



Head office: Piazza Santa Barbara 7, San Donato Milanese (MI)
Company Share Capital: € 1,956,445,600.00, fully paid-up
Milan Companies Register - Tax Identification Number - VAT Number 13271390158
R.E.A. Milan 1633443

A subsidiary of Eni S.p.A.

Notice of Extraordinary Shareholders' Meeting

Shareholders of Snam Rete Gas S.p.A. are hereby invited to attend the Extraordinary Shareholders' Meeting, which will be held at the company's head office at Piazza Santa Barbara no. 7, San Donato Milanese (Milan) on March 17 and 18, 2009 at 9:30 a.m. (CET) on first and second call, respectively, to discuss and decide upon the following

Agenda

1. Delegation of authority to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital through contribution in cash, by way of a divisible increase, for a maximum amount of euros 3,500,000,000.00

Participation in the Shareholders' Meeting

In order to attend the Meeting, communication issued by an authorized financial intermediary at least two working days before the date of the first call of the Meeting will be required.

Addition of items to the Agenda on Shareholders' request

Pursuant to article 11 of the by-laws, within five days of the date of publication of the notice of the Meeting, shareholders severally or jointly representing at least one fortieth of share capital can submit a request to add items to the Agenda. The proposed items must be set forth within the request. Integration is not allowed on items on which the Meeting resolves, pursuant to the applicable law, upon the proposal of the Directors or on the basis of a project or report prepared by the latter. Notification of the integrations accepted by the Board of Directors is given at least ten days before the date set for the Meeting, via a notice published according to the same procedures indicated in article 11 of the by-laws.

Vote by proxy

In order to simplify controls of powers entitling participation to the EGM, those who wish to take part in the Meeting as representatives of Shareholders, or other entitled parties, are invited to send Snam Rete Gas S.p.A.'s Corporate Secretary the deeds demonstrating their entitlement by mail (a copy is acceptable) or by fax + 39 02 52069232 at least two days before the date of the Meeting on first call.

Information to the Shareholders

The Board of Directors' report on the proposal regarding the item on the Agenda shall be deposited at the company's head office and at the Borsa Italiana S.p.A. (www.borsaitaliana.it) by February 27, 2009 and shall be available to the Shareholders until the date set for the Meeting.

Experts, financial analysts and journalists wishing to attend the Shareholders' Meeting must send a request to Snam Rete Gas S.p.A.'s Corporate Secretary by mail or by fax at least two days before the date of the Meeting on first call.

In order to facilitate admission procedures, Shareholders are kindly requested to arrive at the Meeting well in advance of the starting time of the Meeting. Registration for the Meeting will take place at the same venue as the Meeting and will start at 8:30 a.m. (CET).

Due to the Company's capital shareholdings, the Shareholders' Meeting is expected to be held on first call.

Snam Rete Gas S.p.A.'s Corporate Secretary is available for any further information at the following numbers: Tel. +39 02 52069235; Fax +39 02 52069232 and at the email address: segreteria@societaria@snamretegas.it

The report of the Board of Directors on the proposal regarding the item on the Agenda, as well as this Notice will be available on www.snamretegas.it

for THE BOARD OF DIRECTORS
The Chairman
Mr. Alberto Meomartini