

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

ORDINARY SESSION

Item 5

2020-2022 Long term share incentive plan. Required and consequent resolutions

Dear Shareholders,

With reference to this item on the agenda, you are convened - in accordance with article 114-*bis* of Legislative Decree no. 58 of 24 February 1998, as amended – to discuss and resolve on the proposal for the adoption of a long-term share incentive plan for the period 2020-2022 (the “**Share Plan**”) relating to Snam S.p.A. and its subsidiaries, in accordance with Article 2359 of the Italian Civil Code, to be implemented through the assignment, free of charge, of Company shares in a variable number in connection with the individual attribution and the degree to which the Share Plan performance conditions are achieved. The incentive plan scheme was defined by the Board of Directors, on a proposal from the Compensation Committee, at the meeting held on 18 March 2020.

The features of this plan are described in the information document prepared by the Company in accordance with article 84-*bis* of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, made available to the public at the registered office, on the Company’s website at www.snam.it (in the “*Governance and Conduct*”– “*Shareholders’ Meeting*” Section) and at the authorised storage mechanism “*eMarket Storage*” (www.emarketstorage.com).

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The information document relating to the Share Plan is attached to this report (as an integral and essential part hereof) and its content is therefore understood to be entirely recalled herein.

Proposed resolution

Dear Shareholders,

if you agree with the proposal we have made to you, we submit the following proposed resolution for your approval:

RESOLUTION

“The Shareholders’ Meeting of Snam S.p.A., meeting in ordinary session:

- *having acknowledged the proposal made by the Board of Directors; and*
- *having examined the information document prepared by the Board of Directors in accordance with article 84-bis of the Issuers' Regulations,*

resolves

- *to approve, in accordance with and for the purposes of article 114-bis of the CLF , approving of its motivations, the 2020-2022 Long Term Share Incentive Plan, under the terms and conditions stated in the Information Document attached to the Board of Directors’ explanatory report,*
- *to grant the Board of Directors and/or on its behalf the Chief Executive Officer, with express power to sub-delegate, all the most extensive necessary and appropriate powers to ensure the full and complete implementation of the aforesaid 2020-2022 Long Term Share Incentive Plan, including (by way of example only) powers to:*
 - *to proceed annually, with reference to each three-year cycle envisaged by the 2020-2022 Long-Term Share-Based Incentive Plan, to attribute the incentive to the Chief Executive Officer;*

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- *to annually draft and approve the regulations of the 2020-2022 Long-Term Share-Based Incentive Plan with reference to each three-year cycle and to make any changes and/or supplements to such as may be permitted by the Information Document attached to the Report by the Board of Directors;*
- *to identify the beneficiaries based on the criteria established;*
- *to determine any other terms and conditions required for the implementation of the 2020-2022 Long Term Share Incentive Plan, provided that it does not conflict with the terms of this resolution and in compliance with the provisions of the Information Document attached to the Report by the Board of Directors; and*
- *to issue the disclosure to the market, draw up and/or finalise any document that is required or appropriate in relation to the 2020-2022 Long Term Share Incentive Plan, pursuant to the applicable legislative and regulatory provisions, and, in general, to the implementation of this resolution.”*

The Chairman of the Board of Directors

Mr Luca Dal Fabbro