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Oggetto : Notice of Call of Ordinary Shareholders'  
Meeting of 28 April 2021

*Testo del comunicato*

We send Notice of Call of Ordinary Shareholders' Meeting of 28 April  
2021

Snam S.p.A.  
Registered Offices at Piazza Santa Barbara 7, San Donato Milanese (MI)  
Share capital 2,735,670,475.56 euros, fully paid-up  
Tax Code and  
Milan, Monza Brianza and Lodi Chamber of Commerce Business Register no. 13271390158  
VAT Number 13271390158  
R.E.A. Milan 1633443

## CALL OF SHAREHOLDERS' MEETING

A Shareholders' Meeting of Snam S.p.A. ("Snam" or the "Company") has been called in ordinary session, on single call, for Wednesday 28 April 2021 at 10:00 a.m. (CET), in the manner specified below, to deliberate and resolve upon the following

### Agenda

1. Snam S.p.A financial statement as at 31 December 2020 Consolidated financial statements as at 31 December 2020. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.
2. Allocation of the period's profits and dividend distribution.
3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 18 June 2020, for the part not yet implemented.
4. Report on remuneration policy and compensation paid:
  - 4.1 First section: report on the remuneration policy (binding resolution);
  - 4.2 Second section: report on the compensation paid (non-binding resolution).
5. Proposal to change the 2020-2022 long term share incentive Plan. Related and consequent resolutions.

The date and/or place and/or participation and/or voting methods and/or manner by which the Shareholders' Meeting will be held indicated in this call notice shall be subject to compliance with current regulations and/or provisions issued by the competent Authorities in view of the current "COVID-19" epidemiological emergency.

Any changes will be promptly disclosed in the same manner as envisaged for the publication of the notice and/or in any case using the information channels envisaged by regulations in force at the time.

### **"COVID-19" emergency - Manner by which the Shareholders' Meeting will be held pursuant to Italian Decree Law no. 18 of 17 March 2020 and subsequent amendments**

In view of the health emergency linked to the current "COVID-19" epidemic and taking into account the measures to contain infections, the Company is making use of the provisions envisaged by Article 106, subsection 4 of Italian Decree Law no. 18 of 17 March 2020 ("Decree"), setting out "*Measures for strengthening the national healthcare service and economic support for*

*families, workers and businesses connected with the COVID-19 epidemiological emergency*" (the effectiveness of which was lastly extended to the meetings held by 31 July 2021, by Article 3, subsection six, of Decree-Law No. 183 of 31 December 2020, as converted by Law No. 21 of 26 February 2021), providing that attendance at the Shareholders' Meeting and the exercise of voting rights by those entitled to vote **may only take place through the Company's Designated Representative**, pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998 (the "C.L.F.") - hereinafter also referred to as the "*Designated Representative*" - as identified under the paragraph below entitled "Representation at the Shareholders' Meeting". Proxies may also be conferred upon the Designated Representative, or indeed sub-proxies, pursuant to Article 135-*novies* of the C.L.F., in derogation to Article 135-*undecies*, subsection 4 of the same Decree, in the manner clarified below, in the paragraph entitled "*Representation at the Shareholders' Meeting*".

Without prejudice to the foregoing, intervention at the Shareholders' Meeting by those duly entitled (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the Corporate Bodies, the Secretary, the Designated Representative, the Independent auditing firm and/or employees and/or collaborators authorised to this end by the Chairman), in view of the limitations that may arise as a result of said medical needs, can also (or only) take place through telecommunications devices that enable the identification of participants, in the way notified to them individually, in compliance with applicable provisions of law to such events, without the Chairman, the Secretary and the Notary necessarily needing to be in the same physical location. Considering the manner in which the Shareholders' Meeting is to be held, said meeting will be considered conventionally called and held at the Company's registered office in San Donato Milanese (MI) - Piazza Santa Barbara 7.

### **Information about the share capital**

At the date of this call notice, the share capital of Snam S.p.A. is 2,735,670,475.56 euros and is divided up into 3,360,857,809 ordinary shares with no par value. As at the same date, the Company has 90,642,115 treasury shares, accounting for approximately 2.70 % of the share capital; therefore, excluding the specified treasury shares, 3,270,215,694 ordinary shares have the right to vote.

### **Verification of eligibility to participate and vote in the Meeting**

Pursuant to Article 83-*sexies* of the C.L.F., those whose duly empowered (in accordance with applicable

regulation) representatives have sent the Company notification attesting to their possession of the right to participate in the Meeting by the close of business on the seventh market trading day before the date set for the Shareholders' Meeting on single call (19 April 2021 - record date) will be certified as eligible to participate in the Meeting and exercise the right to vote, **exclusively through the Designated Representative**. Those who take possession of shares only after the record date shall not have a right to participate or vote in the Meeting; in this case, if the registration of the shares in the account occurs before the start of the meeting, they shall be considered as not having contributed to the approval of the resolutions pursuant to Article 127-bis, subsection 2, of the CLF. Eligibility to participate and to vote - which can only take place through the Designated Representative - is still certified if the notification reaches Snam by the end of the third market trading day (23 April 2021) before the date set for the Shareholders' Meeting on single call, as long as it is before the beginning of the business of the Meeting. You are reminded that the notification to Snam must be made by the intermediary at the request of the party entitled to the right. Any requests for prior notification or compensation for performance required of the intermediary may not be attributed to the Company.

#### **Right to submit questions before to the Shareholders' Meeting**

Pursuant to Article 127-ter of the C.L.F., those who have the right to vote may submit questions about subjects on the agenda even before the Shareholders' Meeting, having them reach the Company at the latest seven trading days prior to the Shareholders' Meeting date (i.e. by 19 April 2021), as follows (indicating as Ref.: "*Questions April 2021 Shareholders' Meeting*"): (i) by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it); or (ii) by e-mail to: [segreteria.societaria@snam.it](mailto:segreteria.societaria@snam.it); or (iii) by using the appropriate section of the Company's website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" Section). The parties involved must provide information and documentation demonstrating ownership of the rights, in accordance with the procedures indicated on the website. Responses to the questions received by the deadline indicated will be published in said section of the website, by 25 April 2021. The Company will provide a unitary answer to questions having the same content. No answer is due when the information requested is already available in the "*FAQ*" section of the Company website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" section), or regarding topics which are not subject to resolution by the Shareholders' Meeting.

#### **Additions to the agenda for the Shareholders' Meeting and proposals for resolution on the items on the Agenda by Shareholders holding at least 2.5% of the share capital (pursuant to Article 126-bis, subsection 1, first sentence of the C.L.F.)**

Pursuant to Article 126-bis, subsection 1, first sentence, of the C.L.F., Shareholders who, even jointly, represent at least one fortieth of the share capital (2.5%) may request, within ten days of publication of this notice, to add to the

list of items to be deliberated, indicating in that request the further matters proposed, or may present proposals for resolution on items already on the agenda. Questions must be submitted in writing (specifying as Ref. "*Addition to Agenda April 2021 Shareholders' Meeting*" and/or "*Proposals for resolution April 2021 Shareholders' Meeting*") by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it) or by e-mail to: [segreteria.societaria@snam.it](mailto:segreteria.societaria@snam.it) together with a report which provides a description of new items requested for resolution or of the reasons for further proposals for resolution presented on items already on the Agenda. Further information is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" section).

#### **Presentation of proposals for resolution by those entitled to vote (pursuant to Article 126-bis, subsection 1, penultimate sentence, C.L.F.)**

Given that participation at the Shareholders' Meeting pursuant to this call notice is only permitted through the Designated Representative, those with the right to vote who wish to individually formulate proposals for resolution on the items on the Agenda - pursuant to Article 126-bis, subsection 1, penultimate sentence of the C.L.F. - are invited to submit them in advance, by 13 April 2021. Said proposals, which must be formulated clearly and completely, must be submitted in writing (specifying as Ref. "*Individual proposals April 2021 Shareholders' Meeting*") by certified e-mail to [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it) or by e-mail to: [segreteria.societaria@snam.it](mailto:segreteria.societaria@snam.it) Proposals for resolution will be published in the specific section of the Company's website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" section) by 15 April 2021, to allow those entitled to vote to express an informed vote, also taking into account such new proposals and to enable the Designated Representative to obtain voting instructions, also potentially on said proposals. For the purpose of the foregoing, the Company reserves the right to verify the pertinence of the proposals in respect of the items on the Agenda, their completeness and compliance with applicable legislation and the legitimate entitlement of those making the proposals to do so.

#### **Representation at the Shareholders' Meeting**

In accordance with Article 106, subsection 4 of Italian Decree Law no. 18 of 17 March 2020, and subsequent amendments, **participation at the Shareholders' Meeting is only permitted through the Designated Representative**.

With reference to the Shareholders' Meeting referred to in this call notice, the Company has identified the law firm Studio Legale Trevisan & Associati as the Designated Representative in accordance with Article 135-undecies of the C.L.F., with registered offices in Milan, Viale Majno n. 45, represented by Mr Dario Trevisan or any of his substitutes if he is unable to attend, to whom a **specific proxy and/or sub-proxy** must be conferred, alternatively pursuant to:

- Article 135-*undecies* of the C.L.F., by means of the “*Designated Representative proxy form*”, or
- with Article 135-*novies* of the C.L.F., with the faculty to use the “*Ordinary proxy form*” and/or the “*Sub-proxy form*”,

in the manner described below.

Votes cannot be cast electronically and/or by mail.

**Proxy pursuant to Article 135-*undecies* C.L.F. (“*proxy to the Designated Representative*”)**

The Designated Representative may be granted a written proxy pursuant to article 135-*undecies* of the CLF, at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda.

The proxy to the Designated Representative pursuant to Article 135-*undecies* of the C.L.F., must be conferred by signing the specific “*Designated Representative proxy form*” made available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it) (“*Governance and Conduct*” - “*Shareholders' Meeting*” section) and the original copy, complete with the related written voting instructions and a copy of a valid form of ID of the delegating party and, in the case of a legal person, a copy of an identity document of the interim legal representative, or of another subject granted suitable powers, together with documentation showing the corporate powers (copy of a chamber of commerce certificate or similar), must be sent using one of the following alternative procedures:

- (i) for proxies with a hand-written signature, sent by courier or registered mail with proof of receipt, to Studio Legale Trevisan & Associati, Viale Majno no. 45 - 20122 Milan (Ref. “*Proxy Snam Shareholders' Meeting April 2021*”);
- (ii) for proxies with a qualified electronic signature or digital signature, by certified email to the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it)

by the end of the second trading day before the date set for the Shareholders' Meeting (i.e. no later than 23:59 on 26 April 2021).

Proxies and related voting instructions conferred upon the Designated Representative pursuant to Article 135-*undecies* of the C.L.F. are revocable by said deadline (26 April 2021) in the same way as envisaged for conferral.

Proxies have no effect on proposals for which no voting instructions have been provided.

**Proxy and/or sub-proxy pursuant to Article 135-*novies* C.L.F. (“*ordinary proxy*” and/or “*sub-proxy*”)**

Those who choose not to use proxies pursuant to Article 135-*undecies* of the C.L.F. can confer proxies and/or sub-proxies on the Designated Representative pursuant to Article 135-*novies* of the C.L.F., in derogation from Article 135-*undecies*, subsection 4 of the C.L.F., with voting instructions on all or some of the items on the Agenda, by signing the Ordinary proxy form and/or the Sub-proxy form available in the specific section of the Company website [www.snam.it](http://www.snam.it) (“*Governance and Conduct*” - “*Shareholders' Meeting*” Section), which, complete with the related written voting instructions and a copy of a valid

form of ID of the delegating party and, in the case of a legal person, a copy of an identity document of the interim legal representative, or of another subject granted suitable powers, together with documentation showing the corporate powers (copy of a chamber of commerce certificate or similar), must be sent:

- (i) to the Company by certified email to: [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it), or by e-mail to: [segreteria.societaria@snam.it](mailto:segreteria.societaria@snam.it); or, alternatively,
- (ii) to the Studio Legale Trevisan & Associati law firm, by mail, to: Viale Majno n. 45, 20122, Milan – Italy, or by certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by e-mail to: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (Ref. “*Proxy Snam April 2021 Shareholders' Meeting*”)),

by 12.00 noon on 27 April 2021 (without prejudice to the fact that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after this deadline, as long as prior to the start of the meeting).

Proxies and/or sub-proxies and related voting instructions conferred upon the Designated Representative pursuant to Article 135-*novies* of the C.L.F. are revocable by said deadline (27 April 2021) in the same way as envisaged for conferral.

All information on the regulations applicable to the Designated Representative system is available in the appropriate section of the Company's website [www.snam.it](http://www.snam.it) (“*Governance and Conduct*” – “*Shareholders' Meeting*” Section). As of today, the Designated Representative will be available to Shareholders to provide necessary information and clarifications regarding the conferral of the proxy on the Designated Representative (in particular in regard to the completion of the proxy form and voting instructions and their submission) at the above addresses and/or via the freephone number: 800 134 679 (during work days and hours).

**Report on remuneration policy and compensation paid**

With reference to the report on remuneration policy and compensation paid as per the fourth item on the Agenda, please note that in accordance with the provisions of Article 123-*ter* of the C.L.F. - as amended by Italian Legislative Decree no. 49 of 10 May 2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the “*Shareholder Rights Directive II*”) - the Shareholders' Meeting is called:

- to pass a binding resolution on the first section of the report, which explains the Company's policy on the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, the Chief Executive Officer and General Manager and Managers with strategic responsibilities, as well as the procedures used to adopt and implement said policy; and
- to pass a non-binding resolution on the second section of the report, which explains the compensation of the members of the Board of Directors and the Board of Statutory Auditors, the Chief Executive Officer and

General Manager and Managers with strategic responsibilities (for the latter in aggregated form), paid in 2020 or relating thereto.

#### **Requesting information and the Company website**

For any additional information concerning the Shareholders' Meeting and the relevant procedures, please consult the Company's website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" Section) or write to the certified e-mail address [snam.assemblea@pec.snam.it](mailto:snam.assemblea@pec.snam.it) or to the email: [segreteria.societaria@snam.it](mailto:segreteria.societaria@snam.it). The following are also in operation:

- Freephone number 800 360 243, valid within Italy;
- Telephone number +39 02 37000890.

#### **Disclosure documentation**

The explanatory reports concerning the items on the Agenda, the corresponding documentation and the proposed Board resolutions will be made available as follows:

- items 1, 2, 3 by 6 April 2021;
- item 4 by 31 March 2021;
- item 5, with this notice;

at the Company's registered office, on the Company's website [www.snam.it](http://www.snam.it) ("*Governance and Conduct*" - "*Shareholders' Meeting*" section) as well as at the authorised storage mechanism "*eMarket Storage*" ([www.emarketstorage.com](http://www.emarketstorage.com)).

In compliance with the measures set to contain the current "COVID-19" health emergency issued by the competent authorities, the public is asked to avoid visiting the registered office to acquire the relevant documentation until such time as said measures are no longer in place.

For THE BOARD OF DIRECTORS  
The Chairman  
Mr Nicola Bedin

Fine Comunicato n.0542-26

Numero di Pagine: 6