

Informazione Regolamentata n. 0542-16-2025	Data/Ora Inizio Diffusione 4 Aprile 2025 10:23:39	Euronext Milan
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Societa' : SNAM

Identificativo Informazione : 203599
Regolamentata

Utenza - Referente : SNAMN10 - Pezzoli Francesca

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Data/Ora Ricezione : 4 Aprile 2025 10:23:39

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Oggetto : Notice of call of the Shareholders' Meeting

Testo del comunicato

Vedi allegato

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 14 May 2025, at 10:00 a.m. (CET) in San Donato Milanese (MI), Piazza Santa Barbara, 7, to deliberate and resolve upon the following

Agenda

1. Financial statements at 31 December 2024. Related and consequent resolutions. Board of Directors Report, including the 2024 Consolidated Sustainability Statement; Reports of the Board of Statutory Auditors and the Independent Auditing Firm. Presentation of the consolidated financial statements at 31 December 2024.
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 7 May 2024, for the part not yet implemented. Related and consequent resolutions.
4. 2025 - 2027 Employee Stock Ownership Plan. Related and consequent resolutions.
5. 2025 Report on remuneration policy and compensation paid:
 - 5.1 First section: report on the remuneration policy (binding resolution);
 - 5.2 Second section: report on the compensation paid (non-binding resolution).
6. Determination of the number of members of the Board of Directors.
7. Determination of the term of office of Directors.
8. Appointment of the Directors.
9. Appointment of the Chairman of the Board of Directors.
10. Determination of the remuneration of the members of the Board of Directors.
11. Appointment of the Statutory Auditors.
12. Appointment of the Chairman of the Board of Statutory Auditors.
13. Determination of the remuneration of the Chairman and the members of the Board of Statutory Auditors.

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 6,461,439 treasury shares, accounting for approximately 0.192% of the share capital; therefore, at the date of this call notice, excluding the

specified treasury shares, 3,354,396,370 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 (05 May 2025 - 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. The above-mentioned communications must be received by the Company no later than the end of the third open market day prior to the date of the Shareholders' Meeting (i.e., by 9 May 2025); however, entitlement to attend and vote shall remain valid even if the communication is received by Snam after such deadline, provided it is received before the start of the Shareholders' Meeting proceedings. 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 05 May 2025). Questions may be submitted in the following manner (Specifying as Ref. "*Questions May 2025 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 12 May 2025. 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 (i.e., by 14 April 2025), 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 2025 Shareholders' Meeting" and/or "Proposals for resolution May 2025 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 2025 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 appointed Mr Dario Trevisan as the Designated Representative (the "**Designated Representative**"), or his substitutes in the event of impediment, to whom shareholders may grant 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 (12 May 2025). 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.

2025 Report on remuneration policy and compensation paid

With reference to the 2025 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 2025 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 2024 or relating thereto.

Appointment of the Directors and of the Statutory Auditors

Pursuant to Articles 13 and 20 of the Bylaws, the Directors and the Statutory Auditors are appointed by slate voting. The slates of candidates may be presented by Shareholders who, alone or jointly with other

Shareholders, hold at least 1% of the shares with voting entitlement in an Ordinary Shareholders' Meeting, in accordance with Consob Management Decision no. 123 of 28 January 2025. The slates are to be filed with the Company's registered office by mail or are to be delivered to the following address:

Snam S.p.A.

Corporate Affairs (May 2025 Shareholders' Meeting - Slates for appointment of Board of Directors and Board of Statutory Auditors)

Piazza Santa Barbara, 7

20097 San Donato Milanese (MI) – Italy

or by certified e-mail at snam.assemblea@pec.snam.it at least twenty-five days prior to the date set for the Shareholders' Meeting, i.e., by 19 April 2025, together with the additional documentation required by under the Bylaws, applicable laws and regulations, and will be made available to the public at the Company's registered office, 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.com) at least twenty-one days prior to the date set for the Shareholders' Meeting on single call, i.e. by 23 April 2025. Each Shareholder may present or participate in the presentation of just one slate and may vote for just one slate. Each candidate must only appear in one slate, under penalty of ineligibility.

The slates must be accompanied by information on the identities of the shareholders presenting the slates, indicating the overall equity percentage held.

The ownership of the minimum percentage shareholding necessary for the submission of slates is determined in consideration of the number of shares registered in the shareholder's favour on the date on which the slates are filed with the Company. The pertinent certification may be presented even after the filing, provided that is by 23 April 2025.

Minority shareholder slates for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by a statement certifying the absence of the links provided for in Article 144-*quinquies* of the Issuers' Regulation adopted by Consob with Resolution n. 11971/99 ("Issuers' Regulation"), also taking into account the recommendations issued by Consob regarding the relationships between majority and minority slates as set forth in Communication No. DEM/9017893 dated 26 February 2009. Article 144-*sexies*, paragraph 4, letter *b*) of the Issuer Regulation applies to minority shareholder's lists for the appointment of the Board of Statutory Auditors.

Furthermore, in relation to the appointment of the Board of Statutory Auditors, in the event a sole slate, or slates submitted by shareholders with relationships of affiliation between themselves pursuant to Article 144-*quinquies* of the Issuer Regulation, is filed at the indicated deadline, additional slates can be submitted up to the third day following the original expiry date, without prejudice to Article 147-*ter*, subsection 1-*bis*, last part, of the C.L.F. In this case the above mentioned threshold for the submission of slates is reduced by half.

Candidate slates must be accompanied by statements concerning the fulfilment of the requirements of independence provided for by Articles 147-*ter*, paragraph 4 and 148, paragraph 3, of the C.L.F. Shareholders are reminded to consider, for the candidates for the position of Director as well as Statutory Auditor, the independence requirements laid down by Recommendations 7 and 9 of the Corporate Governance Code for listed companies approved by the Corporate Governance Committee in January 2020 (the "Corporate Governance Code"). In this regard, note that the Board of Directors, at the proposal of the Appointments Committee, at the meeting of 14 December 2021 adopted quantitative and qualitative criteria to assess the significance of any commercial, financial or professional relations and any additional remuneration in accordance with the aforementioned Recommendation 7, letters c) and d), for the related description, reference should be made to the explanatory reports of the Board of Directors on the proposals relating to items 8 and 11 on the agenda of the Shareholders' Meeting, available in the specific section of the Company's website www.snam.it (under "Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting").

Moreover, the Board of Directors, in keeping with the provisions of Recommendation no. 23 of the Corporate Governance Code, expressed and published on 12 February 2025 its own guidance on the future size and composition of the Board. Therefore, those presenting a slate that indicates a number of candidates exceeding half of the members to be elected are asked to provide suitable information, in the documents submitted to file the slate, on whether the slate complies with the guidelines set forth by the Board of Directors and to indicate their candidate for the office of Chairman of the Board of Directors.

It should further be mentioned that candidates for the office of Director must fulfil the integrity requirements provided for in the rules in force. Candidates for the office of Statutory Auditor must fulfil the professionalism and integrity requirements provided for in Ministry of Justice Decree No. 162 of 30 March 2000, which are indicated in Article 20 of the Bylaws.

In conjunction with each slate, the statements with which the individual candidates accept their candidacy and certify the absence of grounds of ineligibility and incompatibility, also with reference to the provisions of Article 2, subsection 2, letter *c*) of the Prime Ministerial Decree of 25 May 2012, issued in implementation of Decree Law No. 1 of 24 January 2012, converted, with amendments, into Law No. 27 of 24 March 2012, as amended by Prime Ministerial Decree of 15 November

2019, must be filed, within the aforementioned deadlines, as well as the fulfilment of the requirements mandated by the rules in force and by the Bylaws for the assumption of the office, together with a professional CV containing exhaustive information as to personal and professional characteristics.

Taking into account the limits on the accumulation of offices and that, as established by law and under Article 2400, last subsection, of the Italian Civil Code, at the time of the appointment and prior to acceptance of office, the Shareholders' Meeting must be informed as to posts on the boards of directors and of statutory auditors held by the statutory auditors at other companies. Candidates for such posts are asked to include the pertinent slate in their CVs, with the recommendation that they make sure that these are updated to the day when the Shareholders' Meeting is actually held.

Articles 13 and 20 of the Bylaws provide that replacement of the Board of Directors and of the Board of Statutory Auditors must take place in adherence to the equality of gender representation provision contained therein. In particular:

- with regard to the renewal of the Board of Directors, pursuant to Article 13 of the By-Laws:
 - slates of three candidates must contain a candidate of the least represented gender, to be indicated in one of the first two places on the slate;
 - slates of four candidates must (i) contain two candidates of each gender and (ii) indicate candidates of different gender in the first two places on the slate;
 - slates of five candidates must (i) contain two candidates of the least represented gender and (ii) indicate one of the candidates of the least represented gender in one of the first two places on the slate;
 - slates of six candidates must (i) contain three candidates of each gender and (ii) indicate candidates of different gender in the first two places on the slate;
 - slates of seven candidates must: (i) contain three candidates of the least represented gender; (ii) indicate one of the candidates of the least represented gender in one of the first two places on the slate; (iii) indicate the remaining two candidates of the least represented gender in the first six places on the slate;
 - slates of eight candidates must: (i) contain four candidates of each gender; (ii) indicate candidates of different gender in the first two places on the slate; (iii) indicate candidates of different gender in the last two places on the slate;
 - slates of nine candidates must: (i) contain four candidates of the least represented gender; (ii) indicate one of the candidates of the least represented gender in one of the first two places on the slate; (iii) indicate two more candidates of the least represented gender in the first six places on the slate; (iv) indicate one more candidate of the least represented gender between the seventh and ninth places on the slate;

- with regard to the renewal of the Board of Statutory Auditors, pursuant to Article 20 of the Bylaws, Shareholders who intend to submit a slate for the renewal of the Board of Statutory Auditors with three or more candidates, considering both sections, are asked to include candidates of different genders for both the first two places of the section of the slate for standing auditors and for the first two places of the section of the slate for alternate auditors.

Shareholders who intend to present a slate may contact the addresses below in advance to obtain the necessary operational details.

With regard to anything not expressly indicated in this call notice, please refer to the Reports of the Board of Directors on the items on the agenda for the Shareholders' Meeting available in the appropriate section of the website www.snam.it, (Section "Governance" – "Corporate Governance" – "AGM: Snam Shareholders' Meeting").

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 will be made available, as per the terms set out in current legislation, at the Company's registered office, 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.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 12 May 2025. 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

