

SNAM RETE GAS S.p.A.

ORDINARY SHAREHOLDERS' MEETING OF 13 AND 14 APRIL 2011 ON FIRST AND SECOND CALL

Agenda

1. Company financial statements of Snam Rete Gas S.p.A. as at 31 December 2010. Consolidated financial statements as at 31 December 2010. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related approvals.
2. Allocation of the period profits and dividend distribution.
3. Amendments to the '*Snam Rete Gas S.p.A. Shareholders' Meetings Regulation*'.

Directors' Report on proposals relating to the item 3 on the agenda of the Shareholders' Meeting

Amendments to the “*Snam Rete Gas S.p.A. Shareholders' Meetings Regulation*”

“Dear Shareholders,

Following the new provisions introduced by Legislative Decree No. 27 of 27 January 2010 "*Enactment of Directive 2007/36/EC, concerning the exercise of some rights of shareholders of listed companies*" and the amendments to the Bylaws approved by the Extraordinary Shareholders' Meeting of 27 April 2010, we propose to update the provisions contained in the "*Regulation of Shareholder Meetings of Snam Rete Gas S.p.A.*", approved by the Ordinary Shareholders' Meeting of 27 July 2001.

In particular, we propose to:

- Amend Articles 1, 3, 4, 5, 7, and 8 of the Regulation, updating them to Article 10 of the Bylaws, which incorporates the provisions contained in current regulations concerning the right to participate and to vote in the Shareholders' Meeting, pursuant to: (i) Article 2370 of the Italian Civil Code, pursuant to which "*those who hold voting rights*" may participate in the Shareholders' Meeting; (ii) Article 83-*sexies* paragraph 2 of Legislative Decree No. 58/98 (T.U.F.), according to which those who possess the right to vote "*as at the close of business of the seventh market trading day before the date set for the Meeting on first or only call*" are eligible to participate in the Shareholders' Meeting.
- Amend Article 7 of the Regulation with reference to Article 127-*ter* of Legislative Decree No. 58/98 (T.U.F.) concerning the right to submit

questions before the Shareholders' Meeting, which provides that, *"Shareholders may submit questions concerning items on the agenda before the Shareholders' Meeting. Questions arriving before the Shareholders' Meeting will be answered no later than during the Meeting. The Company may provide a single response to questions having the same content. No answer will be provided when the information requested is already available in FAQ format in the appropriate section of the Company website"*.

Finally, we draw your attention to the amendments to Article 1, which makes the provisions of the Regulation available also on the Company website, and Articles 2 and 5, which correct references to the Bylaws following renumbering of the articles as well as changes in form.

Dear Shareholders,

you are invited to approve the proposed amendments to the *"Regulation of Shareholder Meetings of Snam Rete Gas S.p.A."* in the wording shown here alongside the current wording.

CURRENT TEXT	PROPOSED TEXT
<p style="text-align: center;">ARTICLE 1 <u>APPLICATION</u></p> <p>1. Ordinary and Extraordinary Shareholders' Meetings (the "Meetings" or the "Meeting") of Snam Rete Gas S.p.A., a company incorporated under the Italian law with Registered Office in San Donato Milanese, Piazza Santa Barbara n. 7, are held pursuant to</p>	<p style="text-align: center;">ARTICLE 1 <u>APPLICATION</u></p> <p>1. Ordinary and Extraordinary Shareholders' Meetings (the "Meetings" or the "Meeting") of Snam Rete Gas S.p.A., a company incorporated under the Italian law with Registered Office in San Donato Milanese, Piazza Santa Barbara n. 7, are</p>

<p>the norms set forth by this Regulation.</p> <p>2. The Regulation approved by the Ordinary Shareholders' Meeting held on July 27, 2001, is at the Shareholders' disposal at the Company Registered Office and in the locations of the Shareholders' Meeting.</p>	<p>held pursuant to the norms set forth by this Regulation.</p> <p>2. The Regulation approved by the Ordinary Shareholders' Meeting held on July 27, 2001, is at disposal of the Shareholders' and those eligible to participate in the Meeting and to vote at the Company Registered Office, on the Company website and in the locations of the Shareholders' Meeting.</p>
<p style="text-align: center;"><u>ARTICLE 2</u> <u>PARTICIPATION TO THE MEETINGS</u></p> <p>1. Pursuant to Article 12 of Snam Rete Gas By-Laws (the "By-Laws"), participation in the shareholders' Meetings is governed by the current legislation, by the By-Laws and by the instructions contained in the notice convening the Meeting.</p> <p>2. Subject to a request to be delivered to Snam Rete Gas Corporate Secretary (the "Secretary") according to the provisions set forth in the Notice at least two days before the relevant Meeting, and subject to the consent of the Chairman of the Meeting (the "Chairman"), financial analysts, experts, journalists and representatives of Snam Rete Gas Independent Auditors (the "Analysts") are allowed to attend the Meeting.</p> <p>3. If deemed useful by the Chairman</p>	<p style="text-align: center;"><u>ARTICLE 2</u> <u>PARTICIPATION TO THE MEETINGS</u></p> <p>1. Pursuant to Article 10.1 of Snam Rete Gas By-Laws (the "By-Laws"), participation in the shareholders' Meetings is governed by the current legislation, by the By-Laws and by the instructions contained in the notice convening the Meeting.</p> <p>2. Subject to a request to be delivered to Snam Rete Gas Corporate Secretary (the "Secretary") according to the provisions set forth in the Notice at least two days before the relevant Meeting, and subject to the consent of the Chairman of the Meeting (the "Chairman"), financial analysts, experts, journalists and representatives of Snam Rete Gas Independent Auditors (the "Analysts") are allowed to attend the Meeting.</p> <p>3. If deemed useful by the Chairman</p>

<p>for the correct course of the Meeting, also in relation to the items in the Agenda, employees of the Company and its subsidiaries (the "Employees") may attend the Meeting.</p>	<p>for the correct course of the Meeting, also in relation to the items in the Agenda, employees of the Company and its subsidiaries (the "Employees") may attend the Meeting.</p>
<p style="text-align: center;"><u>ARTICLE 3</u> <u>CONTROL OF THE CONDITIONS ALLOWING PARTICIPATION TO THE MEETINGS</u></p> <ol style="list-style-type: none"> 1. Procedures for identification of persons wishing to attend the Meeting and controls of powers entitling their participation take place at the same location of the Meeting and begin an hour before the Meeting itself. 2. In order to simplify the aforementioned controls, those who intend to participate to the Meeting as legal or voluntary representatives of Shareholders and others entitled, are requested to deliver to the Corporate Secretary the deeds entitling them to participate to the Meeting according to the provisions set forth in the Notice two days before the date of the Meeting. 	<p style="text-align: center;"><u>ARTICLE 3</u> <u>CONTROL OF THE CONDITIONS ALLOWING PARTICIPATION TO THE MEETINGS</u></p> <ol style="list-style-type: none"> 1. Procedures for identification of persons wishing to attend the Meeting and controls of powers entitling their participation and voting rights take place at the same location of the Meeting and begin an hour before the Meeting itself. 2. In order to simplify the aforementioned controls, those who intend to participate to the Meeting as legal or voluntary representatives of those eligible to participate in the Meeting and to vote, are requested to deliver to the Secretary the deeds entitling them to participate to the Meeting according to the provisions and within the deadlines set forth in the Notice convening the Meeting.
<p style="text-align: center;"><u>ARTICLE 4</u> <u>ADMITTANCE TO THE MEETING</u></p> <ol style="list-style-type: none"> 1. Subject to the execution of the identification and control procedures set forth in Article 2, of the Regulation, persons are entitled 	<p style="text-align: center;"><u>ARTICLE 4</u> <u>ADMITTANCE TO THE MEETING</u></p> <ol style="list-style-type: none"> 1. Subject to the execution of the identification and control procedures set forth in Article 2, of the Regulation, persons are

<p>to enter the Meeting room. As soon as the identification procedures are completed, each Shareholder or his representative (the "Shareholders" or the "Shareholder"), Employees and Analysts is given a badge to be worn until they leave the Meeting.</p> <p>2. Shareholders wishing to leave the Meeting must contact the Meeting staff.</p> <p>3. Unless otherwise provided by the Chairman, and notwithstanding the provisions applicable pursuant to Article 5 of the Regulation, the use of recorders, cameras and similar instruments is not allowed in the location of the Meeting.</p>	<p>entitled to enter the Meeting room. As soon as the identification procedures are completed, those eligible to participate in the Meeting and to vote as well as those mentioned in Article 2 are given a badge to be worn until they leave the Meeting.</p> <p>2. Those eligible to participate in the Meeting and to vote, and their representatives, who wish to leave the Meeting must contact the Meeting staff .</p> <p>3. Unless otherwise provided by the Chairman, and notwithstanding the provisions applicable pursuant to Article 5 of the Regulation, the use of recorders, cameras and similar instruments is not allowed in the location of the Meeting.</p>
<p style="text-align: center;"><u>ARTICLE 5</u> <u>CONSTITUTION AND OPENING</u> <u>OF THE MEETING</u></p> <p>1. The minutes of the Meeting are written down by a secretary, not necessarily chosen among Shareholders, if a Notary public is not appointed. The secretary is appointed by the Shareholders upon proposal of the Chairman. The secretary or the Notary may use reliable staff and recording instruments.</p>	<p style="text-align: center;"><u>ARTICLE 5</u> <u>CONSTITUTION AND OPENING</u> <u>OF THE MEETING</u></p> <p>1. The minutes of the Meeting are written down by a secretary, not necessarily chosen among Shareholders, if a Notary public is not appointed. The secretary is appointed by the Shareholders upon proposal of the Chairman. The secretary or the Notary may use reliable staff and recording instruments.</p>

<ol style="list-style-type: none"> 2. The Chairman may appoint one or more scrutineers, not necessarily chosen among Shareholders, and a Chairmanship Office (the "Office"). 3. In order to assure order in the Meeting, the Chairman may apply to clerks recognisable through specific badges. 4. Pursuant to Article 12 of the By-Laws, the Chairman, also through the scrutineers and the Office, controls the regularity of proxies and the right to attend the Meeting. 5. If the majority of capital necessary for the Meeting to start is not reached, the Chairman adjourns the Meeting to the next call, at least an hour after the time set in the Notice for the beginning of the Meeting. 6. Once the regular constitution has been ascertained, the Chairman opens the Meeting. 	<ol style="list-style-type: none"> 2. The Chairman may appoint one or more scrutineers, not necessarily chosen among Shareholders, and a Chairmanship Office (the "Office"). 3. In order to assure order in the Meeting, the Chairman may apply to clerks recognisable through specific badges. 4. Pursuant to Article 10.4 of the By-Laws, the Chairman, also through the scrutineers and the Office, controls the regularity of proxies and the right to participate and vote in the Meeting 5. If the majority of capital necessary for the Meeting to start is not reached, the Chairman adjourns the Meeting to the next call, at least an hour after the time set in the Notice for the beginning of the Meeting. 6. Once the regular constitution has been ascertained, the Chairman opens the Meeting.
<p style="text-align: center;"><u>ARTICLE 7</u> <u>DISCUSSION</u></p> <ol style="list-style-type: none"> 1. The Chairman illustrates the items in the Agenda also through Directors, Auditors and Employees. The order of the items in the Agenda may be modified through a resolution of the Shareholders' Meeting voted by the majority of the share capital represented in the Meeting. 2. The Chairman directs the Meeting and guarantees fairness in the 	<p style="text-align: center;"><u>ARTICLE 7</u> <u>DISCUSSION</u></p> <ol style="list-style-type: none"> 1. The Chairman illustrates the items in the Agenda also through Directors, Auditors and Employees. The order of the items in the Agenda may be modified through a resolution of the Shareholders' Meeting voted by the majority of the share capital represented in the Meeting. 2. The Chairman directs the Meeting and guarantees fairness in the

discussion and the right to intervene of Shareholders. In view of the foregoing, at the beginning of the Meeting, the Chairman sets the maximum duration of each intervention that may not ordinarily exceed fifteen minutes. The Chairman may: (i) invite to finish interventions if longer than the term set by the Chairman or not pertinent to the items in the Agenda; (ii) avoid clear excesses of Shareholders, also interrupting their interventions; (iii) and in extreme circumstances order that the Shareholder causing such situations leaves the Meeting until the discussion on the item in the Agenda ends.

3. The request of discussion on each item in the Agenda may be presented to the Office from the beginning of the Meeting and until the Chairman opens the discussion on the relevant item. If not otherwise resolved, persons entitled are invited to speak following the order of reservation of their requests. Each Shareholder may intervene only once on each item in the Agenda.

4. If not otherwise resolved, the Chairman, also through Directors, Auditors and Employees, answers to Shareholders at the end of all interventions on each item in the

discussion and the right to intervene of Shareholders. In view of the foregoing, at the beginning of the Meeting, the Chairman sets the maximum duration of each intervention that may not ordinarily exceed fifteen minutes. The Chairman may: (i) invite to finish interventions if longer than the term set by the Chairman or not pertinent to the items in the Agenda; (ii) avoid clear excesses of Shareholders, also interrupting their interventions; (iii) and in extreme circumstances order that the Shareholder causing such situations leaves the Meeting until the discussion on the item in the Agenda ends.

3. The request of discussion on each item in the Agenda may be presented to the Office from the beginning of the Meeting and until the Chairman opens the discussion on the relevant item. If not otherwise resolved, persons entitled are invited to speak following the order of reservation of their requests. Each **person eligible to participate in the Meeting and to vote, or his representatives**, may intervene only once on each item in the Agenda.

4. If not otherwise resolved, the Chairman, also through Directors, Auditors and Employees, answers to Shareholders at the end of all interventions on each item in the

Agenda. In order to answer to the questions, the Chairman may interrupt the Meeting for no longer than two hours. At the end of the answers, the Chairman declares the end of discussion. Shareholders may not reply to the answers received. After the end of the discussion, only brief declarations of vote are allowed.

Agenda. In order to answer to the questions, the Chairman may interrupt the Meeting for no longer than two hours. At the end of the answers, the Chairman declares the end of discussion. Shareholders may not reply to the answers received. After the end of the discussion, only brief declarations of vote are allowed.

When the Shareholders submit questions before the start of the business of the Shareholders' Meeting, which the Company has not answered, the Chairman will arrange to answer during the Meeting, after all the parties taking the floor on each specific item of the agenda have spoken, provided that: (i) the questions are related to the items on the agenda; and (ii) the information requested is not already available in FAQ format in the appropriate section of the Company website. The Company may provide a single response to questions having the same content.

ARTICLE 8

VOTING PROCEDURES

1. The Chairman resolves whether the voting procedures on each item in the Agenda will take place after the discussion on one item only or after the discussion on more than one item.
2. Before the beginning of the voting

ARTICLE 8

VOTING PROCEDURES

1. The Chairman resolves whether the voting procedures on each item in the Agenda will take place after the discussion on one item only or after the discussion on more than one item.
2. Before the beginning of the voting

<p>procedures, upon resolution of the Chairman, Shareholders who have not taken part to the discussion are re-admitted to the Meeting.</p> <ol style="list-style-type: none"> 3. The vote is open. 4. The Chairman regulates the voting procedures and may set a term for the exercise of the voting right. At the end of the voting procedures, the polls take place. Once the poll is over, the Chairman, also through the secretary or the Notary, declares the results to the Meeting. 5. Votes expressed differently from the way set by the Chairman are considered void. 6. Shareholders who vote against or who abstain on a proposal on an item in the Agenda shall give their name to the staff in charge. Once the voting rights have been exercised on each item in the Agenda, the Chairman declares the end of the Meeting. 	<p>procedures, upon resolution of the Chairman, those eligible to participate in the Meeting and to vote, or their representatives who have not taken part to the discussion are re-admitted to the Meeting.</p> <ol style="list-style-type: none"> 3. The vote is open. 4. The Chairman regulates the voting procedures and may set a term for the exercise of the voting right. At the end of the voting procedures, the polls take place. Once the poll is over, the Chairman, also through the secretary or the Notary, declares the results to the Meeting. 5. Votes expressed differently from the way set by the Chairman are considered void. 6. Those eligible to participate in the Meeting and to vote or their representatives who vote against or who abstain on a proposal on an item in the Agenda shall give their name to the staff in charge. Once the voting rights have been exercised on each item in the Agenda, the Chairman declares the end of the Meeting.
---	--

The Chairman of the Board of Directors

Mr. Salvatore Sardo