

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

SNAM S.p.A.

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 18 JUNE 2020

SINGLE CALL

Report of the Board of Directors on the proposals relating to items on the agenda of the

Shareholders' Meeting

ORDINARY SESSION

Item 6

Appointment of a Director

Dear Shareholders,

as declared in the press release given on 6 May 2020, Mr Luca Dal Fabbro tendered his resignation from the office of Company Chairman and Director, with effect from the date of the Snam Shareholders' Meeting convened for 18 June 2020. During the meeting held on 6 May 2020, the Board of Directors duly acknowledged the resignation and resolved to submit all resolutions regarding the appointment of a new director and the new Chairman of the Board of Directors to the Company's Shareholders' Meeting to be held on 18 June 2020, without proceeding to co-opt a new director in accordance with Art. 2386 of the Italian Civil Code.

It is recalled that the Board of Directors currently in office was appointed by the Ordinary Shareholders' Meeting of the Company on 2 April 2019, which determined that the Board of Directors would number 9 (nine) members and remain in office until the date of the Company's Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2021.

To supplement the Company's Board of Directors in compliance with Art. 13 of the Bylaws, the Shareholders can proceed by legal majority, given that the slate voting regulations envisaged by the Company's Bylaws and the CLF for the appointment of the whole Board of Directors do not apply

Report of the Board of Directors on the proposals
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to the case in point, although the obligation does remain to maintain the minimum number of independent directors established by the law and compliance with provisions of law and regulations in force at the time on gender balance.

In this regard, the following is noted:

- 5 (five) members of the Board of Directors meet the independence requirements envisaged by the CLF and the Corporate Governance Code for listed companies adopted by Borsa Italiana S.p.A. (the “*Corporate Governance Code*”) and, therefore, the minimum number of independent directors envisaged by applicable legislation and the Company Bylaws is assured; and
- the male and female genders are represented in the Board of Directors in a number compliant with applicable provisions of law (6 men and 3 women).

The appointment of the new director to replace Mr Luca Dal Fabbro can therefore be made by relative majority vote (in particular without slate voting), on the basis of the candidacies submitted in advance by the Shareholders. The director thus appointed will remain in office until expiry of the current mandate of the Board of Directors (and, therefore, until the date of the Company’s Shareholders' Meeting convened to approve the financial statements for the year ended 31 December 2021) and will receive the same remuneration as established by the Shareholders' Meeting of 2 April 2019 with reference to the current members of the Board of Directors (70,000.00 euros per year, plus reimbursement of expenses incurred by virtue of the office).

The Shareholders can therefore submit their proposed candidates for the appointment of a director, complete with:

- a declaration whereby the candidate accepts their candidacy and certifies, at their own responsibility, that there are no grounds for ineligibility and incompatibility as envisaged by the law or the Bylaws, including compliance with the provisions of Art. 2390 of the Italian Civil Code, compliance with the prohibition pursuant to Art. 2, subsection 2, letter c) of the Decree of

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

the President of the Council of Ministers of 25 May 2012, as amended by the Decree of the President of the Council of Ministers of 15 November 2019 and Art. 13 of the Bylaws, as well as that he/she meets the requirements of integrity prescribed for statutory auditors of listed companies by Art. 148, subsection 4 of the CLF, recalled for directors by Art. 147-*quinquies*, subsection 1 of the CLF, including the declaration regarding the potential meeting of the independence requirements envisaged by the combined provisions of Articles 147-*ter*, subsection 4 and 148, subsection 3, of the CLF and/or the Corporate Governance Code;

- a CV containing full information on the personal and professional attributes of the candidate;
- the indication of the identity of the shareholder who submitted the candidacy and the percentage investment held; and
- all other separate declarations, disclosures and/or documents envisaged by the law and standards.

It is recalled that in view of the Shareholders' Meeting of 2 April 2019, the Company's Board of Directors had adopted guidelines to shareholders on the future size and composition of the Board of Directors, available on Snam's website at www.snam.it (in the "*Governance and Conduct*" - "*Shareholders' Meeting*" section).

It should also be recalled that at the meeting held on 6 May 2020, the Company's Board of Directors confirmed its guidelines on the accumulation of offices by Directors (previously adopted at the meeting held on 18 February 2019); for more information, refer to the 2019 Report on Corporate Governance and Ownership Structure, prepared in accordance with Art. 123-*bis* of the CLF and available for Snam at www.snam.it (in the "*Governance and Conduct*" - "*Shareholders' Meeting*" Section).

The proposed candidacies can be submitted by the Shareholders to the Company by 3 June 2020 (with the Ref. specified as "*Individual proposals June 2020 Shareholders' Meeting*") by certified e-mail to snam.assemblea@pec.snam.it or by e-mail to segreteria.societaria@snam.it and will be published by

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

the Company in the specific section of the Company's website www.snam.it ("*Governance and Conduct*" - "*Shareholders' Meeting*" Section) by 5 June 2020, to allow those entitled to vote to express an informed opinion, also taking into account such proposals and allowing the representative designated by the Company in accordance with Art. 135-*undecies* of the CLF to collect voting instructions on said proposals too.

Dear Shareholders,

You are therefore asked to proceed, with resolution to be passed by legal majority, to appoint a director to supplement the membership of the Company's Board of Directors in accordance with Article 13 of the Company Bylaws and Article 2364, subsection 1, point 2 of the Italian Civil Code, on the basis of the proposals to be formulated by the shareholders in accordance with the terms and conditions indicated in this explanatory report and the call notice for the Shareholders' Meeting, published on 11 May 2020 and available on Snam's website at www.snam.it (in the "*Governance and Conduct*" - "*Shareholders' Meeting*" Section).

The Chairman of the Board of Directors

Mr Luca Dal Fabbro