

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**

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the agenda of the Shareholders' Meeting**

Ordinary Part

Item 8

Determination of Directors' remuneration

Shareholders,

In accordance with Article 18.1 of the Bylaws, for the duration of their term in office, directors receive annual compensation set by the ordinary Shareholders' Meeting when the directors are appointed; the remuneration so defined is valid until such time as the Shareholders' Meeting decides otherwise. Board members also receive reimbursement for expenses arising from their duties.

The Board of directors, on the basis of the outcomes of the benchmark analysis regarding the main Italian Companies listed in the FTSEMIB, proposes to confirm the current gross annual compensation due to each

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director for an amount equal to Euro 40,000.00, plus the reimbursement of the expenses.

It is noted that, on 18 April 2008, the Shareholders' Meeting authorised the Board to extend the insurance policy, provided for the management to cover professional risks, to the directors and to the statutory auditors of Snam S.p.A. according to the standard terms and conditions in practice on the insurance market. This policy, which also remains in force for new members of those bodies, provides, overall, for an annual premium and limit of liability of EUR 381,146 and EUR 50 million, respectively.

Shareholders,

You are invited to approve the proposal to fix the annual gross compensation due to each director in €40,000.00, plus reimbursement of the expenses.

The Chairman of the Board of Directors

Mr. Lorenzo Bini Smaghi