

**REGULATIONS OF THE APPOINTMENTS COMMITTEE
OF SNAM S.P.A.**

These Regulations, approved by the Board of Directors on 12 June 2019 and most recently amended on 11 October 2021, govern the composition, appointment, methods of operation, duties as well as the powers and means of the Appointments Committee (“**Committee**”) of Snam S.p.A., 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 New 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 non-executive directors, two of them independent, in accordance with the 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. 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.

2.2. 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 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.

2.3. 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, where necessary or appropriate, between the Committee’s meetings and those of other committees established within the Board of Directors.

2.4. 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.

2.5. 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. The Committee may meet by videoconferencing and/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.

2.6. 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 the aforementioned deadlines, adequate and timely in-depth studies 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.

2.7. 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.

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.

2.8. The Secretary takes 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 and provides it with advice and recommendations on the composition and size of the Board of Directors, and in particular assists the Board of Directors in performing the following duties:

- a) defines the optimal composition of the Board of Directors and its committees in view of the preparation, by the Board of Directors each time it is due for renewal, of guidelines on the quantitative and qualitative composition of the Board deemed optimal, taking into account the self-assessment results;
- b) 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, subsection 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;

- c) prepares, updates and implements the plan for the succession of the CEO and any other executive directors, setting out at least the procedures to be followed in the event of the early termination of the office (contingency plan);
- d) at the proposal of the CEO in agreement with the Chairman of the Board of Directors, it submits to the Board of Directors the candidates for the administrative bodies of subsidiaries included in the consolidation area, and of strategic investee companies. The proposal formulated by the Committee is necessary.

In order to support the process of identifying candidacies:

1. in January and July of each calendar year a plan is submitted to the Committee detailing the appointments that will be submitted to it for review during the half year;
2. During the year, before the call notice of each Committee meeting to examine the proposed candidacies is submitted for the Chairman's signature, the names and *curricula vitae* of the candidates are submitted for the attention of the Chairman who examines these proposals and may, where deemed necessary, request meetings and interviews with the candidates.

The candidacies brought to the attention of the Committee must comply with the requirements laid down in Annex B “*Designation of members of the administrative and control bodies of the subsidiaries and investee companies*” of the “*Corporate Governance*” Guidelines adopted by the Board of Directors and in force at the time, as indicated below: (i) the mix of skills required for the office to be held; (ii) managerial experience gained and company role, also in relation to the context in which the company whose members are being appointed operates; (iii) the commitment required

to fulfil duties, in relation to positions previously held; (iv) the advisability of rotation in the positions; and (v) representation of the less represented gender.

- e) periodically and, in any case, at least once a year, analyses the identification of the strategic investee companies and, where deemed appropriate, makes proposals to the Board of Directors.
- f) examines the candidacies for the appointment of the Senior Vice President of Internal Audit, giving the Board of Directors its opinion; the review of the candidacies is carried out, where deemed appropriate, in meetings with the candidates held by the Chairman together with the Chairman of the Control, Risk and Related Party Transactions Committee. The Chairman of the Board of Statutory Auditors is invited to these meetings.
- g) it prepares and proposes:
 - 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;
- h) it examines and assesses the methodologies that govern the preparation of succession plans of executives with strategic responsibilities of the Company.

3.2. The Executive Vice President Human Resources & Organization shall conduct preparatory research and, upon invitation of the Chairman, take part in meetings relating to Article 3.1, letters b), c), d), f) and h).

The General Counsel shall conduct preparatory research and, upon invitation of the Chairman, take part in meetings relating to Article 3.1, letters a), c), e) and g).

3.3. The Committee reports to the Board, at least once every six months and no later than the latest date for the approval of the annual and six-monthly financial report, on the activities it has carried out, 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 information and consult the company departments 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 related 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.

The call notice and the documentation made available to the Committee are uploaded to the Company's digital portal where they can be accessed, in order to ensure the confidentiality of the information and data transmitted.