

Report of the Board of Directors on the proposals  
concerning the items on the agenda of the Shareholders' meeting

**SNAM S.p.A.**

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 2 APRIL 2019**

**ON SINGLE CALL**

**Report of the Board of Directors on the proposals relating to items on the agenda of the  
Shareholders' Meeting**

**ORDINARY SESSION**

**Item 5**

**Determination of the number of members of the Board of Directors**

Dear Shareholders,

with the Shareholders' Meeting to approve the financial statements as at 31 December 2018, the mandate conferred upon the current Board of Directors of Your Company by the Ordinary Shareholders' Meeting on 27 April 2016 will expire.

According to Article 13, paragraph 1, of the Bylaws, the Board of Directors is composed of no less than five, and not more than nine, members.

The aforementioned Shareholders' Meeting of 27 April 2016 established the number of members of the outgoing Board of Directors at nine.

Pursuant to Application Criterion 1.C.1., letter h), of Corporate Governance Code approved by the Corporate Governance Committee, to which Snam adheres, the Board of Directors, on the basis of the outcomes of the board evaluation, in view of the corporate bodies' replacement and after consulting the Appointments Committee, has expressed to the Shareholders its guidelines concerning the qualitative/quantitative composition of the new Board. In said guidelines, approved by the Board on 18 February 2019 and made available to the public together with this report, to which reference is made, the Board of Directors

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deemed the current number of nine directors, the maximum permitted by the Bylaws in force,  
to be adequate.

Therefore, according to the indications contained in the above said guidelines, the Board of  
Directors

proposes to set the number of directors to be appointed at nine.

Dear Shareholders,

you are invited to approve the proposal to set the number of directors to be appointed at nine.

The Chairman of the Board of Directors

Mr Carlo Malacarne