

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

SNAM S.p.A.

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 18 JUNE 2020

SINGLE CALL

Report by the Board of Directors on the proposals concerning the items on the agenda of the

Shareholders' Meeting

ORDINARY SESSION

Item 2

Allocation of the period profits and dividend distribution

Dear Shareholders,

The Board of Directors proposes that you:

- o approve the financial statements as at December 31, 2017, which show a profit of 816,531,795.17 euros;
- o allocate the profit for the year of 504,196,912.41 euros, remaining after the distribution of an advance on the dividend for the 2019 fiscal year of 0.095 euros per share resolved by the Board of Directors meeting of 13 November 2019, as follows:
 - to the shareholders as a dividend of 0.1426 euros per share to shares in circulation on the coupon payment date, excluding treasury shares in the portfolio on that date, as the balance of the advance on the dividend, attributing the remaining amount to the retained profits from previous years. The dividend related to the 2019 fiscal year therefore, between the advance and the balance, comes to 0.2376 euros per share;
- o pay out the dividend balance of 0.1426 euros per share, starting 24 June 2020, with coupon payment date of 22 June 2020 and record date of 23 June 2020.

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Dear Shareholders,

you are invited to:

- o approve the financial statements as at 31 December 2019, which show a profit of 816,531,795.17 euros;
- o allocate the profit for the year of 504,196,912.41 euros, remaining after the distribution of an advance on the dividend for the 2019 fiscal year of 0.095 euros per share resolved by the Board of Directors meeting of 13 November 2019, as follows:
 - to the shareholders as a dividend of 0.1426 euros per share to shares in circulation on the coupon payment date, excluding treasury shares in the portfolio on that date, as the balance of the advance on the dividend, attributing the remaining amount to the retained profits from previous years. The dividend related to the 2019 fiscal year therefore, between the advance and the balance, comes to 0.2376 euros per share;
- o pay out the dividend balance of 0.1426 euros per share, starting 24 June 2020, with coupon payment date of 22 June 2020 and record date of 23 June 2020.

The Chairman of the Board of Directors

Mr Luca Dal Fabbro