

Snam Rete Gas S.p.A.

Head Office: Piazza Santa Barbara 7, San Donato Milanese (MI) -
Company share capital 3,571,187,994.00 Euros, fully paid-up
Milan Companies Register - Tax Identification Number -
VAT Number 13271390158
R.E.A. Milan 1633443
A subsidiary of Eni S.p.A.

snam rete gas



Call of Shareholders' Meeting

The Ordinary and Extraordinary Meeting of Shareholders of Snam Rete Gas S.p.A. ('Snam' or 'the Company') will convene on 5 and 6 December 2011, on first and second call respectively, at 10:00 a.m. (CET), in San Donato Milanese (MI), Piazza Santa Barbara, 7, to discuss and approve the following

Agenda

Ordinary Part

1. Authorisation, pursuant to Article 12.2 of Bylaws of Snam Rete Gas S.p.A., of the transfer of the gas transportation, dispatching, remote control and metering business to the subsidiary company Snam Trasporto S.p.A.

Extraordinary Part

1. Amendment to Article 1.1 of the Bylaws of Snam Rete Gas S.p.A.

Verification of eligibility to participate and to vote in the Meeting

Pursuant to Article 83-sexies of the Legislative Decree No. 58 of 24 February 1998, (the 'T.U.F.'), those whose duly empowered (in accordance with applicable regulation) representatives have sent a notification attesting to their possession of the right to participate in the Meeting by the close of business on 24 November 2011 (record date) will be certified as eligible to participate in the Meeting. The notification must reach Snam by the end of the third market trading day (30 November 2011) before the date set for the first call of the Meeting. Eligibility to participate and to vote is still certified if the notification reaches Snam after the aforesaid deadlines, as long as it is before the beginning of the business of the Meeting. Those who take possession of shares after the record date shall not have the right to participate or to vote in the Meeting. You are reminded that the notification to Snam must be made by the intermediary at the request of the person entitled to the right. Holders of voting rights are requested to provide instructions to the intermediary that holds the associated account, so that the latter may send the previously mentioned notification to the Company. Any requests for prior notification or financial charges for performance required of the intermediary may not be charged to the Company.

Right to submit questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the T.U.F., Shareholders may submit questions on the items in the agenda even before the Shareholders' Meeting, as long as they are received by the Company by 2 December 2011. The Company cannot guarantee a response to questions which arrive after that date. Questions may be sent by mail to the following address:

Snam Rete Gas S.p.A.

Legal and Corporate Affairs Department (2011 Shareholders' Meeting Questions)

Piazza Santa Barbara, 7

20097 San Donato Milanese (MI) - Italy

or by fax to the Legal and Corporate Affairs Department of Snam at + 39 02 52067631 or by e-mail to the address segreteriaassociataria@snamretegas.it or through the appropriate section of the Company website. Persons interested must provide information and documents certifying the ownership of the rights, according to the procedures indicated on the website. Questions arriving before the above-mentioned date will be answered no later than during the Shareholders' Meeting. The Company will provide a single answer to questions having the same content. No answer will be provided if the information requested is already available in FAQ format in the dedicated section of the Company website.

Additions to the Shareholders' Meeting Agenda

Pursuant to Article 126-bis of the T.U.F. and Article 9.1 of the Bylaws, shareholders that individually or collectively represent at least one fortieth (2.5%) of the share capital may request, within 10 days of the publication of this notice, an update to the list of items on the agenda, indicating in said request the additional items proposed. The requests must be submitted in writing to the company's registered office, by recorded delivery with notification of receipt. Within 10 days of the publication of this notice, petitioning shareholders must submit a report on the issues which they wish to be discussed. Further information can be found on the section of the Company website.

Voting by proxy

Pursuant to Article 135-novies of the T.U.F. and Article 10.2 of the Bylaws, those holding voting rights may by law be represented in the Shareholders' Meeting. Notification of the proxy delegation may be sent to the Company by mail to the address:

Snam Rete Gas S.p.A.

Legal and Corporate Affairs Department (2011 Shareholders' Meeting Proxy)

Piazza Santa Barbara, 7

20097 San Donato Milanese (MI) - Italy

or by certified e-mail to the address snamretegas.assemblea@pec.eni.it or by e-mail to the address segreteriaassociataria@snamretegas.it or by fax to the Legal and Corporate Affairs Department at + 39 02 52067631. Proxy authorisation and the associated voting instructions may always be revoked. A proxy delegation form is available on the appropriate section of the Company website.

Shareholders' Representative designated by the Company

Pursuant to Article 135-undecies of the T.U.F., the Company has appointed Georgeson S.r.l. as the representative (the "Designated Representative") to whom shareholders may freely delegate proxy, with voting instructions on any or all of the proposals on the items in the agenda attached to it. The proxy delegation must be conferred by signing the specific delegation form available on the appropriate section of the Company website. The form shall be sent according to the procedures described there, no later than 2 December 2011. The proxy authorisation and the attached voting instructions may be withdrawn within the previously mentioned deadline. The proxy delegation has no effect with regard to proposals for which voting instructions have not been provided. Please consult the appropriate section of the Company website for additional information. Beginning on 4 November 2011, the Designated Representative will be available to Shareholders for additional information at the toll-free number 800-189038, for those calling from Italy, and number + 39 06 42171800, for those calling from abroad, as well as by e-mail at the address rapresentantesnam@georgeson.com.

Requesting information and the Company website

For additional information concerning the Shareholders' Meeting and in particular procedures for exercising rights, please consult the appropriate section of the Company website, www.snamretegas.it, or send an e-mail to the address segreteriaassociataria@snamretegas.it. The following telephone and fax numbers are also available:

- The toll-free number 800 360 243, for those calling from Italy.
- The phone number + 39 02 37000890.
- The fax number +39 02 52067631.

Disclosure documentation

The complete texts of the proposals to be approved, together with illustrative reports, related to the items in the agenda, required by current regulations and other information pursuant to Article 125-quater of the T.U.F. will be made available to the public as required by law at the company head office, Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the appropriate section of the Company website.

Other information

Experts, financial analysts and journalists who intend to attend the Shareholders' Meeting must send an appropriate request to the Legal and Corporate Affairs Department of Snam by mail or by fax to +39 02 52067631, no later than 2 December 2011.

Parties eligible to participate in the Shareholders' Meeting are invited to report before the scheduled start of the Shareholders' Meeting, in order to facilitate admission operations. Registration operations will be carried out at the venue of the Shareholders' Meeting, beginning at 09:00 a.m. (CET). Considering the composition of the Company shareholdings, it is possible that the Shareholders' Meeting will be held on 5 December 2011.

for the BOARD OF DIRECTORS

The Chairman

Mr. Salvatore Sardo