

Informazione Regolamentata n. 0542-24-2024	Data/Ora Inizio Diffusione 4 Aprile 2024 20:02:46	Euronext Milan
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Societa' : SNAM

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Oggetto : Notice of Call of Shareholders' Meeting

Testo del comunicato

We send you Notice of Call of Shareholders' Meeting of 7 May 2024.

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 7 May 2024, at 10:00 a.m. (CET) in San Donato Milanese (MI), Piazza Santa Barbara, 7, to deliberate and resolve upon the following

Agenda

1. Snam S.p.A financial statements for the year as at 31 December 2023 Consolidated financial statements as at 31 December 2023. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Related and consequent resolutions.
2. Allocation of the profits for the year and distribution of the dividend.
3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 4 May 2023, for the part not yet implemented. Related and consequent resolutions.
4. 2024 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).

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. At the same date, the Company has 7,244,579 treasury shares, accounting for approximately 0.22% of the share capital; therefore, at the date of this call notice, excluding the specified treasury shares, 3,352,756,372 ordinary shares have the right to vote.

Verification of eligibility to participate and vote in the Meeting

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, ("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 (25 April 2024 - record date) will be certified as eligible to participate in the Meeting. Credit and debit entries made on accounts after these terms are not relevant in terms of assuring the legitimate exercise of voting rights at the Shareholders' Meeting. Eligibility to participate and to vote is still certified if the notification reaches Snam by the end of the third market trading day

(2 May 2024) 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 25 April 2024). Questions may be submitted in the following manner (Specifying as Ref. "*Questions May 2024 Shareholders' Meeting*"): (i) by certified e-mail to snam.assemblea@pec.snam.it; or (ii) by e-mail to: segreteria.societaria@snam.it. 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 will be published in the specific section of the Company's website (www.snam.it "Governance" - "Corporate Governance" - "AGM: Snam Shareholders' Meeting" section), by 3 May 2024. The Company may provide a single reply to questions with the same content. No answer is due when the information requested is already available in the dedicated "FAQ" section of the Company website or regarding topics that 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

Pursuant to Article 126-*bis*, subsection 1, first sentence, of the CLF, those 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 (by 14 April 2024), to supplement the items on the agenda, indicating in the request the additional matters proposed or presenting proposals for resolution on items already on the agenda (the right of those entitled to vote to present individual proposals for resolution by the Shareholders' Meeting remains unchanged). The questions must be submitted in writing (indicating "Addition to Agenda May 2024 Shareholders' Meeting" and/or "Proposals for resolution May 2024 Shareholders' Meeting" as a reference) by registered mail with return receipt to:

Snam S.p.A.

Corporate Affairs
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

or by certified e-mail to snam.assemblea@pec.snam.it or by e-mail to segreteria.societaria@snam.it accompanied by a report giving the reason for the proposed resolutions on the new items for which discussion is proposed or the reasons relating to additional proposed resolutions submitted on items already on the agenda. The Agenda cannot be supplemented in relation to items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the Directors or on the basis of a project or report prepared by them, other than those specified under Article 125-ter, subsection 1 of the C.L.F. Shareholders in respect of whom the Company has received a specific communication certifying the ownership of the requested shareholding, from an authorised intermediary, pursuant to applicable laws and regulations, shall be entitled to request that the agenda be supplemented or to submit resolution proposals. Further information is available in the appropriate section of the Company's website www.snam.it ("Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting" section).

Proxy voting rights

Pursuant to Article 135-novies of the C.L.F. and Article 10.2 of the Bylaws, those entitled to vote may be represented in the Shareholders' Meeting in accordance with the law. The proxy may be notified or delivered to the Company in the following manner (Specifying as Ref. "Proxy May 2024 Shareholders' Meeting"): (i) by certified e-mail to snam.assemblea@pec.snam.it; (ii) by e-mail to: segreteria.societaria@snam.it; (iii) by registered mail with return receipt to:

Snam S.p.A.
Corporate Affairs
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

Proxies and related voting instructions are always revocable. A proxy form is available in the appropriate section of the Company's website www.snam.it ("Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting" section).

Shareholder Representative designated by the Company

Pursuant to Article 135-undecies of the CLF, the Company has designated the law firm Studio Legale Trevisan & Associati as the Designated Representative ("Designated Representative"), with registered offices in Milan, Viale Majno no. 45, represented by Mr Dario Trevisan or any of his substitutes if he is unable to attend, to whom shareholders may confer a proxy free of charge. Voting instructions for all or some of the proposals on matters on the agenda are attached to the proxy form. The proxy must be conferred by signing the specific proxy form available in the appropriate section of the Company's website www.snam.it ("Governance" –

"Corporate Governance" – "AGM: Snam Shareholders' Meeting" section), and sent, as indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting (3 May 2024). Proxies and related voting instructions may be revoked within the aforementioned period. Proxies have no effect on proposals for which no voting instructions have been provided. Further information is available in the appropriate section of the Company's website www.snam.it ("Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting" section). The Designated Representative will be available to Shareholders to provide necessary information and clarification via the freephone number 800 134 679 (during work days and hours), for those calling from Italy, and +39 02 8051133, for those calling from abroad, as well as by e-mail to rappresentante-designato@trevisanlaw.it.

2024 Report on remuneration policy and compensation paid

With reference to the 2024 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., 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, with reference to 2024 financial year, 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 2023 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 ("Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting" section) or write to the certified e-mail address snam.assemblea@pec.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 are made available at the same time as this notice at the Company's registered office, on the Company's website www.snam.it ("Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting" section) and at the authorised storage

mechanism “*eMarket Storage*”
(www.emarketstorage.com).

This notice is published on the Company's website www.snam.it (Section "*Governance*" - "*Corporate Governance*" - "*AGM: Snam Shareholders' Meeting*") and at the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.it), as well as in extracts form in the daily newspapers "Il Sole 24 Ore" and "Financial Times".

Other information

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must send to the certified e-mail address snam.assemblea@pec.snam.it an appropriate request by 5 May 2024. Parties eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 9:00 a.m. (CET).

For THE BOARD OF DIRECTORS
The Chairwoman
Ms Monica de Virgiliis

