

Reports of the Board of Directors on the proposals relating to items on the agenda of the Shareholders' Meeting

SNAM S.p.A.

**EXTRAORDINARY SHAREHOLDERS' MEETING OF 25, 26 AND
27 MARCH 2013, ON FIRST, SECOND AND THIRD CALL,
RESPECTIVELY
AND ORDINARY SHAREHOLDERS' MEETING OF 25 AND 26
MARCH 2013, ON FIRST AND SECOND CALL, RESPECTIVELY**

**Report of the Board of Directors on the proposals relating to items on
the agenda of the Shareholders' Meeting**

Ordinary Part

Item 1

Financial statements of Snam S.p.A. as at 31 December 2012.

**Consolidated financial statements as at 31 December 2012. Reports of
the Directors, the Board of Statutory Auditors and the Independent
Auditors. Related resolutions.**

Shareholders,

The 2012 financial statements of Snam S.p.A. closed with a profit of € 389,532,575.35 and the consolidated financial statements closed with a net profit of €779 million (€992 million on an adjusted basis) as shown in the document “*2012 Annual Report*”, filed at the registered offices of the Company, Borsa Italiana S.p.A. and on the Company website. Therefore, this report refers to that document.

Shareholders,

Reports of the Board of Directors on the proposals relating to items on the agenda of the Shareholders' Meeting

You are invited to approve the financial statements of Snam S.p.A. as at 31 December 2012, which show a profit of €390 million.

The Chairman of the Board of Directors

Mr. Lorenzo Bini Smaghi