transmitted to the Board.

Information on the professional backgrounds of the Directors and the Standing Auditors is available on the Company website www.snam.it ("*Governance and Conduct*" section).

Lastly Snam announces that the Board of Directors, further to an appropriate assessment, has set January 18th, 2023 as the new date for approving the 2022-2026 Strategic Plan. The relating press release and Strategy Presentation will follow on January 19th, 2023.

Fine Comunicato n.0542-40

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