

## **REGULATIONS OF THE APPOINTMENTS COMMITTEE**

### **OF SNAM S.p.A.**

These regulations, approved by the Board of Directors on 13 February 2018, govern the composition, the appointment, the methods of operation, duties, powers and means of the Appointments Committee of Snam S.p.A. (the “**Committee**”), an internal committee of the Board of Directors of Snam S.p.A.

The Committee was created by resolution of the Board of Directors pursuant to art. 13.9 of the Articles of Association, in accordance the recommendations of the Corporate Governance Code approved by the Corporate Governance Committee (“**Corporate Governance Code**”).

#### **Article 1 - Composition and appointment**

1.1. The Committee shall be composed of three non-executive directors, two of them independent, as defined by the Corporate Governance Code.

1.2. The Board of Directors shall appoint and revoke the members and the Chairman of the Committee

#### **Article 2 - Methods of Operation**

2.1. The Chairman of the Committee calls and chairs the meetings. If absent or in case of his or her impediment, the oldest member of the Committee present shall preside. The Manager of the Segreteria Societaria Organi Amministrativi e di Controllo Italia (Italy Control and Administrative Bodies Corporate Secretarial Office) shall act as Secretary of the Committee and assist the Chairman in the execution of his or her functions.

2.2. The following can take part in meetings of the Committee: the Chairman of the Company and, for matters within their competence, the Chairman of the Board of Statutory Auditors, or a Standing Auditor designated by said Chairman; meetings may also be attended by the Chief Executive

Officer and, at the invitation of the Committee itself, other persons, in order to provide information and express their pertinent evaluations regarding single items on the agenda.

2.3. The Committee shall meet with the frequency needed to discharge its duties, normally on the dates specified in the annual meetings calendar approved by the Committee itself, and in any case where the meeting is necessary or opportune.

2.4. The call notice shall be sent by the Secretary on the instructions of the Chairman of the Committee, by uploading it to the section of the digital portal reserved to the Committee. If this is not possible, the notice shall be sent by email, as a rule at least five days before the date set for the meeting. In case of need and urgency, said notice may be sent at least 12 hours before the time set for the meeting. A copy of the notice is sent to the Chairman of the Company, the Chief Executive Officer, the Secretary of the Board of Directors and, for matters within the competence of the Board of Statutory Auditors, to the Chairman of the Board of Statutory Auditors.

Before its transmission, assisted by the Secretary of the Committee, the Secretary of the Board of Directors shall check that the matters to be dealt with relating to the meetings of the Board of Directors have been included in the agenda

2.5. The call notice contains an indication of the place, the date and the time of the meeting, as well as the list of the matters to be dealt with. The Board meeting may be held via conference call or video conference on condition that all participants are identified, and can follow the discussion and speak in real time on the matters discussed. The meeting shall be considered to have been held in the location where the Chairman of the Committee is.

2.6. Any documentation regarding the items on the agenda is made available to the members in the section of the digital portal reserved to the Committee, and may be sent by e-mail to the addresses indicated by the members of the Committee, as well as in the other forms agreed upon, by the Secretary, at least five days before the date of the meeting, apart from in exceptional cases. In

addition to the legal obligations regarding sensitive information, the members of the Committee are required to maintain the confidentiality of the data and information they receive in the exercise of their duties.

2.7. The Committee meeting is validly constituted if the majority of the members in office are present, and takes decisions by an absolute majority of those present. In case of deadlock the Chairman shall have the casting vote.

2.8. The Secretary takes the minutes of the meetings. The draft minutes are submitted to the Chairman of the Committee and the other members for any observations, and the minutes are normally approved at the next meeting of the Committee. The minutes are signed by the Chairman of the meeting and by the Secretary and are sent to the members of the Committee, the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary of the Board of Directors and, for matters within the competence of the Board of Statutory Auditors, to the Chairman of the Board of Statutory Auditors and, if appropriate, to whoever deputised for him at the meeting.

### **Article 3 - Duties**

3.1. In accordance with the Articles of Association, the Committee has proposal-making and advisory functions with regard to the Board of Directors, in general on the functions specified by the Governance Code, and in particular:

- a) it proposes to the Board candidates for the position of director, should the office of one or more directors be vacated during the year (Article 2386, paragraph 1 of the Italian Civil Code), ensuring compliance with the requirements for the minimum number of independent directors and for the quota reserved for the less represented gender;
- b) at the proposal of the Chief Executive Officer in agreement with the Chairman, it submits to the Board of Directors the candidates for the corporate bodies of Subsidiary Companies included in

the consolidation area, and of strategic foreign investee companies. The proposal formulated by the Committee is necessary;

c) it prepares and proposes:

- procedures for the annual self-assessment of the Board and its Committees;
- directives in respect of the limits and prohibitions on accumulation of offices by Directors of Snam and its Subsidiaries;
- criteria for assessing both the requirements of professionalism and independence of the Board members of Snam and its Subsidiaries and the competing activities performed;

d) it prepares and proposes diversity policies as specified in letter (d-bis) of article 123-bis of the CLF.

3.2. The Committee reports to the Board, at least once every six months, not later than the latest date for the approval of the annual and six-monthly financial report, on the activities which it has carried out, at the meeting specified by the Chairman of the Board of Directors; in any event, subsequently to its own meeting the Committee updates the Board of Directors in a communication, at the first available meeting, on the topics discussed and the comments, recommendations and opinions formulated therein.

3.3 The Executive Vice President Human Resources & Organization takes part in Committee meetings relating to Article 3.1, letters a), b) and d).

Preparatory work relating to the point in Article 3.1 letter c) and d) is dealt with by the General Counsel.

#### **Article 4 - Powers and means**

4.1. The Committee shall be entitled to access the company departments and information needed to execute its duties.

4.2. The Committee is endowed by the Board of Directors with the resources necessary for performing its duties; in particular it may, within the terms laid down, from time to time, by the Board of Directors, have recourse, through the company's structures, to external consultants who are not in situations such as might compromise their independence of judgement.