

Snam S.p.A.
Head Office: Piazza Santa Barbara 7, San Donato Milanese (MI)
Company share capital 3,571,187,994.00 Euros, fully paid-up
Milan Companies Register - Tax Identification Number
VAT Number 13271390158
R.E.A. Milan 1633443
A subsidiary of eni S.p.A.



Call of Shareholders' Meeting

The Extraordinary and Ordinary Meeting of Shareholders of Snam S.p.A. ('Snam' or 'the Company') will be held on 26 and 27 April 2012, on first and second call respectively, at 10:00 a.m. (CET), in San Donato Milanese (Milan), Piazza Santa Barbara, 7, to discuss and resolve on the following

Agenda

Extraordinary Part

1. Amendments to Articles 13 and 20 of the Bylaws of Snam S.p.A.

Ordinary Part

1. Financial statements of Snam S.p.A. as at 31 December 2011. Consolidated financial statements as at 31 December 2011. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions.
2. Allocation of the period profits and dividend distribution.
3. Compensation policy pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998.

Right to attend and to vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, (the 'T.U.F.'): the right to attend the Shareholders' Meeting applies to those on behalf of whom the intermediary – authorized pursuant to applicable regulations – has sent to the Company the statement certifying the ownership of the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on first call (17 April 2012 - *record date*). The notification must be received by Snam by the end of the third trading day (23 April 2012) prior to the date set for the first call of the Shareholders' Meeting. Eligibility to participate and to vote is still certified if the notification is received by Snam after the aforesaid deadlines, as long as it is before the opening of the Shareholders' Meeting. Those who take possession of shares after the *record date* shall not have a right to participate or to vote in the Meeting. You are reminded that the notification to Snam must be made by the intermediary at the request of the party entitled to the right. Holders of voting rights are requested to provide instructions to the intermediary who maintains the associated account, so that the latter may send the previously mentioned notification to the Company. Any requests for prior notification or financial charges for performance required of the intermediary may not be attributed to the Company.

Right to submit questions before the Shareholders' Meeting

Pursuant to Article 127-*ter* of the T.U.F., Shareholders may submit questions about items on the agenda even before the Shareholders' Meeting, having them reach the Company by 24 April 2012. The Company cannot guarantee a response to questions which arrive after that date. Questions may be sent by mail to the following address:

Snam S.p.A.
Legal, Corporate and Compliance Department
(2012 Shareholders' Meeting Questions)
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

or by fax to the Legal, Corporate and Compliance Department of Snam at + 39 02 37037631 or by e-mail to the address segreteria@societaria@snam.it or through the appropriate section of the Company website. The interested parties must provide information and documents certifying ownership of the rights, in accordance with the procedures indicated on the website. Questions received within the above-mentioned date will be answered no later than during the Shareholders' Meeting. The Company will provide a single answer to questions having the same content. No answer will be provided when the information requested is available in FAQ format in the appropriate section of the Company website.

Additions to the Shareholders' Meeting Agenda

Pursuant to Article 126-*bis* of the T.U.F. and Article 9.1 of the Bylaws, shareholders that individually or collectively represent at least one fortieth of the share capital (2.5%) may request, within 10 days of the publication of this notice, an update to the list of items on the agenda, indicating in said request the additional items proposed. The requests must be submitted in writing to the Company's registered office, by recorded delivery with notification of receipt. Also within 10 days of the

publication of this notice, petitioning shareholders must submit a report on the issues which they wish to be discussed. Further information can be found on the appropriate section of the Company website.

Voting by proxy

Pursuant to Article 135-*novies* of the T.U.F. and Article 10.2 of the Bylaws, those holding voting rights may by law be represented in the Shareholders' Meeting. Notification of proxy delegation may be sent to the Company by mail to the address:

Snam S.p.A.
Legal, Corporate and Compliance Department (2012 Shareholders' Meeting Proxy)
Piazza Santa Barbara, 7
20097 San Donato Milanese (MI) – Italy

or by certified e-mail to the address snam.assemblea@pec.snam.it or by e-mail to the address segreteria@societaria@snam.it or by fax to the Legal, Corporate and Compliance Department at + 39 02 37037631. Proxy authorisation and the associated voting instructions may always be revoked. A proxy delegation form is available on the appropriate section of the Company website.

Shareholders' Representative designated by the Company

Pursuant to Article 135-*undecies* of the T.U.F., the Company has designated Georgeson S.r.l. as the party to whom shareholders may freely delegate proxy, with voting instructions on any or all of the proposals in the agenda. In this case, the proxy delegation must be conferred by signing the specific delegation form available on the appropriate section of the Company website and sent using the procedures indicated there, no later than 24 April 2012. Proxy authorisation and the associated voting instructions may be revoked within the previously mentioned deadline. Proxy delegation has no effect with regard to proposals for which voting instructions were not provided. Please consult the appropriate section of the Company website for additional information. Beginning 26 March 2012, the Designated Representative will be available to Shareholders for additional clarification at the toll-free number 800-189038, for those calling from Italy, and number + 39 06 42171800, for those calling from abroad, as well as by e-mail at the address rappresentantesnam@georgeson.com.

Requesting information and Company website

For additional information concerning the Shareholders' Meeting and in particular procedures for exercising rights, please consult the appropriate section of the Company website, www.snam.it, or send an e-mail to the address segreteria@societaria@snam.it. The following are also in operation:

- The toll-free number 800 360 243, for those calling from Italy.
- The phone number + 39 02 37000890.
- The fax number +39 02 37037631.

Disclosure documentation

Documentation related to the items on the agenda, the complete texts of the proposals to be approved, together with illustrative reports, required by current regulations and other information pursuant to Article 125-*quarter* of the T.U.F. will be made available to the public as required by law at the company head office, Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the appropriate section of the Company website.

Other information

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must send an appropriate request to the Legal, Corporate and Compliance Department of Snam by mail or by fax to +39 02 37037631, no later than 24 April 2012.

Parties eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 09:00 a.m. (CET). Considering the composition of the shareholder base of the Company, it is possible that the Extraordinary and Ordinary Shareholders' Meeting will be held on 26 April 2012.

For The Board Of Directors
The Chairman
Mr. Salvatore Sardo