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**REGULATION OF THE
SUSTAINABILITY AND ENERGY
TRANSITION SCENARIOS COMMITTEE
OF SNAM S.P.A.**

Approved by the Board of Directors of Snam S.p.A. in the meeting of 13 March 2024

These Regulations, last approved by the Board of Directors on 12 October 2022, govern the composition and appointment, methods of operation, duties, powers and means of the Sustainability and Energy Transition Scenarios Committee of Snam S.p.A. (the “**Committee**”), an internal committee of the Board of Directors of Snam S.p.A. (the “**Company**”).

The Committee was established by resolution of the Board of Directors pursuant to art. 13.9 of the Bylaws, in accordance with the recommendations of the Corporate Governance Code of listed companies approved by the Corporate Governance Committee, in the *pro tempore* applicable version (the “**Corporate Governance Code**”).

Article 1 - Composition and appointment

1.1. The Committee shall be composed of three or four non-executive directors, the majority of whom are independent, in accordance with the New Corporate Governance Code.

1.2. The Board of Directors shall appoint and revoke the members and the Chairman of the Committee (the “**Chairman**”).

Article 2 - Operation

2.1. The Chairman plans and coordinates the Committee’s activities, represents it, convenes and directs its meetings and ensures that adequate information on the items on the agenda is provided to all members. If absent or in case of his or her impediment, the oldest member present shall preside.

2.2. The Secretary of the Board of Directors, or a resource it has selected from the Legal Department, acts as Secretary of the Committee (the “**Secretary**”) and assists the Chairman in the execution of his or her duties.

2.3. The Chairman may invite to individual meetings the Chairman of the Board of

Directors, the Chief Executive Officer (“CEO”) and the other Directors as well as, informing the CEO, the representatives of the relevant company departments, external consultants or any other person, even from outside the company, whose presence may contribute to the better performance of the Committee’s duties.

The Chairman will ensure that the other members of the Committee are informed of the persons invited to the meetings.

The Chairman of the Board of Statutory Auditors and the other standing auditors may in any case attend Committee meetings.

The chairmen of the committees set up within the Board of Directors may call joint meetings of such committees.

All the aforementioned persons are bound by the confidentiality obligations set out in Article 5 below.

2.4. The Committee shall meet, when convened by the Chairman, as per the calendar approved annually by the Committee itself - with the frequency needed to discharge its duties - and, in any event, when a meeting is necessary or opportune.

The proposal concerning the planning of meetings and the related calendar is brought to the attention of the Committee by the Chairman, who is supported in this by the Secretary.

The Secretary ensures coordination between the Committee’s meetings and the meetings of the Board of Directors, as well as between the Committee’s meetings and those of other committees established within the Board of Directors.

2.5 The call notice is sent by the Secretary on the Chairman's instructions, in such a way as to ensure the confidentiality of the data and information contained therein.

As a rule, the notice is sent by e-mail to the Committee members and made available to them by uploading it to the section of the digital portal to which the Committee members

have access on a confidential basis at least 5 (five) days before the date set for the meeting. In case of need and urgency, said notice may be sent, via e-mail, at least 12 (twelve) hours before the time set for the meeting.

The notice is sent for information to the Chairman of the Board of Directors, the CEO, and the Chairman of the Board of Statutory Auditors.

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

2.6. The call notice contains an indication of the place, generally the Company's registered offices, the date and the time of the meeting, as well as the list of the matters to be dealt with, and the procedures established for participation. The Committee may meet by videoconferencing or teleconferencing, provided that all participants can be identified, have access to the documentation under consideration and are able to follow the discussion and participate in real time in the discussion of the topics considered. In any case, the speakers are required to attend the company offices in person, unless exceptions are authorised by the Chairman. The meeting is considered held in the place where the Chairman is located. If the call notice states that participation shall occur by telecommunication devices only, it is not necessary to indicate the place of the meeting in the call notice or in the related minutes; in that case, the meeting is considered by convention to have taken place at the Company's offices. In urgent cases, if it is not possible for the Committee to meet by videoconference or teleconference call, the Chairman may ask the members of the Committee, informing also all those who received a copy of the call notice, to give their opinion on one specific item via electronic mail, on the condition that the proposed decision is sufficiently detailed and that all the documentation relative to the item is made available to them pursuant to the following subsection 2.7.

2.7. Any documentation on the matters on the agenda shall be made available to the members, by the Secretary, at least 5 (five) days before the date of the meeting, except in cases of necessity and urgency.

However, it is understood that, if the information notice is not sent out within the aforementioned deadlines, the Chairman will ensure that adequate and timely in-depth analyses will take place at the meeting.

The Secretary makes the documentation available to the members by uploading it to the section of the digital portal to which the Committee members have confidential access, or in other agreed forms, in any case in such a way as to ensure the confidentiality of the information and data transmitted.

If the documentation made available to the Committee members is particularly complex and extensive, the Chairman, with the help of the Secretary, shall ensure that it is accompanied by a summary setting out the most significant and relevant points so that the items on the agenda can be examined.

2.8. The Committee shall be validly constituted in the presence of a majority of the serving members, and resolves by absolute majority of those present. In case of deadlock the Chairman shall have the casting vote.

The Committee members shall ensure an average attendance at Committee meetings of no less than 80% of the meetings held during the financial year, unless they have justified reasons.

2.9. The Secretary shall draw up the minutes of the meetings. For the sole purpose of facilitating the minuting of the meeting, the Committee meetings, at the request of the Chairman, may be recorded by audio equipment; any such recordings and any transcriptions shall be kept only until the relevant minutes are approved. The draft minutes

are submitted to the Chairman and the other members for any observations, and the minutes are normally approved at the next meeting.

The minutes are signed by the Chairman and the Secretary of the meeting and are made available to the members of the Board of Directors and the Board of Statutory Auditors in the appropriate section of the Digital Portal.

Article 3 – Duties

3.1. The Committee conducts preliminary investigations for the Board of Directors on matters of sustainability and long-term energy transition scenarios, using the term to mean all processes, initiatives and activities aimed at overseeing the Company's commitment to sustainable development throughout the value chain, with particular reference to: matters of climate transition and technological innovation; access to energy and energy sustainability; environment and energy efficiency; health, wellness and safety of people and local communities; respect and protection of rights, particularly human rights; integrity and transparency; diversity and inclusion and corporate governance.

For that purpose, it fosters the continuous integration of national and international best practices into the corporate governance of Snam, and environmental, social and governance matters into the company's strategies, so as to pursue sustainable success, which takes the form of long-term value creation to benefit shareholders, taking into account the interests of other stakeholders relevant for the company.

The committee, in particular, shall have the following functions:

- a) it monitors the alignment of the corporate governance system with the law, the Corporate Governance Code and national and international best practices, making proposals to the Board of Directors;
- b) at the request of the Board of Directors, it supports the latter when reasoned proposals

need to be drafted for submission to the Shareholders' Meeting on the following topics:

(i) choice and characteristics of the corporate model; (ii) structure of the administrative and ownership rights of shares; (iii) percentages established for the exercise of the prerogatives set up to safeguard minority shareholders;

- c) it prepares the board review activities, submitting the related proposals to the Board of Directors;
- d) it draws up and proposes diversity policies to the Board of Directors as specified in letter d-*bis* of article 123-*bis* of the CLF;
- e) it examines the Company's policies on human rights, business ethics and integrity, diversity and inclusion;
- f) it monitors international initiatives on environmental, social and governance matters and the Company's participation in them, in order to consolidate the company's international reputation;
- g) it examines the policy for managing dialogue with all shareholders, formulated on the proposal of the Chairman of the Board of Directors in agreement with the CEO, as well as the periodic check of the correct application of such policy, where adopted.

3.2. The Committee also supports the Board of Directors in the analysis of relevant issues for the long-term generation of value for the purposes of the Board of Directors' examination and approval of the Company's and Group's strategic plan, and in particular it examines:

- a) the long-term energy transition scenarios for the preparation of the strategic plan, with respect to the short and medium-term scenarios prepared with the participation of Snam and published pursuant to applicable laws and regulations, expressing an opinion to the Board of Directors;

- b) matters relating to energy transition (regarding, specifically, the use of resources and energy sources that are compatible with environmental protection and progressive decarbonisation, examining in particular the initiatives undertaken by the Company to address issues raised by climate change and the relative reporting), technological innovation and circular economy;
- c) matters relating to sustainable finance initiatives, by monitoring the Company's position on sustainability issues compared with that of the financial markets, with particular reference to annual reporting on new sustainable finance instruments as well as the Company's placement in the ethical sustainability indices;
- d) the policies to integrate environmental, social and governance issues into the business model, including through the analysis of the relative KPIs;
- e) the approaches, objectives and consequent processes regarding sustainability and the sustainability reporting submitted annually to the Board of Directors (including the non-financial statement);
- f) the correct use of the standards adopted in order to prepare the non-financial information and the document to be submitted for the approval of the Board of Directors including, and liaising with the Control, Risk and Related Party Transactions Committee, the reporting of risks relating to ESG factors in the medium/long-term;
- g) proposals and/or opinions relating to the definition and calculation of performance targets which include indicators relating to ESG factors, in coordination with the Appointments and Compensation Committee;
- h) the profit and non-profit strategy and its implementation, also in relation to individual projects, coherently with the activities of Fondazione Snam, by means of the non-profit plan submitted annually to the Board, the non-profit initiatives submitted to the

Board, as well as the Company's gas & energy transition advocacy initiatives.

The Committee, in addition, shall express, at the request of the Board, an opinion on other sustainability and energy transition issues.

3.3. The Committee, through its Chairman, reports on the activities carried out to the Board of Directors at least once every six months and no later than the deadline for the approval of the annual and half-year Financial Report, at the meeting specified by the Chairman of the Board of Directors; in any event, after each meeting the Committee Chairman informs the Board of Directors, at the first available meeting, about the activities carried out and the comments, recommendations and opinions put forward by the Committee.

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.

Article 5 – Confidentiality

The Committee members are bound by the confidentiality obligations applicable to them based on their role as directors.

The other participants at meetings are required to observe the utmost confidentiality with regard to documents, news, information and data they have become aware of in the performance of their duties pertaining to the Committee's work. The Chairman invites

participants, other than Committee members, to comply with this obligation.

All subjects who attend the meetings and/or who have access to the Committee's documentation are in any case required to comply with the provisions of the laws in force and the procedures adopted by the Company regarding the handling and disclosure of corporate information and also on market abuse, with particular reference to inside information.