

SNAM S.p.A.

ORDINARY SHAREHOLDERS' MEETING OF 27 APRIL 2016

ON SINGLE CALL

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

Item 4

Determination of the number of members of the Board of Directors

Shareholders,

with the Shareholders' Meeting to approve the financial statements as at 31 December 2015, the mandate conferred upon the current Board of Directors of Your Company by the Ordinary Shareholders' Meeting on 26 March 2013 will expire.

According to Article 13, paragraph 1, of the Bylaws, the Board of Directors is composed of no less than five, and not more than nine, members.

The aforementioned Shareholders' Meeting set the number of members of the Board of Directors at nine.

Pursuant to Application Criterion 1.C.1., letter h), of Corporate Governance Code approved by Corporate Governance Committee, to which Snam adheres, the Board of Directors, on the basis of the outcomes of the board evaluation, in view of the corporate bodies' replacement and after consulting the Appointments Committee, has expressed to the Shareholders its guidelines concerning the qualitative/quantitative composition of the new Board. In such guidelines, made available to the public together with the present Report, to which reference should be made, the Board of Directors has expressed its positive evaluation on the number of nine Directors (i.e. the maximum provided by the Bylaws).

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

According to the indications contained in the above said guidelines, the Board of Directors proposes to set the number of directors to be appointed at nine.

Shareholders,

you are invited to approve the proposal to set the number of directors to be appointed at nine.

The Chairman of the Board of Directors

Mr. Lorenzo Bini Smaghi