

REGULATIONS OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE

(“ESG”) COMMITTEE

OF SNAM S.P.A.

These Regulations, approved by the Board of Directors on 12 June 2019 and later amended on 11 October 2021, govern the composition and appointment, method of operation, duties, powers and means of the Environmental, Social and Governance Committee of Snam S.p.A. (the “**ESG 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 New Corporate Governance Code of Listed Companies approved by the Corporate Governance Committee, in the *pro tempore* applicable version (the “**New 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 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 of the Committee 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 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 within 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 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.

2.8. 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 shall conduct preliminary investigations for the Board of Directors and provide it with advice and recommendations in order to promote 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) monitor 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) prepare the board review activities, submitting the relative proposals to the Board of Directors;
- c) 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;
- d) draw up and propose diversity policies to the Board of Directors as specified in letter (d-bis) of article 123-bis of the CLF;
- e) examine the Company's policies on human rights, business ethics and integrity, diversity and inclusion.

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 business plan, and in particular it examines:

- a) the policies to integrate environmental, social and governance issues into the business model, including through the analysis of the relative KPIs;
- b) the initiatives undertaken by the Company to address issues raised by climate change and the relative reporting;
- c) the approaches, objectives and consequent processes regarding sustainability and the sustainability reporting submitted annually to the Board of Directors (including the non-financial statement);

- d) 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;
- e) proposals and/or opinions relating to the definition and calculation of performance targets which include indicators relating to ESG factors, in coordination with the Compensation Committee;
- f) the profit and not-for-profit strategy of the company and the Company's gas & energy transition advocacy initiatives;
- g) 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;
- h) the sustainable finance initiatives.

The Committee, in addition, shall express, at the request of the Board, an opinion on other sustainability questions.

3.3 The Committee, finally, shall monitor:

- the positioning of the Company with respect to the financial markets on sustainability issues, with particular reference to the Company's placement in the ethical sustainability indices;
- international initiatives on environmental, social and governance matters and the Company's participation in them, in order to consolidate the company's international reputation.

3.4 The Chairman 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 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.