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Minutes of the meeting of the Board of Directors

REPUBLIC OF ITALY

On the 23rd (twenty-third) day of
June 2014 (two thousand and
fourteen)

at 2.20pm (two twenty pm)

in San Donato Milanese, in the building at 7, Piazza Santa Barbara.

Before me, **Carlo Marchetti**, a notary in Milan, enrolled in the
Notarial College of Milan, appeared Mr:

- **Lorenzo Bini Smaghi**, born in Florence on 29 November 1956,
domiciled for the intents and purposes hereof in San Donato
Milanese, at 7, Piazza Santa Barbara, of whose identity I am certain
(the "Appearing Party"), who, in his capacity as Chairman of the
Board of Directors and, as such, on behalf of the listed joint-stock
company:

"Snam S.p.A."

with its registered office in San Donato Milanese, at 7, Piazza
Santa Barbara, subscribed and paid-up share capital of
€3,571,187,994.00, tax code and Milan Register of Companies no.
13271390158, Milan Chamber of Commerce Business Register no.
1633443, asked me to place on record, for the part pertaining to
item four on the agenda, the meeting of the Board of Directors
convened at this present time and location to discuss and resolve
upon the following:

agenda

Omissis

Bond issues (EMTN Programme). Necessary and consequent resolutions

Omissis

I accepted this request and confirm that the discussion with regard
to item four on the agenda of the Board of Directors (which had
already covered the previous and separately minuted items on the
agenda) took place as follows.

Pursuant to the Bylaws and in his capacity as Chairman of the Board
of Directors, the Appearing Party acknowledged that:

- the meeting had been convened by way of an email sent on 16
June 2014 to all those entitled to attend such meetings
pursuant to Article 15 of the Bylaws;
- as well as the Appearing Party, the following were present:
Directors C. MALACARNE (Chief Executive Officer), S. BRUNO, A.
CLO, F. GORI, A. NOVELLI, E. OLIVERI, P. SARACENO and, by
video link under the terms of the Bylaws, R. MELFA;
- the statutory auditors M. GATTO (Chairman of the Board of
Statutory Auditors), L. AMATO and S. CHIARUTTINI were also
present.

The Chairman then once again declared the meeting to be valid and
suitable for resolving upon item four on the agenda.

Moving on to the discussion of said item four, the Chairman firstly advised that, unless specified otherwise in the Bylaws, Article 2410 of the Italian Civil Code authorised the management body to issue non-convertible bonds. In addition, Article 2412 of the Italian Civil Code: (i) permitted bonds to be issued in a total amount not exceeding double the share capital, the legal reserve and the available reserves according to the most recently approved financial statements; and (ii) removed these limits where the bonds issued were destined for listing on regulated markets or multilateral trading facilities, or entitled their holders to purchase or subscribe shares.

The Chairman then gave the floor to the Chief Executive Officer, who firstly indicated that the issue of non-convertible bonds (EMTN Programme) resolved upon by the Company's Board of Directors on 4 June 2012 (as referred to in the minutes of the same date, index no. 18,496/5,955 of Milan notary Piergaetano Marchetti, filed with Milan Revenue Agency 1 on 19 June 2012, no. 22130, series 1T, and duly filed with the competent Register of Companies on 7 June 2012) and subsequently renewed on 11 June 2013 (as referred to in the minutes of the same date, my index no. 9,840/5,145, filed with Milan Revenue Agency 1 on 21 June 2013, no. 19798, series 1T, and duly filed with the competent Register of Companies on 26 June 2013) was due to expire on 30 June 2014.

The Chief Executive Officer stated that non-convertible bonds totalling approximately €9.95 billion had been issued under said EMTN Programme. The Chief Executive Officer outlined a proposal to **renew the EMTN Programme** and therefore to authorise the issue of one or more bonds for subscription by qualified investors under the terms and conditions of the Programme. The Chief Executive Officer then emphasised that such an operation would enable Snam to better define its debt in order to: (i) support the Company's growth plans; (ii) achieve a suitable balance between bank and bond funding through the expansion of the investor base; (iii) maintain a balanced financial structure in terms of the ratio of short-term debt to medium- and long-term debt, and in terms of debt maturity; and (iv) obtain financial resources at a competitive price. The Chief Executive Officer then claimed that such a move would enable the Company to adequately develop its business.

In light of the above, the Chief Executive Officer proposed that the Board of Directors authorises the renewal of the EMTN Programme and the issue of one or more non-convertible bonds in one or more tranches within one year of 30 June 2014, in an amount totalling up to €2,000,000,000 (or the equivalent in other currencies) and taking the total maximum amount of the EMTN Programme to €12,000,000,000. These bonds were to be issued to institutional investors operating mainly in Europe, under the terms and conditions of the EMTN Programme.

The bonds were to be governed by UK law and possibly, although not necessarily, listed on one or more regulated markets.

The Chief Executive Officer then summarised the main features of the operation:

- structure: in one or more issues, and each issue in one or more tranches;
- beneficiaries: qualified investors pursuant to the terms and conditions of the Programme;

- duration: the duration of the individual issues and tranches would be based on the market conditions at the time of issue, and in any event would be no longer than 50 years, with the possible option of early redemption;
- issue currency: euro or other;
- size: minimum nominal amount of €100,000.00 (or the equivalent in another currency);
- issue price: the issue price, which could be different for each individual issue or tranche, was to be set in accordance with the total yield offered to subscribers under the market conditions at the time of issue, and in any event was to be between 90% and 110% of the bonds' nominal amount;
- interest rate: the interest rate, which could be different for each individual issue or tranche, would have to be no greater than 6% if fixed or, if variable, no greater than the benchmark rate (e.g. the Euribor) plus a maximum spread of three percentage points, and in any event in line with the market conditions at the time of issue;
- applicable law: UK law, except for bondholders' meetings, which were to be governed by Italian rules, and in any event not in conflict with Italian law;
- listing: the bonds were permitted, but not required, to be listed on one or more regulated markets;
- redemption: at par in a single lump sum upon maturity or in several equal instalments, or at or above par if the issuer had chosen to serve notice of early redemption;
- placement fees: not greater than 1.5% of the nominal amount of the issues, and in any event in line with market conditions at the time.

The floor was then returned to the Chairman, who advised that the deadline for issuing bonds was one year from 30 June 2014, adding that the EMTN Programme could be renewed again and that the relevant resolutions would be put before the Board in such an event.

The Chairman informed Directors that there were no impediments to the issue of the non-convertible bond as per the current proposal and under the terms and conditions mentioned previously, meaning that the Company was in compliance with Article 2412, paragraph 1 of the Italian Civil Code.

On behalf of the entire Board of Statutory Auditors, pursuant to Article 2412, paragraph 1 of the Italian Civil Code and in case of the issued bonds not being destined for listing on regulated markets or multilateral trading facilities, the Chairman of the Board of Statutory Auditors declared that, to all intents and purposes, the proposed bond issue conformed to the limits set out in Article 2412 of the Italian Civil Code.

Therefore, the Board of Directors,

- having examined the rules governing bond issues pursuant to Articles 2410 and 2412 of the Italian Civil Code;
- having reviewed the existing bonds;
- having listened to the Chairman's report;
- subject to compliance with all requirements and conditions of applicable law and undertaking to report on the progress of the operations mentioned below:

resolved
unanimously
in the first
instance

1.) to authorise as of 30 (thirty) June 2014 (two thousand and fourteen) the renewal of the EMTN Programme and thus the issue, in one or more issues each of one or more tranches, of non-convertible bonds in an amount totalling up to €2,000,000,000 (two billion euros) (or the equivalent in other currencies) within one year of 30 (thirty) June 2014 (two thousand and fourteen) and taking the total maximum amount of the EMTN Programme to €12,000,000,000 (twelve billion euros). In summary, the bonds would have the following features:

- structure: in one or more issues, and each issue in one or more tranches;
- beneficiaries: qualified investors pursuant to the terms and conditions of the Programme;
- duration: the duration of the individual issues and tranches would be based on the market conditions at the time of issue, and in any event would be no longer than 50 (fifty) years, with the possible option of early redemption;
- issue currency: euro or other;
- size: minimum nominal amount of €100,000.00 (one hundred thousand euros) (or the equivalent in another currency);
- issue price: the issue price, which could be different for each individual issue or tranche, was to be set in accordance with the total yield offered to subscribers under the market conditions at the time of issue, and in any event was to be between 90% (ninety per cent) and 110% (one hundred and ten per cent) of the bonds' nominal amount;
- interest rate: the interest rate, which could be different for each individual issue or tranche, would have to be no greater than 6% (six per cent) if fixed or, if variable, no greater than the benchmark rate (e.g. the Euribor) plus a maximum spread of three percentage points, and in any event in line with the market conditions at the time of issue;
- applicable law: UK law, except for bondholders' meetings, which were to be governed by Italian rules, and in any event not in conflict with Italian law;
- listing: the bonds were permitted, but not required, to be listed on one or more regulated markets;
- redemption: at par in a single lump sum upon maturity or in several equal instalments, or at or above par if the issuer had chosen to serve notice of early redemption;
- placement fees: not greater than 1.5% (one point five per cent) of the nominal amount of the issues, and in any event in line with market conditions at the time.

in the second instance

2.) to mandate the Chief Executive Officer and the Director of Planning, Administration, Finance and Control, separately and with the option to delegate, to implement the above resolution using the broadest and most appropriate powers, including:

- determining, within the limits resolved upon, the amount of the individual issues or tranches, and establishing,

again within the defined limits, the duration, issue price, interest rate and payment method, and any issue discount or redemption premium;

- determining, within the limits resolved upon, the conditions and rules of the individual issues or tranches into which the operation may be broken down;
- placing the bonds by signing off on any trade or agreement for the purpose thereof, including with brokers and agents, having the option to purchase the issued bonds as and when required, and determining the conditions of such purchases;
- fulfilling any obligation, including relating to disclosure, to any competent Italian or foreign authority in relation to the issue, placement and possible listing of the bonds, including in terms of publishing documents (e.g. obligations relating to the drafting and publication of the issued bonds' listing prospectus);
- in general, taking all necessary or useful steps to ensure the successful outcome of the operation, including taking care of the formalities so that these resolutions are recorded in the Register of Companies, allowing the opportunity to introduce amendments or additions that are suitable and/or requested by the competent authorities.

With the discussion of item four on the agenda now complete, the Chairman moved on to the other items on the agenda, which are minuted separately.

The time at this point was 2.30pm (two thirty pm).

I have read these minutes to the Appearing Party, who has approved them and, together with me, signed below.

They consist of four sheets typed up by a person whom I trust and completed by my own hand, totalling twelve whole pages and a thirteenth page up to this point.

Signed by Lorenzo Bini Smaghi

Signed by Carlo Marchetti,

notary

Digital copy conforming to the original hard copy pursuant to Article 22, paragraph 2 of Legislative Decree No. 82 of 7 March 2005, submitted in good time to the Milan Register of Companies

Signed by Carlo Marchetti

Milan, 1 July 2014

Released pursuant to the Decree of 22 February 2007 by way of an M.U.I. (*Modello Unico Informatico*, or consolidated digital form)