

# 2024 REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

Energy infrastructure  
for a sustainable future





**Snam** is a leading European operator in gas infrastructure, specialized in Transportation, with a network exceeding 40,000 km across Italy and abroad; in Storage, holding one-sixth of the European Union's entire storage capacity; and in Regasification, where today it ranks as the third largest European player, managing (or co-managing) an estimated annual capacity of 28 billion cubic metres, including the Ravenna LNG plant. Snam's long-term ambition is to develop and strengthen *energy infrastructure for a sustainable future*, positioning itself as a multi-molecule operator at both national and European levels. The company prioritizes transformative innovation and all-round sustainability as its key strategic levers, enhancing the role of gas as a transition vector. Snam is among the top listed Italian companies by market capitalisation and is committed to continuous growth in sustainable finance.

With 80 years of experience in building and managing infrastructure, Snam ensures security of supply and supports the energy transition through investments in green gas (biomethane and hydrogen), energy efficiency, and Carbon Capture and Storage (CCS) technology. The company also fosters new green spaces via a benefit corporation dedicated to urban reforestation projects.

Compared to 2022, Snam has already reduced direct greenhouse gas emissions by 28% and is setting the next targets of 40% in 2030 and 50% in 2032, in order to achieve carbon neutrality (100%) by 2040 and Net Zero for all emissions, including those of associated companies and suppliers, by 2050. These ambitious goals, outlined in the Group's Transition Plan, are complemented by Snam's commitment to protecting biodiversity and regenerating natural capital.

The company's culture focuses on sustainable growth, transparency, valuing new generations, talent and diversity, along with social promotion and development of local communities.



# 2024 REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE



Pursuant to Article 123-bis  
of Legislative Decree  
No. 58 of 24 February 1998.

Issuer: Snam S.p.A.  
(traditional management  
and control model)

Website: [www.snam.it](http://www.snam.it)

Year to which the Report  
refers: 2024

Date of approval  
of the Report: 19 March 2025



# INTRODUCTION

Information on the corporate governance system and ownership structure of Snam S.p.A. (“Snam” or the “Company”) contained in this Report refer, unless otherwise expressly indicated, to the 2024 financial year, except as provided for in Section V in respect of any changes occurring after the end of the financial year.

Since its listing in 2001 on the mercato telematico azionario (now Euronext Milan), organised and managed by Borsa Italiana, Snam has been compliant with the recommendations of the Corporate Governance Code – lastly amended in January 2020 – in its various successive versions published over time. Annex 1 of Section VI – Summary Tables, contains a checklist for identifying the sections of the Report which indicate whether or not Snam applies each principle and recommendation of the Corporate Governance Code.

## Contacts

Snam values discussion with its stakeholders, including investors, and aims to establish a constructive dialogue to ensure constant improvement in Snam’s entity in multiple respects; therefore, it invites readers to use the contact details specified below for clarifications or requests for information related to this document:

## Legal, Governance, Compliance & ERM

Tel: +39 02.3703.7435

Fax: +39 02.3703.7631

## Corporate Affairs

segreteria.societaria@snam.it

- 1 Pursuant to Article 123-bis, paragraphs 1, 2 and 3 of Legislative Decree No. 58 of 24 February 1998.
- 2 The adoption of the Corporate Governance Code is voluntary and issuers may decide not to apply all or part of its recommendations. However, the reasons for any non-application must be indicated in the report on corporate governance, in accordance with the comply-or-explain principle set forth in Article 123-bis, paragraph 2, lett. a), of the Consolidated Financial Act and in the same Corporate Governance Code.



# GLOSSARY

**ARERA:** Autorità di Regolazione per Energia Reti e Ambiente (the Italian Regulatory Authority for Energy, Networks and Environment).

**Borsa Italiana:** Borsa Italiana S.p.A.

**Corporate Governance Code:** corporate governance code approved in January 2020 by the Corporate Governance Committee, promoted by Borsa Italiana, ABI, ANIA, Assogestioni, Assonime and Confindustria. The text is available at: <https://www.borsaitaliana.it/commitato-corporate-governance/codice/2020-eng.en.pdf>.

**CRRPTC:** Control and Risk and Related-Party Transactions Committee.

**SETSC:** Sustainability and Energy Transition Scenarios Committee.

**ACC:** Appointments and Compensation Committee.

**Consob:** Commissione Nazionale per le Società e la Borsa (the Italian National Stock Exchange Supervisory Commission).

**Subsidiaries (or “Controlled Companies”):** the following companies are, directly or indirectly, subsidiaries of Snam as of the date of this Report: Snam Rete Gas S.p.A.; Stoccaggi Gas Italia S.p.A. – Stogit; Infrastrutture Trasporto Gas S.p.A.; Snam International B.V.; Arbolia S.r.l. Società Benefit; Gasrule Insurance DAC; Enura S.p.A.; Greenture S.p.A.; Bioenerys S.r.l.; Renovit S.p.A.; Cubogas S.r.l.; Bioenerys Agri S.r.l.; Govone Biometano S.r.l.; Società Agricola SQ Energy S.r.l.; Società Agricola Sangiovanni S.r.l.; Società Agricola GBE Gruppo Bio Energie S.r.l.; Società Agricola Zoppola Biogas S.r.l.; Società Agricola T4 Energy S.r.l.; Società Agricola La Valle Green Energy S.r.l.; Società Agricola Carignano Biogas S.r.l.; Emiliana Agro-

energia Società Agricola S.r.l.; BYS Società Agricola Impianti S.r.l.; IES Biogas S.r.l. (Argentina) in liquidazione; Enersi Sicilia S.r.l.; Zibello Agroenergie Società Agricola S.r.l.; Biogas Brusio Società Agricola a R.L.; MST S.r.l.; Moglia Energia Società Agricola a R.L.; MZ Biogas Società Agricola a R.L.; Maiero Energia Società Agricola a R.L.; Società Agricola Agrimetano Ro S.r.l.; Società Agricola Agrimetano Pozzonovo S.r.l.; Renovit Business Solutions S.r.l.; RENPV S.r.l.; T.lux S.r.l.; Snam Gas & Energy Services (Beijing) Co. Ltd.; Snam Energy Services Private Limited; Bioenerys Ambiente S.r.l.; BYS Ambiente Impianti S.r.l.; Biowaste CH4 Legnano S.r.l.; CH4 Energy S.r.l.; Renovit Public Solutions S.p.A.; Renovit Building Solutions S.p.A.; RENPV1 S.r.l.; RENPV2 S.r.l.; RENPV3 S.r.l.; RENPV4 S.r.l.; RENPV5 S.r.l.; RENPV6 S.r.l.; RENPV7 S.r.l.; RENPV8 S.r.l.; RENPV9 S.r.l.; RENPV10 S.r.l.; Asset Company 2 S.r.l.; Asset Company 9 S.r.l.; Asset Company 10 S.r.l.; Asset Company 12 S.r.l.; Snam FSRU Italia S.r.l.; New Energy Carbon Capture & Storage S.r.l.

**Financial Reporting Officer:** Financial Reporting Officer pursuant to Article 154-*bis* of the Consolidated Financial Act.

**Legislative Decree No. 231 of 2001:** Legislative Decree No. 231 of 8 June 2001, “*Rules governing administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000*”.

**Issuer, Snam or the Company:** Snam S.p.A.

**ESRS:** the sustainability reporting standards defined in the Commission Delegated Regulation (EU) 2023/2770 of 31 July 2023.

**Group or Snam group:** Snam and its Subsidiaries.

**231 Model:** the organisation, management and control model adopted by Snam pursuant to the Italian legislation on the “*liability of entities for administrative*

*offences relating to crimes*” contained in Legislative Decree No. 231 of 2001.

**Unbundling Regulations:** European and national provisions on functional and/or ownership unbundling that apply to all operators in the electricity and natural gas sectors. Specifically: Directive 2009/73/EC, Legislative Decree No. 93 of 1 June 2011, and the Prime Ministerial Decree of 25 May 2012, as amended by the Prime Ministerial Decree of 15 November 2019, containing “*Criteria, terms and conditions for the adoption of the ownership unbundling model of the company Snam S.p.A. pursuant to Article 15 of Law No. 27 of 24 March 2012*”. Most recently, the Directive 2024/1788 and the Regulation 2024/1789 (Package on Decarbonisation of Gas and Hydrogen) were adopted at the European Union level in May 2024.

**Supervisory Body:** the supervisory body established pursuant to Legislative Decree No. 231 of 2001.

**2025 Corporate Governance Recommendations:** the recommendations of the Chair of the Corporate Governance Committee contained in the letter of 17 December 2024 and circulated to the Chairs of the Boards of Directors of listed companies.

**Issuers Regulations:** regulations issued by Consob by means of Resolution No. 11971 of 14 May 1999, as subsequently amended and modified, relating to issuers.

**Related Parties Transaction Regulations:** regulations issued by Consob by means of Resolution No. 17221 of 12 March 2010, as subsequently amended and modified, concerning related-party transactions.

**Report:** this report on corporate governance and ownership structure approved pursuant to Article 123-bis of TUF.

**Sustainability Statement:** the consolidated sustainability statement drawn up pursuant to Legislative

Decree No. 125 of September 6, 2024 and included in a separate section of the Management Report, containing the information necessary to understand the group’s impact on sustainability issues, as well as the information necessary to understand how sustainability issues affect the group’s performance, its results and its situation.

**The Company’s website:** [www.snam.it](http://www.snam.it).

**External Auditors:** Deloitte & Touche S.p.A. (or Deloitte).

**Stakeholders:** refers to, *inter alia*, shareholders, investors, institutions, associations and communities, media, financial community, authorities (including regulatory authorities/bodies), customers, business partners, gas system operators, suppliers, other players and competitors, employees and employees’ representatives.

**Consolidated Financial Act (or “TUF”):** Legislative Decree No. 58 of 24 February 1998, as subsequently amended and modified.



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## SECTION VI SUMMARY TABLES



# SNAM’S REPORTS

By adopting the “Core & More” approach outlined by Accounting Europe, Snam has developed its reporting system in an integrated manner, designed to provide all stakeholders with comprehensive and transparent overview of economic, social, environmental and governance information. This system presents a detailed view of its activities, performance and objectives for the future.

The Core & More approach looks to present corporate reporting effectively by structuring financial and sustainability information according to the needs of different users. The “Core” reports contain the main information of interest for a wide range of stakeholders, while the “More” reports provide additional details for a more limited audience.

CORE



**ANNUAL FINANCIAL REPORT 2024**  
MAGAMENT REPORT  
SUSTAINABILITY REPORTING  
CONSOLIDATED FINANCIAL STATEMENTS  
FINANCIAL STATEMENTS

MORE



**REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE**

Provides detailed information about the Company, its system and its governance structure, shareholder composition, internal control system and related topics.

**REPORT ON THE REMUNERATION POLICY AND COMPENSATIONS PAID**

It illustrates and examines in depth the Policy adopted for the remuneration of Directors and Executives, specifying the purposes, the bodies involved, the procedures used for its adoption and implementation and the compensations paid.

## REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

The Report on Corporate Governance and Ownership Structure 2024 (the “Report”) is intended to be a journey of discovery for Snam, describing the implementation of the Corporate Governance Code, and is mainly concerned, in the respective Sections, with presenting the Company, providing information on its ownership structure, illustrating the structure of the corporate governance system adopted by Snam and illustrating the structure of the internal control and risk management system adopted by the Company. The Report is preceded by an “Executive Summary” specifying the main elements characterising the corporate governance system.

The Report has been prepared in accordance with the “Format for the Report on Corporate Governance and

Ownership Structure” issued by Borsa Italiana S.p.A. (10th Edition of December 2024), the 12th Report on the application of the Corporate Governance Code by the Italian Corporate Governance Committee of Borsa Italiana, “2024 Report on the evolution of corporate governance in listed companies”, and the report entitled “Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024)” of Assonime dated February 2025.

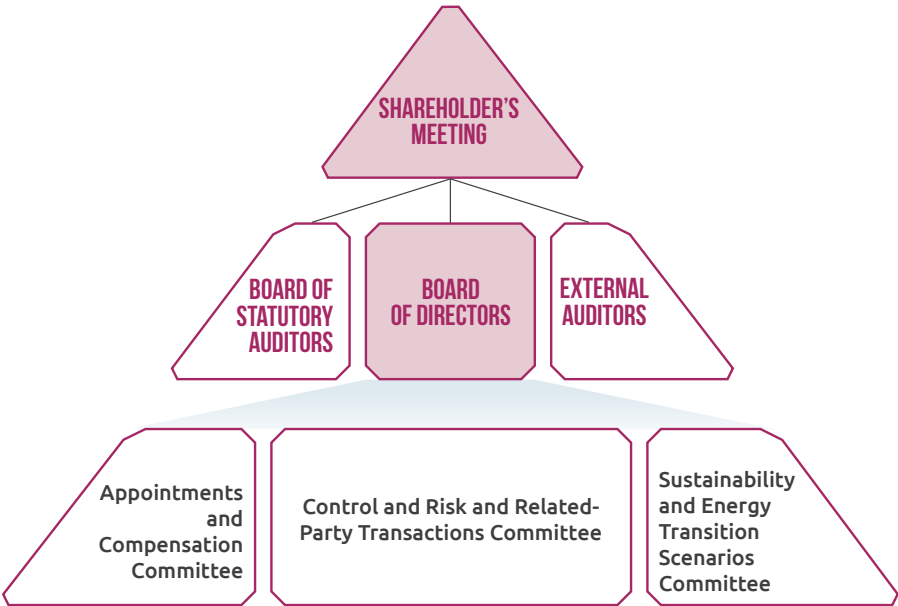
Lastly the Report contains a check-list through which identify the sections of the Report in which it is illustrated, for each principle and recommendation of the Corporate Governance Code, the application or non-application of the same by Snam.





# EXECUTIVE SUMMARY

## CORPORATE GOVERNANCE



## KEY FIGURES

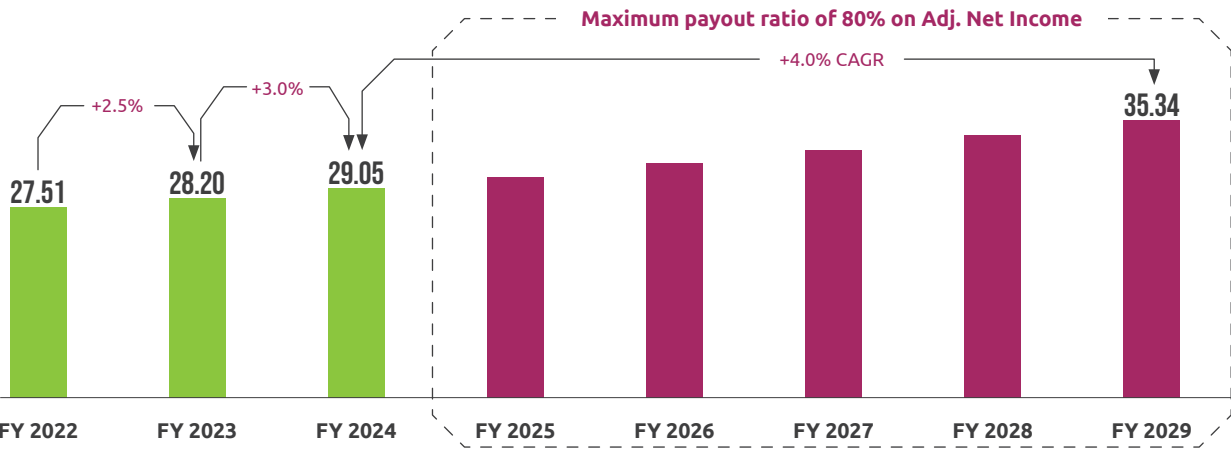
| Data in millions of Euro       | 2022    | 2023   | 2024   | DELTA | Variation % 2024-2023 |
|--------------------------------|---------|--------|--------|-------|-----------------------|
| Total revenues                 | 3,515   | 4,288  | 3,568  | -720  | -16.8                 |
| Operating profit (EBIT)        | 1,328   | 1,271  | 1,676  | 405   | 31.9                  |
| Net profit (a)                 | 671     | 1,135  | 1,259  | 124   | 10.9                  |
| Net debt                       | 11,923  | 15,270 | 16,238 | 968   | 6.3                   |
| Capitalization as of 31/12 (b) | 15,178  | 15,611 | 14,792 | -819  | -5.2                  |
| Employees                      | 3,610   | 3,798  | 3,901  | 103   | 2.7                   |
| Sector                         | Utility |        |        |       |                       |

(a) Entirely attributable to Snam shareholders.  
(b) Product of the number of outstanding shares (exact number) by the official price per share as of 31 December 2024.



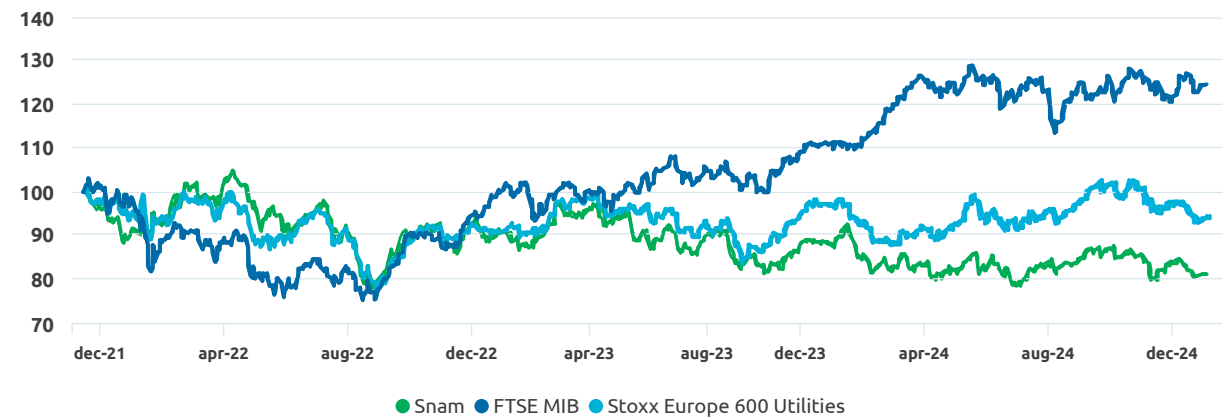
MORE SUSTAINABLE AND OPTIMISED DIVIDEND POLICY

Dividend per Share € cent



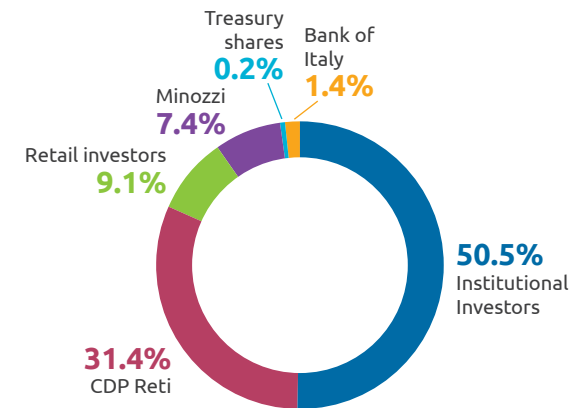
DIVIDEND INCREASING ANNUALLY BY 4% FROM 2024 TO 2029

STOCK PERFORMANCE, 2022-2024

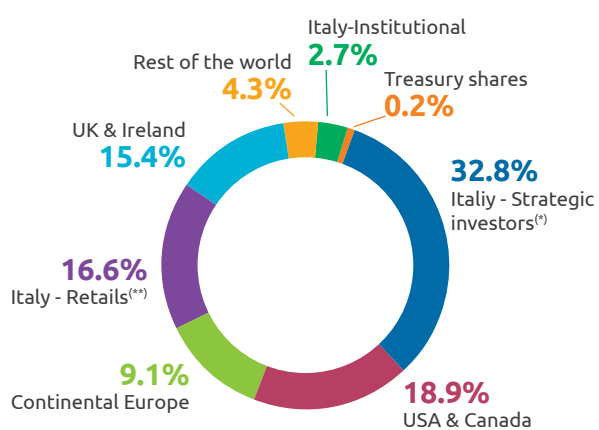


SHAREHOLDING STRUCTURE AND REPRESENTATION (AS OF 31 DECEMBER 2024)

Snam shareholding structure



Shareholdings by geographic areas



\* Italian strategic shareholders include the Bank of Italy and CDP Reti.  
\*\* Italian retail shareholders include the direct and the indirect interest of Minozzi.

OTHER SHAREHOLDING CHARACTERISTICS

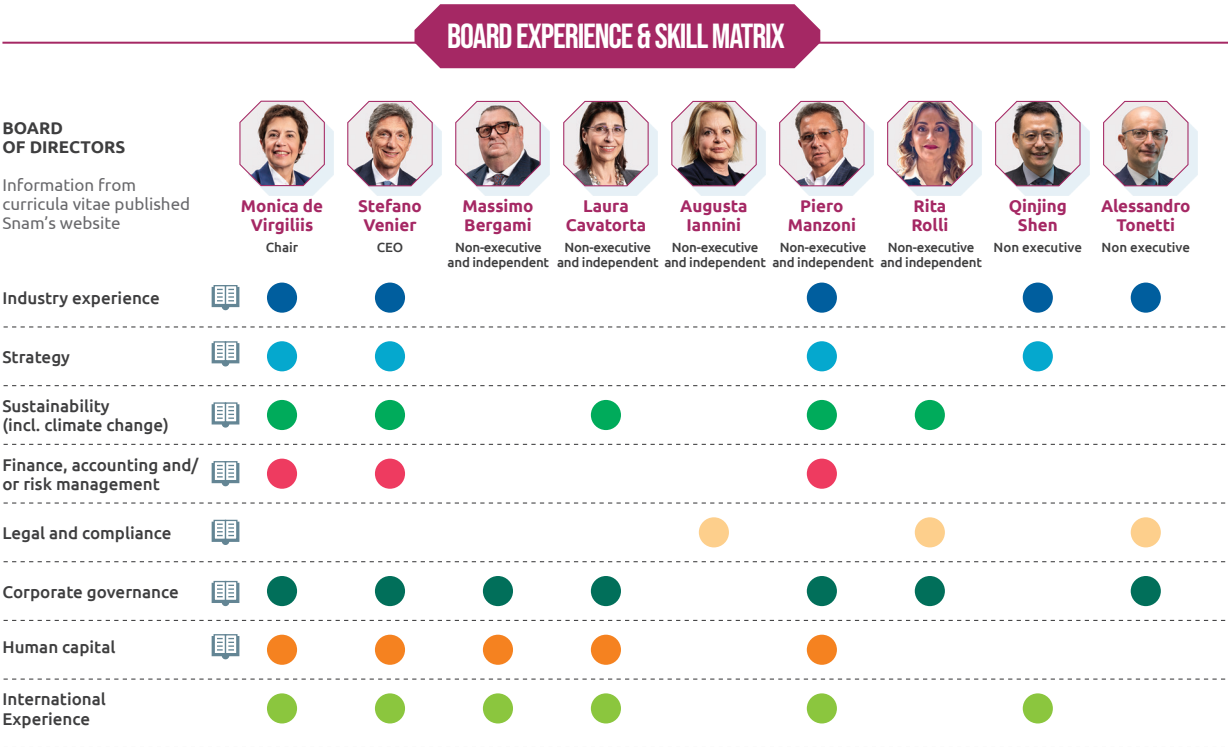
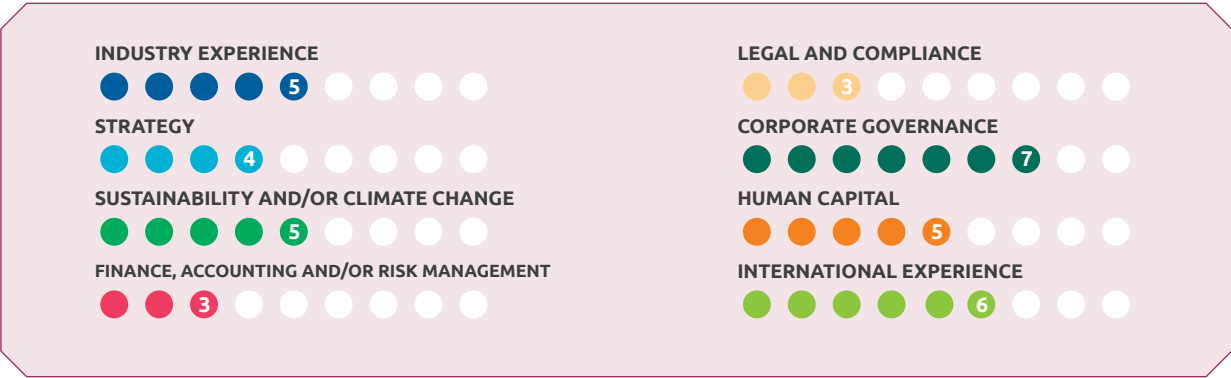
|                                                               | Yes/No | % of the share capital |
|---------------------------------------------------------------|--------|------------------------|
| Shareholders' agreement*                                      | Yes    | 31.352%                |
| Majority voting**                                             | No     |                        |
| Shareholding of the top management                            | Yes    | 0.0110%                |
| Shareholding threshold for the submission of lists            | Yes    | 1%                     |
| Shareholding of Italian institutional and strategic investors | Yes    | 35.5%                  |
| Shareholding of foreign investors                             | Yes    | 47.7%                  |

\* Please refer to Section II par. 7 for further information.  
\*\* Pursuant to Article 127-quinquies of TUF.

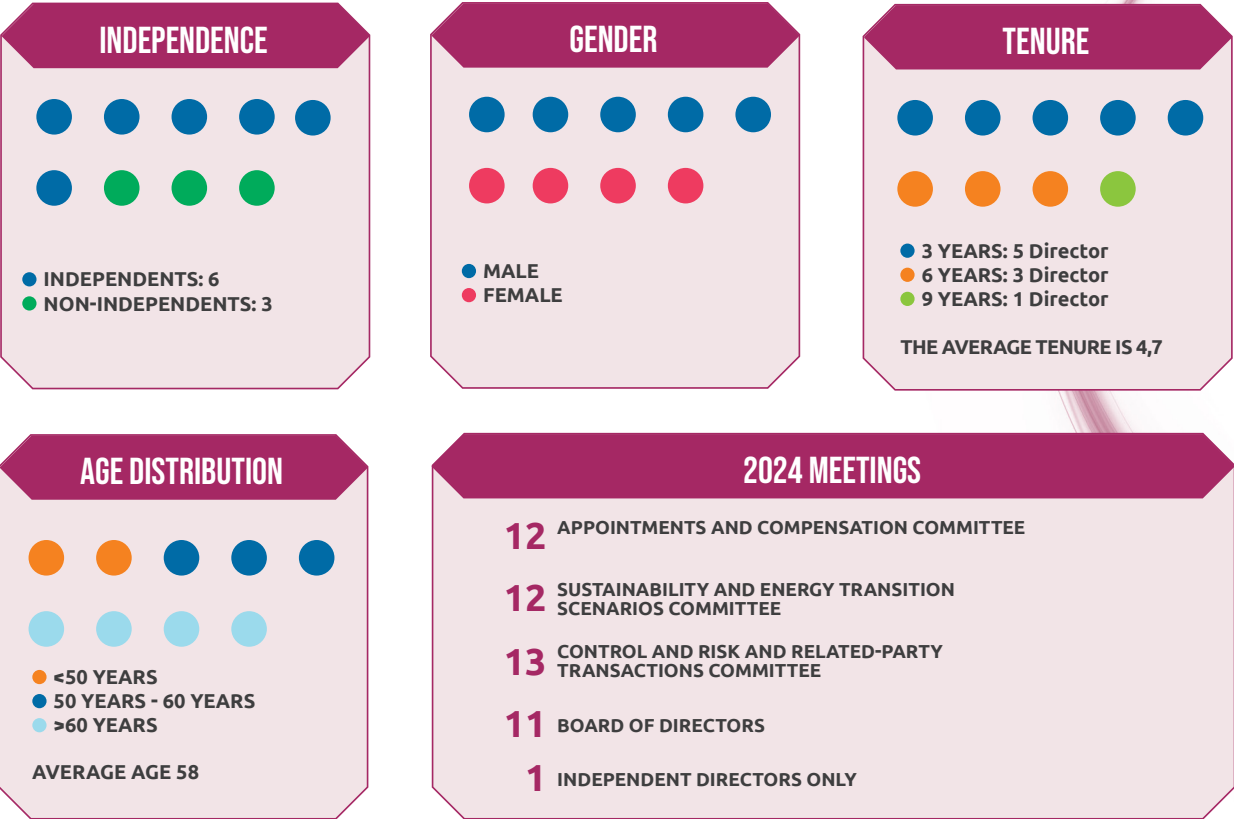
# COMPOSITION OF THE BOARD OF DIRECTORS

| STRUCTURE OF THE BOARD OF DIRECTORS AS OF 31 DECEMBER 2024 |             |                                    |     |        |     |       |
|------------------------------------------------------------|-------------|------------------------------------|-----|--------|-----|-------|
|                                                            | Office held | Role                               | M/m | CRRPTC | ACC | SETSC |
| Monica de Virgilis                                         | Chair       | Independent (pursuant to TUF/Code) | M   |        |     |       |
| Stefano Venier                                             | CEO         | Executive                          | M   |        |     |       |
| Massimo Bergami                                            | Director    | Independent (pursuant to TUF/Code) | M   |        | X   | X     |
| Laura Cavatorta                                            | Director    | Independent (pursuant to TUF/Code) | m   | X      |     | C     |
| Augusta Iannini                                            | Director    | Independent (pursuant to TUF/Code) | M   | X      |     |       |
| Piero Manzoni                                              | Director    | Independent (pursuant to TUF/Code) | m   | C      |     |       |
| Rita Rolli                                                 | Director    | Independent (pursuant to TUF/Code) | m   |        | C   | X     |
| Qinjing Shen                                               | Director    | Non executive                      | M   |        |     | X     |
| Alessandro Tonetti                                         | Director    | Non executive                      | M   |        | X   |       |

M: Majority list; m: minority list; C: Chair; CRRPTC: Control and Risk and Related-Party Transactions Committee; ACC: Appointments and Compensation Committee; SETSC: Sustainability and Energy Transition Scenarios Committee.







CHANGES COMPARED TO THE PREVIOUS MANDATE

|                                             | Previous mandate | Current mandate | FTSE MIB average* |
|---------------------------------------------|------------------|-----------------|-------------------|
| Number of Directors                         | 9                | 9               | 12.4              |
| Directors elected by the minority           | 3 (33.3%)        | 3 (33.3%)       | 18.7%             |
| % of the less-represented gender on the BoD | 33.3%            | 44.4%           | 43.8%             |
| % of independent Directors                  | 66.6%            | 66.6%           | 65%               |
| Average age of Directors                    | 53               | 58              | 58.7              |
| Chair-CEO or Chair-controlling shareholder  | no               | no              | 14.7%             |
| Lead Independent Director                   | no               | no              | 50%               |

\* Assonime – Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024).

# GOVERNANCE HIGHLIGHTS



## INDEPENDENCE

- 6 out of 9 directors are independent pursuant to the TUF and the Corporate Governance Code.
- The Control and Risk and Related-Party Transactions Committee is composed of 100% independent members (3/3).
- Appointments and Compensation Committee and Sustainability and Energy Transition Scenarios Committee composed of 66.6 % (2/3) and 75 % (3/4) independents, respectively.
- Committee chairs are 100% independent and drawn from the minority list.

For further information see Sect. III paragraphs 2 and 3.



## BOARD ENGAGEMENT

- Participation rate in the Board of Directors of 97% and in the Committees of at least 92%.
- The Board of Directors periodically expresses a guideline on the maximum number of offices to ensure compatibility with the effective performance of the function in Snam.
- 11 meetings of the Board of Directors.
- Engagement roadshow on governance and sustainability of the Chair with major shareholders.

For more information see Sect. III paragraphs 2, 3 and 6.2.



## SHARE OWNERSHIP GUIDELINES

The Chief Executive Officer is required to hold a number of shares with a minimum value of 200% of his Fixed Remuneration within a term (compliance period) of 5 years and maintain it until the end of the relationship. In the event of the appointment of a new CEO, the minimum level of share ownership is required within two terms (corresponding to 6 years).

For more information see the Remuneration Report.



## BOARD LEADERSHIP

- The Chair of the Board of Directors is neither CEO nor holder of significant management powers, nor is she the person who controls, even jointly, the Company. Furthermore, she is independent.
- The chairs of the committees are independent directors drawn from the minority list.
- The Independent Directors met during the year to discuss various topics under the coordination of Independent Director Piero Manzoni.

For more information, see Sect. III paragraphs 2 and 3.



## BOARD DIVERSITY

- Board of Directors diversified in terms of seniority, experience, background and gender.
- Balance between longest-serving and newly appointed Board members. Average tenure 4.7 years.
- 44% of female members (4/9).
- The Directors come from a variety of age groups, the average being 58.

For further information see Sect. III paragraph 2.

9

TRAINING SESSIONS

2

STRATEGIC OFF-SITE VISITS

1

2-DAY BOARD RETREAT



## TRAINING

Snam adopts a proactive approach by involving Directors and Statutory Auditors in 9 board induction and training sessions, one of which by external experts on relevant topics, including in 2024: Gas Package Directive & CCS Strategic Guidelines, Corporate Sustainability Reporting Directive, Future of Energy Shipping, Cyber Resilience crisis simulation, Corporate Due Diligence Directive.

For more information, see Sect. III paragraph 5.



## CLAWBACK

Since 2014, a claw-back clause has been introduced for variable incentive schemes, through which Snam, in certain particularly serious cases including wilful misconduct and gross negligence, can repossess all or part of the sums paid out.

For more information see the Remuneration Report.



## STRATEGIC OFFSITES AND BOARD RETREATS

- During 2024, the Company organised two strategic off-site visits to locations of strategic importance to the Company.
- The Board of Directors held a board retreat in the context of which it was able to explore the topic 'Exploring Long-Term Growth Drivers'.

For more information, see Sect. III paragraph 5.



## GENERAL MEETING

On 7 May 2024, the Shareholders' Meeting was held in 'open door' mode, allowing those with voting rights to attend, in order to ensure a more direct and effective dialogue between shareholders and management.

For more information see Sect. III paragraph 1.3.



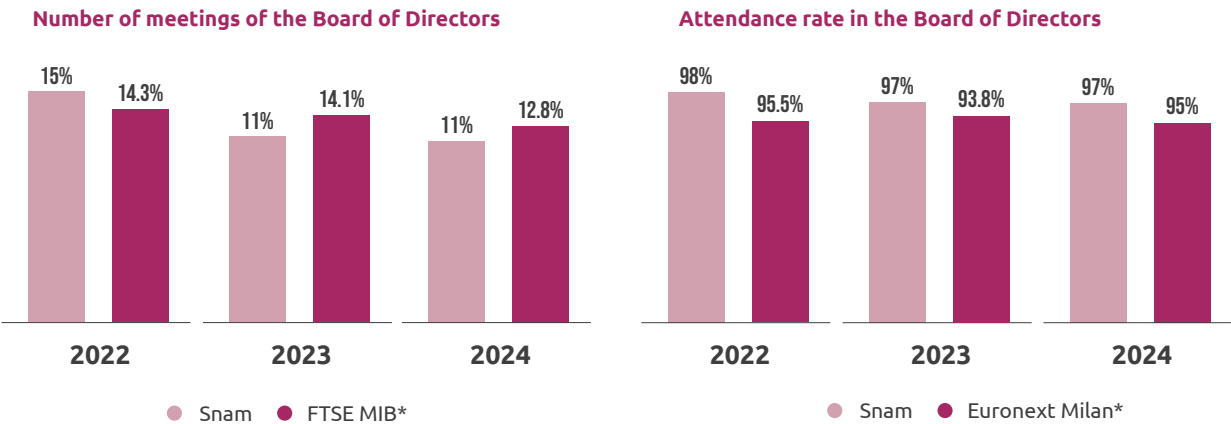
## BOARD EVALUATION

The Board of Directors annually undergoes a structured evaluation and assessment of its activities from an operational perspective with the aim of identifying opportunities for further improvement with the support of an external company.

For more information, see Sect. III paragraph 2.13.



FUNCTIONING OF THE BOARD OF DIRECTORS



\* Assonime – Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code, 2024.

NUMBER OF COMMITTEE MEETINGS AND RATE OF ATTENDANCE BY THE DIRECTORS

|                                                           | Number of meetings | Rate of attendance | Rate of attendance of independent members |
|-----------------------------------------------------------|--------------------|--------------------|-------------------------------------------|
| Control and Risk and Related-Party Transactions Committee | 13                 | 100%               | 100%                                      |
| Appointments and Compensation Committee                   | 12                 | 100%               | 100%                                      |
| Sustainability and Energy Transition Scenarios Committee  | 12                 | 92%                | 95%                                       |

PARTICIPATION IN THE WORK OF THE BOARD OF DIRECTORS

|                     | BoD                       | Meetings planned / extraordinary |                            |                       |
|---------------------|---------------------------|----------------------------------|----------------------------|-----------------------|
|                     |                           | CRRPTC                           | SETSC                      | ACC                   |
| Monica de Virgiliis | 10 out of 10/1 out of 1   | -                                | -                          | -                     |
| Stefano Venier      | 10 out of 10/1 out of 1   | -                                | -                          | -                     |
| Massimo Bergami     | 10 out of 10/1 out of 1   | -                                | 10 out of 11(*)/1 out of 1 | 9 out of 9/3 out of 3 |
| Laura Cavatorta     | 10 out of 10/1 out of 1   | 9 out of 9/4 out of 4            | 11 out of 11/1 out of 1    | -                     |
| Augusta Iannini     | 10 out of 10/1 out of 1   | 9 out of 9/4 out of 4            | -                          | -                     |
| Piero Manzoni       | 10 out of 10/1 out of 1   | 9 out of 9/4 out of 4            | -                          | -                     |
| Rita Rolli          | 10 out of 10/1 out of 1   | -                                | 10 out of 11(*)/1 out of 1 | 9 out of 9/3 out of 3 |
| Qinjing Shen        | 10 out of 10/1 out of 1   | -                                | 9 out of 11(*)/1 out of 1  | -                     |
| Alessandro Tonetti  | 7 out of 10(*)/1 out of 1 | -                                | -                          | 9 out of 9/3 out of 3 |

(\*) He/she justified his/her absence.

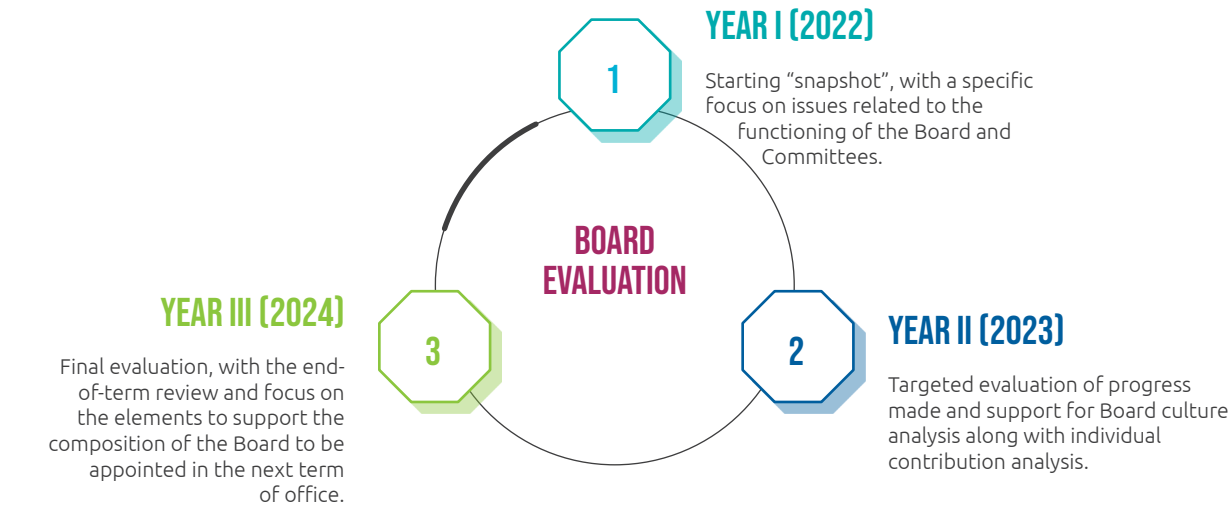
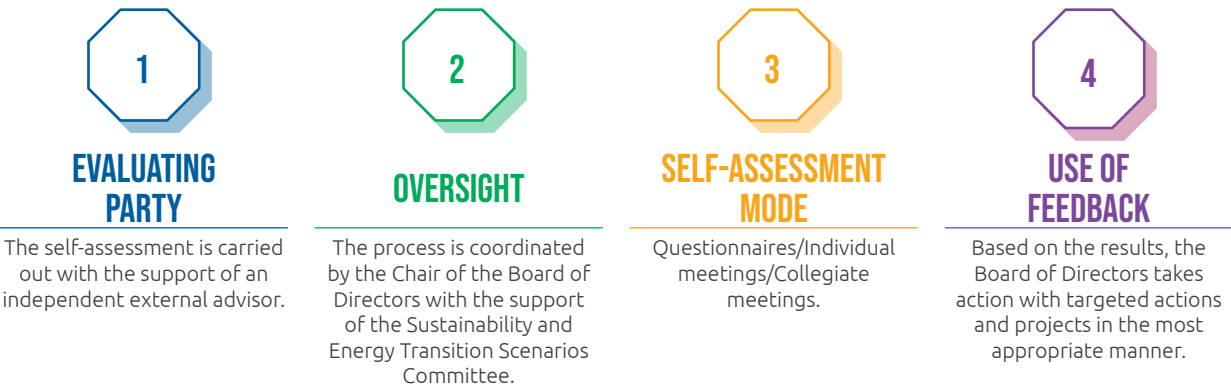
DIRECTORS HOLDING POSITIONS AS DIRECTOR OR STATUTORY AUDITOR IN OTHER RELEVANT COMPANIES ACCORDING TO THE CORPORATE GOVERNANCE CODE

|                     | Group companies        |                      | Other listed companies |                      | Companies of significant size |                        |                    |                   |
|---------------------|------------------------|----------------------|------------------------|----------------------|-------------------------------|------------------------|--------------------|-------------------|
|                     | Non-executive Director | Independent Director | Non-executive Director | Independent Director | Statutory Auditor             | Non-executive Director | Executive Director | Statutory Auditor |
| Monica de Virgiliis | -                      | -                    | 2 <sup>3</sup>         | -                    | -                             | -                      | -                  | -                 |
| Stefano Venier      | -                      | 1 <sup>4</sup>       | -                      | -                    | -                             | -                      | -                  | -                 |
| Massimo Bergami     | -                      | -                    | -                      | -                    | -                             | -                      | -                  | -                 |
| Laura Cavatorta     | -                      | -                    | 2 <sup>5</sup>         | -                    | -                             | -                      | -                  | -                 |
| Augusta Iannini     | -                      | -                    | 1                      | -                    | 1                             | -                      | -                  | -                 |
| Piero Manzoni       | -                      | -                    | -                      | -                    | -                             | -                      | -                  | -                 |
| Rita Rolli          | -                      | -                    | 1                      | 1                    | -                             | -                      | -                  | -                 |
| Qinjing Shen        | -                      | 2                    | -                      | -                    | 1                             | -                      | -                  | -                 |
| Alessandro Tonetti  | -                      | -                    | -                      | -                    | 1                             | -                      | -                  | -                 |

3 The office as supervisory board member of the company ASM International N.V. ended in May 2024.  
4 The office of Stefano Venier as non-executive director of the company Industrie De Nora S.p.A. expires upon approval of the annual financial statements as at 31 December 2024.  
5 The office of director of the company Unieuro S.p.A. ended in January 2025.

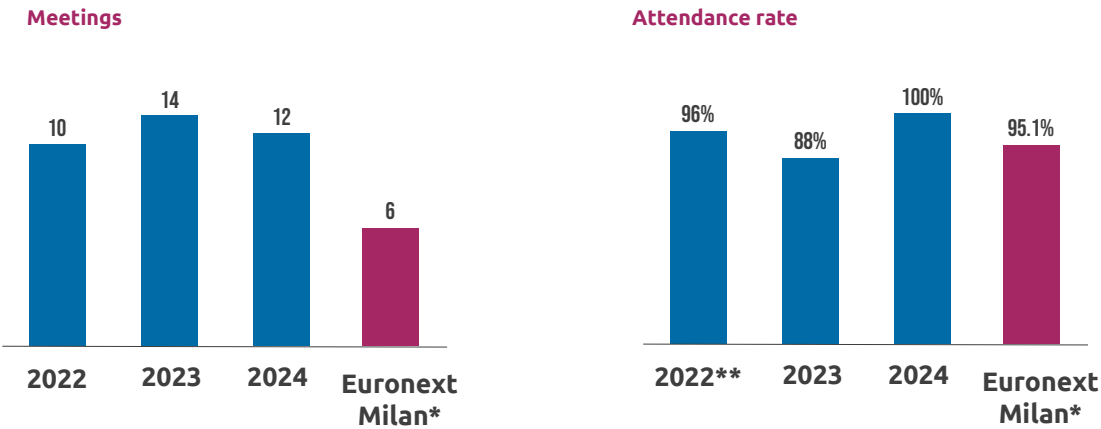
BOARD EVALUATION ANNUAL PROCESS

How the effectiveness of the Board's work is evaluated  
The Board Performance Evaluation



APPOINTMENT AND COMPENSATION COMMITTEE

NUMBER OF MEETINGS OF THE APPOINTMENT AND COMPENSATION COMMITTEE AND ATTENDANCE RATE



\* Figures extracted from Assonime - Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024).  
\*\* Weighted average for the number of meetings of the previous Compensation Committee and the new Appointments and Compensation Committee.

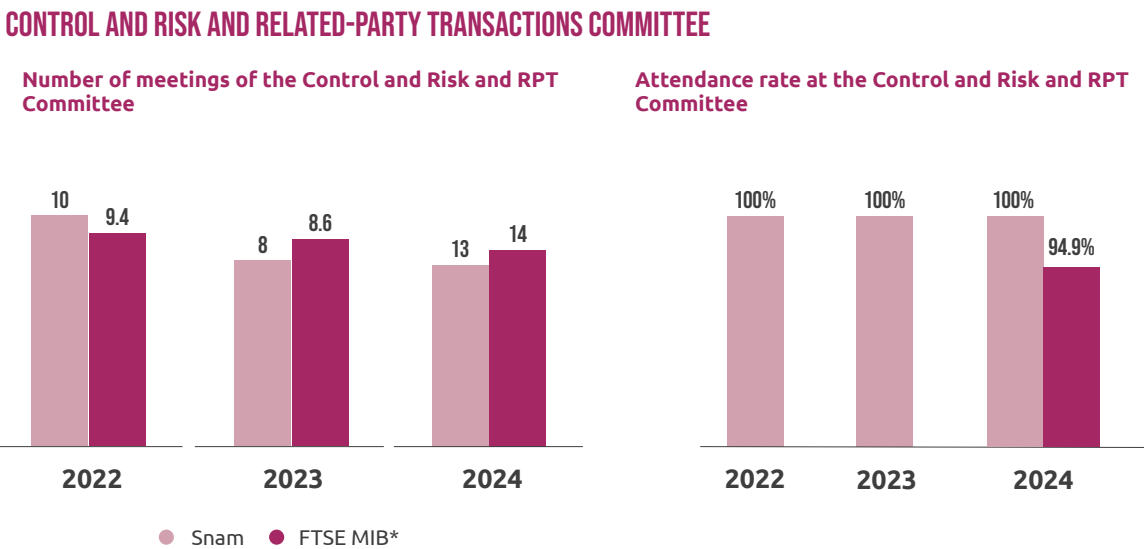
| Composition of the Appointments and Compensation Committee | Independent | Executiveness |
|------------------------------------------------------------|-------------|---------------|
| Rita Rolli (Chair)                                         | x           | Non-executive |
| Massimo Bergami                                            | x           | Non-executive |
| Alessandro Tonetti                                         |             | Non-executive |



| SHORT-TERM INCENTIVE SYSTEMS (STI)                                                                                                                                                              |        |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|
|                                                                                                                                                                                                 | No     | Yes |
| Existence of a short-term incentive system whereby an annual bonus is paid in connection with the results achieved in the previous year.                                                        |        | X   |
| Existence of a bonus cap                                                                                                                                                                        |        | X   |
|                                                                                                                                                                                                 |        |     |
| STI parameters for the CEO                                                                                                                                                                      | Weight |     |
| Ebitda Adjusted                                                                                                                                                                                 | 30%    |     |
| Gas Infrastructure Investments                                                                                                                                                                  | 20%    |     |
| Energy security projects                                                                                                                                                                        | 15%    |     |
| Achieving Non Regulated Business milestones                                                                                                                                                     | 15%    |     |
| Sustainability:<br>- Injury Frequency and Severity Weighted Index (10%)<br>- Sustainable Finance - increased sustainability financing (5%)<br>- ESG criteria in supply chain scoring model (5%) | 20%    |     |

| LONG-TERM INCENTIVE SYSTEMS (LTI)                                                                                                                                                                                                                                       |        |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----|
|                                                                                                                                                                                                                                                                         | No     | Yes |
| Existence of a long-term share-based incentive system with 3-year vesting and an additional 2-year lock-up period on 20% of the shares granted                                                                                                                          |        | X   |
| <b>LTI Vehicles</b>                                                                                                                                                                                                                                                     |        |     |
| Cash                                                                                                                                                                                                                                                                    |        |     |
| Financial instruments                                                                                                                                                                                                                                                   |        | X   |
|                                                                                                                                                                                                                                                                         |        |     |
| LTI parameters for the CEO                                                                                                                                                                                                                                              | Weight |     |
| Adjusted net income                                                                                                                                                                                                                                                     | 40%    |     |
| Value Added                                                                                                                                                                                                                                                             | 20%    |     |
| Energy Transition Readiness:<br>- "H2 ready" grid kilometers certified by third party (10%)<br>- Base development MW installed in Biomethane business (5%)<br>- Development of decarbonization projects and definition business model and market design H2 and CCS (5%) | 20%    |     |
| Sustainability:<br>- Reduction in natural gas emissions (10%)<br>- Equal gender representation in the management team (10%)                                                                                                                                             | 20%    |     |

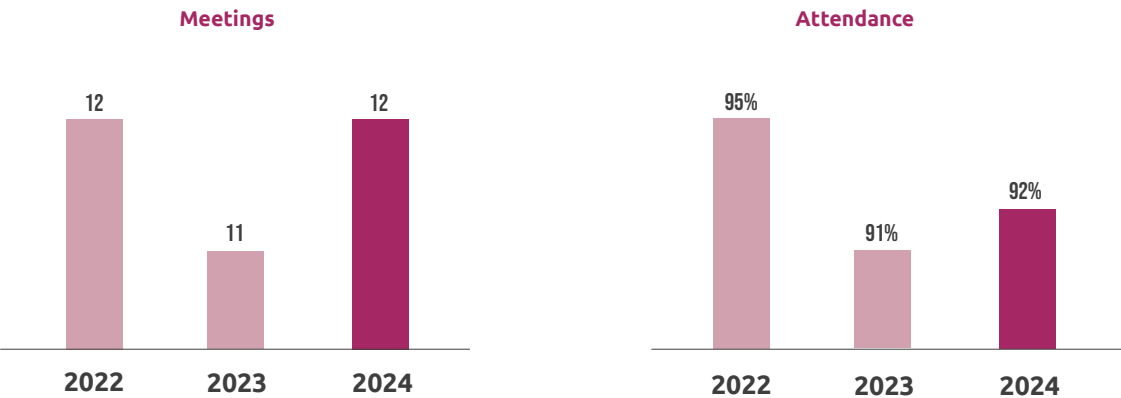
| CHIEF EXECUTIVE OFFICER - PAY-MIX 2024 |                                                                                                                                                                                                                                                                                                      | Pay Mix |        |         |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------|---------|
| Purpose and characteristics            |                                                                                                                                                                                                                                                                                                      | Minimum | Target | Maximum |
| Fixed Compensation                     | The fixed compensation of the Chief Executive Officer and General Manager considers: the compensation set by the shareholders' meeting for directors; the compensation approved by the Board of Directors for delegated powers; and the gross annual compensation for the office of General Manager. | 100%    | 31%    | 25%     |
| Annual Monetary Incentive (AMI)        | Monetary plan paid annually according to the Company's objectives set by the Board of Directors.                                                                                                                                                                                                     | 0%      | 21%    | 23%     |
| Long-Term Share-Based Incentive (LTI)  | Three-year share-based plan that ensures a greater alignment with shareholders' interests by promoting the pursuit of corporate strategic objectives in the medium-long term.                                                                                                                        | 0%      | 48%    | 52%     |



\* Assonime – Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024).

| Composition of the Control and Risk and Related-Party Transactions Committee | Independent | Executiveness |
|------------------------------------------------------------------------------|-------------|---------------|
| Piero Manzoni (Chair)                                                        | x           | Non-executive |
| Augusta Iannini                                                              | x           | Non-executive |
| Laura Cavatorta                                                              | x           | Non-executive |

SUSTAINABILITY AND ENERGY TRANSITION SCENARIOS COMMITTEE

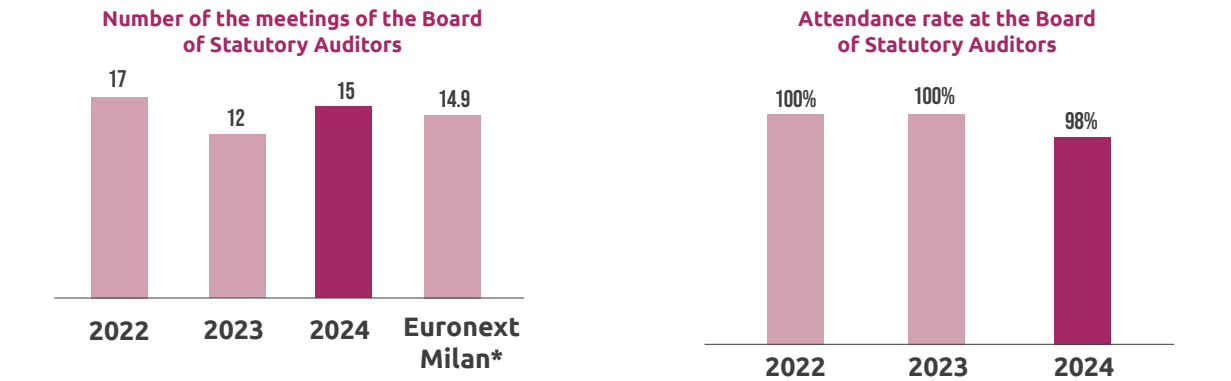


| Composition of the Sustainability and Energy Transition Scenarios Committee | Independent | Executiveness |
|-----------------------------------------------------------------------------|-------------|---------------|
| Laura Cavatorta (Chair)                                                     | x           | Non-executive |
| Massimo Bergami                                                             | x           | Non-executive |
| Qinjing Shen                                                                |             | Non-executive |

BOARD OF STATUTORY AUDITORS

| Statutory auditors    | Office held      | Independence** | M/m* | Other positions*** |
|-----------------------|------------------|----------------|------|--------------------|
| Stefano Gnocchi       | Chair            | x              | m    | 3                  |
| Gianfranco Chinellato | Standing Auditor | x              | M    | 9                  |
| Ines Gandini          | Standing Auditor | x              | M    | 7                  |
| Maria Gimigliano      | Alternate        | x              | M    | n/a                |
| Federica Albizzati    | Alternate        | x              | m    | n/a                |
| Federico Sambolino    | Alternate        | x              | M    | n/a                |

\* M: majority list; m: minority list.  
\*\* Independence pursuant to the TUF and the Corporate Governance Code.  
\*\*\* Number of positions as director or statutory auditor held by the person concerned pursuant to Article 148-bis of the Consolidated Financial Act and related implementing provisions.



\* Figures referring to financial year 2024 extracted from Assonime - Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024).

PARTICIPATION OF THE STATUTORY AUDITORS IN THE WORK OF THE BOARD OF STATUTORY AUDITORS, THE BOARD AND THE BOARD COMMITTEES

|                       | Meetings planned / extraordinary |                            |                         |                       |                       |
|-----------------------|----------------------------------|----------------------------|-------------------------|-----------------------|-----------------------|
|                       | Board of Statutory Auditors      | BoD                        | SETSC                   | ACC                   | CRRPTC                |
| Stefano Gnocchi       | 11 out of 11/4 out of 4          | 10 out of 10/0 out of 1(*) | 3 out of 11/0 out of 1  | 1 out of 9/0 out of 3 | 9 out of 9/4 out of 4 |
| Gianfranco Chinellato | 11 out of 11/4 out of 4          | 10 out of 10/1 out of 1    | 2 out of 11/0 out of 1  | -                     | 9 out of 9/4 out of 4 |
| Ines Gandini          | 10 out of 11(*)/4 out of 4       | 10 out of 10/1 out of 1    | 10 out of 11/1 out of 1 | 8 out of 9/3 out of 3 | 8 out of 9/4 out of 4 |

(\*) He/she justified his/her absence.



# INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

## MAIN ELEMENTS OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

|                                                                                                                      | Presence | Reference                        |
|----------------------------------------------------------------------------------------------------------------------|----------|----------------------------------|
| Risk Management Unit                                                                                                 | ✓        | Section IV, paragraphs 1.3 & 1.4 |
| Enterprise Risk Management Analysis                                                                                  | ✓        | Section IV, paragraph 1.4        |
| If yes, is this analysis discussed with the Committee?                                                               | ✓        | Section III, paragraph 3.1       |
| Succession plans (in relation to management)                                                                         | ✓        | Section III, paragraph 2.14      |
| Internal Audit Function                                                                                              | ✓        | Section IV, paragraph 1.2        |
| Business Integrity & Compliance Unit                                                                                 | ✓        | Section IV, paragraph 1.2        |
| Compliance Programme for the Prevention of Offences                                                                  | ✓        | Section IV, paragraph 3.1        |
| Model 231                                                                                                            | ✓        | Section IV, paragraph 3.2        |
| Anti-Corruption Compliance Programme                                                                                 | ✓        | Section IV, paragraph 3.3        |
| Antitrust Compliance Programme                                                                                       | ✓        | Section IV, paragraph 3.4        |
| Privacy Compliance Programme                                                                                         | ✓        | Section IV, paragraph 3.5        |
| Whistleblowing Guideline                                                                                             | ✓        | Section IV, paragraph 3.6        |
| Guidelines on health, safety, environment and Public safety                                                          | ✓        | Section IV, paragraph 3.7        |
| Guideline for Transactions in which directors and statutory auditors have an interest and related-party transactions | ✓        | Section IV, paragraph 3.10       |
| Market Abuse Guidelines                                                                                              | ✓        | Section IV, paragraph 3.11       |
| Corporate Governance and Unbundling Guidelines                                                                       | ✓        | Section II, paragraph 10         |

## MAIN RISKS

| Main risks                                                                                                                       | Risk Owner                                               | Category                                                                            | Related relevant Topics                                                                        | Main mitigation actions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <br>Cybersecurity Risk                          | Executive Director<br>Global Security &<br>Cyber Defence |    | Innovation, digitisation and<br>cyber security                                                 | <ul style="list-style-type: none"> <li>Adaptation of information security and business continuity management criteria and processes to the provisions of ISO/IEC 27001 and ISO22013 standards and certification of compliance with them, with reference to core processes</li> <li>Management of application and infrastructure development activities in compliance with Security by Design principles and processes</li> <li>Formalisation of security intelligence processes for the preventive identification of potential threat sources</li> <li>Management of monitoring and response to events potentially damaging to the integrity of the information and information systems used through the establishment and maintenance of a cyber security operation centre</li> <li>Performing periodic technical verification activities</li> <li>Design and execution of periodic testing and simulation activities</li> <li>Development of a cybersecurity culture through the design and delivery of security awareness initiatives</li> </ul> |
| <br>Operation risk (breakdowns,<br>disruptions) | Managing Director<br>Snam Rete Gas                       |    | Health and Safety, Energy<br>Security and Accessibility,<br>Biodiversity and Ecosystems        | <ul style="list-style-type: none"> <li>Application of management systems and procedures that take into account the specificities of Snam's activities</li> <li>Application of a recovery plan and business continuity management system</li> <li>Communication initiatives aimed at informing about the presence of infrastructures and the behaviour to be avoided or implemented by third parties in order not to damage them</li> <li>Technologically advanced tools for monitoring/controlling the state of the infrastructure/installations and territories concerned</li> <li>Continuous maintenance, control and monitoring interventions and actions aimed at preventing and/or limiting the impact of third party interference, potential situations of inadequate site coordination, the occurrence of hydrogeological events</li> </ul>                                                                                                                                                                                                  |
| <br>Regulatory<br>risk                          | Chief Commercial<br>& Regulatory<br>Officer              |    | Relations with authorities and<br>quality of services                                          | <ul style="list-style-type: none"> <li>Monitoring and engagement activities with key institutional stakeholders</li> <li>Monitoring of consultation processes in a direct and/or indirect manner</li> <li>Ongoing regulatory oversight by monitoring the evolution of laws and rulings, analysing new developments and disseminating information and insights to business and commercial functions</li> <li>Preparation and transmission of documents containing company positions and/or proposals regarding the definition of the regulatory framework</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <br>Compliance Risk                             | Chief Legal<br>Officer & General<br>Counsel              |    | Business Conduct                                                                               | <ul style="list-style-type: none"> <li>Adoption, updating and monitoring of the 231 models and protocols</li> <li>Adoption, updating and monitoring of a Management System for the Prevention of Corruption according to the ISO 37001 standard</li> <li>Adoption, updating and monitoring of a privacy management system</li> <li>Adoption, updating and monitoring of a system of reputational audits on third parties (suppliers/sub-contractors and other third parties)</li> <li>Monitoring of Snam's Legal Framework for Compliance aspects</li> <li>Training and disclosure on Compliance (HSEQ, Anticorruption and Business Ethics, Antitrust, 231, Privacy, Market abuse, Whistleblowing, Cyber Security and other potential offences to the management and the employees of the Company)</li> </ul>                                                                                                                                                                                                                                       |
| <br>Rischio di Transizione                    | Chief Strategy<br>& Technology<br>Officer                |  | Climate Change, Biodiversity<br>and Ecosystems,<br>Energy security and energy<br>accessibility | <ul style="list-style-type: none"> <li>Definition and achievement of the Snam (Pan-European multi-molecule infrastructure operator) ambition</li> <li>Long-term industrial planning, with a view to transition (Transition Plan, Analysis on the 2024-2050 utilisation factor)</li> <li>Promotion of innovation and support for the development of infrastructure with a multi-molecule perspective</li> <li>Public awareness activities on natural gas as a key source to ensure energy security and enable the phasing out of coal in electricity generation</li> <li>Updating of the sustainability strategy with the identification of ambitious targets</li> <li>Participation in national, European and international working groups, including of an associative nature, in the field of energy transition and climate neutrality</li> <li>Constant evolution and updating of sustainability reporting</li> </ul>                                                                                                                            |

 Decreasing
  Stable
  Increasing
  Strategic
  Operational
  Legal and Compliance

# SUSTAINABILITY AND ENERGY TRANSITION

## Double materiality analysis

The aim of the double materiality analysis is to identify the sustainability issues that are most significant for Snam and its stakeholders in order to support the definition of the company’s sustainability strategy, to direct the group’s actions towards priority sustainability issues that influence long-term value creation, and to identify the most relevant aspects on which to provide appropriate information, in accordance with the requirements of the new Legislative Decree No. 125/2024 implementing the Corporate Sustainability Reporting Directive (CSRD).

The “double materiality” analysis consists of two perspectives:

- the perspective of impact materiality aims to identify the relevant impacts – negative or positive, actual or potential – connected to the direct activities of the company or those of its value chain on people or the environment in the short, medium or long term;
- the perspective of financial materiality aims to identify the risks and opportunities connected to relevant sustainability issues that have, or can reasonably be expected to have, a significant influence on the development of the company, its financial position, economic result, cash flows, access to financing or the cost of capital in the short, medium or long term.

A sustainability matter is considered material when it results as such from one perspective or from both. The results of the double materiality analysis are shown in the following table:

## MATERIAL TOPICS ACCORDING TO DOUBLE MATERIALITY

In the following table they are marked with a dot (●) the topics that present, respectively, at least one negative impact, one positive impact, one risk or one material opportunity.

| TOPIC <sup>[1]</sup>                                 | IMPACT MATERIALITY PERSPECTIVE |                  | FINANCIAL MATERIALITY PERSPECTIVE |               |
|------------------------------------------------------|--------------------------------|------------------|-----------------------------------|---------------|
|                                                      | Negative impacts               | Positive impacts | Risks                             | Opportunities |
| ● Climate change                                     | ●                              | ●                | ●                                 | ●             |
| ● Pollution <sup>[1]</sup>                           | ●                              |                  |                                   |               |
| ● Water <sup>[2]</sup>                               | ●●●                            |                  |                                   |               |
| ● Biodiversity and ecosystems                        |                                | ●                | ●                                 | ●             |
| ● Resource use and circular economy (n.m.)           |                                |                  |                                   |               |
| ● Own workforce <sup>[3]</sup>                       | ●                              | ●                | ●                                 | ●             |
| ● Workers in the value chain <sup>[4]</sup>          | ●                              | ●                | ●                                 |               |
| ● Affected communities <sup>[5]</sup>                | ●                              | ●                |                                   |               |
| ● Consumers and end-users (n.m.) <sup>[9]</sup>      |                                |                  |                                   |               |
| ● Business conduct                                   |                                | ●                | ●                                 | ●             |
| ● Cyber security                                     |                                |                  | ●                                 | ●             |
| ● Innovation and digitalisation <sup>[6]</sup>       | ●                              | ●                | ●                                 | ●             |
| ● Relations with authorities and quality of services |                                | ●                | ●                                 |               |
| ● Energy security and accessibility                  |                                | ●                | ●                                 | ●             |

● Environmental topics   ● Social topics   ● Governance topics   ● Entity-specific topics   (n.m.) topics not material for Snam

●●● Upstream value chain

[1] In 2023, the topic “Pollution” was defined as “Air Pollution”.

[2] In 2024, the “Water” topic was found to be above the materiality threshold considering a material negative impact in the upstream value chain.

[3] The topics “Health and safety”, “Equal treatment and opportunities for all and skills development” and “Working conditions of employees” present in 2023 have been merged into the topic “Own workforce”. In the context of the disclosure pursuant to ESRS 2, all its own workers on whom Snam could produce material impacts are included [S1 SBM-3 14].

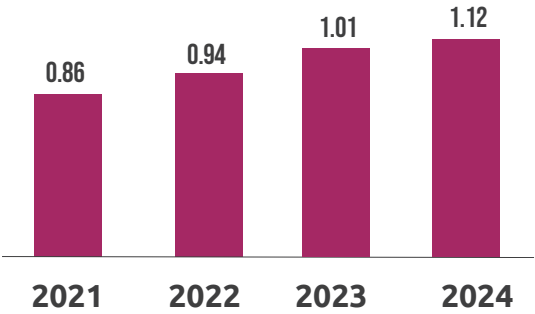
[4] In 2023, the topic “Workers in the value chain” was defined as “Sustainable supply chain”. The disclosure under ESRS 2 includes workers in the value chain on which Snam could have material impacts [S2 SBM-3 11].

[5] In 2023, the topic “Affected communities” was defined as “Relations with local communities”. In the scope of ESRS 2 disclosure, affected communities that may be materially impacted by the undertaking are included. [S3 SBM-3 9].

[6] The topic “Innovation, digitalisation and cyber security” present in 2023 has been divided into “Innovation and digitalisation” and “Cyber security”. In 2024, impacts were identified only for the topic “Innovation and digitalisation”.



INJURIES AT WORK  
FREQUENCY INDEX EMPLOYEES AND CONTRACTORS

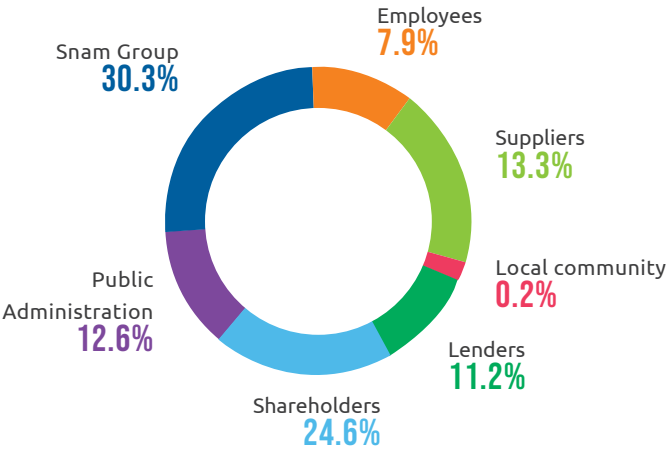


For Snam sustainability and value creation are highly correlated concepts. Indeed, operating, while contributing to the growth of the relevant economic, social and environmental context, enables the creation of wealth for both the Company and its stakeholders, measured in terms of Value Added produced and distributed.

Snam calculates Value Added based on the standard drawn up by the Social Reporting Study Group (GBS) and the GRI Standards.

In 2024, the overall gross Value Added produced by the Company was Euro 3,970 million, with a decrease of 655 million euros, equal to 14.1%, compared to 2023 (4,625 million euros). For further information, please refer to the 2024 Annual Financial Report.

ADDED VALUE DISTRIBUTED BY STAKEHOLDER CATEGORY (%)



Sustainability scorecard

As evidence of the 360-degree commitment to all aspects of sustainability, provided below is the Sustainability scorecard, the monitoring dashboard of key sustainability KPIs aligned with the new sustainability framework presented in the Strategic Plan 2025-2029.

| KPI            |                                                                                   | 2024<br>Actual        | 2025<br>Budget        | 2029<br>Target        |
|----------------|-----------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|
| STRATEGIC KPIs | <b>GREEN TRANSITION</b>                                                           |                       |                       |                       |
|                | Avoided and captured CO <sub>2</sub> emissions (ktCO <sub>2</sub> e) <sup>1</sup> | 107                   | 147                   | 875 <sup>1</sup>      |
|                | H2 readiness length of network certified (km)                                     | 2,068                 | 2,400                 | 3,200                 |
|                | Gas Transportation operational availability (%)                                   | 99.9                  | >99                   | >99                   |
|                | <b>MULTI-MOLECULE INFRASTRUCTURE</b>                                              |                       |                       |                       |
|                | Production of Biomethane (Mscm)                                                   | 18.5                  | 30                    | -                     |
|                | Investments related to the CCS Ravenna Project phases 1+2 (€M)                    | 111                   | 178                   | 626                   |
| STRATEGIC KPIs | <b>CARBON NEUTRALITY</b>                                                          |                       |                       |                       |
|                | Reduction of total natural gas emissions (% v. 2015) <sup>2</sup>                 | -63                   | -60                   | -69                   |
|                | ESG criteria in procurement procedures (% spending)                               | 42                    | 45                    | 70                    |
|                | RES on total electricity purchased (%)                                            | 61                    | 70-75                 | 100                   |
| STRATEGIC KPIs | <b>BIODIVERSITY &amp; REGENERATION</b>                                            |                       |                       |                       |
|                | Spending on total procured with decarb. plan from suppliers (%)                   | 41                    | 35                    | 50                    |
|                | Zero Net Conversion by 2024                                                       | ✓                     |                       |                       |
|                | Net Positive Impact by 2027                                                       |                       |                       |                       |
| STRATEGIC KPIs | <b>FINANCIAL &amp; CO<sub>2</sub></b>                                             |                       |                       |                       |
|                | Vegetation restored in areas of pipes constr. and new forestation (%)             | 102                   | ≥ 100                 | ≥ 100                 |
|                | ESG Finance over total funding available (%)                                      | 84                    |                       | 90                    |
|                | CapEx EU Taxonomy-aligned (% of total)                                            | 31                    |                       |                       |
| STRATEGIC KPIs | <b>FINANCIAL &amp; CO<sub>2</sub></b>                                             |                       |                       |                       |
|                | Revenues EU Taxonomy-aligned (% of total)                                         | 6                     |                       |                       |
|                | CapEx SDGs-aligned (% of total)                                                   | 65                    |                       |                       |
|                | Scope 1 and 2 CO <sub>2</sub> emissions reduction (% v. 2022)                     | 2027<br>Target<br>-25 | 2030<br>Target<br>-40 | 2032<br>Target<br>-50 |

The KPIs modified from the 2024-2027 Scorecard are shown in blue.

1. Subject to Final Investment Decision (FID).  
2. Targets including Edison Stoccaggi and FSRU. 2025 figures would be 64.6% "like for like" with previous years.

| KPI            |                                                                                                                                                             | 2024<br>Actual | 2025<br>Budget | 2029<br>Target |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|----------------|
| STRATEGIC KPIs | <b>PEOPLE</b>                                                                                                                                               |                |                |                |
|                | Employee Engagement Index (%)                                                                                                                               | 77             | >80            | >80            |
|                | Women in executive and middle-mgmt. roles (%)                                                                                                               | 26.5           | 26.5           | 29.5           |
|                | IpFG (Combined Frequency and Severity Index)                                                                                                                | 0.55           | 0.55           | MBO            |
|                | Gender pay gap (%)                                                                                                                                          | 6              | -              | +/- 5          |
|                | Participations in welfare activities (%)                                                                                                                    | 81             | 78             | 82             |
| STRATEGIC KPIs | <b>LOCAL COMMUNITIES</b>                                                                                                                                    |                |                |                |
|                | Training hours delivered to employees (h/capita)                                                                                                            | 42             | 37             | 42             |
|                | Benefits for local communities over reg. revenues (%)                                                                                                       | ~1             | ~1             | ~1             |
|                | Value released at local communities (€M)                                                                                                                    | 1,934          | >1,000         | >1,000         |
| STRATEGIC KPIs | <b>TRANSFORMATIVE INNOVATION</b>                                                                                                                            |                |                |                |
|                | Avg customer satisfaction rate for service quality (1-10)                                                                                                   | 7.9            | ≥ 8            | ≥ 8            |
|                | Investments in innovation over revenues (%)                                                                                                                 | 3              | 3              | 3              |
|                | PoC and scale of technologies and services (#)                                                                                                              | 43 (6)         | 47 (7)         | 75 (11)        |
| STRATEGIC KPIs | <b>SUSTAINABLE PRINCIPLES</b>                                                                                                                               |                |                |                |
|                | AI-enabled IT applications (% of total)                                                                                                                     | 14.8           | 16.5           | 40             |
|                | Projects covered by Security by Design cyber approach (%)                                                                                                   | 100            | 100            | 100            |
|                | ESG matters discussed at BoD meetings<br>(>40% of BoD discussions with ESG topics discussed)                                                                |                |                |                |
| STRATEGIC KPIs | 3 <sup>rd</sup> parties subject to procurement process on which reputational checks are performed<br>(100% of suppliers with reputational checks performed) |                |                |                |
|                | Italian territory covered by cyber resilience field tested scenarios<br>(100% of Italian territory covered)                                                 |                |                |                |



# SECTION I SNAM INTRODUCES ITSELF

|                                                                                    |    |
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# 1. SNAM AND ITS BUSINESSES

For more than 80 years, Snam has dealt with transport, dispatching, storage and regasification of natural gas, its core businesses, in the European and national energy context, ensuring its energy security.

Being aware of the landscape in which it operates, the Company has gradually integrated the businesses of the Energy Transition Platform - biomethane, hydrogen and energy efficiency - into its activities, becoming one of the enablers of the energy transition which will also play a key role in achieving energy independence.

In a synergetic way and by leveraging thier know-how, sustainability and innovation, all Snam’s businesses, as a whole, will contribute to achieving Snam’s emission reduction targets – carbon neutrality by 2040 and zero net emissions by 2050 – and, at the same time, to creating a pan-European multi-molecule infrastructure, capable of transporting and storing not only natural gas, but also renewable gases such as hydrogen and biomethane, at a national and European level.

Therefore, please refer to the 2024 Annual Financial Report made available on the Company’s website in the section dedicated to the Company’s Shareholders’ Meeting of 14 May 2025.





## 2. SNAM’S PURPOSE, AMBITION AND MISSION: GOVERNANCE FOR SUSTAINABLE DEVELOPMENT

As indicated in the Articles of Association from 2021, Snam carries out business activities with the aim of promoting the energy transition towards forms of use of resources and energy sources compatible with environmental protection and progressive decarbonization. For this purpose, the Company carries out and organizes its business activities with the aim of pursuing sustainable success through the creation of long-term value for the benefit of its shareholders, taking into account the interests of other stakeholders relevant to the Company, with whom it promotes a constructive dialogue.

Snam’s decision is expressed in a clear purpose, “**Energy to inspire the world**”. Indeed, we are committed every day to transport what the world needs most: energy. A profound, fundamental rationale, which even in the face of recent geopolitical challenges translates into a courageous strategic objective: “**energy infrastructures for a sustainable future**”. Purpose and ambition allow us to confidently face the great challenge of the energy trilemma: guaranteeing reliable, competitive and environmentally friendly supplies, promoting the resilience, adaptability and transition of the areas in which we operate.

From this perspective, our engineering tradition and our ability to act within the national economic system with competence and responsibility are further enhanced through innovation and the central role of people. These elements represent the drivers of a harmonious path that, preserving the balance of the energy system, guides us towards the goal of Net Zero by 2050.

From purpose and ambition comes our mission: we create energy infrastructures and offer integrated services.

### Purpose

We are much more than an engineering company that builds and operates energy infrastructures: we do it in harmony with the communities, based on a principle of all-round sustainability.

This is expressed in our priorities and objectives, closely linked to energy security, decarbonization and energy transition: we pursue them in the interest of the country and of Europe, in a systemic logic, teaming up with all our stakeholders. Furthermore, on an environmental level, we are committed to reducing our own and our partners’ climate-changing emissions, so as to reach net zero by 2050. On a social level, the people of Snam and those who live and work in the areas where we operate are at the center of what we do: we promote a just transition.

Our purpose is fully expressed in the Strategic Plan, which integrates our sustainability strategy through investments in the energy transition, with which we concretize our renewed infrastructural commitment.

### Ambition

Sustainability is at the center of our long-term strategy, towards a zero-emissions future. Every day we work to provide energy to the country, guaranteeing stable supplies thanks to a solid and secure infrastructure.

We promote and educate for a just transition, ensuring that energy is sustainable at an economic, social and environmental level.

We support the country’s development by leveraging the skills of our people. With them, we respond to the needs of a changing world with increasingly innovative solutions, combining new technologies and consolidated experience, towards multi-molecular supplies.

We already have everything we need to transport the energy of tomorrow.

### Mission

With the work of our people, we guarantee the security of our infrastructures and the country’s energy system.

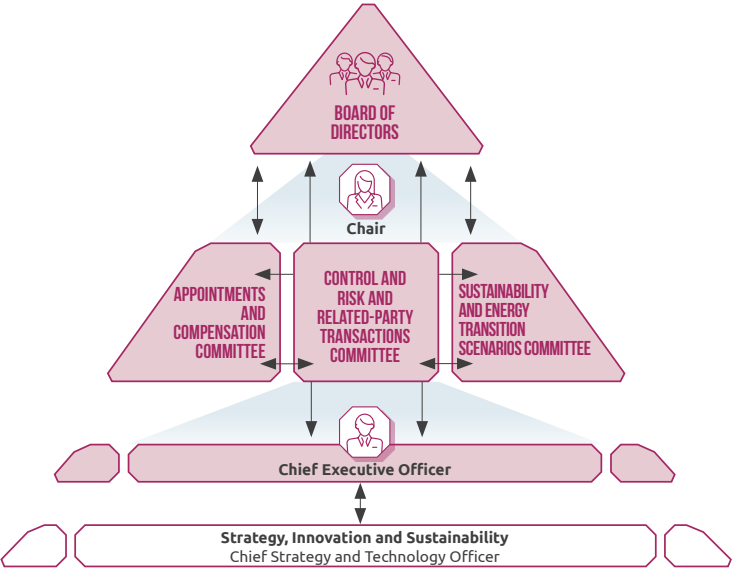
We build and operate future-proof infrastructures and offer integrated services to ensure access to energy for all, so that current and future generations can count on reliable, safe and sustainable supplies.

### Governance

In order to explore issues relevant to long-term value creation in greater depth, the Board of Directors has set up a board committee with specific preliminary, propositional and advisory functions in the field of sustainability and energy transition scenarios, with particular regard to the use of resources and energy sources compatible with environmental protection and progressive decarbonization; the initiatives undertaken by the Company to address the issues posed by climate change and the related reporting; technological innovation and the circular economy. For more information on this Committee, please refer to Section III of this Report.



|                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Board of Directors                                        | <p>It defines the strategic, organisational and control guidelines of the Company and its Subsidiaries, also with reference to sustainability issues in line with the statutory principle of pursuing sustainable success, and monitors their implementation. In this context, it approved for instance the sustainability strategy and the Transition Plan. It also defines the remuneration policy in the context of which sustainability-related objectives are also defined.</p> <p>In accordance with the provisions of the new regulations on sustainability reporting, the Board of Directors, pursuant to art. 10 of Legislative Decree 125/2024, is required to ensure the compliance of the information included therein with the regulations, overseeing the process of sustainability disclosure, which must also contain a description of the role of the administrative body with regard to sustainability issues and the related competences and capabilities in relation to the performance of this role.</p> |
| Sustainability and Energy Transition Scenarios Committee  | <p>It supports the Board of Directors' assessments of sustainability and energy transition scenarios with particular reference to the following topics: climate transition and technological innovation; energy access and energy sustainability; environment and energy efficiency; health, well-being and safety of people and local communities; respect for and protection of rights, particularly human rights; integrity and transparency; diversity and inclusion; and corporate governance.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Appointments and Compensation Committee                   | <p>It supports the Board of Directors' assessments with regard to the composition and size of the Board and its Committees, as well as with regard to equal treatment and opportunities between genders and with regard to remuneration, also contributing to the definition of sustainability-related objectives.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Control and Risk and Related-Party Transactions Committee | <p>It supports the Board of Directors' assessments and decisions concerning the internal control and risk management system, including those related to climate change, as well as the approval of periodic financial and sustainability reports.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Chief Executive Officer                                   | <p>Proposes and implements the strategic guidelines and objectives of the Company and the Group, including the sustainability policies approved by the Board of Directors. He acts as Director in charge of the internal control and risk management system, including those related to climate change. In the fulfilment of his tasks related to sustainability, he is supported by the Company's functions, in particular by the Chief Strategy and Technology Officer, who reports directly to him and leads the Strategy, Innovation and Sustainability function, within which there is a Head of Sustainability.</p>                                                                                                                                                                                                                                                                                                                                                                                                     |



Framework and reference guidelines

The business is conducted in compliance with the principles established in the UN Universal Declaration of Human Rights, in the International Labour Organisation (ILO) fundamental Conventions and in the OECD Guidelines for Multinationals, as also reflected in the various ESG Policies adopted by the Company<sup>6</sup>. Snam also adheres to the UN “Global Compact”, the world’s biggest international sustainability initiative.

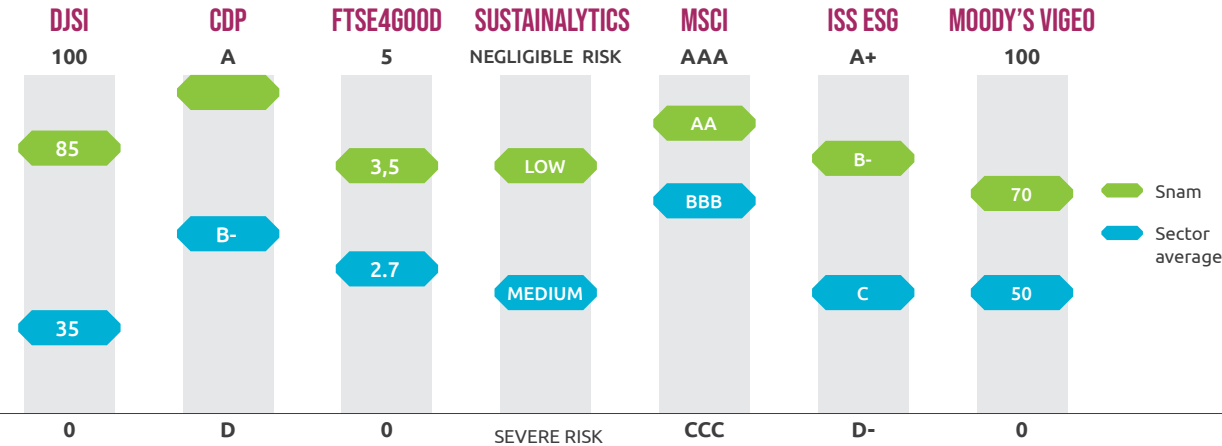
Transparency

To transparently represent to its stakeholders the value created and the sustainability of the business, Snam prepares the new Sustainability Statement, drawn up in accordance with Legislative Decree no. 125 of September 6, 2024, and contained in a specific section of the Management report, prepared on the basis of the ESRS.

The Sustainability Statement is available as a separate section of the Management Report included in the Annual Financial Report.

External awards

Snam is listed on the leading international indexes (STOXX Europe 600), as well as the main sustainability indexes.



In 2024 Snam was also confirmed as one of the top 5 companies in the Index of Governance Excellence edited by the Observatory on Corporate Governance established by The European House – Ambrosetti, and tied for first place with regard to the indicators relating to “Sustainability Governance”.

<sup>6</sup> ESG policies are available on the Company’s website (<https://www.snam.it/en/documents/politiche-ESG.html>). In this regard, see also par. 2.3 “Snam’s diversity policy”.

2.1 The sustainability strategy and the Transition Plan

Sustainability strategy

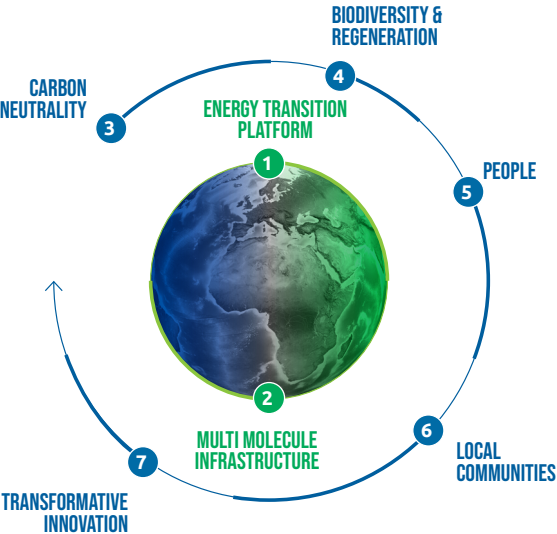
In 2023, Snam’s new sustainability strategy was approved to adopt an all-round approach, fully integrated into the group’s operations and business strategy, with a commitment focused on 7 strands (pillars):

Linked to this approach is the *Sustainability Scorecard*, a tool adopted from 2020, a dashboard of the relevant key performance indicators (KPIs) to measure progress in all mentioned strands by 2029, the horizon of the new Strategic Plan.

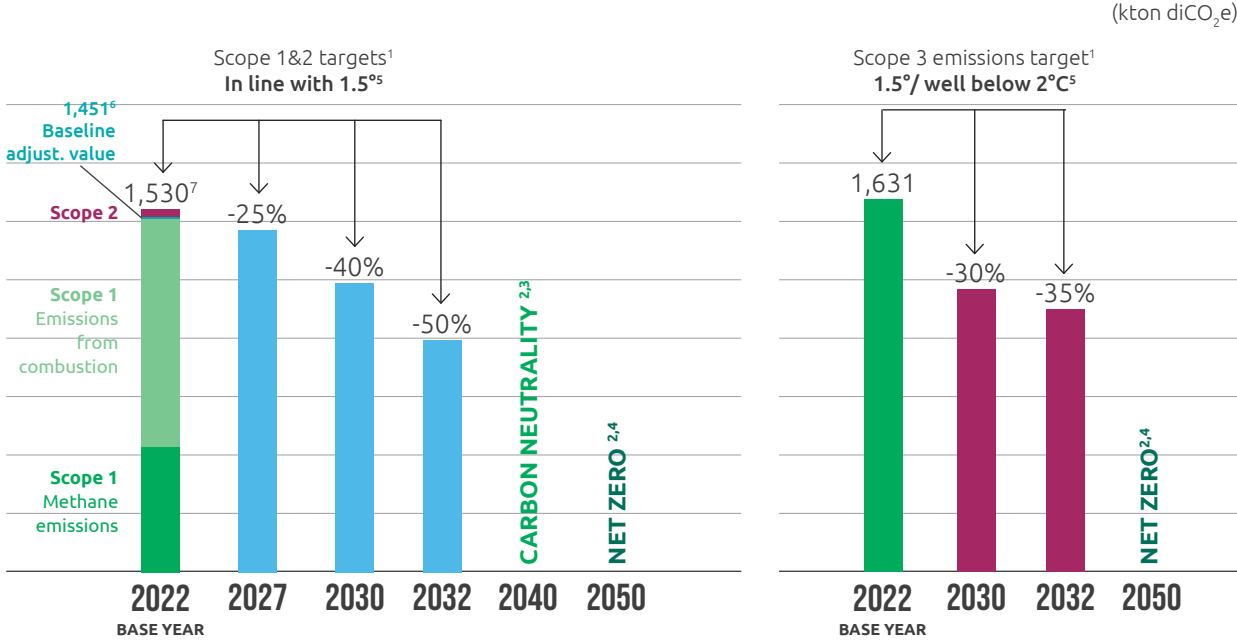
The Sustainability Scorecard is a quarterly monitoring and disclosure tool with specific KPIs and targets belonging to the environmental (avoided emissions, reduction of natural gas emissions, responsible and sustainable supply chain, Net positive impact for biodiversity), social (welfare, engagement of employee, safety, gender diversity, local communities) and governance (governance structure and its functioning, infrastructure reliability, anti-corruption, sustainable finance and innovation) spheres.

Regarding the *decarbonization plan*, Snam has set targets in the medium term on Scope 1 and 2 emissions related to the regulated business, based on 2022, equal to -25% in 2027, -40% in 2030, and -50% in 2032, compared to 2022 values. In relation to Scope 3 emissions, also related to regulated business, Snam has reinforced its commitment with two absolute emission reduction targets of -30% in 2030 and -35% in 2032, also compared to 2022.

To these targets Snam adds a new long-term commitment for the entire group to achieve *carbon neutrality by 2040* on Scope 1 and 2 emissions and *Net Zero by 2050* on Scope 1, 2 and 3 emissions.



EMISSIONS REDUCTION COMMITMENT ACROSS OPERATIONS AND VALUE CHAIN



CARBON NEUTRALITY BY 2040 AND NET ZERO BY 2050

- 1 On regulated perimeter as of 2022.

2 On Snam Group perimeter.

3 CARBON NEUTRALITY: requires to fully offset the residual emissions.

4 NET ZERO: requires at least -90% emissions vs base year and the neutralization of residual emissions.
- 5 Based on SBTi general methodology.

6 2022 baseline.

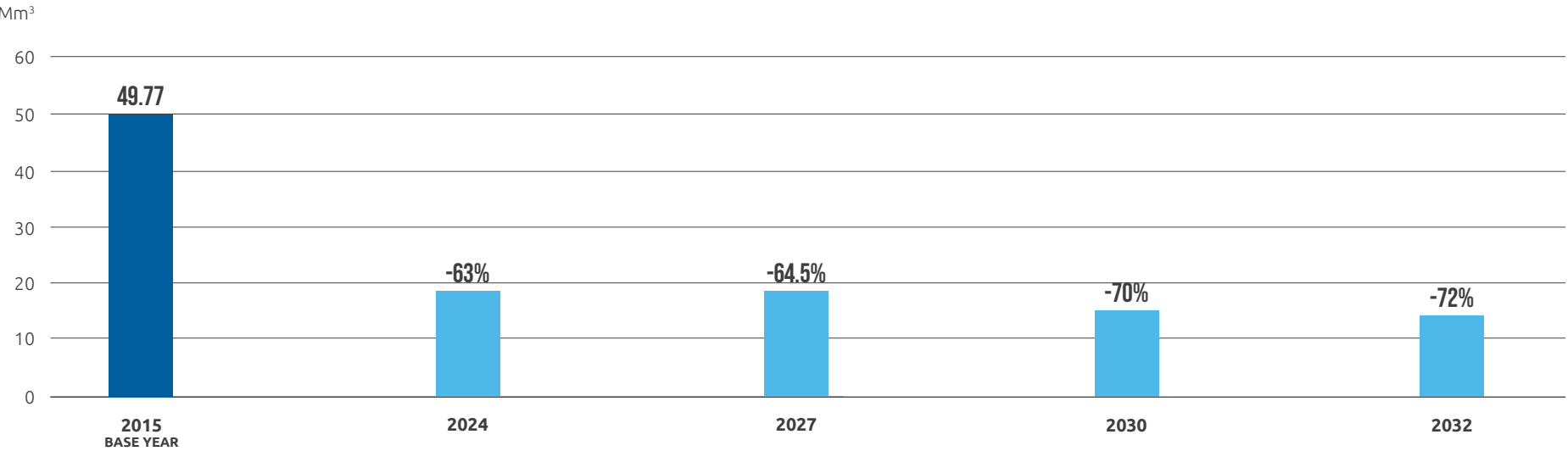
7 2022 baseline adjustment according to Snam’s recalculation policy, adding 2024 Piombino FSRU emission.

Regarding methane emissions, in 2024 Snam achieved about -62% compared to 2015 and, given the excellent results achieved, set reduction targets equal to -64.5% in 2027, -70% in 2030 and -72% in 2032. These results exceeded the targets recommended by the Oil and Gas Methane Partnership (OGMP) 2.0 of UNEP (United Nations Environment Program), which once again awarded Snam the Gold Standard in 2024.



METHANE EMISSIONS REDUCTION ACHIEVEMENTS AND TARGETS

Replacement plan launched in 2015 to reduce methane emissions, implementing best practices and seeking new solutions / technologies



**MAIN ACTIONS**

LDAR active at all transmission network facilities, compressor stations, storage plants and LNG terminal

Eliminate high-bleed gas-driven pneumatic controllers, switch to compressed air, electric or mechanically driven devices, or very low emitting devices

Prior to pipeline maintenance: lower the pressure in the pipeline by allowing consumer drawdown, in-line recompression instead of venting

More than 1M components periodically monitored

3000 components replaced

16 in-line recompression interventions

Gold Standard by the United Nations Environment Programme OGMP 2.0 (Oil and Gas Methane Partnership) for the fourth consecutive year

Part of the Oil and Gas Climate Initiative which strives to reach near zero methane emissions from oil and gas assets by 2030

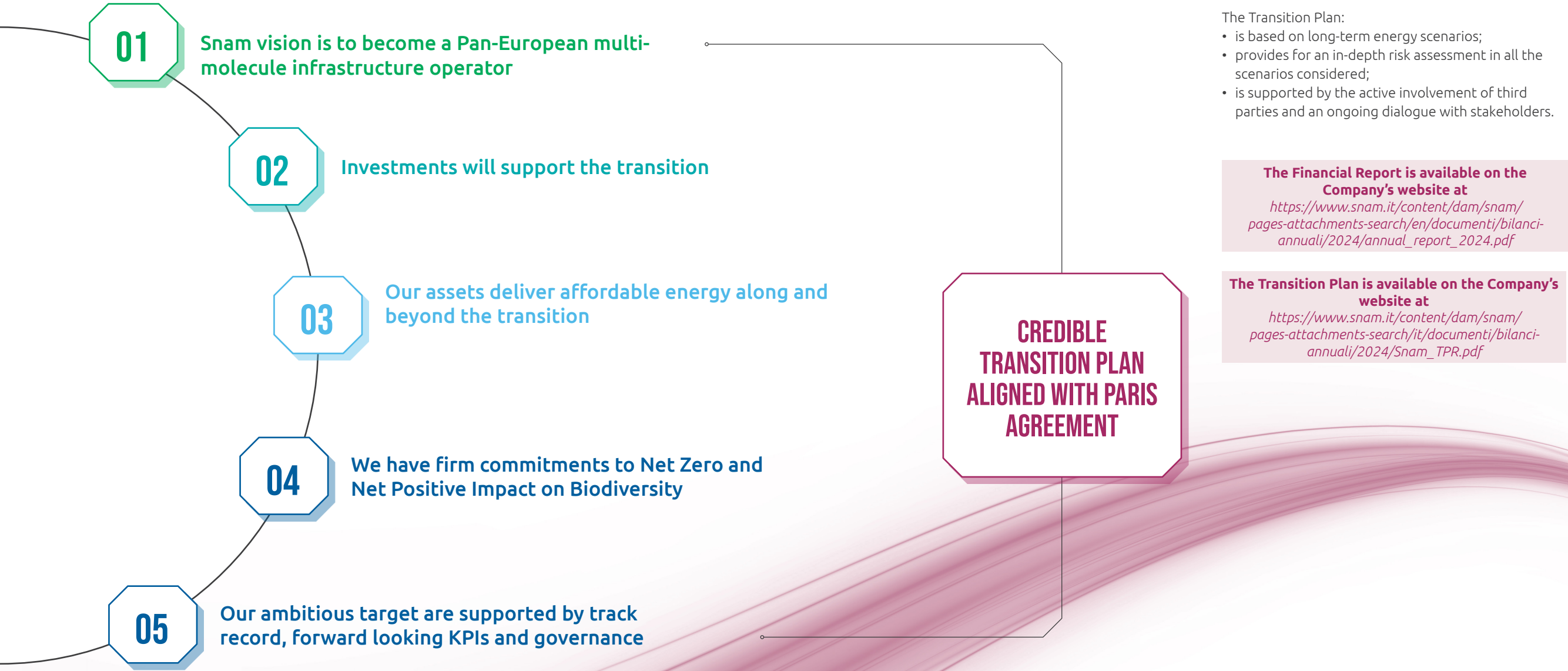
**STRONG TRACK RECORD AND AMBITIOUS TARGETS ON METHANE EMISSIONS AHEAD OF OGMP REQUESTS**

In March 2024, Snam published the document “Snam’s climate positioning, also through Stakeholders’ Associations and Coalitions”, which summarizes its positioning on climate issues and is an official commitment to the achievement of the Paris Agreement goals. This document, signed by the Chief Executive Officer and viewed by the Sustainability and Energy Transition Scenarios Committee and the Board of Directors, reinforces transparency and disclosure with respect to advocacy and associative activities in the climate field.

Transition Plan

On October 9, 2024, the Board of Directors of Snam approved the Transition Plan, a transparent roadmap to outline in a defined and systematic manner the objectives for 2050 and the related actions and resources to support the group’s energy transition and the decarbonization of the country.

The Transition Plan highlights **Snam’s commitment to the decarbonization of the energy system and the protection of biodiversity**, in line with the company’s strategy and investment profile. The document will be periodically updated to reflect the evolution of the energy system, including technological innovation and the results obtained during this process.





### 3. CORPORATE GOVERNANCE AT SNAM

**The Corporate governance of an enterprise consists of the rules and methods for the planning, management and control required for the functioning of the company.**

Snam’s corporate governance system was drafted by the Board of Directors in compliance with the legislation applicable to the Company<sup>7</sup>.

The system is based on key principles, such as proper and transparent business management implemented through: (i) the definition of information flows between corporate bodies; (ii) efficient definition of the internal control and risk management system; and (iii) the adoption of an Enterprise Risk Management system (the “ERM Model”). This consists of rules and organisational structures aimed at identifying, measuring, managing and monitoring the main risks that could affect the achievement of the Company’s strategic objectives.

**The Company’s Articles of Association define the governance model of the Company and the main rules of procedure of its corporate bodies.**

Snam, in accordance with its Articles of Association organizes business activities with the aim of pursuing sustainable success through the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company. This principle guides the actions of the Board of Directors.

Snam’s current corporate governance model conforms to the traditional system of administration and control. It is composed of two bodies appointed by the Shareholders’ Meeting<sup>8</sup> (the shareholders’ decision-making body), i.e. the Board of Directors - vested with the broadest powers for the ordinary and extraordinary management of the Company - and the Board of Statutory Auditors, which supervises, *inter alia*, on the administration and the compliance with the law and with the Articles of Association<sup>9</sup>.

The statutory audit of the financial statements as of 31 December 2024 was carried out by Deloitte & Touche S.p.A. as the external auditors appointed by the Shareholders’ Meeting on the recommendation of the Board of Statutory Auditors.

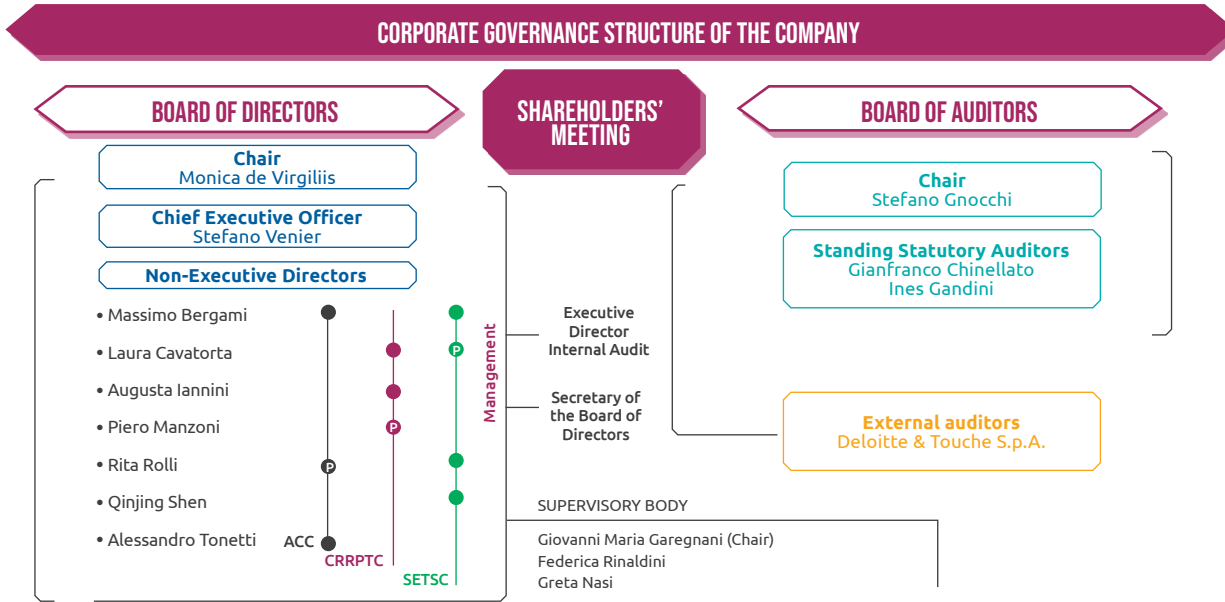
7 Reference is made to the legislation to which the Company is subject (i) as a listed issuer not falling within the definition of SME pursuant to Article 1(1)(w-quater.1) of the TUF and Article 2-ter of the Issuers’ Regulation; (ii) as an entity adhering to the Corporate Governance Code, specifically for recommendations aimed at “big companies” with “unconcentrated ownership”, by virtue of Snam’s relatability within these types of issuers; and (iii) as an entity adhering to the national and international best practices against which the Company measures itself. The corporate governance system also pays special attention to compliance with the Unbundling Regulations, in view of the specific features of the business conducted by Snam and by its Subsidiaries, subject to the regulation of ARERA.

8 For further information, see Section III, Paragraph 1 of the Report.

9 For further information, see Section III, Paragraph 4 of the Report.

The Board of Directors established the following 3 Committees whose regulations are published online on Snam’s institutional website, in compliance with the Corporate Governance Code and with the Articles of Association<sup>10</sup>:

- Control and Risk and Related-Party Transactions Committee;
- Appointments and compensation committee;
- Sustainability Energy Transition Scenarios Committee.



**The Articles of Association can be consulted on the Company’s website**

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2023/Snam-S.p.A.-Statuto-sociale-eliminazione-clausola-trasnitatoria-ENG-Clean.pdf>

10 For further information on the Board of Directors, see Section III, Paragraph 2 of this Report; for further information on the Committees, see Section III, Paragraph 3 of this report.

## 4. CODE OF ETHICS

The Code of Ethics defines Snam’s business ethics culture and it forms the basis for the Company’s strategic thinking as well as the conduct of its business.<sup>11</sup> In particular, the Code of Ethics: has been revised in order to promote Snam’s commitment to pursuing a sustainable business model – oriented towards sharing the values defined with stakeholders – and to enhance the Company’s work in the following areas: (i) energy transition; (ii) UN Sustainable Development Goals; (iii) human rights; (iv) health and safety; (v) ethics and integrity change; (vi) environment and sustainability (vii) global security.

The following tools have also been introduced in order to promote and encourage widespread dissemination of ethical principles:

- “Ethics Chart” as an operational tool aimed at making the contents of the Code of Ethics more accessible, in order to present them in a modern way that is able to engage and involve the reader, bringing them closer to the ethical issues of corporate interest;
- “IntegrityLine” as a direct communication channel that can be used to clarify any doubts regarding interpretation.

The Code of Ethics is an integral and mandatory part of Model 231, from which no exceptions are permitted. The Board of Directors has assigned the role of Code of Ethics Supervisor to the Supervisory Body.



**The Code of Ethics and the Ethics Chart are available on the Company’s website**

[https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2024/Codice\\_Etico\\_24.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2024/Codice_Etico_24.pdf)  
[https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2024/EthicsChart\\_ENG.pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2024/EthicsChart_ENG.pdf)

<sup>11</sup> The Code of Ethics was most recently approved by the Board of Directors on 15 May 2024.

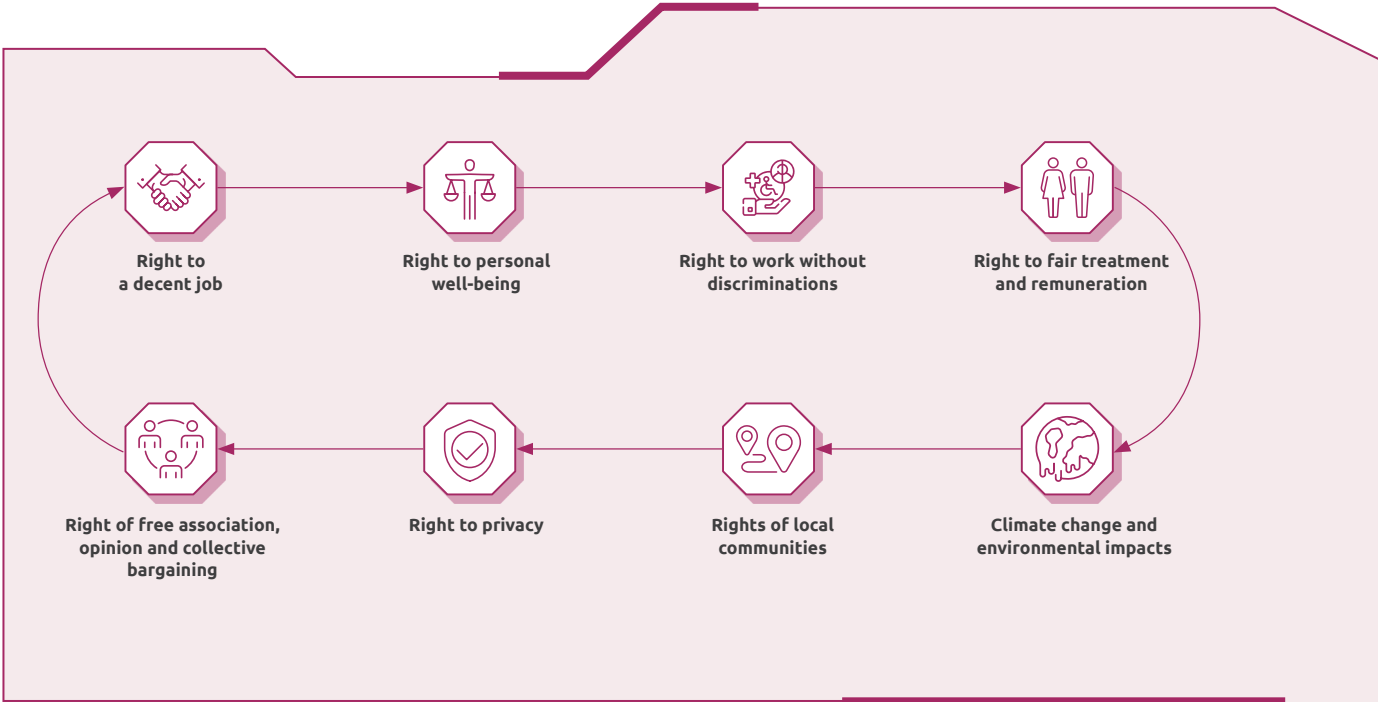


### COMMITMENT TO HUMAN RIGHTS

In 2024, Snam saw the need to integrate its governance system on **Human Rights** by adopting a Guideline for the management of the issue.

In line with the OECD Guidelines, the United Nations Guiding Principles on Business and Human Rights and the CSDD, the activities envisaged by the Human Rights Compliance Guideline require the identification of the so-called Salient Human Rights Issues, i.e. the human rights that are most relevant and a priority for Snam’s business, for local and international stakeholders, and for the contexts in which the Company operates.

Snam has identified the Human Rights listed below as **Salient Issues**:



**Guidelines for the respect of human rights are available on the Company’s website**

<https://www.snam.it/content/dam/snam/pages-attachments/it/esg/documents/2024/Human%20Right%20Guideline.pdf>



 **CYBERSECURITY GOVERNANCE AND AI**

In November 2023, Snam adopted the “Policy on the Ethical Use of Artificial Intelligence”, providing for compliance with core issues relating to confidentiality and personal data protection. The Policy identifies a Data-AI Officer with the task of ensuring the identification of AI systems consistent with the Policy and guaranteeing risk assessment in coordination with the Enterprise Risk Management Model. The Data AI Officer operates within the Cyber-AI Security Committee.

**DATA-AI OFFICER**

Ensures the responsible adoption only of artificial intelligence systems that comply with ethical principles such as equality, transparency, fairness, accountability and justice, and ensures the assessment of related risks in coordination with the Enterprise Risk Management Model.

**CYBER-AI SECURITY COMMITTEE**

Chaired by the Executive Director Global Security & Cyber Defence and composed of the Director Cyber Security & Resilience and his direct reports, the Chief Strategy And Technology Officer and his direct reports, the Data AI Officer, the Data Protection Officer as well as the Executive Director Organisational Development, Total Reward & Cost. In this context, the issues with the greatest degree of relevance and/or criticality for the correct management of cyber security and the maintenance of the most suitable defence posture are shared and discussed in depth.

**Guidelines for Global Security are available on the Company's website**

<https://www.snam.it/content/dam/snam/pages-attachments/it/investor-relations/documents/cyber-security/Linea%20Guida%20in%20materia%20di%20Global%20Security%20-%2014.02.2024.pdf>





# SECTION II

# SNAM'S OWNERSHIP

# STRUCTURE

|                                                                                              |    |                                                                                         |    |
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# 1. STRUCTURE OF SHARE CAPITAL AND CHANGES IN SHAREHOLDER STRUCTURE AND MARKET CAPITALISATION

The fully subscribed and paid-up share capital is €2,735,670,475.56, divided into 3,360,857,809 ordinary registered shares, with no nominal value indicated.

## SHARE CAPITAL STRUCTURE

| Share class                           | No. of shares | No. of voting rights | Proportion of share capital (%) | Listing market                                                | Rights and obligations                                                                                                                                                                                                         |
|---------------------------------------|---------------|----------------------|---------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary shares with no nominal value | 3,360,857,809 | 1                    | 100                             | Euronext Milan organised and managed by Borsa Italiana S.p.A. | The shares are indivisible, and each share entitles the holder to one vote. Shareholders may exercise corporate and ownership rights, subject to the limits set by the regulations in force and by the Articles of Association |

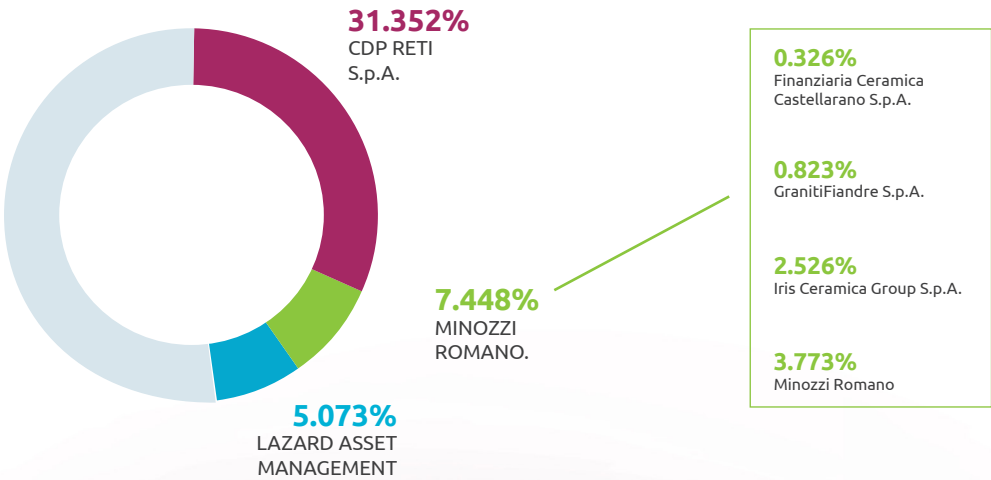
As of 31 December 2024, the Company held 6,461,439 treasury shares, equal to 0.192% of the share capital. The floating capital was 67%.

The Company’s market capitalisation increased from 15,611 million euro as at 31 December 2023 to 14,371 million euro as at 31 December 2024 (based on an official price of 4.28 euro per share and a total number of outstanding shares of: 3,353,613,230).

# 2. SIGNIFICANT SHAREHOLDINGS

The graphic below shows shareholders with equity investments of more than 3% in Snam’s share capital, as indicated from the findings of Snam’s shareholders’ ledger, communications made to Consob, and other information available to the Company.

% over ordinary and voting share capital



## 3. RESTRICTIONS ON THE TRANSFER OF SHARES AND VOTING RIGHTS

The Articles of Association do not establish any restrictions on the transfer or limitations on the ownership of shares of the Company. However, the provisions of law described below do establish a number of restrictions on the transfer and ownership of shares in Snam.

### 3.1 Unbundling Regulations

European and national legislation on the internal energy and natural gas market, with particular reference to the ownership unbundling model and independence of the management of transmission networks from supply and production interests, provides certain limits to the exercise of corporate rights in Snam.

In particular, the voting rights attached to shares acquired (including through deeds, transactions or agreements of any kind), as well as to shares already held, directly or indirectly, by gas and/or electricity producers or suppliers or by their parent companies, subsidiaries or associates pursuant to the Italian Civil Code, and any powers of appointment pertaining to them, shall be restricted in compliance with the provisions of Article 19 of Legislative Decree No. 93 of 1 June, 2011 which, having implemented Directives 2009/72/EC, 2009/73/EC and 2008/92/EC on common rules for the internal market electricity and natural gas, regulates the ownership unbundling model of transmission systems and operators of the natural gas transmission. This article in fact provides that the same party (whether a natural person or legal entity) may not, among other things:

- (i) exercise control, directly or indirectly, over an undertaking that produces or supplies natural gas or electricity and at the same time exercise control or rights, directly or indirectly, over a natural gas or electricity transmission system operator or over a natural gas or electricity transmission system;
- (ii) appoint members of the Supervisory Body, the Board of Directors or the bodies that legally represent the Company within a transport system operator or a transport system and, simultaneously, directly or indirectly control or hold rights over natural gas production or supply operations.

Rights whose exercise is precluded under the above provisions include, in particular, the right to vote as well as the right to appoint members of the supervisory board, board of directors or bodies legally representing the company.

Due to the legal and regulatory framework represented<sup>12</sup>, shareholders engaged in the production and sale of gas and/or electricity are precluded from exercising their voting rights at the Company's Shareholders' Meeting; therefore, they remain the sole holders of the economic rights related to the shares held in Snam.

It should be noted that on 5 May 2023, Resolution 140/2023/R/GAS was published by ARERA, which recertifies Snam Rete Gas S.p.A. and Infrastrutture Trasporto Gas S.p.A. as natural gas transmission operators operating under ownership unbundling model.

Lastly, the Package on Decarbonization of Gas and Hydrogen, published on May 21, 2024, has been adopted at the European level. The package includes a regulation and a directive for common rules, inter alia in the field of renewable energy, natural gas and hydrogen. In particular, the regulation is expected to be directly applicable six months after publication in the Official Journal of the EU, while for the directive, Member States will have two years to adapt their respective national legislations.

## 4. SECURITIES THAT ENTITLE THE HOLDER TO SPECIAL RIGHTS

The Company's Articles of Association do not provide for the issuance of multiple voting shares or loyalty shares.

The Company has not issued any securities that entitle the holder to special control rights.

<sup>12</sup> For a complete examination of the developments in Unbundling regulations at the European and national levels, and the Resolutions that ARERA has issued over the years in relation to the certification process of Snam Rete Gas S.p.A. and Infrastrutture Trasporto Gas S.p.A., please refer to the Report on Corporate Governance and Ownership Structure 2022, in particular par. 3.1 "Unbundling regulations", available on the Company's website ([https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2023/assemblea-degli-azionisti/Relazione-Governance\\_ENG\\_2022.pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2023/assemblea-degli-azionisti/Relazione-Governance_ENG_2022.pdf)).



## 5. SPECIAL POWERS OF THE STATE

Snam, to the extent that it holds assets in the energy sector strategically important for the national interest, in accordance with the provisions of Presidential Decrees No. 179 and No. 180 of December 2020, is subject to the regulations on special powers of the Italian State in strategic sectors set forth in Decree-Law No. 21 of 15 March 2012 (with subsequent amendments and additions, including Presidential Decree No. 133 of 1 August 2022, with particular reference to, among other things, the institution of pre-notification and an ad hoc regime for intragroup transactions)<sup>13</sup>.

## 6. MECHANISM FOR EXERCISING VOTING RIGHTS IN A POSSIBLE EMPLOYEE SHARE OWNERSHIP SYSTEM

Pursuant to the Consolidated Financial Act, the articles of association of companies with listed shares may contain provisions aimed at facilitating the expression of voting by proxy by employee shareholders, thus favouring their involvement in the decision-making processes of the shareholders' meetings. In this regard, Snam's Articles of Association expressly provide that the Company shall make available to shareholders' associations that meet the requirements set out in the relevant legislation, in accordance with the terms and procedures agreed from time to time with their legal representatives, spaces necessary for the communication and performance of the activity of collecting proxies from shareholders employed by the Company and its Subsidiaries. To date, the Company has not been notified of the establishment of any employee shareholders' association that meets the requirements identified by the Consolidated Financial Act and to which the above-mentioned provisions of the Articles of Association apply.

13 To the extent of interest to Snam, these regulations provide for the following notification requirements:

- (i) in case of changes in the ownership, control, availability or destination of networks, plants, assets and relationships of strategic importance for the national interest (so-called "Relevant Assets"). Resolutions of the Shareholders' Meeting or administrative bodies concerning the transfer of Subsidiaries holding the aforementioned Relevant Assets shall be notified within the same terms. After the lapse of 45 days from the notification without the Prime Minister having communicated any veto or imposed prescriptions or conditions aimed at ensuring the protection of public interests, the transaction may be carried out;
- (ii) in the event of the purchase of shares in a company holding Relevant Assets.

If the purchase entails a threat of serious harm to the essential interests of the State or a danger to security or public order, the Prime Minister may:

- (i) condition the effectiveness of the purchase on the buyer's assumption of commitments aimed at ensuring the protection of the aforementioned interests;
- (ii) oppose the purchase, in exceptional cases of risk for the protection of the aforementioned interests which cannot be eliminated through specific commitments.

## 7. SHAREHOLDER AGREEMENTS

The main direct shareholder of Snam is CDP Reti, with a shareholding of 31.4%. The main shareholders of CDP Reti are CDP (59.1%) and State Grid Europe (35%), a company wholly owned by State Grid International Development Limited.

CDP, State Grid Europe and State Grid International Development Limited are parties to a shareholders' agreement dated 27 November 2014, and lastly amended on 7 November 2016 (the "Shareholders' Agreement").

The Shareholders' Agreement – which has a term of three years from the signing date, and will renew automatically for successive 3-year periods, unless one of the parties withdraws – governs, inter alia, certain aspects relating to Snam's corporate governance. Specifically:

- as long as State Grid Europe holds a shareholding of at least 20% in CDP Reti, State Grid Europe shall be entitled to appoint a candidate to be included on the list of candidates for the office of director of Snam, which will be submitted by CDP Reti at the Shareholders' Meeting called to appoint members of the Board of Directors;
- State Grid Europe's candidate must be included on the list submitted by CDP Reti in a position that guarantees his/her appointment to the position of director of Snam if the CDP Reti's list obtains a majority of votes at the Shareholders' Meeting;
- State Grid Europe has undertaken to ensure that the director it appoints to Snam's Board of Directors (if and to the extent that said director is not independent pursuant to Article 148 of TUF) shall refrain, to the maximum extent permitted by law, from receiving information and/or documentation from Snam in relation to matters on which there is a conflict of interests for State Grid Europe and/or any affiliated party, in relation to business opportunities in which Snam on the one hand, and State Grid Europe and/or an affiliated party on the other, have an interest and may be in competition. Furthermore, the said director may not take part in the discussions of the said matters at the Board of Directors of Snam.

**The essential information pertaining to the Shareholders' Agreement is available on the Company's website**

<https://www.snam.it/en/investor-relations/investing-in-snam/azionariato/shareholders-agreements.html>.

# 8. CHANGE-OF-CONTROL CLAUSES AND PROVISIONS ON TAKEOVER BIDS

Snam and its Subsidiaries have entered into loan agreements containing specific clauses applicable in the event of a change of control of the Company.

Specifically, these are bank financing agreements that allow the other party to terminate the contract prematurely, either after an entity or entities acting in concert, other than CDP, gain control of Snam, or when this also entails a downgrade of Snam's credit rating to below predetermined thresholds following this acquisition of control<sup>14</sup>.

The Articles of Association do not provide for any exceptions to the provisions on the passivity rule provided for by Article 104, paragraphs 1 and 2 of TUF<sup>15</sup>. Nor do they provide for the application of the neutralisation rules set out in Article 104-bis, paragraphs 2 and 3 of TUF<sup>16</sup>.

14 Further information on the financial agreements can be found in the 2024 Annual Financial Report, under Note 17.2 of the Notes to the Consolidated Financial Statements.

15 Article 104 paragraph 1, TUF: *"Except with the authorization of the ordinary or extraordinary shareholders' meeting for resolutions within its competence, listed Italian companies whose securities are the subject of the offer shall refrain from performing acts or transactions that may conflict with the achievement of the objectives of the offer. [...] The mere pursuit of other offers does not constitute acts or operations in conflict with the objectives of the offer."*

16 Article 104-bis, paragraph 2, TUF: *"During the period of acceptance of the offer, the limitations on the transfer of securities provided for in the Articles of Association shall have no effect with respect to the bidder, nor shall the limitations on voting rights provided for in the Articles of Association or in Shareholders' Agreements [...] have any effect in the meetings called to decide on the acts and transactions provided for in Article 104."*

# 9. POWERS TO INCREASE THE SHARE CAPITAL AND AUTHORISATIONS TO BUY TREASURY SHARES

The Company's Board of Directors does not have the power to increase the share capital.<sup>17</sup> The Articles of Association provide that the Company may issue shares, including special classes of shares, to be allotted free of charge<sup>18</sup>.

The Company's Ordinary Shareholders' Meeting of 7 May 2024 revoked the unimplemented part of the authorisation granted on 4 May 2023 and authorised a purchase of treasury shares up to a maximum revolving limit of 110,000,000 Snam ordinary shares for a maximum outlay of 500 million euros and without in any case exceeding 3.27% of the share capital subscribed and paid in respect of the treasury shares already held by the Company, to be carried out, on one or more occasions, within 18 months of the date of the Shareholders' meeting.

The authorisation to purchase treasury shares is, in summary, for the following purposes: (i) to undertake activities to promote liquidity and manage the volatility of the Company's share price and, in particular, to act in the context of contingent market situations, facilitating trading in the stock at times of low liquidity in the market and encouraging the normal course of trading; (ii) as part of actions related to future industrial and financial projects consistent with the strategies that the Company intends to pursue, including by means of the exchange, trading, contribution, sale or other act of disposal of treasury shares for the acquisition of equity investments or share packages, for industrial projects or other extraordinary financial transactions involving the allocation or disposal of treasury shares; (iii) the execution of current share-based incentive plans of the Company and any future share-based incentive plans; and (iv) to increase value for the shareholder also through improvement of the Company's financial structure and through possible subsequent cancellation of treasury shares without reducing the share capital, in compliance with the necessary corporate requirements.

17 In this regard, see Article 2443 of the Italian Civil Code.

18 In this regard, see Article 2349 of the Italian Civil Code.



## 10. DIRECTION AND COORDINATION ACTIVITIES

The shareholder CDP declared, in its 2014 Annual Financial Report, with effect from the reporting date of the financial statements as of 31 December 2014, the existence of a de facto controlling stake in Snam S.p.A. in accordance with IFRS 10 – Consolidated Financial Statements. Given that, CDP, with a communication dated 30 October 2013, transmitted to ARERA, formally declared that it does not exercise direction and coordination activities with regard to Snam<sup>19</sup>. By resolution of 1 August 2019, the Board of Directors of CDP classified this participatory relationship with Snam as de facto control, also pursuant to Article 2359, paragraph 1, No. 2) of the Italian Civil Code and Article 93 of TUF. CDP has confirmed that it does not exercise direction and coordination activities with regard to Snam and its Subsidiaries.

As of the date of this Report Snam exercises direction and coordination activities with respect to all the Subsidiaries, as defined in the Glossary.

On 11 December 2018, Snam’s Board of Directors adopted the Corporate Governance and Unbundling guidelines, last amended by resolution of 30 June 2022 with the aim of ensuring, within the Snam group, full compliance with current legal, regulatory and self-regulatory legislation, as well as, to the extent necessary, the coordination and harmonization of the choices adopted by the Subsidiaries with those of Snam, within the framework of a unified group strategy, also in order to achieve a more effective monitoring of risks for maximisation of value for shareholders and a focus on qualified stakeholders in the areas in which Snam operates, in compliance with current legislation in the relevant jurisdictions.

The Corporate Governance and Unbundling Guidelines are adopted by the administrative bodies of the Subsidiaries.

**The Corporate Governance and Unbundling Guidelines are available on the Company's website**

[https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2022/00396\\_linea\\_guida\\_corp\\_gov\\_unbundling\\_definitiva.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2022/00396_linea_guida_corp_gov_unbundling_definitiva.pdf)

19 Specifically, CDP has declared: (i) that it does not carry out direction and coordination activities with respect to Snam and its subsidiaries; (ii) that it exercises, with respect to Snam, only the administrative and equity rights to which it is entitled as a shareholder without exercising the power to influence or limit in any way the free management choices of the administrative body of the latter and its Subsidiaries, including with respect to investments, business plans and commercial strategies; (iii) not to receive any commercially sensitive or privileged information on the activities of Snam and its Subsidiaries, except for information made available to all market participants equally and without discrimination. For further information, see ARERA’s resolution 515/2013/R/GAS. of 14 November 2013.

## 11. FURTHER INFORMATION - REFERENCES

Information<sup>20</sup> on the agreements between the Company and the directors which provide for compensation in the event of resignation or dismissal without just cause or in the event of termination of their employment as a consequence of a takeover bid can be found in the specific Remuneration Policy Report, published as required by law and available on the Company’s website.

The information relating to the rules applicable to the appointment and replacement of directors can be found in Section III, Paragraph 2 of this Report on the Board of Directors.

The information<sup>21</sup> relating to the rules applicable to the amendment of the Articles of Association, if different from the legislative and regulatory provisions that are additionally applicable, can be found in Section III, Paragraph 1 of this Report focused on the Shareholders’ Meeting.

20 In this regard, see the information required by Article 123-bis, paragraph 1, letter i) of TUF.

21 In this regard, see the information required by Article 123-bis, paragraph 1, letter l) of TUF.



# SECTION III SNAM'S CORPORATE GOVERNANCE SYSTEM

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# 1. SHAREHOLDERS’ MEETING AND SHAREHOLDERS’ RIGHTS

## 1.1 Overview and quorums

The Shareholders’ Meeting is the shareholders’ decision-making body. The Shareholders’ Meeting shall be responsible for the matters provided for by law, except for the power of the Board of Directors to resolve on proposals concerning: (i) mergers in the cases referred to in Articles 2505 and 2505-bis of the Italian Civil Code, also as referred to for demergers; (ii) the establishment, modification and elimination of secondary offices; (iii) the reduction of the share capital in the event of withdrawal of shareholders; (iv) the adaptation of the Articles of Association to regulatory provisions; (v) the transfer of the registered office within Italy.

The course of shareholders’ meetings is governed by the Regulation for Shareholders’ Meetings approved by the Company’s ordinary Shareholders’ Meeting, as set out in Paragraph 1.2 below.

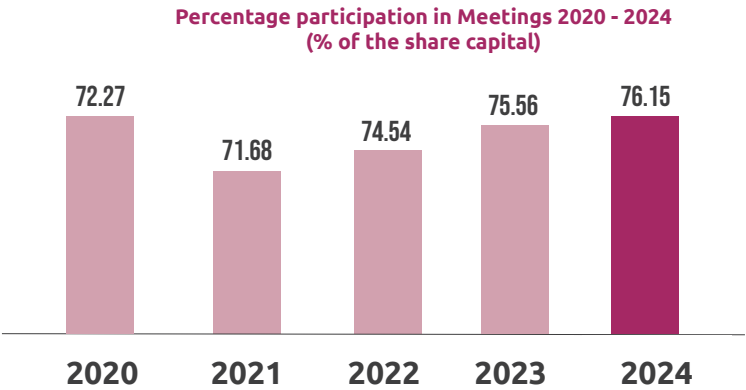
### ORDINARY SHAREHOLDERS’ MEETING (SINGLE CALL)

| Constituent quorum | Quorum to pass resolutions                                            |
|--------------------|-----------------------------------------------------------------------|
| Not applicable     | A majority of those in attendance in person or by proxy <sup>22</sup> |

### EXTRAORDINARY SHAREHOLDERS’ MEETING (SINGLE CALL)

| Constituent quorum                      | Quorum to pass resolutions                                                            |
|-----------------------------------------|---------------------------------------------------------------------------------------|
| At least one-fifth of the share capital | At least three-quarters of the share capital represented at the Shareholders’ Meeting |

The following table shows the attendance rates at Ordinary and Extraordinary Shareholders’ Meetings held in the last five years.



The right to participate in the Shareholders’ Meeting is governed by the law, the Articles of Association and the provisions contained in the notice of meeting. Legitimate entitlement to attend the Shareholders’ Meeting is governed by law. Those entitled to vote may be represented by written proxy within the limits of the law, which may be notified by certified electronic mail. Furthermore, pursuant to Article 135-undecies of the Consolidated Financial Act, the Company may identify a designated representative to whom shareholders may grant proxy free of charge.

In order to facilitate the expression of votes by proxy by employee shareholders, thereby favouring their involvement in the decision-making processes at shareholders’ meetings, Snam’s Articles of Association, in addition, expressly provide that the Company shall make available to shareholders’ associations that meet the requirements set out in the relevant legislation, according to the terms and procedures agreed from time to time with their legal representatives, spaces necessary for communicating and carrying out the activity of collecting proxies from shareholders employed by the Company and its Subsidiaries.

## 1.2 Shareholders’ Meeting regulation and shareholders’ rights

Snam established its **Shareholders’ Meeting Regulation** in 2001.

**The Shareholders’ Meeting Regulation is available on the Company’s website**

[https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2022/regolamento\\_assemblee%20\(2\).pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2022/regolamento_assemblee%20(2).pdf)

22 With the exception of specific matters that require a majority of three-quarters of the share capital.

For further information on the functioning of the Shareholders’ Meetings and related rights granted to shareholders, see Annex 2 to this Report.

1.3 Shareholder’s Meetings held in 2024

In the financial year 2024 the Shareholders’ Meeting took place only once on 7 May 2024, in ordinary session, and resolved:

- (i) to approve the financial statements as at 31 December 2023, allocation of profit for the year and distribution of the dividend;
- (ii) to authorise the purchase and sale of treasury shares, subject to revocation of the authorisation granted by the Ordinary Shareholders’ Meeting on 4 May 2023 for the unperformed part;
- (iii) on the Report on the remuneration policy and compensations paid pursuant to Article 123-ter of TUF

This meeting was attended by the following members of the Board of Directors: Monica de Virgiliis (Chair), Stefano Venier (CEO), Rita Rolli e Qinjing Shen; on the other hand, this meeting was not attended by directors Massimo Bergami, Laura Cavatorta, Augusta Iannini, Piero Manzoni and Alessandro Tonetti, with excused absence.

2. SNAM’S BOARD OF DIRECTORS





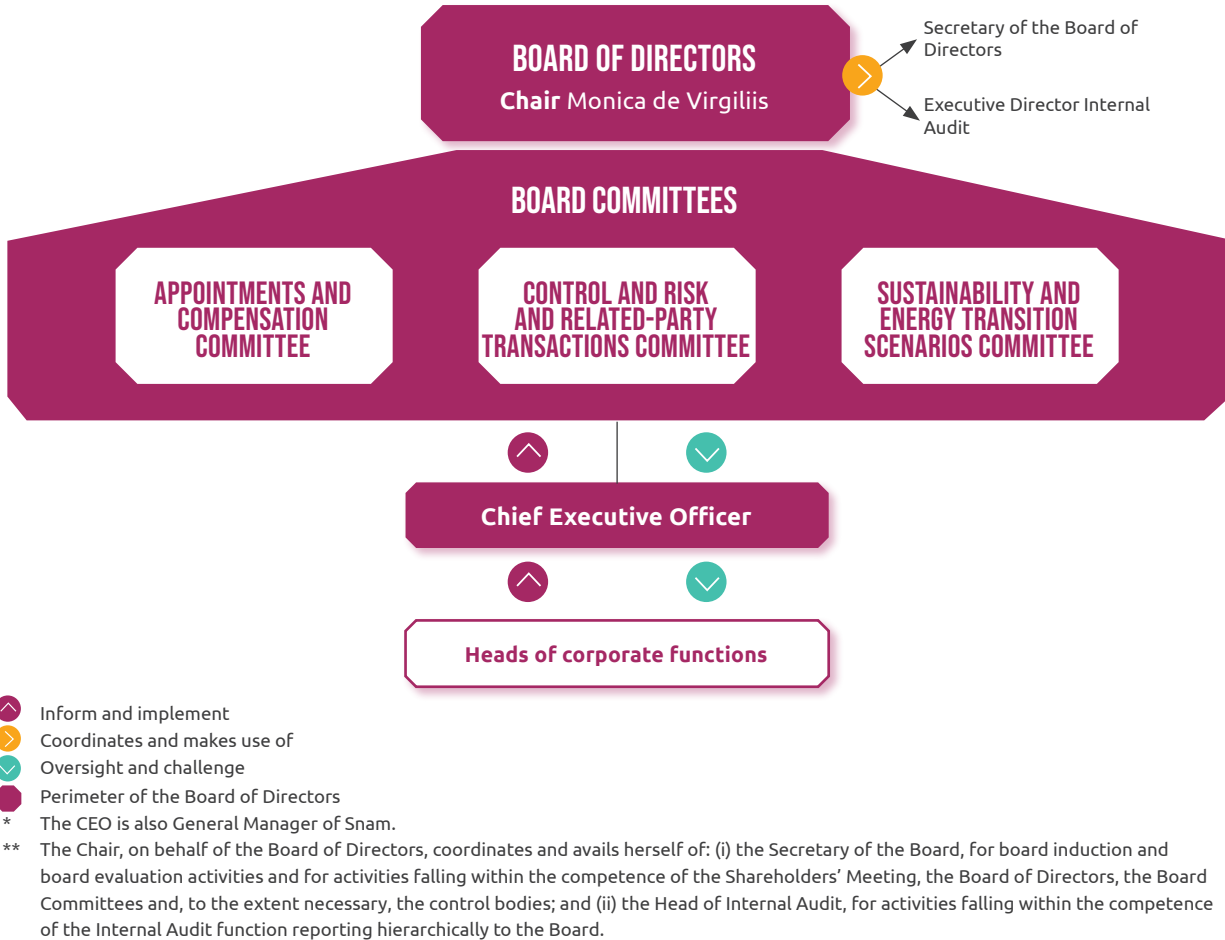
2.1 Role of the Board of Directors

The **Board of Directors** plays a central role in the Company’s corporate governance structure, **defining the strategic, organisational and control policies** of the Company and its Subsidiaries and monitoring the relevant implementation, in a manner consistent with the statutory corporate purpose “*Energy to inspire the world*”, with a view to (i) promoting the **energy transition** towards forms of resources and energy use compatible with environmental protection and progressive decarbonisation and (ii) pursuing **sustainable success through the creation of long-term value to the benefit of shareholders, taking into account the interests of other stakeholders** relevant to the Company.

Further information on, inter alia, the role and responsibilities of the Board of Directors with regard to sustainability issues and related reporting, as well as in the oversight of objectives and procedures to manage relevant risks, impacts and opportunities, and how the Board of Directors is informed about sustainability issues and how these issues are addressed, is contained in the Sustainability Statement, to which reference is made.

The Board of Directors is vested with the **broadest powers for the** ordinary and extraordinary **administration** of the Company. It is entitled to adopt any measures it deems necessary in order to implement and achieve the corporate objective, with the sole exception of measures that are reserved, by the law or by the Articles of Association, for the Shareholders’ Meeting. The Board of Directors appoints the Chair, if the Shareholders’ Meeting has not already done so, delegates its powers to one or more of its members and may set up internal Committees.

Pursuant to Article 2381 of the Italian Civil Code, Snam’s Board of Directors has assigned itself a series of powers, in addition to those which by law cannot be delegated and those set out in the Corporate Governance Code.



**A description of the powers that the Board has assigned itself pursuant to Article 2381 of the Italian Civil Code is available on the Company website and shown in the table in Annex 4.**

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/Snam%20-%20CdA%20-%20Attribuzioni%20riservate%20-%20Proposta%20-%20%20%20ENG.pdf.coredownload.pdf>

The Shareholders’ Meeting has not authorised, in general or as a preventive measure, any exemptions from the prohibition on competition pursuant to Article 2390 of the Italian Civil Code.

2.2 Snam’s Board of Directors

General profiles, election and replacement

The Company shall be managed by a Board of Directors numbering no fewer than 5 and no more than 9 members, with their number and term of office being established by the Shareholders’ Meeting at the time of election.

For a description of the provisions of the Articles of Association governing procedures for the appointment of the Board of Directors and the term of office, termination and dismissal of its members, see Annex 3 to this Report. In accordance with Consob determination No. 123 of 28 January 2025, the minimum shareholding required for the submission of lists of candidates for the election of Snam’s corporate bodies of administration and control is equal to 1%.

All candidates to the office of director must meet the integrity requirements prescribed by regulations in force. Moreover, as indicated in Article 13.3 of the Articles of Association, pursuant to the Decree of the President of the Council of Ministers of 25 May 2012, setting forth “Criteria, conditions and terms for the adoption of the model for the demerger of Snam S.p.A., in accordance with Article 15, of Law no. 27 of 24 March, 2012”, the directors may not be appointed to offices in administrative or control bodies or in managerial positions at ENI S.p.A. and its subsidiaries, nor may they entertain any direct or indirect, professional or financial relationship with the aforementioned companies.

For information on the board evaluation and succession plans, please refer, respectively, to Paragraphs 2.13 and 2.14 of this Section.

Composition of Snam’s Board of Directors

|             |                                                                                                                                                                  |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Appointment | 27 April 2022                                                                                                                                                    |
| Duration    | Three financial years                                                                                                                                            |
| Expiry      | Approval of the financial statements as at 31 December 2024                                                                                                      |
| Members     | 9                                                                                                                                                                |
| Executive   | 1                                                                                                                                                                |
| Independent | 6 (independent pursuant to the TUF and the Corporate Governance Code)                                                                                            |
| Committees  | Control and Risk and Related-Party Transactions Committee<br>Appointments and Compensation Committee<br>Sustainability and Energy Transition Scenarios Committee |

When the Board of Directors was renewed on 27 April 2022, the following two lists of candidates were submitted:

- (i) a list of 7 candidates submitted by CDP Reti; and
- (ii) a list of 3 candidates submitted by institutional investors.

The share capital represented at the Shareholders’ Meeting, and admitted to vote on the appointment of directors through list voting, accounted for 74.54% of the Company’s share capital. The list submitted by CDP Reti obtained the most votes (53.06% of the voting share capital). The list submitted jointly by the institutional investors was voted for by 46.74% of the voting share capital. Based on the provisions in the Articles of Association on the applicable list voting mechanism, 6 candidates were appointed from the majority list submitted by CDP Reti and 3 from the list presented by the institutional investors.

The Table 1 of the Section VI shows key information on the composition of the current Board of Directors of the Company, including which lists the current Directors were appointed from and which directors meet the independence requirements pursuant to the TUF and the Corporate Governance Code<sup>23</sup>. Currently, 4 out of 9 members of the Board of Directors (or 44%) belong to the least represented gender. The number of women complies with the provisions of the gender balance legislation applicable at the time of appointment by the Shareholders’ Meeting of 27 April 2022<sup>24</sup>. Moreover, the Chair of the Board of Directors and 2 out of the 3 Chair of the Board Committees belong to the least represented gender.

The periodic assessment of the compatibility of the offices of director or statutory auditor held by the directors with the effective performance of the office of director in Snam and of the absence of causes of incompatibility and ineligibility, and of the possession of the requirements provided for by applicable regulation and by the Articles of Association by the directors and the Financial Reporting Officer was lastly carried out at the Board meeting of 12 February 2025<sup>25</sup>.

With regard to the professionalism and skills held by the Directors, the Board of Directors has adopted a board experience & skill matrix through which the Board assesses, according to objective criteria, its existing skills and any areas of possible improvement (also through board induction initiatives and training sessions that allow for the further development of Directors’ skills and the acquisition of specific industry expertise). All the Directors have the professionalism and the expertise appropriate for the tasks entrusted to them, as described in the Executive Summary.

23 Further information on the lists of candidates is available on the Company website (<https://www.snam.it/en/governance/corporate-governance/shareholders-meeting/past-meetings.html>).

24 It should be noted that Article 147-ter, paragraph 1-ter of TUF was most recently amended by Law No. 160 of 27 December 2019, which provided for a different quota for the less-represented gender of at least two-fifths of the elected directors.

25 Article 147-quinquies of TUF provides that “persons performing administrative and management functions shall meet the integrity requirements established for members of the supervisory bodies by the regulation issued by the Minister of Justice pursuant to Article 148, paragraph 4 of TUF.” These requirements were determined by Article 2 of the Decree of the Minister of Justice No. 162 of 2000, “Regulation containing rules for establishing the requirements of professionalism and integrity of members of the board of statutory auditors of listed companies to be issued under Article 148 of the TUF”.



Our Directors

A short biography of each director of the Company currently in office is provided below<sup>26</sup>.

-  Industry experience
-  Strategy
-  Sustainability (incl. climate change)
-  Finance, accounting and/or risk management
-  Legal and compliance
-  Corporate governance
-  Human capital
-  International Experience



**Monica de Virgiliis**  
Chair of Snam S.p.A.  
Age: **57**  
in Snam since: **2016-2019 and from 2022**

|                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CHAIRWOMAN</b>                                                                                                                                                                                                                                                                                 | <b>BACKGROUND</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>COMMITTEES</b><br>-                                                                                                                                                                                                                                                                            | Monica de Virgiliis, born in Turin in 1967, has been Chair of Snam, one of the world's leading energy infrastructure companies, since April 2022. At Snam, she had already been an independent director and Chair of the Remuneration Committee in the three-year mandate 2016-2019.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>EXPERIENCE &amp; SKILLS</b><br>                                                                                                                                                                               | Monica de Virgiliis brings extensive management experience in multiple high-tech strategic sectors, switching between operational and strategic leadership roles, and acting as a business model and value chain turnaround pilot in markets impacted by digitisation. After an early part of her career in the semiconductor industry, holding roles including General Manager of the Wireless Multimedia Division of STMicroelectronics in Geneva and of the Industrial Microcontrollers Division of Infineon Technologies in Munich, starting from 2017 she opted to apply her technological expertise to the world of energy transformation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>SUMMARY</b><br>The participation of Monica de Virgiliis in Snam Board of Directors is valuable for her extensive managerial experience in high-tech sectors, her strategic vision of energy transformation and her commitment to the evolution of the sector in line with the Paris Agreement. | From 2017 to 2019, she was Chief Strategy Officer of the Commissariat à l'Energie Atomique et aux Energies Alternatives in Paris (CEA). Between 2015 and 2021 she served on the Board of Directors of Prysmian, between 2019 and 2021 on that of the French company Geodis, and between 2021 and 2022 on that of Saras. She is currently an independent director of Air Liquide S.A., a global market leader in technical gases for industrial and healthcare applications, of Georg Fischer AG, a global leader in fluid management listed in Switzerland, and, until May 2024, a member of the Supervisory Board of ASM International N.V., a leader in advanced semiconductor manufacturing systems, listed in Amsterdam. Determined to contribute to the energy transition and the transformation of industry in alignment with the Paris Agreement, she founded and chairs the non-profit association Chapter Zero France, a platform for dialogue between directors, investors and regulators that is part of the Climate Governance Initiative born out of a collaboration with the World Economic Forum in 2019. She holds a degree with honors in electronic engineering from the Polytechnic University of Turin. She is trilingual in French, English and Italian. |



**Stefano Venier**  
Chief Executive Officer of Snam S.p.A.  
Age: **61**  
in Snam since: **2022**

|                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CEO</b>                                                                                                                                                                                                                                                                                          | <b>BACKGROUND</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>COMMITTEES</b><br>-                                                                                                                                                                                                                                                                              | Stefano Venier, born in Udine in 1963, has been CEO of Snam, one of the world's leading energy infrastructure companies, since April 2022. He has more than 30 years of managerial experience in the energy and utility sectors at Italian and international level.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>EXPERIENCE &amp; SKILLS</b><br>                                                                                                                                                                               | From 2014 to 2022 he was Chief Executive Officer of Hera, a listed multi-utility active in the energy, energy and water networks and environment sectors. In Hera he was also Energy Development and Market General Manager (2008-2014) and Business Development, Strategic Planning and Regulatory Affairs Director (2004-2008). From 1996 to 2004 he worked in the international consulting firm A.T Kearney, where he was first Senior Consultant dealing with energy, telecommunications and automotive, and later Vice Chairman Energy&Utilities, following some of the main Italian and European operators in the sector. From 1989 to 1996 he was with the Eni Group, where he held positions of increasing responsibility at national and international level in the areas of Strategic Planning, Market Analysis and Strategic Projects in the petrochemical sector. |
| <b>SUMMARY</b><br>Stefano Venier's long 30-year career in the energy and utilities sectors, including leadership roles at Hera and experience in strategic consulting firms such as A.T Kearney, uniquely qualify him to serve as both CEO of Snam and a valuable member of the Board of Directors. | He started his career in 1987 at Electrolux, working in industrial automation. He holds a degree in Computer Science from the University of Udine and a Master's degree in Energy and Environmental Management and Economics from the Scuola Superiore Mattei. He is a member of the Board of Directors of the MIB Trieste School of Management as well as Industrie De Nora S.p.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

26 For the full versions of the CVs of each director of the Company currently in office, visit the following web site: <https://www.snam.it/en/governance/corporate-governance/board-of-directors.html>.



**Massimo Bergami**  
Non-Executive and Independent Director of Snam S.p.A.  
Age: **60**  
in Snam since: **2022**

| NON-EXECUTIVE AND INDEPENDENT                                                                                                                                                                                                                                           | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>COMMITTEES</b> <ul style="list-style-type: none"><li>- ACC;</li><li>- SETSC</li></ul>                                                                                                                                                                                | <p>Born in Bologna in 1964. He has been an independent Director of Snam since 27 April 2022. He graduated with honors in Economics from the University of Bologna, completed a PhD in Business Management and has gained international experience at the University of Michigan, University of Florida and New York University. He is currently a Full Professor of Corporate Organisation at the University of Bologna and Founding Dean of the Bologna Business School. He is a non-executive Director on the Board of Directors of Ferrarelle S.p.A. and EFMD, the world association of business schools.</p> <p>He works in the field of organisational identity and is the author of several essays and publications in international scientific reviews. He was a Member of the Committee for Natural Capital (Ministry of the Environment and Land and Sea Protection); Economic Director of the Ministry for Regional Affairs, Tourism and Sport; Coordinator of the White Paper on Innovation and Entrepreneurship and Advisor to the Ministry of the Defence. He has carried out and continues to carry out activities to support research, innovation and entrepreneurship and since 2013 he has been a Senior Advisor of Fondazione MAST. He has an extensive in the governance of listed companies, as Member of the Control and Risk Committee at Brunello Cucinelli S.p.A. and Telecom Italia Media, Member of the Compensation Committee, Control Committee, Lead Independent Director at Ducati Motor Holding S.p.A. and Member of the Strategy Committee at Ferretti Group S.p.A.. He is an Honorary Professor at Nankai University and Mirbis and was awarded the honorary title of Knight and Commander of the Order of Merit of the Italian Republic.</p> |
| <b>EXPERIENCE &amp; SKILLS</b> <div><div></div><div></div><div></div></div>                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>SUMMARY</b> <p>His profound academic expertise, extensive governance experience in listed companies, advisory roles for governmental bodies and commitment to research and innovation activities distinctively qualify him for the role of Board Member of Snam.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



**Laura Cavatorta**  
Non-Executive and Independent Director of Snam S.p.A.  
Age: **60**  
in Snam since: **2019**

| NON-EXECUTIVE AND INDEPENDENT                                                                                                                                                                                                                                                                                                           | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| <b>COMMITTEES</b> <ul style="list-style-type: none"><li>- CRRPTC;</li><li>- Chair SETSC</li></ul>                                                                                                                                                                                                                                       | <p>She was born in Treviso in 1964. She has been an Independent Director of Snam since 2 April 2019. Graduated in sociology with honours. She gained more than 20 years of managerial experience in the Alitalia group, holding roles of increasing responsibility, in operational positions with 3,000-5,000 employees; she also managed the airline Air One from 2012 to 2014, bringing it back to breakeven. She has gained specific expertise on restructuring, mergers, acquisitions and commissioning, developing a particular sensitivity to human capital management and the many dimensions involved in any corporate change.</p> <p>She deals with corporate governance, with a specific focus on ESG issues and their different declinations, including climate change impacts, through which substantiating an approach aimed at sustainable development, over time. She follows the B Corp movement and its model of sustainable business, capable of developing profits together with a positive impact on society and the environment. She delves into methodologies and tools to identify and monitor ESG risks in an integrated manner, mapping their evolutionary dynamics and interconnections with other factors capable of triggering their possible impacts, paying particular attention to the environmental dimension, for aspects related to climate change, and to the social dimension, related to inequalities. She supports gender equality, the development of female talent and careers based on merit, believing in the need for the full integration of women in all spheres of society and their deserved presence even in top positions.</p> <p>She is on the boards of the ESG European Institute and Fuori Quota, non-profit bodies active on sustainability and women's empowerment respectively; she collaborates in ASviS on the UN 2030 Agenda's Gender Equality goal. Since 2018 she has been an Independent Director of Infrastrutture Wireless Italiane, for which she is also Chair of the Sustainability Committee and member of the Nomination and Remuneration Committee. Since June 2022, she has been an Independent Director of UNIEURO S.p.A. as well as a member of the Sustainability Committee and the Control and Risk Committee.</p> |
| <b>EXPERIENCE &amp; SKILLS</b> <div><div></div><div></div><div></div><div></div></div>                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>SUMMARY</b> <p>The proven track record of Laura Cavatorta in managerial leadership within the Alitalia group, together with her deep experience in corporate restructuring, governance and dedication to sustainability, including gender equality and climate change, make her a valuable asset for the Snam Board of Directors</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |





**Augusta Iannini**  
Non-Executive and Independent Director of Snam S.p.A.  
Age: **74**  
in Snam since: **2022**

| NON-EXECUTIVE AND INDEPENDENT                                                                                                                                                                                                                                                                                                                                       | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>COMMITTEES</b><br><br>- CRRPTC                                                                                                                                                                                                                                                                                                                                   | <p>She was born in L'Aquila on 20 January 1950. Since 27 April 2022, she has been an independent director of Snam. Graduated with honours in law from the University of Rome "La Sapienza", she embarked on a brilliant legal career, Lawyer, Magistrate from 1977 to 2012 covering, among others, the functions of investigating judge in criminal matters and judge for preliminary investigations.</p> <p>Deputy Head of the Cabinet of the Minister of Justice from June 2001, from 13 December 2001 to 3 January 2005 she was Director General of Criminal Justice (also with the task of examining the codes of conduct drawn up by the associations representing the entities, pursuant to Legislative Decree no. 231 of 8 June 2001) and also coordinated activities at the Council of Europe, the European Union, the UN and the OECD. From 4 January 2005 to 7 June 2008, she was Head of the Department of Justice Affairs (dealing, inter alia, with the administrative management of judicial activities in civil and criminal matters; with activities preliminary to the exercise by the Minister of his powers in procedural matters; with international cooperation in civil and criminal matters). Head of the Legislative Office of the Ministry of Justice from 8 June 2008 until June 2012.</p> <p>She served as Vice Chair of the Italian Data Protection Authority from 19 June 2012 to 25 June 2020. She is currently a member of the Board of Directors of Ospedale San Raffaele S.r.l., as well as a member of the Board of Directors of Lottomatica Group S.p.A. and member of the Advisory board of Fondazione Lottomatica; already a member of the Board of Directors of leading companies, she is Chair of the Supervisory Bodies of Esselunga S.p.A. and its subsidiaries Atlantic and Esserbella; Vice Chair of the Monitoring Body of the code of conduct for the processing of personal data in commercial information. She also holds the position of Extraordinary Commissioner appointed by the Prefect of Rome for the mechanical-biological treatment plant (TMB) in Guidonia (RM). She is the author of numerous legal publications.</p> <p>She has received several honours over the years, including in 2009 the Bellisario Prize for Justice and the appointment of Knight of the National Order of the Legion of Honour; in 2012 the Minerva "Anna Maria Mammoliti" Career Award; in 2015 the ASSUD "Star of the South 2015" Award as an outstanding female figure in the world of the professions; and in 2017 the 100 Italian Excellence Award.</p> |
| <b>EXPERIENCE &amp; SKILLS</b><br><br>                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SUMMARY</b><br><br>The brilliant legal career of Augusta Iannini, evidenced by her extensive experience as a judge and her leadership roles in several institutions, together with her current positions on the boards of directors of leading companies and her numerous awards and honours, make her exceptionally suited to serve on Snam Board of Directors. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



**Piero Manzoni**  
Non-Executive and Independent Director of Snam S.p.A.  
Age: **62**  
in Snam since: **2022**

| NON-EXECUTIVE AND INDEPENDENT                                                                                                                                                                                                                                                                        | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| <b>COMMITTEES</b><br><br>- Chair CRRPTC                                                                                                                                                                                                                                                              | <p>He was born in Bergamo on 8 October 1962. Since 27 April 2022, he has been an independent director of Snam. He holds a degree in Mechanical Engineering with a specialisation in Technology from the Milan Polytechnic and a Master's degree in Business Administration from the Bocconi University of Milan.</p> <p>He is the founder and legal representative of Simbiosi Srl, CEO of Neoruralehub, a company focused on climate change and biodiversity issues, Vice President of Confindustria Cisambiente, member of European Land Owner &amp; Friends of Countryside, board member of Assolombarda's Lifescience group.</p> <p>In 2022, together with Tamburi Investment Partners, as founder and CEO, he set up Simbiosi S.r.l., a company whose objectives include optimising the use of natural resources, such as water, soil, air, energy, materials and biodiversity within the agrifood supply chain, and the efficiency of the food cycle (From Farm to Fork and back to Farm Again) according to the principles of the circular economy. Simbiosi's mission is also to mitigate the effects of climate change by using Nature Based Solition (NBS) for the use of clean, renewable and storable energy, emission management systems using artificial intelligence systems, and Environmental Block Chain systems for measuring decarbonisation in production processes, CO2 absorption systems within the soil according to regenerative ecosystem practices, production of fertilisers and soil conditioners from organic waste matrices, suitable for the development of regenerative agriculture models according to natural principles, and much more.</p> <p>From 2009 to 2016, he served as CEO and General Manager of Falck S.p.A. and Falck Renewables S.p.A.</p> <p>From 2006 to 2009, he was CEO of Atel Energia S.p.A. (now Alpiq), also serving as a member of the World Energy Council Italy.</p> <p>From 2001 to 2006, he worked for Siemens Italia, serving among others as Managing Director at Siemens Power, President of Telegyr S.p.A., President of Fiat Avio Power Service and President of Vatech Italia, as well as being a member of WEC Italia.</p> <p>From 1994 to 2001 he held various managerial positions in Italy and abroad and, among others, was CEO and Country Manager of ABB Asea Brown Boveri Libya in Tripoli after having been General Manager of ABB Italy's Power Solutions Business Area.</p> |
| <b>EXPERIENCE &amp; SKILLS</b><br><br>                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>SUMMARY</b><br><br>The extensive background of Piero Manzoni in engineering, business administration and sustainable initiatives, demonstrated through his leadership roles and commitment to climate change mitigation, uniquely place him as a valuable resource for Snam's Board of Directors. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |



**Rita Rolli**  
Non-Executive and Independent Director of Snam S.p.A.  
Age: **55**  
in Snam since: **2019**

| NON-EXECUTIVE AND INDEPENDENT                                                                                                                                                                                                                                                                  | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>COMMITTEES</b><br>- Chair ACC;<br>- SETSC                                                                                                                                                                                                                                                   | <p>She was born in Forlì in 1969. She has been Independent Director of Snam since 2 April 2019. She graduated in Law with honours from the University of Bologna. She is a Supreme Court lawyer and she carries out her professional activity in the field of civil law, commercial and corporate law - both in and out of court and in arbitration procedures - and corporate crisis resolution law (Studio Galgano). She teaches as a Full Professor of Private Law on the Master's degree programme in Law in the Department of Law at the University of Bologna. She is Standing Auditor of the company Sogefi S.p.A. and Director of Fondazione della Cassa dei Risparmi di Forlì. Since April 2023, she is an independent Director and Chair of the Sustainability Committee at Interpump Group S.p.A. Since 2024 she is Standing Auditor of ATS Advanced Technology Solutions s.p.a., Standing Auditor of Computer Gross s.p.a., Chair of the Board of Auditors of Adiacent s.p.a. Benefit Corporation – Sesa Group Companies; Independent Director of Faro SGR s.p.a. She is the author of many publications and legal monographs and contributes to the compilation of prestigious legal journals. Lastly, the research scope of her publications is also geared towards providing answers to climate change issues in the legal sector.</p> |
| <b>EXPERIENCE &amp; SKILLS</b><br><div><div></div><div></div><div></div></div>                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>SUMMARY</b><br>The deep legal knowledge, academic experience and dedication of Rita Rolli in tackling climate change in the legal field, together with her involvement in leading companies and focus on sustainability issues, make her a valuable resource for Snam's Board of Directors. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |



**Qinjing Shen**  
Non-Executive Director of Snam S.p.A.  
Age: **46**  
in Snam since: **2022**

| NON-EXECUTIVE                                                                                                                                                                                                                                                                  | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
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| <b>COMMITTEES</b><br>- SETSC                                                                                                                                                                                                                                                   | <p>Born in Haining, Zhejiang, on 22 July 1978. Graduated with Master's Degree in Electrical Power System Engineering from Zhejiang University, China. He is currently Member of the Board of Directors of CDP Reti, Italgas S.p.A., Terna S.p.A. and Chief Representative for State Grid in Italy. He served as Head of the Business Development&amp;Strategy Department, State Grid International Development Co., LTD (2016-2021). Among his main roles in this office, he was Key Contact and coordinator of the extraordinary transactions for CPFL Energia in Brazil (Scope of the transaction: US\$9 billion, including the Controlling Block transaction, mandatory tender offers for CPFL Energia's minority shareholders, mandatory tender offers for CPFL Renewable, CPFL's Re-IPO). Key player in State Grid's other M&amp;A transactions (Chilquinta, Chile (\$2.5bn, 2020); CGE, Chile (\$3bn, 2021)). SGID created State Grid Brazil Holding (SGBH), which has been engaged in power transmission projects, including Belo Monte UHVDC Transmission Phase II, the world's longest ±800kV power transmission line. During the construction process, the team established an integrated plan to protect local animals and vegetation, particularly endangered species. At the end of the project, more than 95 per cent of the animals were saved and more than 25 per cent of the vegetation was prevented from deforestation. The reforestation plan has increased the biodiversity of the ecosystem. He served as Deputy Director of the Business Development&amp;Strategy Department, State Grid International Development Co., LTD (2013-2016). Among his main assignments, he was Project Manager and Key Contact of the CDP Reti transaction (EUR 2.2 billion) in 2014. High level participation in several M&amp;A transactions in Australia during the same period for State Grid. He was previously Project Manager of the Business Development&amp;Strategy Department, State Grid International Development Co., LTD (2008-2013). Among his main assignments, he was Project Manager for the purchase of 7 transmission concessions in Brazil from Spanish investors (USD 1 billion) in 2010. Participation in transactions involving NGCP, Philippines (2009), REN, Portugal (2011). He was Dispatching Engineer of the Dispatching Communication Centre, Zhejiang Electric Power Company (a subsidiary of State Grid Corporation of China) (2003-2008). He has been a Director of Snam since 17 February 2022.</p> |
| <b>EXPERIENCE &amp; SKILLS</b><br><div><div></div><div></div><div></div></div>                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>SUMMARY</b><br>The extensive experience of Qinjing Shen in international business development, strategic and sustainable energy projects, together with his commitment to promoting environmental goals, position him as a valuable resource for Snam's Board of Directors. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |





**Alessandro Tonetti**  
Non-Executive Director of Snam S.p.A.  
Age: **47**  
in Snam since: **2016**

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| NON-EXECUTIVE                                                                                                                                                                                                                                                                                                                                                                 | BACKGROUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| COMMITTEES<br>- ACC                                                                                                                                                                                                                                                                                                                                                           | <p>Alessandro Tonetti, born in Ronciglione (VT) in 1977, is Deputy General Manager and Director of Legal, Corporate and Regulatory Affairs at Cassa Depositi e Prestiti S.p.A. After graduating in Law with honours from the University “La Sapienza” in Rome, he won two one-year scholarships for advanced studies in administrative sciences, with a focus on public economic law, under the direction of Prof. Sabino Cassese. Subsequently, he obtained a PhD in Administrative Law and the Organisation and Functioning of Public Administration from “La Sapienza” University and a postgraduate diploma in European Public Law from the Academy of European Public Law of the Capodistrian University of Athens.</p> <p>Since 2010, he has been an executive at Cassa Depositi e Prestiti S.p.A. From 2013 to 2016, he was first a member of the Technical Committee for economic policy coordination in support of the Prime Minister’s Office, then from 2014, he was Deputy Head of the Cabinet of the Ministry of Economy and Finance.</p> <p>Previously, he was a member of the Advisory board for the regulation of public services, as well as of the Technical Secretariat of the National economic planning steering committee operating at the same Prime Minister’s Office, supporting the work of the Interministerial Committee for Economic Planning.</p> <p>He is a member of the Board of Directors of Giubileo 2025, Open Fiber and Open Fiber Holdings and a member of the Management Committee of the special funds of the Istituto del credito sportivo. He was a member of the Board of Directors of the Istituto della Enciclopedia Italiana founded by Giovanni Treccani S.p.A. (2020-2022), Enav S.p.A. in the three-year period 2014 - 2017 (during which the Company was listed on the Stock Exchange) and a member of the Board of Directors of the Accademia delle Belle Arti di Firenze (2013 - 2016).</p> |
| EXPERIENCE & SKILLS<br>                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| SUMMARY                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>The consolidated legal and regulatory experience of Alessandro Tonetti, together with his proven leadership as Deputy General Manager of Cassa Depositi e Prestiti S.p.A. and his previous institutional roles, underline his valuable contribution to Snam’s Board of Directors, enriching it with his profound expertise in legal, corporate and regulatory matters.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

2.3 Snam’s diversity policy

Snam, as expressly provided by Article 123-*bis*, paragraph 2, letter d-*bis*) of the TUF, has adopted a diversity policy “applied in relation to the composition of the administrative and control bodies with respect to aspects such as age, gender composition and educational and professional background”<sup>27</sup>. This policy, which consists of the relevant regulatory and self-regulatory requirements as well as guidelines on the optimal composition of the Board of Directors, was most recently confirmed by the Board of Directors, upon proposal of SETSC, with the approval of this Report. As indicated in the aforementioned guidelines, expressed in view of the Shareholders’ Meeting of 14 May 2025 and published on the Company’s website, Snam believes that diversity all around is a value that makes a positive contribution to the effective action of the corporate bodies. In the composition of its administrative and control bodies Snam aims to include a range of different profiles, recognizing that the proper functioning of its bodies requires adequate visibility to key criteria for Snam such as gender diversity, age, seniority in office, complementarity of professional and managerial experience. In this perspective, the composition of the Board should take into account the company’s current and prospective needs, as well as the need to maintain an adequate diversity of gender, tenure and seniority that takes into account applicable legal and regulatory provisions.

Furthermore, the Company has adopted a system of corporate policies for the Company personnel on diversity and inclusion, further declined into 4 appendices dedicated to the following vertical themes: gender equality; recruiting; harassment; and social gender transition<sup>28</sup>.

The table below shows the legal and/or self-regulatory requirements and/or objectives pursued by Snam with regard to diversity, as well as the related implementation methods - with reference to both corporate bodies and corporate personnel, as provided for in the aforementioned respective diversity policies - in the main areas in which diversity instances arise.

27 Article 123-bis, paragraph 2, letter d-bis) of the TUF.  
28 <https://www.snam.it/en/we-snam/people/for-our-people.html>

GENDER DIVERSITY

CORPORATE BODIES

Requirements

Pursuant to Paragraph 1-*ter* of Article 147-*ter* and Paragraph 1-*bis* of Article 148 of TUF and the relevant provisions of the Articles of Association, the quota reserved for the less-represented gender within the administrative and control bodies must be at least two-fifths, rounding up to the nearest unit<sup>29</sup>.

Implementation methods

Over the years, the Company has adopted instruments and initiatives aimed at ensuring diversity in the composition of corporate bodies, including the guidelines of the Board of Directors of Snam to the shareholders on the future dimension and composition of the Board of Directors in view of its renewal and any resolutions on the co-optation of directors who ceased to serve during the year. The guidelines expressed in view of the Shareholders’ Meeting of 14 May 2025, published on the Company’s website in due advance of the publication of the notice of call (i.e., on 12 February 2025), took into account the outcomes of the Board evaluation and diversity criteria, requiring those who had submitted a list containing a number of candidates exceeding half of the members to be elected, *inter alia*, to provide adequate information about the list’s compliance with the aforementioned guidelines, including with reference to these criteria.

The following data show how Snam ensures, in practice, an adequate gender diversity in the composition of corporate bodies:

- the Chair of the Board of Directors is female;
- the presence of the female gender within the Board of Directors is 4 out of 9 (i.e., more than two-fifths of the total members);
- 2 out of the 3 Committees are chaired by women;
- the Board of Statutory Auditors consists of 3 Standing Auditors (one of whom is female) and 3 Alternate Auditors (two of whom are female).

PERSONNEL

Objectives

Snam also aims to achieve a greater balance of male and female presence at the corporate level, in accordance with Recommendation 8 of the Corporate Governance Code.

Implementation methods

The Company has over the years adopted the following implementation methods for gender diversity objectives at the corporate personnel level:

- a recruitment policy, in particular in executive and managerial roles, that is more focused on gender diversity (overall recruitment percentage in 2024: 24% women, 76% men). In this respect, the percentage of women in the Company - also thanks to retirement support measures - has increased from 15.6% in 2020 to 18% in 2024;
- a careful monitoring and reporting of pay at all organisational levels, an improvement in the application of the principle of equal pay together with an enhancement of the skills, responsibilities and results brought by all women in the Company. In this regard, Snam’s process for tackling the gender pay gap aims to improve the percentage of pay differentiation. In particular, Snam has set itself the goal of achieving a gender pay gap of no more than +/-5%. At the end of 2024, this gap is equal to 5.8% of total executives, middle managers and office staff;
- the presence, among the ESG objectives for the KPI management’s Long-Term share-based Incentive Plan cycle 2024-2026, concerning the increase in the number of women in managerial roles (executives and middle managers) with a minimum presence of women of 26.5%, a target of 27% and, as a maximum target, of 28.5%, starting from the percentage of the financial statements as of 31 December 2022 equal to 23.1%.

In conclusion, among the initiatives aimed at promoting attention to diversity policies in corporate governance, it should be noted that Snam is a member of “Valore D”, the association of companies that promotes diversity, talent and female leadership for the growth of companies and the country through seminars, workshops and “mentoring” activities. The Company has also signed the “Manifesto for women’s employment”, which identifies concrete corporate tools for the enhancement of female talent.

29 With the exception of corporate bodies with three members; please refer to paragraph 3 of Article 144-undecies.1 (“Gender balance”), of the Issuers’ Regulation. According to the applicable law provisions, the “two-fifths” allocation criterion shall be applied for 6 consecutive terms starting from the first renewal of corporate bodies following 1 January 2020. In this regard, it should be noted, however, that the Snam Shareholders’ Meeting of 2 February 2021 approved to amend Article 13 of the Articles of Association, establishing that at least two-fifths of the members of the Board of Directors, or the different quota - if higher - provided for by the *pro tempore* provisions in force on the subject, must belong to the less represented gender (Article 13.3 of the Articles of Association), with no deadline set for the application of this allocation criterion. The same criterion also applies with regard to the compilation of lists of candidates for the office of director of the Company (Article 13.8 of the Articles of Association). Due to this amendment to the Articles of Association, the above allocation criterion will also apply in the absence of specific regulatory provisions and even beyond the sixth consecutive term of office starting from the first renewal after 1 January 2020.



TRAINING COURSE

CORPORATE BODIES

Objectives

In addition to the requirements established by law and the Articles of Association for members of corporate bodies, Snam considers of crucial importance that the members of the Board of Directors and the Board of Statutory Auditors have different backgrounds, acquired through the completion of different training courses and previous professional experience, in order to ensure the efficient functioning of corporate bodies and enable them to adapt immediately to any changes.

Implementation methods

Snam ensures that the members of the Board of Statutory Auditors and the Board of Directors meet the requirements required by applicable legislation and the Corporate Governance Code, including those of professionalism, and have an adequate educational and professional background through:

- the aforementioned guidelines expressed by the Board of Directors to the shareholders in view of their renewal. In particular, in the guidelines expressed in view of the Shareholders' Meeting of 14 May 2025, the outgoing Board of Directors indicated, inter alia, the professionalism characteristics of the candidates, considering that their authority and competence must be measured upon the tasks that the Directors are called to perform, also in light of the Company's size and complexity, its business objectives as well as its strategic role for Italy and Europe;
- board inductions, which, involving very intense and subject-rich activities, make it possible to increase the skills of the members of the management and control bodies and acquire specific sector expertise;
- periodic verification of compliance with the requirements of professionalism, integrity and independence required by applicable regulations and the Corporate Governance Code.

PERSONNEL

Objectives

The Company is committed to (i) ensure that corporate personnel, according to the related level, have an adequate educational and professional background, and (ii) support the professional development and growth of its resources.

Implementation methods

Snam applies specific human resources policies and metrics to ensure fairness at all phases of the employment relationship, from the people selection process to role assignment, from performance assessment to personal development, from salary treatment to termination of employment.

AGE

CORPORATE BODIES

The composition of Snam's corporate bodies reflects an appropriate diversity in terms of age, as shown by the following data:

- the age of Snam's directors ranges from 46 to 75, with an average age of 58;
- the age of Snam's statutory auditors ranges from 51 to 73, with an average age of 60.

PERSONNEL

The company's policy on diversity and inclusion does not provide for specific age limits for company personnel, since adequate age diversity is ensured in practice.

Snam’s focus on diversity and the social needs of its people is further evidenced by several initiatives launched by Snam over the years aimed at employees and top management, such as:

EMPLOYEE  
RESOURCES GROUPS

6 affinity groups led by employee on a voluntary basis of approx. 400 people who share the same values, interests and/or experiences voluntarily come together and meet to propose and develop initiatives for the entire corporate population on the topics of parenting and care, disability, LGBTQ+, generational confrontation, gender balance, STEM subjects.

ENGAGEMENT SURVEY

The survey allows to ascertain the widespread perception among corporate resources with regard to the company’s strategic vision, the corporate culture in terms of respect, inclusion, efficiency of processes and tools, the relationship with one’s manager and colleagues, and the development and training opportunities. Participation in the 2024 survey was 87%, with an excellent overall result (+7 points compared to 2023) that places Snam among the top Italian performers. Of the nine sections of the survey, six found scores above the Italian average, one in line and two slightly below. The detailed results are being analysed in order to determine, as already done in the past, an adequate action plan and internal feedback.

GENDER EQUALITY  
CERTIFICATION

In April 2023, Snam obtained Gender Equality Certification to certify the effectiveness of organisational policies for reducing the gender gap in terms of: career opportunities, pay levels for equal tasks, policies for managing gender differences, protection of parenthood. To obtain certification, Snam set up a steering committee, composed of the Chief Executive Officer, Chief People & Organisation Officer, Chief Strategy and Technology Officer and Chief Operations Officer. The committee approved a specific Strategic Plan on gender equity, with both medium- and long-term corporate objectives and specific actions to achieve the goal. The certification was reconfirmed through an external audit in 2024.

## 2.4 Maximum number of offices held at other companies

The Board of Directors, on the proposal of the ACC, periodically approves the **guidelines on the maximum number of offices** held by directors. Lastly, on 15 March 2023, the following guidelines have been approved:

### An Executive Director should not hold:

- (a) an executive director office at another Italian or foreign listed company, or at a company with net assets or consolidated annual turnover of more than €500 million or an equivalent amount if the company uses a different currency;
- (b) the office of non-executive director or statutory auditor (or member of another control body) in more than 3 of the companies listed under point (a).

Furthermore, in the case of the CEO, the same may not hold the office of director of another issuer not belonging to the same group, whose CEO is another director of the Company.

### A Non-Executive Director (even if independent) must not, in addition to the position held at the Company, hold:

- (a) an executive director office at more than one Italian or foreign listed companies, or companies with net assets or consolidated annual turnover of more than €500 million or an equivalent amount if the company uses a different currency, and the office of non-executive director or statutory auditor (or member of another control body) at more than 3 of the above companies; or
- (b) the office of non-executive director or statutory auditor (or member of another control body) in more than 4 of the companies listed under point (a).

For the purposes of calculating the maximum number of offices, positions held within Snam and its Subsidiaries and on Snam’s Committees are not relevant.  
The Board of Directors, in its assessments of each subjective position, to be made in the interest of the Company, may take into account the specific circumstances and professional commitments (not limited to the holding of office) of the individual director, both to allow for any exemptions from the limits of offices, and to establish a possible reduction of the maximum number of offices that can be held. If appropriate, the Board of Directors will invite the director to make the consequent decisions.

The **Board of Directors** evaluates the external positions held by its Members with respect to the guidelines expressed on the maximum number of offices held by directors. The evaluation is conducted annually to ensure that the number of relevant offices held by the same is compatible with the effective performance of the function of Director of the Company

Based on the declarations made by the Directors and updated as at 31 December 2024, the following table lists the other important positions held by the Directors of the Company pursuant to the Corporate Governance Code and the relevant guidelines issued by the Board of Directors.



| Director                          | Other important positions held                                                                                                                         |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Monica de Virgiliis <sup>30</sup> | Independent Director of Air Liquide S.A.*<br>Independent Director of Georg Fischer AG*                                                                 |
| Stefano Venier                    | Non-Executive Director of Industrie De Nora S.p.A.* <sup>31</sup>                                                                                      |
| Laura Cavatorta                   | Independent Director of INWIT S.p.A.*<br>Independent Director of Unieuro S.p.A.* <sup>32</sup>                                                         |
| Augusta Iannini                   | Non-Executive Director of Ospedale San Raffaele S.r.l.<br>Independent Director of Lottomatica Group S.p.A.*                                            |
| Rita Rolli                        | Standing Statutory Auditor of Sogefi S.p.A.*<br>Independent Director of Interpump Group S.p.A.*<br>Standing Statutory Auditor of Computer Gross S.p.A. |
| Qinjing Shen                      | Non-Executive Director of Terna S.p.A.*<br>Non-Executive Director of Italgas S.p.A.*<br>Non-Executive Director of CDP Reti                             |
| Alessandro Tonetti                | Non-Executive Director of Open Fiber S.p.A.                                                                                                            |

**Note:** The companies marked with an asterisk are listed companies.

In the declarations made in connection with their office, the Directors also confirmed that they could dedicate the necessary time to diligently carry out their duties.

Following a detailed review of the declarations made by the Directors, the Board of Directors, at the meetings of 12 February 2025 verified that:

- (i) with the exception of the CEO, all the directors hold a **non-executive role**;
- (ii) the number of significant offices pursuant to the Corporate Governance Code and the guidelines issued by the Board of Directors regarding the maximum number of offices held by the same directors is compatible with the **effective performance of the role of director** of Snam.

30 It should be noted that, as of May 2024, Eng. de Virgiliis is no longer a supervisory board member of ASM International N.V.  
31 It should be noted that Stefano Venier's term as non-executive director of Industrie De Nora S.p.A expires upon approval of the financial statements as of 31 December 2024.  
32 It should be noted that, as of January 2025, Laura Cavatorta is no longer director of Unieuro S.p.A.

**With reference to the offices held by the members of Snam's Board of Directors in other Italian or foreign listed companies, again based on the statements made by them and updated as of 31 December 2024, it should be noted that:**

- (i) the CEO does not hold (a) any other executive office, (b) non-executive offices in more than one other company besides Snam and (c) the office of non-executive chair of the board of directors in other companies;
- (ii) none of Snam's non-executive directors hold (a) executive offices in any other company, (b) non-executive offices in more than 4 other companies besides Snam, and (c) the office of non-executive chair of the board of directors in other companies.

2.5 Functioning of the Board of Directors

The Company's Board of Directors meets regularly and is organised and operates to ensure the **efficient and effective performance** of its duties.

The Board of Directors has approved, lastly in the meeting of 29 November 2021, its **Regulation** to govern procedures for convening the Board, performing the Board's work and drafting the minutes of meeting, of which the main provisions are outlined below.

For more information on the procedures for convening and holding Board meetings, on the pre-board meeting information, board evaluation and induction and confidentiality safeguards, please refer to Annex 3 to this Report.

NOTICE OF MEETING

REGULATION

- The notice of meetings of the Board of Directors is usually sent at least five days before the meeting, pursuant to Article 15 of the Articles of Association.

IMPLEMENTATION

During 2024, the provisions concerning the meeting of the Board of Directors were generally respected.

PRE-BOARD MEETING INFORMATION

REGULATION

- A complete and comprehensive set of documentation on agenda items is made available to Directors and Standing Statutory Auditors by the Board Secretary at least five days prior to the date of the meeting, except in exceptional cases.
- If it is not possible to respect the notice period, appropriate and specific in-depth analyses are ensured during the meeting.

IMPLEMENTATION

In the course of 2024, this deadline has generally been met; if material was sent close to meetings, this was due to the extraordinary nature of certain situations and/or the short time between meetings. In such cases, the Chair of the Board of Directors ensured adequate and specific in-depth analyses and provided adequate additional information during the meetings. In order to facilitate the activities of the Board of Directors, Snam has introduced for some years now an IT tool that enables the effective and secure management of Board and Committee activities through tablets, smartphones and PCs. Through this system, it is possible to access documents prepared for Board or Committee meetings digitally, ensuring confidentiality and optimizing time.

PARTICIPATION OF EXTERNALS IN THE BOARD OF DIRECTORS

REGULATION

The Chair of the Board, with the assistance of the Secretary, ensures, in agreement with the CEO, that the Company’s and the group’s executives, responsible for the corporate functions competent according to the subject, or other external parties, attend Board meetings, also at the request of individual Board members, to provide the appropriate in-depth examination of the items on the agenda (Recommendation No.12 of the Corporate Governance Code).

IMPLEMENTATION

During 2024, the Chief Legal Officer & General Counsel (11 meetings out of 11) the Chief Financial Officer and Financial Reporting Officer (11 meetings out of 11), *Chief Operations Officer* (11 meetings out of 11), *Chief Strategy & Technology Officer* (5 meetings out of 11), *Executive Director Global Security & Cyber Defence* (1 meeting out of 11), *Chief International Officer* (3 meetings out of 11), *Chief People & Corporate Services* (5 meetings out of 11), *Chief Commercial & Regulatory Officer* (1 meeting out of 11), *Executive Director Internal Audit* (5 meetings out of 11), *Executive Director Supply Chain & Pfm* (2 meetings out of 11) participated in the Board meetings, when dealing with the topics of their respective competences listed below in the summary of 2024 activities.

MINUTES

REGULATION

- Except in cases where the minutes are required by law to be drafted by a notary public, the minutes of meetings are taken by the Secretary of the Board, who may be assisted for this purpose by personnel from the Legal Department with specific expertise in corporate law.
- The minutes are drafted in analytical form, reporting the speeches made during the Board discussion, summarized by the Secretary of the Board, and include, in the text attached or in the Company’s records, the documentation made available to the Board of Directors.

IMPLEMENTATION

During 2024, the provisions concerning the drafting of minutes of the Board of Directors’ meetings were always respected.



In accordance with the provisions of Article 16.3 of the Articles of Association, on the occasion of meetings and at least quarterly, **the Board of Directors and the Board of Statutory Auditors are informed**, also by the Chair or the Chief Executive Officer, and also with regard to the subsidiaries, **on the general performance, on its predictable evolution, on the most important economic, financial and asset transactions**, with particular regard to transactions in which the directors have a personal interest or an interest on behalf of third parties or which are influenced by any person exercising direction and coordination activities.



FOR PROPER MANAGEMENT OF POTENTIAL CONFLICT OF INTEREST SITUATIONS

Putting in place adequate safeguards for the proper management of situations of potential conflicts of interest is important and instrumental in ensuring compliance with the law and that the company’s activities are actually carried out for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the company as set out in the bylaws. Some of the garrisons are implemented by Snam through:

THE CODE OF ETHICS

- Obligation for management and employees to **avoid and report** conflicts of interest
- **Duty to refrain** from intervening in the operational/ decision-making process involved

The Code of Ethics is described in Section I paragraph 4

GUIDELINE FOR TRANSACTIONS IN WHICH DIRECTORS AND STATUTORY AUDITORS HAVE AN INTEREST AND RELATED-PARTY TRANSACTIONS

Establishes principles and rules to ensure the **transparency and substantive and procedural fairness** of transactions with related parties and transactions with interests of Snam’s directors and statutory auditors

The guideline is described in Section IV paragraph 3.10

2.6 Meetings of the Board of Directors

2024

|             |                                   |                                      |
|-------------|-----------------------------------|--------------------------------------|
| 11 MEETINGS | 97% ATTENDANCE RATE               | 249 MINUTES AVERAGE MEETING DURATION |
| 10 PLANNED  | 100% INDEPENDENTS ATTENDANCE RATE |                                      |
| 1 AD HOC    |                                   |                                      |

The aforementioned meetings were held in mixed modes, in-person and remotely. 11 meetings are scheduled for 2025. As of the date of this Report 3 meetings of the Board of Directors had been held in the current financial year.

ATTENDANCE RATE AT MEETINGS IN 2024

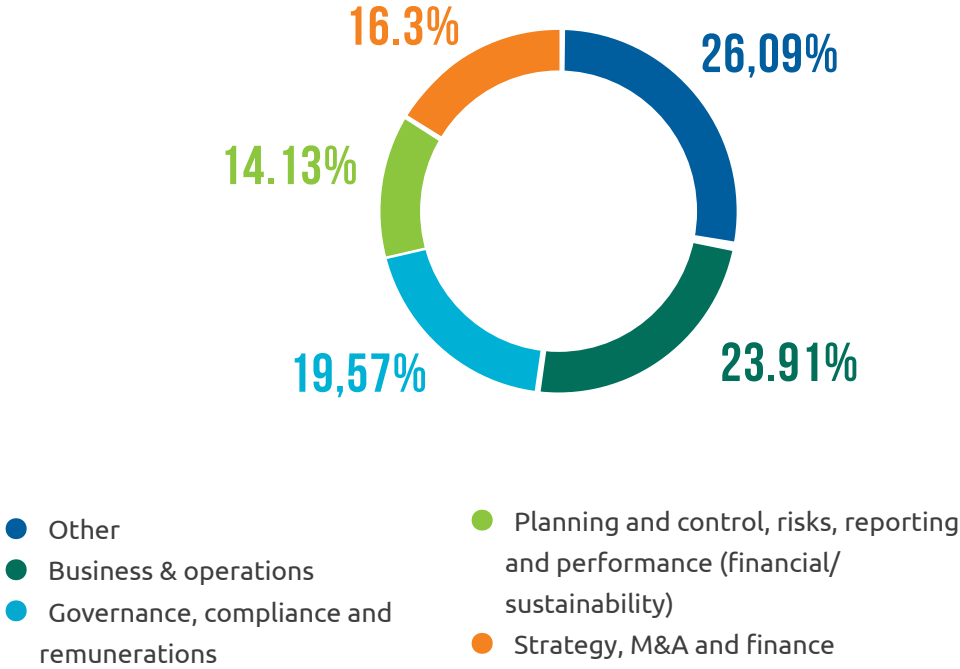
|                          |                      |                         |
|--------------------------|----------------------|-------------------------|
| 100% Monica de Virgiliis | 100% Laura Cavatorta | 100% Rita Rolli         |
| 100% Stefano Venier      | 100% Augusta Iannini | 100% Qinjing Shen       |
| 100% Massimo Bergami     | 100% Piero Manzoni   | 73%* Alessandro Tonetti |

(\*) excused absences.

The following is an example summary of the main topics, divided according to the area of reference, discussed by the Company’s Board of Directors during 2024 as well as an indicative representation of the space dedicated to each area:

| AREA                                                                               | TOPICS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Business & Operations                                                              | <ul style="list-style-type: none"><li>Floating Storage and Regasification Units</li><li>Procedures for the award of works, service or supply contracts</li><li>Carbon Capture &amp; Storage and Hydrogen</li><li>SouthH2Corridor</li><li>Storages</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Strategy, M&A and finance                                                          | <ul style="list-style-type: none"><li>Capital allocation, including dividends and buybacks and bond issues</li><li>Credit Lines</li><li>Strategic plan and budget</li><li>Transition Plan</li><li>M&amp;A Transactions of the Company and Subsidiaries and associated companies</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Governance, compliance and remuneration                                            | <ul style="list-style-type: none"><li>Verifications with regard to the requirements of the law, the articles of association and self-regulation for directors</li><li>Activities of the board committees (reports on activities)</li><li>Report (i) on the remuneration policy 2024 and remuneration paid in 2023 and (ii) on corporate governance and ownership structure 2023</li><li>Remuneration and incentive plans</li><li>Appointment of the Financial Reporting Officer</li><li>Review of internal regulations</li><li>Board evaluation and induction</li><li>Engagement activities</li><li>Code of Ethics, Model 231 and activities of the Supervisory Board</li></ul>                                                                                                                                                                                                                                                                                                                                                                       |
| Planning and control, risks, reporting and performance (financial/ sustainability) | <ul style="list-style-type: none"><li>Periodic and interim financial reports and sustainability reporting</li><li>Assessment of the adequacy of: (i) the organisational, administrative and accounting structure of the Company and its strategically important Subsidiaries; (ii) the powers and means available to the Financial Reporting Officer, as well as (iii) the effective compliance with administrative and accounting procedures</li><li>Audit Plan and Annual Budget of the Internal Audit function</li><li>Guidelines for Transactions in which directors and statutory auditors have an interest and related-party transactions, Audit Charter, Global Security, respect for Human Rights, anti-Corruption</li><li>Analysis of the Risk Appetite Framework and the risks of the Company and its Subsidiaries</li><li>Global security and cyber defence</li><li>Integrity and security of the natural gas transmission network</li><li>Fees of the auditing firm and additional assignments related to sustainability issues</li></ul> |

TOPICS DISCUSSED BY THE BOARD OF DIRECTORS



Note: The chart provides an indicative representation of the main topics dealt with by the Board of Directors obtained through an analysis of the items on the agenda and their subsequent categorisation within each cluster. It is intended to provide a visual representation of the space dedicated by the Board of Directors to each of the clusters.



The following are some of the key decisions made by the Board of Directors during its term of office with an indication of the board committees involved:

Strategy

| STRATEGIC PLAN 2023-2027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| COMMITTEES INVOLVED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| CONTEXT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                   |
| On 24 January 2024, Snam’s Board of Directors approved the 2023-2027 Strategic Plan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                   |
| DECISION TAKEN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                   |
| Investments and main targets through 2027:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                   |
| <ul style="list-style-type: none"><li>• 2023-2027 total investment: 11.5 billion euros, +15% compared with the 2022-2026 plan, focused on strengthening transport, storage and LNG infrastructure and on energy transition businesses (biomethane, CCS, hydrogen and energy efficiency). 58% of net investment aligned with the UN Sustainable Development Goals (SDGs) and 37% with the European Taxonomy</li><li>• RAB (Regulatory Asset Base): average growth above 6% per year (5% in the previous plan)</li><li>• Adjusted EBITDA: average annual increase of 7.4% (around 7% in the previous plan) reflecting growth in investment, regulatory items and the contribution of the energy transition businesses</li><li>• Adjusted net income: average annual growth of about 4% (3% in the previous plan), despite higher interest rates</li><li>• Dividend policy: minimum growth raised to 3% (compared with previous 2.5%)</li><li>• Sustainable finance up to 85% of total funding by 2027 (80% in the previous plan)</li><li>• Reinforced commitment to sustainability: net zero for all emissions (Scope 1, 2 and 3) by 2050 and new target for biodiversity, with zero net conversion in 2024 shifting to net positive from 2027</li></ul> |                                                                                   |
| Vision to 2032:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                   |
| <ul style="list-style-type: none"><li>• Investment opportunities of up to 26 billion euros in the 2023-2032 period, focusing on strengthening system security and flexibility while supporting the energy transition with the development of the hydrogen backbone</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                   |

Sustainability & Energy Transition

| TRANSITION PLAN                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| COMMITTEES INVOLVED                                                                                                                                                                                                                                                                                                                                                                                |  |
| CONTEXT                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                     |
| On 9 October 2024, Snam’s Board of Directors approved the Transition Plan, a transparent roadmap to outline in a defined and systematic manner the objectives to 2050 and the related actions and resources to support the Group’s energy transition and the Country’s decarbonisation.                                                                                                            |                                                                                     |
| DECISION TAKEN                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                     |
| The Transition Plan, approved by the Board of Directors and published on 17 October 2024, highlights Snam’s commitment to decarbonisation and biodiversity improvement, consistent with the company’s strategy and investment profile. The document will be constantly updated to reflect the evolution of the energy system, including technological innovation and achievements along this path. |                                                                                     |
| The Transition Plan:                                                                                                                                                                                                                                                                                                                                                                               |                                                                                     |
| <ul style="list-style-type: none"><li>• It is based on long-term scenarios</li><li>• Provides for a thorough risk assessment in all scenarios considered</li><li>• Investments for network development are subject to cost-benefit analyses required by the regulator</li><li>• It is supported by active involvement of third parties and continuous dialogue with stakeholders</li></ul>         |                                                                                     |

Legend

-  Control and Risk and Related-Party Transactions Committee
-  Sustainability and Energy Transition Scenarios Committee

Strategy

| STRATEGIC PLAN 2025-2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| COMMITTEES INVOLVED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |   |
| CONTEXT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                     |
| On 21 January 2025, Snam’s Board of Directors approved the 2025- 2029 Strategic Plan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                     |
| DECISION TAKEN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                     |
| Strategic Plan 2025-2029, highlights:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                     |
| Investments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                     |
| <ul style="list-style-type: none"><li>• Total investments (2025-2029): 12.4 billion euros (13.4 billion euros gross of grants), broken down into 10.9 billion euros to strengthen transport, storage and LNG infrastructure and 1.5 billion euros to scale up energy transition businesses</li><li>• 41% of net investments aligned with the European Taxonomy and 58% with the UN Sustainable Development Goals (SDGs)</li></ul>                                                                                                                                                                                           |                                                                                                                                                                     |
| Key financial targets by 2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                     |
| <ul style="list-style-type: none"><li>• RAB (Regulatory Asset Base): average annual growth of 6.4%</li><li>• Adjusted EBITDA: average annual increase of 5% reflecting new investments, regulatory changes and contributions from energy transition businesses</li><li>• Adjusted net income: average annual growth of 4.5% (4% in the previous plan), underpinned by improved performance, including the Associates</li><li>• Dividend policy: annual increase raised to 4% (vs. minimum 3% in the previous plan) with a maximum payout ratio of 80%</li><li>• Sustainable finance: 90% of total funding by 2029</li></ul> |                                                                                                                                                                     |
| Key strategic levers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                     |
| <ul style="list-style-type: none"><li>• Transformative innovation with 400 million euros invested in proven and explorative innovation to boost asset efficiency and flexibility while enabling the multi-molecule management</li><li>• All-round sustainability with ambitious targets: 40% reduction in Scope 1&amp;2, 30% reduction in Scope 3 by 2030, Net Zero for all emissions by 2050, net positive impact on biodiversity in 2027</li></ul>                                                                                                                                                                        |                                                                                                                                                                     |
| Vision to 2034                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                     |
| <ul style="list-style-type: none"><li>• 27 billion euros of investments over the next 10 years to drive energy system security and flexibility, support energy transition, develop the SouthH2 Corridor, and scale up the Ravenna CCS project</li></ul>                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                     |

M&A

| INCREASE OF SHAREHOLDING IN ADRIATIC LNG                                                                                                                                                                                                                                                                                                                                                                                         |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| CONTEXT                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| Snam has exercised its pre-emptive right to increase from the current 7.3% to 30% its stake in Terminale GNL Adriatico S.r.l., the company owned by Adriatic LNG, the regasification terminal operating in the Italian waters off Porto Viro (Rovigo).                                                                                                                                                                           |  |
| DECISION TAKEN                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| Snam’s Board of Directors approved the exercise of the right of pre-emption on 13 March 2024. The right of pre-emption was exercised following the signing of an agreement by VTTI, a Dutch company specialized in energy storage and infrastructure, to acquire a majority stake in the company. At the closing, which took place on 3 December 2024, the share capital of Adriatic LNG is held by VTTI at 70% and Snam at 30%. |  |
| Located about 15 kilometres off the Veneto coast, the Adriatic LNG terminal is the largest offshore infrastructure for offloading, storing and regasifying liquefied natural gas (LNG) in the country, with an annual technical regasification capacity of 9.6 billion cubic metres, corresponding to about 14% of the current national gas demand.                                                                              |  |
| The deal strengthens Snam’s presence in the LNG sector, which is increasingly strategic for the security and diversification of Italian energy supplies.                                                                                                                                                                                                                                                                         |  |



PURCHASE EDISON STORAGE

CONTEXT

Snam has signed a binding agreement to acquire 100% of Edison Stoccaggio from Edison for a consideration of approximately EUR 560 million

DECISION TAKEN

On 30 May 2024, Snam’s Board of Directors approved the signing of a binding agreement for the acquisition of 100% of Edison Stoccaggio from Edison for a consideration of approximately EUR 560 million on 25 July 2024. The agreement, reached at the end of the process started by Edison in October 2023 and continued with Snam on an exclusive basis since February, also envisages an earn-out that may be paid by Snam to Edison in the event of a positive outcome of the administrative dispute that is still ongoing concerning the revenues recognised in recent years for the activities of the San Potito and Cotignola sites. The transaction is expected to be completed by the first quarter of 2025, subject to obtaining the necessary authorisations pursuant to applicable antitrust and golden power regulations.

The completion of the transaction means that the total gas storage capacity held by the Snam Group will be approximately 18 billion cubic metres, corresponding to over 17% of the entire European gas storage capacity, including the strategic reserve of 4.5 billion cubic metres.



COMMITMENT TO IMPROVE OPERATIONAL EFFICIENCY

Snam’s commitment to **improving operational efficiency and strategic direction is evidenced by proactive actions such as board induction and training sessions and strategic off-sites** conducted by the Board of Directors and the Board of Statutory Auditors. These sessions ensured timely updates on the energy sector, the energy transition and the strategic objectives such as the role of hydrogen, and served as tools to analyse emerging challenges and seize opportunities to achieve global sustainability goals. More information in Section II paragraph 5.

TRAINING

To keep up-to-date on the energy sector, the energy transition and strategic goals such as the role of hydrogen.

STRATEGIC-OFFSITES

BOARD RETREAT

To foster a proactive approach in addressing emerging challenges and seizing opportunities to achieve global sustainability goals

2.7 Chair of the Board of Directors

The Shareholders’ Meeting of 27 April 2022 appointed Monica De Virgiliis as **Chair of the Board of Directors** who meets the **independence requirements** established by the TUF and the Corporate Governance Code.

The Chair, who **does not have an executive role**, performs the duties assigned to him by law, the Articles of Association and by resolution of the Board of Directors, as indicated in Annex 5 to this Report, playing **a connection role between executive and non-executive directors** and **ensuring the effective functioning of board proceedings**. For this purpose, the Chair, upon invitation of the Chair of each Committee, attends individual meetings of the Board Committees on issues of particular relevance in order to ensure coordination between the activities of the Committees and the Board of Directors (see Recommendation No. 2, letter b) of the Corporate Governance Code).

The Chair is responsible for representing the Company, by agreement and in coordination with the Chief Executive Officer. The Chair is not the person principally responsible for managing the Company (Chief Executive Officer) nor the controlling shareholder, and has not been delegated management powers or authority in the development of corporate strategies.

2.8 Secretary of the Board of Directors and Board Committees

In accordance with the provisions of Article 14 of the Articles of Association and the Regulation on the functioning and organization of the Board of Directors, the **Secretary** is appointed by the Board of Directors on the proposal of the Chair and is normally chosen among Company employees with **specific skills on corporate governance of listed companies**. If the Secretary is absent or unable to attend a meeting, the Board of Directors, in any case on the proposal of the Chair, may appoint a different secretary for that meeting, who may also be chosen among the members of the Board of Directors.

The Secretary of the Board supports the work of the Chair and provides impartial assistance and advice to the Board of Directors on each matter relevant to the proper functioning of the corporate governance system.

In the financial year 2024, in accordance with the Rules of functioning and organization of the Board of Directors and Recommendation No. 12 of the Corporate Governance Code, the Secretary has:

- (i) supported the Chair with preparing the corporate calendar and the annual schedule of meetings, preparing the Board and Shareholders’ meetings, preparing the related resolutions, ensuring the adequacy, completeness and clarity of the information flows directed to the Board, making available the documentation relating to the items on the agenda and communicating with the Directors, as well as organizing board induction meetings, training sessions and the board evaluation;

- (ii) assisted the CEO in his relations with the Board;
- (iii) provided assistance and advice to the Board on any aspect relevant to the proper functioning of the corporate governance system;
- (iv) served as Secretary of the Board Committees, thereby ensuring the coordination of the Board’s activities with those of the committees themselves, also in order to guarantee a timely flow of information between the various bodies;
- (v) prepared the minutes of the meetings;
- (vi) in coordination with the other functions involved, contributed to the management of the dialogue with shareholders and other stakeholders pursuant to the “Policy for managing the dialogue with shareholders and other stakeholders”, taking care in particular of information flows and corporate governance issues.

During the meeting of 27 April 2022 the Board of Directors appointed Umberto Baldi, Chief Legal Officer & General Counsel of Snam, as Secretary of the Board of Directors. The Secretary of the Board of Directors also serves as Secretary of Snam’s Board Committees.

## 2.9 Chief Executive Officer

At the meeting of 27 April 2022, the Board of Directors appointed Stefano Venier as **CEO and General Manager**. The Board of Directors assigned to the Chief Executive Officer the duties of Chief Executive Officer and conferred upon him all of the duties and powers not reserved to the Board of Directors or the Chair, which are respectively set forth in the above Paragraphs 2.1, and 2.7, as well as in Annex 6 to this Report.

The CEO performs the role of **Director in charge of the internal control and risk management system** (the “Director in Charge”)<sup>33</sup>.

33 For more information on the Director in Charge, see Section IV, Paragraph 1.2.

## 2.10 Other executive directors

With the exception of the Chief Executive Officer, all the members of the current Board of Directors are non-executive<sup>34</sup>, as (i) they do not hold the office of chief executive officer or executive chair in the strategic Subsidiaries; and (ii) they do not hold executive positions in the Company or in the strategic Subsidiaries.

## 2.11 Independent directors

The Board of Directors includes a number of **independent directors** sufficient to ensure, in terms of number and authority, that their opinion carries substantial weight when Board decisions are taken. Indeed, of the total number of 9 directors, **6 directors** (66.6%) **qualify as independent**. This is a higher presence of independent directors than the minimum presence envisaged by the Corporate Governance Code, which provides that, in large companies with non-concentrated ownership, independent directors must represent at least half of the board<sup>35</sup>. The presence of independent directors on both the Board of Directors and its Committees ensures that the interests of all shareholders are adequately protected. In addition, the Board of Directors has appointed an independent chair with clear responsibilities distinct from those of the CEO.

The Board of Directors of the Company, after the opinion of the Appointments Committee, has predefined, most recently on 14 December 2021, the **quantitative and qualitative criteria for assessing the significance** of the circumstances relevant pursuant to Recommendation no. 7, first paragraph, of the Corporate Governance Code for the purpose of assessing the independence of directors and auditors<sup>36</sup>. These criteria, set out below, are based on a so-called “Benchmark”, identified in the average remuneration received, respectively, by non-executive directors and statutory auditors for the office and for any participation in board committees, as calculated by the department of Corporate Affairs, or by the Chair during the last year of the previous term of office. The Benchmark, calculated with reference to the financial year 2024, is equal to, respectively, 98,000 euro for the Directors and 310,000 euro for the Chair of the Board of Directors.

34 In compliance with the provisions of the Corporate Governance Code, the following are considered executive directors: (i) the Chair of the Company (or of group companies having strategic relevance), when they are vested with management powers or power related to the preparation of corporate strategies; (ii) Directors who are vested with management powers and/or hold managerial positions in the Company (or in group companies having strategic relevance) or in the parent company, when the position also concerns the Company.

35 Reference is made to Recommendation No. 5 of the Corporate Governance Code.

36 Reference is made to Recommendation No. 7 of the Corporate Governance Code.

DIRECTORS AND STATUTORY AUDITORS

SIGNIFICANT RELATIONSHIPS

(Recommendation No. 7(c) of the Corporate Governance Code)

- Commercial, financial or professional relationship with Snam or its subsidiaries, or with the relevant executive directors or top management, or with a person who, also together with others through a shareholders’ agreement, controls Snam or with the related executive directors or top management which, in at least one of the 3 financial years preceding the date of their appointment, are, individually or cumulatively, for each financial year, higher than 100% of the Benchmark, are considered significant.
- For the purposes of the aforementioned assessment of the significance of commercial, financial or professional relationships, in the case of a director or statutory auditor who is also a partner in a professional or consulting firm, the competent body shall assess the significance of the professional relationships held in the 3 financial years previous to the appointment in relation to the position and role held in the firm or consulting firm, also independently of the Benchmark.
- During their term of office, in order to qualify as independent, directors and statutory auditors must not entertain any commercial, financial or professional relationship with Snam or its subsidiaries, or with the relevant executive directors or top management, or with a person who, also together with others through a shareholders’ agreement, controls Snam or with the related executive directors or top management.

CLOSE RELATIVES OF DIRECTORS AND STATUTORY AUDITORS

SIGNIFICANT RELATIONSHIPS

(Recommendation No. 7(c) of the Corporate Governance Code)

The Benchmark shall be applied both with respect to commercial, financial or professional relationships entertained by them during one of the 3 financial years preceding the year of taking office and during the term of office.

On 27 April 2022, the Board of Directors ascertained the existence of the independence requirements set forth by the Consolidated Financial Act and the Corporate Governance Code for non-executive Directors Massimo Bergami, Laura Cavatorta, Augusta Iannini, Piero Manzoni, and Rita Rolli, as well as for the Chair of the Board of Directors Monica de Virgiliis. The results of these assessments were the subject of a press release issued by the Board of Directors.

On 12 February 2025, the Board of Directors lastly verified once again that the non-executive directors Massimo Bergami, Laura Cavatorta, Augusta Iannini, Piero Manzoni and Rita Rolli, as well as the Chair of the Board of Directors Monica De Virgiliis, meet the independence requirements established by the Consolidated Financial Act and the Corporate Governance Code.

ADDITIONAL REMUNERATION

(Recommendation No. 7(d) of the Corporate Governance Code)

- Additional remuneration resulting from employment, administration or control relationships received by a director or statutory auditor, during one of the 3 financial years preceding the year of taking office, from Snam or its parent company or a company in the Snam group is considered significant if, individually or cumulatively, for each financial year, it exceeds the Benchmark.
- In order to qualify as independent during their term of office, directors and statutory auditors must not receive any additional remuneration from Snam or its parent company or a Snam group company.

ADDITIONAL REMUNERATION

(Recommendation No. 7(d) of the Corporate Governance Code)

The Benchmark shall be applied both with respect to remuneration received during one of the 3 financial years preceding the year of taking office and during the term of office.

On 13 March 2025 the Board of Statutory Auditors has recently ascertained again the correct application of the criteria and procedures adopted by the Board of Directors for the identification of independence requirements.

During the 2024 financial year, one meeting of only independent Directors was held, coordinated by the director Manzoni, Chair of the Control and Risk and Related-Party Transactions Committee, where the following issues were discussed: (i) freedom to act as an independent director; (ii) relationship with the majority stakeholder; (iii) related-party transactions.

The Independent Directors informed the Board of Directors of this meeting at the Board meeting held on 18 December 2024.



2.12 Lead independent director

Snam has not appointed a lead independent director (LID) as the conditions set forth in the Corporate Governance Code for the appointment of such a role are not met<sup>37</sup>. The Chair of the Board of Directors is not the chief executive officer or the holder of significant management powers and is not the person who controls, even jointly, the Company. Furthermore, the appointment of a LID was not requested by the independent directors.

**In addition to this, it should be noted that the independence of the directors and the relevance of the powers of the Independent Directors within the Snam Board of Directors are already adequately guaranteed to the extent that:**

- (i) the Chair of the Board of Directors is independent;**
- (ii) Snam’s percentage of independent directors, i.e. 66.6%, is higher than the average percentage of independent directors observed during the financial year 2024 in companies included in the FTSE MIB index, i.e. 65%<sup>38</sup>;**
- (iii) all the chairs of the board committees are independent directors and were drawn from the minority list.**

**Lastly, it should be noted that although a LID was not appointed for the aforementioned reasons, the Independent Directors met during the financial year 2024 to discuss various issues under the coordination of Independent Director Piero Manzoni, Chair of the Control and Risk and Related-Party Transactions Committee.**

2.13 Board Performance Evaluation

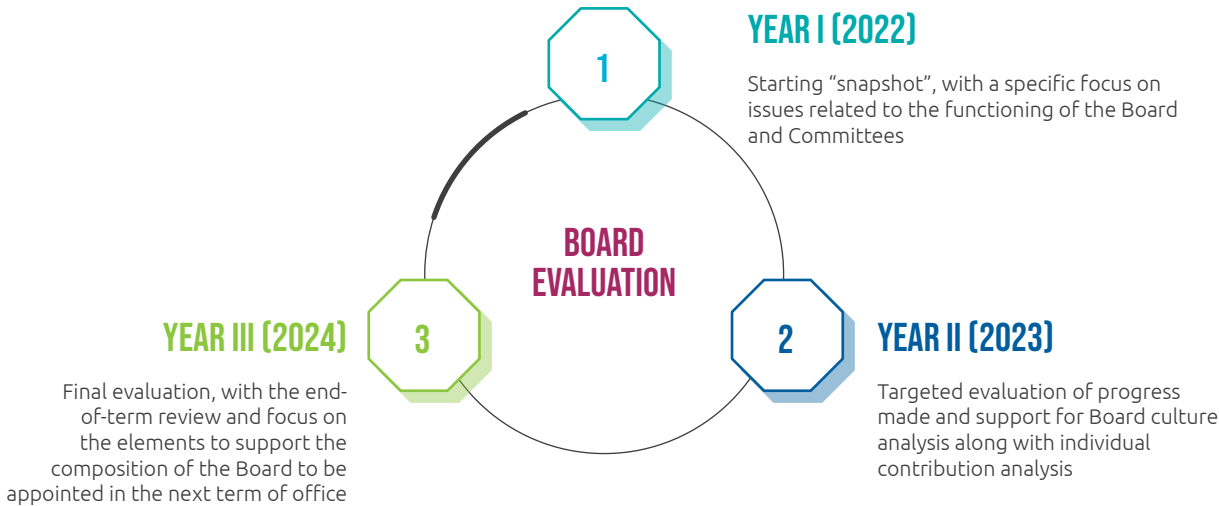
Self-assessment process

An evaluation of the organization and functioning of the Board and its Committees is conducted annually, coordinated by the Chair of the Board of Directors and supported by the SETS Committee.

In 2022, the Board chose to conduct the self-assessment with the support of the independent external advisor Spencer Stuart and to organize it according to the three-year roadmap consistent with the Board’s term of office below.

37 Recommendation 13 states that: “The board of directors appoints an independent director as lead independent director: a) if the chair of the board of directors is the chief executive officer or holds significant managerial powers; b) if the office of chair is held by the person who controls, also jointly, the company; c) in large companies, even in the absence of the conditions indicated in letter a) and b), if requested by the majority of independent directors”.

38 See Assonime – Report on Corporate Governance in Italy: the implementation of the Italian Corporate Governance Code (2024).



Self-assessment 2024

The Board Evaluation was fully participated by the Directors through:

- the submission of a questionnaire covering several areas of analysis, first of all the actions taken during the year among those suggested at the end of the Self-assessment carried out in 2022 and 2023;
- individual meetings with Advisors in order to share comments and insights on the functioning of the Body.

In the interviews it was possible to deepen what was reported in the questionnaires, to broaden the comparison and to collect comments and suggestions directly. Starting from the actions taken following the Self-assessment process carried out the previous year, the focus for this year was on:

- End-of-term balance sheet, with evidence of interventions actually implemented and to identify possible areas of improvement for the further optimisation of board dynamics;
- Size and Composition of the Board, in order to gather input and comments from the current Directors, useful for drafting the Guidelines on the Board of Directors Composition on the professional figures whose presence on the Board is deemed appropriate to be presented to the Shareholders for the appointment of the new Board.

On the matter of composition, the advisor also prepared a special analysis document accompanied by benchmarks with reference to a panel of companies belonging to the FTSEMib index, to support the process of defining the aforementioned Guidelines.

Emerging Evidences

The Directors expressed broad satisfaction and appreciation regarding the functioning of the Board of Directors and the quality of its work. The evaluation on the Board Committees is also highly positive: the Directors appreciate the progress of their work, the structuring of their agendas and the quality of their discussions.

Overall, 2024 marked a year of consolidation with respect to what had already begun in the previous two years for the Snam’s Board of Directors.

The dynamics of collaboration, the quality of reporting, the numerous inductions and the climate of trust made it possible to face the strategic challenges with a cohesive and focused approach. The satisfaction expressed by all members for their work over these three years is indicative of the effectiveness of the Board’s work, which has been able to respond to the demands of the context.

The main results of the *Board Evaluation* at the end of the mandate are the following:

- a high level of cohesion and attention to the debate by the members of the Board emerged, which proved to be constructive and progressively more significant in directing the company’s strategies. This attitude was constant throughout the three-year period;
- a high level of attendance at meetings has been maintained;
- active participation was also ensured in informal initiatives and induction sessions, which were greatly appreciated by all the Directors;
- the quality of the information produced was confirmed by all the Directors, thanks to the constant presence of executive summaries, which made the information extremely usable;
- the high quality of the support received from the Secretary, which over the three-year period has been able to support the activities of the Board and Committees with professionalism, proactivity and availability, ensuring punctuality and a constant flow of high-quality information;
- the activities of each Committee were well planned and communicated, and the flow of information between the Committees and the Board was constant and clear. The reports presented by the Chairs of the various Committees helped to ensure that the Board was always up to date on the issues addressed and the recommendations made. This allowed for in-depth analysis and well-informed decisions. When necessary, joint working sessions were scheduled between the Committees, favouring dialogue and synergy on cross-cutting issues;
- with reference to size and composition, the Directors consider them to be satisfactory overall and functional to the company’s objectives. The members of the Board have emphasised the importance of guaranteeing a diversified mix of skills and experience, outlined in the Guidelines on the Board of Directors Composition, for the next term of office as well.

At the end of the three-year period, therefore, the Directors believe that the Board has demonstrated a remarkable ability to face emerging challenges, particularly those related to the rapidly changing global context and to policies aimed at mitigating the effects of climate change.

2.14 Succession plans

Succession planning at company level

Snam believes that defining succession plans is a virtuous process for developing internal talent, and is therefore committed to defining concrete and transparent managerial succession plans that mitigate the level of risk associated with people and ensure the managerial sustainability of key positions.

As of the date of approval of this Report, Snam’s **key management personnel** are considered in **Succession Planning at corporate level**, i.e. Chief Financial Officer, Chief Commercial & Regulatory Officer, Chief Strategy and Technology Officer, Chief Legal Officer & General Counsel, Chief People & Organization Officer, Chief Operations Officer, Chief Efficiency and Biomethane Officer, Chief International Asset Management and Business Development<sup>39</sup>.

In 2024, an integrated structured evaluation process was defined based on 3 steps:



39 As well as Snam’s key management personnel, the Financial Reporting Officer and the Executive Director Internal Audit are taken into account in succession planning.

The activity is carried out with the support of an external advisor. The Appointments and Compensation Committee and the Board of Directors have reviewed and approved the methods used to draw up succession plans<sup>40</sup>.

Contingency Plan

On 30 November 2023, the Board of Directors, on the proposal of the ACC, approved a “contingency plan” in the event of temporary unavailability or premature termination of the CEO’s office, which provides for the following.

| TRIGGER EVENT                                                                                                                                                                                                                                                                                    | KEY ELEMENTS OF THE PROCEDURE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | OWNER                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Temporary unavailability<br>Where the Chief Executive Officer is unable to ensure adequate working capacity (understood as the ability to perform his duties and exercise the prerogatives of the role, even remotely) for a period of more than 10 days - the following procedure is envisaged: | 1 The Chair urgently convenes the Board of Directors (within 24 hours)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Chair of the Board of Directors                              |
|                                                                                                                                                                                                                                                                                                  | 2 The Board of Directors temporarily assigns the powers of the Chief Executive Officer and General Manager to the Chair of the Board of Directors as well as to other senior management figures, on the basis of a criterion of proximity of their respective competences and attributions                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Board of Directors                                           |
|                                                                                                                                                                                                                                                                                                  | 3 The Chair shall ensure that the market is promptly informed of what has happened                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Chair of the Board of Directors                              |
|                                                                                                                                                                                                                                                                                                  | 4 The Board of Directors monitors and verifies the duration and conditions of the temporary unavailability (for a maximum period of 60 days)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Board of Directors                                           |
| Early termination of assignment<br>in the event of resignation revocation, permanent impediment or continuation of temporary impediment beyond 60 days - the following procedure applies:                                                                                                        | 1 The Chair urgently convenes the Board of Directors (within 24 hours)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Chair of the Board of Directors                              |
|                                                                                                                                                                                                                                                                                                  | 2 The Board of Directors temporarily assigns the powers of the Chief Executive Officer and General Manager to the Chair of the Board of Directors as well as to other senior management figures, based on a criterion of proximity of their respective competences and attributions                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Board of Directors                                           |
|                                                                                                                                                                                                                                                                                                  | 3 The Chair shall ensure that the market is promptly informed of what has happened                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Chair of the Board of Directors                              |
|                                                                                                                                                                                                                                                                                                  | 4 The Chair makes appropriate contact with the shareholder from whose list the ceased Chief Executive Officer was drawn in order to discuss the situation, acquiring information and sharing the previously defined/updated ideal profile. Within 30 days the approached shareholder provides its input                                                                                                                                                                                                                                                                                                                                                                                                                                        | Chair of the Board of Directors                              |
|                                                                                                                                                                                                                                                                                                  | 5 The Board of Directors evaluates in autonomy and independence of judgement, and subject to the opinion of the ACC, the results of the interlocutory process with the respondent shareholder: <ul style="list-style-type: none"><li>• in the absence of specific indications from the shareholder or if there is no consent by the Board of Directors to the shareholder’s indications, a structured process of evaluation and selection of the new Chief Executive Officer is initiated with the support of an external advisor</li><li>• if the shareholder has provided specific instructions and there is agreement by the Board of Directors, the package is defined, the new director is co-opted and the proxies are granted</li></ul> | Board of Directors / Appointments and Compensation Committee |
|                                                                                                                                                                                                                                                                                                  | 6 The appointment of the new Chief Executive Officer is ratified at the first useful Shareholders’ Meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Shareholders’ Meeting                                        |

40 Respectively the Appointments and Compensation Committee, on 23 September 2024, duly reported to the Board of Directors on 9 October 2024.

2.15 Remuneration system for directors and key management personnel

The Board of Directors approves the Report on the remuneration policy and compensations paid pursuant to Article 123-ter of TUF, the first section of which – dedicated to the remuneration policy for directors, for statutory auditors and key management personnel adopted by the Company – is subject to a binding vote by the Shareholders’ Meeting, while the second section – dedicated to the analytical illustration of the remuneration paid in any capacity and in any form by the Company and its Subsidiaries to the members of the administration and control bodies, general managers and key management personnel – is subject to a non-binding vote by the Shareholders’ Meeting.

For an explanation of Snam’s Remuneration Report, see the Report on the remuneration policy and compensations paid published on the Company’s website in the section dedicated to the Shareholders’ Meeting of 14 May 2025.

The Remuneration Report is available on the Company website

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/storico-assemblee/2025/Snam%20S.p.A.%20-%20Relazione%20remunerazione%202025%20ENG.pdf.coredownload.pdf>



### 3. SNAM’S COMMITTEES

The Board of Directors of 27 April 2022 has established the following internal Committees with advisory and propositional duties, pursuant to the Corporate Governance Code and to Article 16 of the Articles of Association, privileging the competence and experience of their members and avoiding an excessive concentration of tasks:

- (i) Appointments and Compensation Committee;
- (ii) Control and Risk and Related-Party Transactions Committee;
- (iii) Sustainability and Energy Transition Scenarios Committee.

| CONTROL AND RISK AND RELATED-PARTY TRANSACTIONS COMMITTEE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | APPOINTMENTS AND COMPENSATION COMMITTEE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | SUSTAINABILITY AND ENERGY TRANSITION SCENARIOS COMMITTEE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>It carries out preliminary, propositional and advisory functions toward the Board, and supports Board decisions and assessments concerning the internal control and risk management system, as well as those relating to the approval of financial and non-financial reports. The Committee also undertakes such further duties as may be assigned to it by the Board of Directors regarding transactions in which directors and statutory auditors have an interest and related-party transactions.</p> <p><b>Key Subjects:</b></p> <ul style="list-style-type: none"><li>corporate accounting documents</li><li>periodic, financial and non-financial information</li><li>main business risks including sustainability risks</li><li>internal audit</li><li>internal control and risk management system</li><li>composition, amendments and additions of the supervisory body</li><li>results presented by the external auditors</li><li>transactions in which directors and statutory auditors have an interest and related-party transactions</li></ul> | <p>It carries out preliminary, propositional and advisory functions toward the Board of Directors with regard to the composition and size of the Board and its Committees, as well as with regard to equal treatment and opportunities between genders and with regard to remuneration.</p> <p><b>Key Subjects:</b></p> <ul style="list-style-type: none"><li>Composition of the Board of Directors and Board Committees</li><li>identification of candidates for the office of director</li><li>succession plans</li><li>candidates of the administrative bodies of consolidated subsidiaries</li><li>identification of strategic investee companies</li><li>nominations for Executive Director Internal Audit</li><li>maximum number of offices and evaluation of the requirements of directors</li><li>remuneration and pay mix</li><li>analysis of remuneration best practices and setting performance targets for incentive plans</li></ul> | <p>It carries out preliminary, propositional and advisory functions toward the Board of Directors on sustainability and long-term energy transition scenarios, meaning the processes, initiatives and activities aimed at overseeing the Company’s commitment to sustainable development along the value chain with particular reference to the following issues: climate transition and technological innovation; energy access and energy sustainability; environment and energy efficiency; health, well-being and safety of people and local communities; respect for and protection of rights, particularly human rights; integrity and transparency; diversity and inclusion; and corporate governance.</p> <p><b>Key Subjects:</b></p> <ul style="list-style-type: none"><li>corporate governance system</li><li>sustainable finance initiatives and ethical sustainability indexes</li><li>board performance review</li><li>diversity policies pursuant to Article 123-bis paragraph 2 letter d) bis TUF</li><li>policies on human rights, business ethics and integrity, diversity and inclusion</li><li>international environmental, social and governance initiatives</li><li>policy of managing dialogue with the generality of shareholders</li><li>long-term energy transition scenarios</li><li>integration of ESG issues into the business model also through the analysis of relevant KPIs</li><li>guidelines, objectives, processes and sustainability reporting</li><li>definition and reporting of ESG performance targets</li><li>profit and non-profit strategy and gas &amp; energy transition advocacy</li></ul> |



#### CO-OPERATION AND SYNERGETIC WORK WITHIN THE BOARD OF DIRECTORS

**APPOINTMENTS AND COMPENSATION COMMITTEE**

In order to **improve operational efficiency and foster cooperation and synergetic work** within the Board of Directors, the Board itself opted to merge the Appointments Committee and the Compensation Committee into a single committee. This choice was also made in light of the contiguity of the issues dealt with and the awareness that it would foster close coordination among the Board members, the exchange of information and the best use of their expertise as well as streamline the decision-making process. This choice reflects the Board’s commitment to maintain a strong adaptability and to continuously improve its governance practices so that it can respond nimbly and responsively to Snam’s evolving needs, and it has made possible to increase synergies, facilitate information flows to the Board of Directors and reduce operating costs, increasing the effectiveness of Board action and improving internal Board dynamics.

**JOINT MEETINGS BETWEEN COMMITTEES**

In order to examine topics of common interest, the committees also met in **joint sessions**. This method enables **effective coordination** between the Committees as well as a **timely exchange of information and active discussion** on common issues. For example, the joint work of the Sustainability and Energy Transition Scenarios Committee and the Control and Risk and Related-Party Transactions Committee ensured the accurate reporting and alignment of sustainability issues and objectives with Snam’s reporting, compliance and risk management processes.

In performing their duties, the Committees are entitled to access the corporate information and functions, and have available the necessary resources and in particular, within the terms established from time to time by the Board of Directors, the Committees can avail themselves of the services of external consultants through the Company structures, provided that they are not in a situation likely to compromise their independent judgement.

Each Committee has its own regulation, approved by the Board of Directors, governing the relevant functioning and organization (available in the “Governance” section of the Company’s website). The following table shows the main provisions on the functioning of the Regulations of the Board Committees.

|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ROLE OF THE CHAIR                          | <ul style="list-style-type: none"><li>The Chair of each Committee is responsible for planning the Committee’s activities, representing the Committee, convening and directing its meetings, and ensuring that adequate information on agenda items is provided to all members. The Chair also ensures that all members have the opportunity to express their opinions on the topics discussed.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| CONVOCACTION                               | <ul style="list-style-type: none"><li>Each Committee shall meet, when convened by the Chair, according to the calendar approved annually by each Committee - as often as necessary to carry out its activities - and, in any case, when a meeting is necessary or appropriate.</li><li>The notice of the meeting shall be sent by the secretary of each Committee, at the Chair’s request, in such a way as to ensure the confidentiality of the data and information contained therein. As a rule, the notice is sent by e-mail to the members of the Committees as well as made available to them by uploading it to the section of the digital portal to which the members of the Committees themselves have confidential access at least five days before the date set for the meeting. In cases of necessity and urgency, said notice shall be sent by e-mail at least 12 hours before the time set for the meeting.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| PRE-MEETING INFORMATION                    | <ul style="list-style-type: none"><li>Any documentation relating to the items on the agenda shall be made available to the Committee members by the Secretary of each Committee at least 5 days before the date of the meeting, except in cases of necessity and urgency. It is understood, however, that if the information is not made available within this time limit, the Chair shall ensure that adequate and timely information is provided during the meeting.</li><li>The documentation shall be made available to the members, by the Secretary of each Committee, by uploading it to the reserved section of the digital portal to which the members of the Committees have access on a confidential basis or in any other agreed form, in any case in such a way as to ensure the confidentiality of the information and data transmitted. In the event that the documentation made available to the members of the Committees is particularly complex and voluminous, the Chair of each Committee, with the assistance of the relevant Secretary, shall ensure that it is accompanied by a document summarising the most significant and relevant points for the purpose of examining the items on the agenda.</li></ul>                                                                                                                                                                          |
| EXTERNAL PARTICIPATION AND CONFIDENTIALITY | <ul style="list-style-type: none"><li>The Chair of each Committee may invite to individual meetings the Chair of the Board of Directors, the Chief Executive Officer and the other Directors as well as, by informing the Chief Executive Officer, the representatives of the competent corporate functions, external consultants or any other person, also external, whose presence may be of assistance to the best performance of the Committee’s functions. The Chair is responsible for informing the other members of the Committee of the persons invited to meetings.</li><li>The Chair of the Board of Statutory Auditors and the other statutory auditors may attend the Committee’s meetings; in any case, the Chair of the Board of Statutory Auditors, or another member designated by him, participates in the work of the CRRPTC.</li><li>The members of the Committees and other participants in the meetings are required to observe the utmost confidentiality with regard to documents, news, information and data of which they become aware. All persons attending meetings and/or having access to the Committees’ documents are in any case required to comply with the current regulatory provisions and the procedures adopted by the Company on the handling and disclosure of corporate information and on market abuse, with particular reference to inside information.</li></ul> |
| VERBALISATION                              | <ul style="list-style-type: none"><li>The meetings of the Committees are minuted by their Secretaries.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| INFORMATION TO THE BOARD OF DIRECTORS      | <ul style="list-style-type: none"><li>After each meeting, the Chair of each Committee shall inform the Board of Directors, at the first useful meeting, on the topics discussed and the observations, recommendations, opinions, formulated therein. In this regard, reference is made to the provision of Recommendation No. 17 of the Corporate Governance Code.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

In the course of 2024, the abovementioned pre-meeting information deadline has generally been met; if material was sent close to meetings, this was due to the extraordinary nature of certain situations and/or the short time between meetings.

Furthermore, still during 2024, meetings were also held in joint sessions between the Committees on issues of cross-cutting interest, in accordance with the rules set forth in their respective regulations. This mode enables effective coordination among the Committees as well as timely exchange of information and active discussion on common issues.

Table 1 in Section VI provides information on the attendance of each participant at Committees’ meetings.

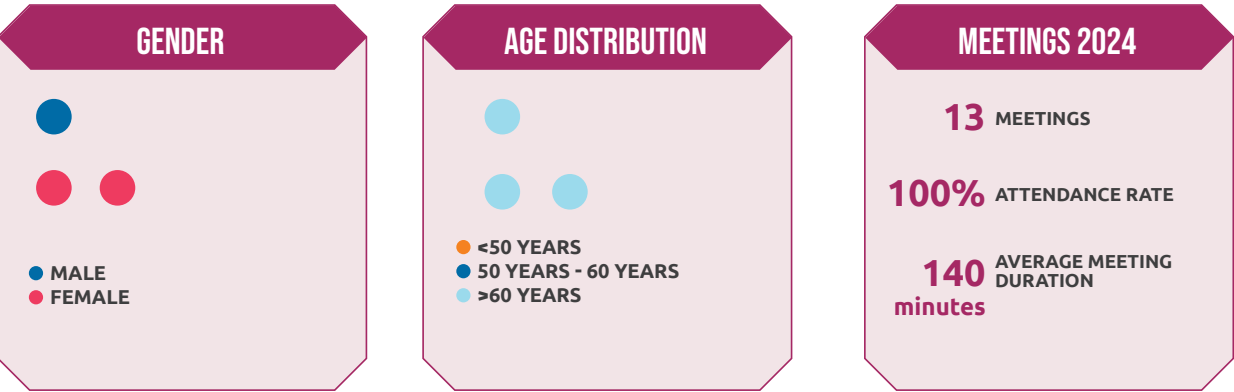
### 3.1 Control and Risk and Related-Party Transactions Committee

#### Composition

The composition of the **Control and Risk and Related-Party Transactions Committee** is as follows:

| Member          | Position                                                  |
|-----------------|-----------------------------------------------------------|
| Piero Manzoni   | Independent Non-Executive Director <sup>(1)</sup> – Chair |
| Augusta Iannini | Independent Non-Executive Director <sup>(1)</sup>         |
| Laura Cavatorta | Independent Non-Executive Director <sup>(1)</sup>         |

(1) Independent directors pursuant to the independence requirements laid down by the TUF and the Corporate Governance Code



Snam’s Board of Directors identified Piero Manzoni as Chair of this Committee and has verified that (i) the Committee as a whole has adequate expertise in the business sector in which the Company operates, suitable for assessing the relevant risks; and (ii) at least one member, i.e. Director Piero Manzoni, has an adequate accounting, financial and risk management experience.

Committee meetings are deemed to be validly constituted with the presence of the majority of the members in office; the Committee resolves by an absolute majority of the attendees. In the event of a tie, the Chair of the Committee has the casting vote.

Tasks

The Control and Risk and Related-Party Transactions Committee carries out preliminary, propositional and advisory functions<sup>41</sup> toward the Board, and supports Board decisions and assessments concerning the **internal control and risk management system, as well as those relating to the approval of financial and sustainability reports**. The Committee also undertakes such further duties as may be assigned to it by the Board of Directors regarding transactions in which directors and statutory auditors have an interest and related-party transactions.

Activities

The Committee met 13 times in 2023, with attendance of 100%. The average duration of Committee meetings was 140 minutes. The Regulation of the CRRPTC was most recently amended by the Board of Directors on 12 October 2022.

Below is a brief description of the **main activities** performed by the CRRPTC during the 2024 financial year.

ACTIVITIES OF A NON-RECURRING NATURE

INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

- Examination of the new allocation model for intra-group services introduced as of 1 January 2022.
- Disclosure regarding: (i) the standard proposal of services that the beneficiary companies can adhere to by means of a specific letter of adhesion; (ii) the fee due from each beneficiary for the services provided.
- Update on cooperative compliance procedure, tax activity and tax litigation.
- Examination of the proposed changes to the “Guidelines on Global Security” and consequent establishment of the Cyber & AI Security Committee (“CSC”).
- Disclosure regarding the release of the Tax Transparency Report.
- Update on monitoring consultancy and professional services engagements relating to the year 2023 and the first half of 2024.
- Examination of the status of the Snam group litigation.
- Disclosure regarding the analysis carried out on the Company’s historical trend of voluntary resignations, the activities implemented and the future actions planned for the management, mitigation and monitoring of this phenomenon.
- Disclosure regarding the 2024-2025 group insurance program.
- Examination of the draft Guidelines for the Respect of Human Rights, and the related annex, developed in order to implement the indications contained in Directive (EU) no. 2024/1760 (“CSDDD”).

41 For a more detailed description of the duties of the CRRPTC, see Annex 6 to this Report.

ACTIVITIES OF A RECURRING NATURE

ERM MODEL AND MANAGEMENT OF THE MAIN RISKS FACED BY THE COMPANY

- Examination of the methodology and analysis of risks from Strategy Plan 2023 – 2027.
- Analysis of issues regarding: i) analysis of the “Risk Appetite Framework” (“RAF”) developed under the ERM system; ii) update of ERM risk and opportunity mapping to Q4 2023; iii) update of mapping to Q2 2024 and on ERM activities in progress in the second half of 2024.
- Periodic analysis of financial risks.
- Monitoring the activities carried out by the Enterprise Risk Management unit.
- Supporting the Board of Directors in establishing guidelines for the internal control and risk management system.
- Disclosure regarding the main activities carried out and the measures put in place by the Company’s Global Security & Cyber Defence function.
- Examination of the results of the periodic review and intermediate monitoring of the RAF.

OVERSIGHT OF THE INTERNAL AUDIT FUNCTION

- Examination of the proposal for the final account of the 2023 objective sheet applied to the Executive Director Internal Audit and analysis of the proposed 2024 objectives.
- Examination of the activities carried out by the Internal Audit function in the relevant quarters, follow-up situation and notifications including anonymous reports.
- Analysis of the proposed 2024 and 2025 Audit Plan and budget of the Internal Audit function’s for 2024.
- Examination of the remuneration and appointment proposal for the Executive Director Internal Audit.
- Approval of the proposed changes to the Internal Audit Guidelines (Audit Charter).

CORPORATE REPORTING CONTROL SYSTEM

- Review of the report on the adequacy of the CRCS and on the compliance of the administrative and accounting procedures and the annual Report on the organisational, administrative and accounting structure of Snam and its Subsidiaries.
- Analysis of issues regarding: (i) Corporate Governance Report 2023 to the extent relevant; (ii) Compliance Report 2023; (iii) the Half-year Financial Report as of 30 June 2024.
- Disclosure regarding the review of the consolidated financial statements for the 2024 financial year concerning, inter alia: (i) regulatory framework of reference; (ii) timing; (iii) audit scope; (iv) significant risks and areas of attention.

FINANCIAL AND SUSTAINABILITY REPORTING

- Examination of the methodology and findings of the Impairment Test – IAS 36 Standard.
- Analysis of issues related to the half-year and annual financial reports (as well as the interim management reports), with reference to both the external audit activity and the verifications carried out in relation to the effectiveness of CRCS.
- Analysis of the consolidated non-financial statement as of 2023 pursuant to Leg. Decree 254 of 2016.
- Disclosure regarding the approach followed for the double materiality analysis for the purposes of the Sustainability Statement, as well as the outcome of this analysis, the changes made to the so-called IRO List (Impacts, Risks and Opportunities) and the alignment with the Enterprise Risk Management (“ERM”) model.
- Examination of the Sustainability Statement.
- Illustration of the in-depth analysis carried out on the key performance indicators (“KPI”) reported in the sustainability statement.

LEGISLATIVE DECREE NO. 231 OF 2001

- Illustration of the activities carried out by the Supervisory Board in the second half of 2023 and the first half of 2024.
- Disclosure on the outcomes of the risk assessment activities carried out in the fourth quarter of 2023 and in the second quarter of 2024 in order to incorporate the organisational changes occurred in 2023 and 2024 into Snam S.p.A.’s 231 Model.
- Review of the Code of Ethics.
- Examination of the proposed changes to the Anti-Corruption Guidelines.
- Disclosure regarding the Code of Conduct, approved by Decree of the Ministry of Economy and Finance on 29 April 2024.

TRANSACTIONS IN WHICH DIRECTORS AND STATUTORY AUDITORS HAVE AN INTEREST AND RELATED-PARTY TRANSACTIONS

- Annual assessment of the Guideline on “Transactions involving the interests of the directors and statutory auditors and transactions with related parties”.
- Issuance of two opinions on two related-party transactions of lesser importance.



The Regulation of the CRRPTC is available on the Company's website

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/regolamenti/Snam-S.p.A.-CCROPC-Regolamento-funzionamento%20ENG.pdf.coredownload.pdf>

The Committee reported to the Board of Directors at the Board meeting of 31 July 2024, on the activities carried out in the first semester of 2024, as well as at the meeting of 12 February 2025 on the activities carried out in the second semester of 2024. Furthermore, in accordance with Recommendation no. 17 of the Corporate Governance Code, the Chair of the Committee reported on each meeting held at the following Board meeting.

For 2025, the Committee has defined its calendar until May 2025 and has scheduled, during that period, 4 meetings. As of the date of approval of this Report, 3 meetings have already been held.

During 2024, constantly attended the meetings of the Committee, in accordance with the Regulation of the CRRPTC, upon invitation by the Chair of the CRRPTC, in order to provide information and explanations, in addition to external advisors who took part by virtue of the specific nature of the matters dealt with, also the following representatives of the corporate functions: Chief Legal Officer & General Counsel, Executive Director Internal Audit, Chief Financial Officer and Financial Reporting Officer.

The meetings of the Committee were usually also attended by the Chair of the Board of Statutory Auditors and/or other Statutory Auditors.

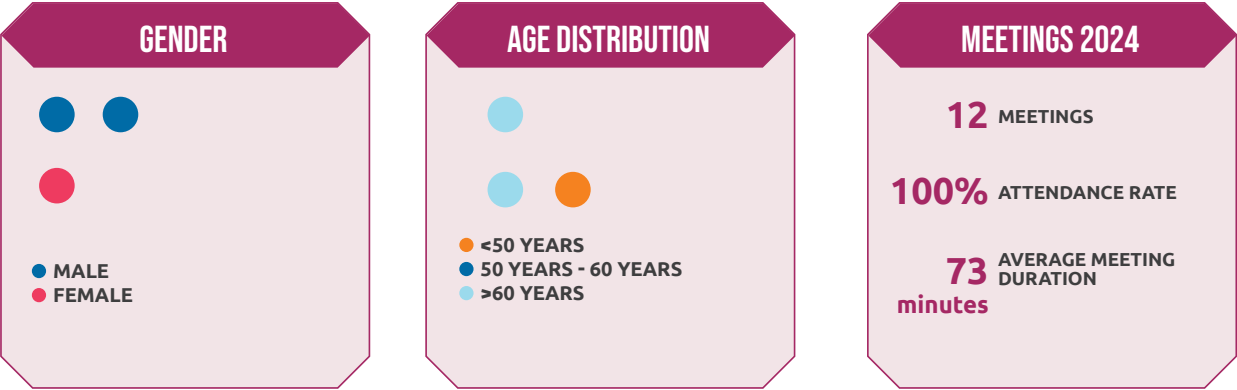
### 3.2 Appointments and Compensation Committee

#### Composition

The composition of the ACC is as follows:

| Member             | Position                                                  |
|--------------------|-----------------------------------------------------------|
| Rita Rolli         | Independent Non-Executive Director <sup>(1)</sup> - Chair |
| Massimo Bergami    | Independent Non-Executive Director <sup>(1)</sup>         |
| Alessandro Tonetti | Non-executive                                             |

(1) Independent Directors pursuant to the independence requirements laid down by TUF and the Corporate Governance Code.



The Board of Directors has identified Rita Rolli as Chair of this Committee and has verified that all members of the Committee have adequate knowledge and experience on financial matters and remuneration policies.

Committee meetings are deemed to be validly constituted with the presence of the majority of the members in office; the Committee resolves by an absolute majority of the attendees. In the event of a tie, the Chair of the Committee has the casting vote.

#### Tasks

The ACC carries out preliminary, propositional and advisory functions<sup>42</sup> toward the Board of Directors:

- a) on the composition and size of the Board and Committees, as well as on equal treatment and opportunities between genders regard to the activities under its purview;
- b) on remuneration matters.

#### Activities

The ACC met 12 times in 2024, with 100% average attendance of the members. The average duration of Committee meetings was about 73 minutes.

42 For a more detailed description of the duties of the ACC, see Annex 6 to this Report.

Below is a brief description of the **main activities** performed by the ACC during the 2024 financial year.

ACTIVITIES

|                                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Final account of the annual monetary incentive plan and long-term share-based incentive plans accrued.                                                                                                                                                |
| Examination of the proposed 2024 remuneration structure for the Executive Director Internal Audit and issue of favourable opinion for the appointment of the new Executive Director Internal Audit.                                                   |
| Examination of proposed candidacies for the governing bodies of subsidiaries included in the Committee’s area of responsibility and disclosure of appointments to the management bodies of companies not falling within this perimeter of competence. |
| Proposal for the indentification of strategic subsidiaries companies.                                                                                                                                                                                 |
| Examination of the share ownership guidelines (“SOG”).                                                                                                                                                                                                |
| Examination and approval of the 2024 Report on Remuneration Policy and Compensation Paid and its contents.                                                                                                                                            |
| Analysis of the shareholders’ meeting vote on the 2024 Report on the Remuneration Policy and Compensation Paid.                                                                                                                                       |
| Examination and approval of the proposed performance and assignment goal setting for the purpose of the annual monetary incentive plan and the LTI Plan 2024-2026.                                                                                    |

The Regulation of the ACC was approved by the Board of Directors on 12 October 2022.

**The ACC Regulation is available on the Company’s website**

[https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2023/Snam-S.p.A.-C-NR-Regolamento-di-funzionamento\\_ENG.pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2023/Snam-S.p.A.-C-NR-Regolamento-di-funzionamento_ENG.pdf)

The Committee reported to the Board of Directors at the Board meeting of 31 July 2024 on the activities carried out, in the first semester 2024, as well as at the meeting of 12 February 2025, and on the activities carried out in the second semester of 2024. Furthermore, in accordance with Recommendation no. 17 of the Corporate Governance Code, **the Chair of the Committee reported** on each meeting held **at the following Board meeting**.

For 2025, the Committee has defined its own calendar until May 2025 and has scheduled, during that period, 6 meetings. At the date of approval of this Report, the first 6 meetings have already been held.

Pursuant to its Regulation, Directors may not take part in Committee meetings in which any proposal concerning their remuneration is made, except in the case of proposals concerning the general membership of the Committees established within the Board of Directors.

During 2024, constantly attended the meetings of the Committee, in accordance with the Regulation of the ACC, upon invitation by the Chair of the ACC, in order to provide information and explanations, in addition to external

advisors who took part by virtue of the specific nature of the matters dealt with, the following representatives of the corporate functions: Chief Legal Officer & General Counsel, Chief People & Corporate Services and Chief Financial Officer and Reporting Officer.

The meetings of the Committee were usually also attended by the Chair of the Board of Statutory Auditors and/or other Statutory Auditors.

3.3 Sustainability and Energy Transition Scenarios Committee

Composition

The **SETSC** is composed as follows:

| Member          | Position                                                  |
|-----------------|-----------------------------------------------------------|
| Laura Cavatorta | Independent Non-Executive Director <sup>(1)</sup> - Chair |
| Massimo Bergami | Independent Non-Executive Director <sup>(1)</sup>         |
| Qinjing Shen    | Non-executive                                             |
| Rita Rolli      | Independent Non-Executive Director <sup>(1)</sup>         |

(1) Independent directors pursuant to the independence requirements laid down by the TUF and the Corporate Governance Code.



Committee meetings are deemed to be validly constituted with the presence of the majority of the members in office; the Committee resolves by an absolute majority of the attendees.

Tasks

The SETSC carries out preliminary, propositional and advisory functions towards the Board of Directors on **sustainability and long-term energy transition scenarios**, meaning the processes, initiatives and activities aimed at overseeing the Company’s commitment to sustainable development along the value chain with particular reference to the following issues: climate transition and technological innovation; energy access and energy sustainability; environment and energy efficiency; health, well-being and safety of people and local communities; respect for and protection of rights, particularly human rights; integrity and transparency; diversity and inclusion; and corporate governance<sup>43</sup>.

Activities

The SETSC met 12 times in 2024, with 92% average attendance of its members. The average duration of Committee meetings was about 117 minutes. The Regulation of the SETSC was last amended by the Board of Directors on 13 March 2024.

Below is a brief description of the **main activities** performed by the SETSC during the 2024 financial year.

ACTIVITIES

- Final account of the ESG objectives of the accrued annual monetary incentive plan and long-term share-based incentive plans.
- Examination of the main results for 2023 and the various initiatives planned for 2024 in the area of diversity, equality & inclusion.
- Examination of the evidence that emerged as a result of the board evaluation process of the Board of Directors for 2023 and examination of the proposed board evaluation activities planned for 2024.
- Review of the Report on Corporate Governance and Ownership Structure 2023, including guidelines, policies on diversity issues and Recommendations of the Corporate Governance Committee.
- Proposal for new performance objectives linked to ESG factors in long-term share-based incentive plans and annual monetary incentive plans.
- Examination: (i) of sustainable finance initiatives, in particular the updated decarbonisation targets and the Net Zero Assessment; and (ii) the medium and long-term sustainable finance instruments issued by the Company.
- Update for the purpose of emission monitoring, and disclosure regarding the document “Snam’s climate commitment and advocacy position. Involvement in Stakeholders’ Associations and Coalitions”.
- Examination of the project that the Company carried out with reference to the impact on biodiversity and which led to the definition of ambitious targets based on a scientific approach, through the application of the methodology developed by the Science Based Targets Network (“SBTN”).

43 For a more furthered description of the powers of the SETSC, please refer to Annex 6 of this Report.

- Examination of the of the planning activities in preparation for the adoption of the Dynamic Risk Assessment model within the Enterprise Risk Management.
- Update on the activities of Fondazione Snam ETS, and review of the achieved results of other for-profit and nonprofit initiatives undertaken in 2023.
- Examination of the new sustainability strategy with an illustration of the group’s new sustainability scorecard and budget 2024 and target 2027 values for each of the identified KPIs.
- Examination of the 2023 consolidated non-financial statement contained in the 2023 Annual Financial Report and update on the approach adopted in its preparation.
- Disclosure regarding the approach to the double materiality analysis for the purposes of the Sustainability Report, as well as on the so-called IRO List (Impacts, Risks and Opportunities), on the result of the involvement of stakeholders, on the materiality thresholds and on the alignment with the Enterprise Risk Management Model (“ERM”).
- Examination of the Sustainability Statement.
- Examination of the contents of the Tax Transparency Report (“TTR”), with which the Company aims to strengthen its on-going commitment to transparency towards the tax authorities and all stakeholders.
- Examination of (i) the uses and developments of artificial intelligence; (ii) the project to revise the Code of Ethics.
- Analysis related to the correct application of the shareholders’ engagement policy and the engagement activities carried out.
- Disclosure regarding the approach followed in the drafting of the Transition Plan Report and examination of the document.
- Disclosure on the main sustainability results achieved in the first half of 2024 and on the progress of the main projects and initiatives for the relevant period.
- Update on the activities carried out as part of the Sustainability Plan and examination of the related initiatives, with particular attention to the workstreams of the Sustainable and Biodiversity Worksites.
- Disclosure regarding Snam’s participation in international associations, networks and working groups focused on sustainability.
- Disclosure regarding the analysis carried out on the historical trend of voluntary resignations registered in the Company, the activities implemented and the future actions planned for the management, mitigation and monitoring of this phenomenon.
- Examination of the draft Guidelines for the Respect of Human Rights, and the related appendix, drawn up in order to implement the indications contained in Directive (EU) no. 2024/1760 (“CSDDD”).
- Update from the Auditing Firm on the auditing of the 2024 Sustainability Statement.
- Update on Snam’s positioning in ESG indices.

The Regulations of the SETSC are available on the Company’s website

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2024/Snam%20S.p.A.%202024%2003%2013%20Sustainability%20and%20Energy%20Transition%20Scenarios%20Committee%20ENG.pdf.coredownload.pdf>



The Committee reported to the Board of Directors at the Board meeting of 31 July 2024 on the activities carried out in the first semester of 2024, as well as at the meeting of 12 February 2025 on the activities carried out in the second semester of 2024. Furthermore, in accordance with Recommendation no. 17 of the Corporate Governance Code, **the Chair of the Committee also reported** on each meeting held **at the following Board meeting**.

For 2025, the Committee has defined its calendar until March 2025 and has scheduled, during that period, 7 meetings. As of the date of approval of this Report, 7 meetings have already been held.

During 2024, constantly attended the meetings of the Committee, in accordance with the Regulation of the SETSC, upon invitation by the Chair of the SETSC, in order to provide information and explanations, in addition to external advisors who took part by virtue of the specific nature of the matters dealt with, the following representatives of the corporate functions: Chief Legal Officer & General Counsel, Chief Financial Officer, Chief Operations Officer, Director Sustainability & Social Impact, Chief Strategy and Technology Officer.

The meetings of the Committee were usually also attended by the Chair of the Board of Statutory Auditors and/or other Statutory Auditors.

Consistent with the sustainability strategy undertaken by the Company, the name of the Committee was changed to the Sustainability and Energy Transition Scenarios Committee by resolution of the Board of Directors on 13 March 2024.

## 4. SNAM'S BOARD OF STATUTORY AUDITORS AND EXTERNAL AUDITORS

### 4.1 Snam's Board of Statutory Auditors

The **Board of Statutory Auditors**, pursuant to the TUF, oversees compliance with the law and with the deed of incorporation, as well as respect for the principles of proper administration in the performance of company activities. It also evaluates the adequacy of the organisational, administrative and accounting structure adopted by the Company, and how it functions in practice. Furthermore, pursuant to the applicable external auditors regulation), the Board of Statutory Auditors also performs supervisory functions in its capacity as the **"Internal Control and Audit Committee"**.

#### Meetings of the Board of Statutory Auditors

During 2024, the Board of Statutory Auditors met 15 times, with an average attendance of 98% of its members (see table 2 in Section VI). The average duration of the meetings of the Board of Statutory Auditors was approximately 163 minutes.

The Board of Statutory Auditors has scheduled 8 meetings for 2025, up to the date of approval of the financial statements as of 31 December 2024. At the date of approval of this Report, 5 meetings have been held.

Pursuant to the Guideline on "Transactions involving the interests of the directors and statutory auditors and transactions with related parties", the members of the Board of Statutory Auditors must declare their own interests or those of third parties in specific transactions submitted to the Board of Directors. During 2024, there were no situations in which the members of the Board of Statutory Auditors had to make such declarations.

The Board of Statutory Auditors receives the information flows necessary for the performance of its duties as provided for in the **"Framework Resolution between the Boards of Statutory Auditors of the Snam Group"**, which formalises the information flows between the Boards of Statutory Auditors of the companies of the Snam group.

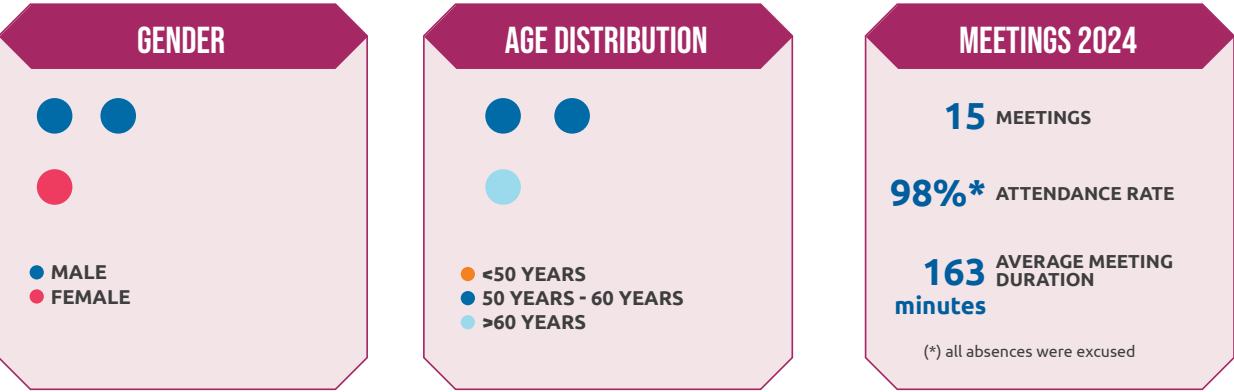
For a description of the coordination methods of the Board of Statutory Auditors with the CRRPTC and the Internal Audit function, please refer to Paragraph 1.3 of Section IV of the Report.

For an analysis of the main activities carried out by the Board of Statutory Auditors during the financial year, please refer to the report prepared by the Board pursuant to Article 153 of the TUF, included in the Annual Financial Report.

Composition

The Company’s current Board of Statutory Auditors was appointed by the Shareholders’ Meeting of 27 April 2022 for 3 financial years and, in any event, until the date of the Shareholders’ Meeting called to approve the financial statements as of 31 December 2024. The following table provides information about the current members of the Board of Statutory Auditors:

| Member                | Position                   | List in which he/she was submitted                    |
|-----------------------|----------------------------|-------------------------------------------------------|
| Stefano Gnocchi       | Standing Auditor and Chair | List submitted jointly by the institutional investors |
| Gianfranco Chinellato | Standing Auditor           | CDP Reti list                                         |
| Ines Gandini          | Standing Auditor           | CDP Reti list                                         |
| Federica Albizzati    | Alternate auditor          | List submitted jointly by the institutional investors |
| Maria Gimigliano      | Alternate auditor          | CDP Reti list                                         |
| Federico Sambolino    | Alternate auditor          | CDP Reti list                                         |



2 lists for the appointment of the Board of Statutory Auditors were submitted at the Shareholders’ Meeting of 27 April 2022:

- (i) a list submitted by CDP Reti (2 candidates for standing auditor and 2 candidates for alternate auditor); and
- (ii) a joint list presented by institutional investors (one candidate for standing auditor and one candidate for alternate auditor).

The share capital represented at the Shareholders’ Meeting and entitled to vote for the appointment of statutory auditors through list voting constituted 74.54% of the share capital. The list submitted by CDP Reti was voted

for by 89.56% of the voting share capital (the list receiving the most votes), while the list submitted jointly by the institutional investors was voted for by 9.6% of the voting share capital.

Therefore, applying the provisions of the Articles of Association on the list voting mechanism applicable in 2022, 3 standing auditors were appointed (2 from the CDP Reti list and 1, namely the Chair of the Board of Statutory Auditors, from the institutional investors’ list) and three Alternate Auditors were appointed (2 from the CDP Reti list and 1 from the institutional investors’ list).

Below is a summary of the professional *curriculum vitae* of each of the Company’s Statutory Auditors currently in office:

Stefano Gnocchi

Statutory Auditor and Chairman of the Board of Auditors

Age 50  
In Snam since 2019

NATIONALITY

ITALIAN

PROFESSIONAL BACKGROUND

Chartered Accountant and Auditor

SUMMARY

Stefano Gnocchi has an extensive background in finance, governance and risk management, combined with over 20 years of professional experience in various sectors, including energy and utilities.

BACKGROUND

Partner in charge of consulting services and member of the Board of Directors of Fidiger Advisory S.p.A., a company of the Pirola Pennuto Zei & Associati Group.

Chairman of the Board of Statutory Auditors of SNAM S.p.A., an Italian listed group leader in transport, storage and regasification. Member of the Supervisory Board and Chairman of the Risk Committee of Deutsche Bank, Standing Auditor of MTA S.p.A., a multinational automotive company. Member of the Supervisory Board of a listed company.

Chartered Accountant and Auditor, Certified Risk Management Assurance (CRMA), Information System Auditor (CISA), Internal Audit Qualified External Assessor/Validator (QAR).

Degree in Economics, specialisation in finance and Master in Business and Knowledge Audit at the Università Cattolica del Sacro Cuore in Piacenza and Milan (Italy).

Twenty years of professional experience in Big Four (Italy and US) and Mazars (Italy) gained in the fields of governance and internal control systems, evaluation of governance bodies, compliance, internal audit, risk management, management control, investigation & fraud auditing and financial audit, business plan attestation, assurance of management control systems and prospectuses.

Member of committees of the Milan Ordine Dottori Commercialisti Esperti Contabili and of Assirevi research committees.

Member of the AIIA, AIAF, ANDAF, IGS and NedCommunity associations.

Adjunct lecturer at the Department of Economics and Business Sciences, University of Pavia (2010 - 2017).

Main sectors: automotive, oil, energy&utilities, food&gdo, fashion, retail, e-commerce, insurance, banking, asset management, real estate

70

Gianfranco Chinellato

Statutory Auditor

Age 73

In Snam since 2019

NATIONALITY

ITALIAN

PROFESSIONAL BACKGROUND

Chartered Accountant and Auditor - University Lecturer

SUMMARY

Gianfranco Chinellato has extensive experience in tax law and corporate governance, honed over decades of advising a wide range of national and international entities.

BACKGROUND

Born in Padua in 1951.

Degree in Economics and Business from “La Sapienza” University in Rome.

He is registered in the Register of Chartered Accountants and Accounting Experts and in the Register of Statutory Auditors.

Since 1996 he has been a professor of tax law at the University of Tuscia in Viterbo, and at the Accademia della Guardia di Finanza. He is the author of the monografy “CODIFICAZIONE TRIBUTARIA E ABUSO DEL DIRITTO – Contributo allo studio degli strumenti di contrasto all’elusione fiscale”, CEDAM, Padova - 2007 in the series “CURRENT ISSUES OF TAX LAW”, directed by Franco Gallo, of the section “DIPORTO NAUTICO, DIRITTO TRIBUTARIO” in Legal Encyclopaedia, Istituto della Enciclopedia Italiana Treccani, Rome – 2005, as well as author of several essays and articles on tax and corporate issues in leading legal journals. Since 1978, he has performed corporate and economic consultancy and assistance work, both in Italy and abroad, in the various industrial, hotel, hospital and service sectors, as well as consulting, assistance, defence and tax representation work for leading banking institutions, public and private bodies, and industrial, commercial and services Companies of all sizes, including securities and insurance brokers. Among his other activities, for the National Research Council (CNR), Vicariate General for Vatican City, ADN Kronos Group, Italian Private Hospitals Association (A.I.O.P.), HUMANITAS, GIOMI S.p.A., GVM S.p.A., TRAFALGAR Ltd Group, Cassa Nazionale di Previdenza e Assistenza Dottori Commercialisti (social welfare fund for chartered accountants), Cassa Nazionale degli Ingegneri (social welfare fund for engineers), Cassa Nazionale di Previdenza degli Psicologi (social welfare fund for psychologists), as well as Costa Smeralda Consortium, Porto Rotondo Consortium, UNIONCAMERE and special Chamber of Commerce-registered Companies and Firms.

Since 1978, he has held and continues to hold positions as Chair and Statutory Auditor of listed and non-listed companies, and as Chair and member of the supervisory bodies of various companies.

Since 1996, he has been registered in the Register of Technical Advisers of the Court of Rome, for which he has produced major expert reports, including on ENEL S.p.A. (distribution branch, 1999), SERFI S.p.A. and SOFID S.p.A. (ENI Group, 1998).

From 2010 to 2015, he was a technical consultant to the Land Registry, now embedded in the Tax Agency.

Since 2020, member of the Ufficio del Massimario of the Lazio Regional Tax Commission, currently the Lazio Tax Court of Justice of Second Instance.

Since 2023 member of the Board of Auditors of the Competition and Market Authority (“AGCM/ANTITRUST”).

Ines Gandini

Statutory Auditor

Age 56

In Snam since 2022

NATIONALITY

ITALIAN

PROFESSIONAL BACKGROUND

Chartered Accountant and Auditor

SUMMARY

Ines Gandini has extensive experience and a distinguished career in corporate governance and finance. A chartered accountant and auditor, she has a deep knowledge of tax law and corporate matters, honed through roles in prestigious law firms and institutions.

BACKGROUND

Born in Rome on 4 November 1968.

She has been a Standing Auditor of Snam since 27 April 2022.

She graduated with honours in Economics and Business from “La Sapienza” University of Rome, and attended the post-graduate course in Governance, Risk and Compliance at the Luiss Business School - Board Academy and the ESG Analysis and Investing specialisation course on the integration of ESG issues in analyses and financial investments at the Polytechnic University of Milan.

She’s an accountant and auditor and from May 2016 to April 2022 she has been carrying out highly specialised professional activities in relation to tax law issues at the law firm Salvini e Soci - Studio Legale.

From 2006 to 2008 she held the position of Revenue Advisor at SECIT, as well as Legal and Economic Advisor at the Cabinet of the Ministry of Economy, Finance Section.

From 1997 to 2006 she carried out professional activities in relation to corporate and tax matters in the corporate, finance and insurance sector with a focus on transactions concerning corporate reorganisation, extraordinary finance, the issuance of listed and unlisted securities, project financing and securitisation, the incorporation of private equity funds, real estate funds, the drawing up of stock option plans at the law firm Chiomenti.

She works in Corporate Governance and is board member of Nedcommunity as well as Head of the Rome Chapter of Nedcommunity.

She is an Independent Director of Fideuram Vita S.p.A. – Gruppo Intesa Sanpaolo, Fondo Italiano d’Investimento SGR; member of the Board of Auditors and the Supervisory Body of the Fondazione Leonardo Civiltà delle Macchine and a member of the Board of Auditors of Fondazione La Biennale di Venezia; Standing Auditor of Acea Acqua SpA, Acea Produzione SpA, Leonardo Global Solutions SpA - a Leonardo Company, Nexive Network S.r.l. – Gruppo Poste Italiane and Holding Reti Autostradali S.p.A., Gruppo Cassa Depositi and Prestiti.



Federica Albizzati  
Alternate Auditor

Age **54**  
In Snam since **2019**

**NATIONALITY**  
ITALIAN

**PROFESSIONAL BACKGROUND**  
Chartered Accountant and Auditor

**SUMMARY**  
Federica Albizzati has developed a broad experience as a chartered accountant and auditor, specializing in corporate and tax consulting. Federica Albizzati has more than twenty years of experience in extraordinary transactions and corporate groups

**BACKGROUND**  
Born in Varese on 22 October 1970.  
  
Graduated in Business Administration from the Bocconi University of Milan in 1994, 110/110.  
  
State exam to practice as a Chartered Accountant and Auditor in 2001.  
  
Enrolled in the Busto Arsizio Register of Chartered Accountants and Accounting Experts under no. 513, section A, and in the Register of Auditors since 2001.  
  
Senior Tax Consultant of Counsel at CARAVATI PAGANI - Dottori Commercialisti Associati.  
  
Areas of specialisation: Corporate and Tax Advice, Extraordinary Transactions, Corporate Groups, Holding Companies, Contracts.  
  
She holds positions of Chairman of the Board of Statutory Auditors, Standing Auditor and Legal Auditor.

Maria Gimigliano  
Alternate Auditor

Age **48**  
In Snam since **2016**

**NATIONALITY**  
ITALIAN

**PROFESSIONAL BACKGROUND**  
Chartered Accountant and Auditor

**SUMMARY**  
Maria Gimigliano has broad expertise in auditing and governance. She has served and is a standing auditor and member of supervisory bodies for several companies.

**BACKGROUND**  
Born in Naples in 1976, she graduated in Business Administration at the Bocconi University of Milan with a score of 110/110.  
  
She has been an Alternate auditor of Snam S.p.A since 2013.  
  
She is currently Chairman of the Board of Auditors of Bocconi University (since 2022), Standing Auditor of: B4i Società di Investimento semplice S.p.A. (since 2021); Centotrentaservicing S.p.A. (since 2023); Surfaces Technological Abrasives S.p.A. (since 2017) and certain subsidiaries, of Ennefin S.p.A. (since 2008), of Infrastrutture Trasporto Gas S.p.A.(since 2017), of Asset Company 2 S.r.l. (since 2018) and of TEP Energy Solution S.r.l. (since 2018), subsidiaries of Snam S.p.A.  
  
Maria Gimigliano has been a member of the Milan Association of Chartered Accountants and Accounting Experts since 12 April 2006 and is a Registered Auditor enrolled in the appropriate Register by decree of 30 May 2007.  
  
From July 2006 to January 2024 she held the position of Director at Wepartner S.p.A.

Federico Sambolino  
Alternate Auditor

Age **49**  
In Snam since **2022**

**NATIONALITY**  
ITALIAN

**PROFESSIONAL BACKGROUND**  
Chartered Accountant and Auditor

**SUMMARY**  
Federico Sambolino has extensive experience in economics and accounting as a partner in a leading corporate and tax consulting firm.

**BACKGROUND**  
Born in Genoa on 22 December 1975.  
  
He has been an Alternate auditor of Snam since 27 April 2022.  
  
He graduated in Business and Economics from the Cattolica University of Milan.  
  
He is a Member of Chartered Accountants and Auditors of Milan and of the Registered Auditors, he is a Member of the Institute of Chartered Accountants of England and Wales (ICAEW).  
  
Since 2019, he has been a Partner at the law firm CT&P, a nationally and internationally leading corporate and tax consultancy firm based in Milan.

For the full version of the professional curricula of each Statutory Auditor currently in office, please refer to the following website address:

<https://www.snam.it/en/governance/corporate-governance/board-of-statutory-auditors.html>

For a description of the **main duties** of the Board of Statutory Auditors pursuant to the applicable law, and the provisions of the Articles of Association governing methods of appointing and substitution the statutory auditors and their term of office, see Annex 7 to this Report.

For an illustration of the policy adopted by Snam on diversity in the composition of corporate bodies, including the Board of Statutory Auditors, please refer to Paragraph 2.3, Section III of this Report.

The **remuneration** of the Board of Statutory Auditors is determined by the Shareholders’ Meeting, taking account the expertise, professionalism and commitment required, the importance of the position held and the size and sector characteristics of Snam. For an illustration of the remuneration policy adopted by Snam, please refer to the Remuneration Report made available on the Company’s website in the section dedicated to the Shareholders’ Meeting of 14 May 2025.

Independence of the Board of Statutory Auditors

The Company’s Board of Directors, after consulting the Appointments Committee, established, most recently on 14 December 2021, the **quantitative and qualitative criteria for assessing the significance** of relevant circumstances pursuant to Recommendation no. 7, first paragraph, of the Corporate Governance Code for the purpose of assessing the independence of directors and statutory auditors. These criteria, set forth below, are based on the so-called “Benchmark”, identified as the average compensation received by non-executive directors and statutory auditors, respectively, for the office and for any participation in the board committees, as calculated by the Corporate Secretary’s office, or by the Chair during the last year of the previous term. The Benchmark is currently equal to 60,000 euro for the Standing Auditors and 80,000 euro for the Chair of the Board of Statutory Auditors.

For a more detailed description of these criteria, please refer to Paragraph 2.11 above of this Section of the Report.

The Board of Statutory Auditors **verified that all the members of the Board of Statutory Auditors meet the independence requirements** set forth in the Consolidated Financial Act and the Corporate Governance Code immediately after the appointment of the relevant members, on 27 April 2022, on the basis of the statements provided by the Statutory Auditors themselves.

The results of these verifications were the subject of a press release issued by the Board of Directors. The fulfillment of the aforementioned independence requirements was lastly ascertained, as part of the annual verification of the Board of Statutory Auditors, on 13 March 2025.

4.2 Board of Statutory Auditors evaluation

The Board of Statutory Auditors carried out its self-assessment related to the financial year 2024.

The activity was carried out with the support of an external advisor, using an integrated method that involved each auditor filling in a questionnaire concerning the size, the composition and the functioning of the Board of Statutory Auditors as a whole, and an individual interview carried out by the advisor to analyse in depth both the most relevant aspects that emerged from the compilation of the questionnaire, and the contribution of the individual statutory auditors in terms of style and content.

The results of the Self-assessment for the year 2024 reveal unanimous opinions expressed by the statutory auditors regarding the full adequacy of the size, composition and functioning of the board of statutory auditors.

Compared to the results that emerged in the first year of the mandate, it is confirmed that the control body has been able to adopt effective and efficient operating methods that are also aligned with the regulatory framework of reference.

The three-year term of office of the Board of Statutory Auditors was characterised by productive collaboration and a constant commitment to supervising and supporting the administrative body. The solid foundations laid in the first year of office were strengthened, helping to create a cooperative and productive work environment.

The Board of Statutory Auditors fulfilled its duties by exercising all the powers conferred on it by law and by being able to count on a constant and analytical flow of information from the Company.

4.3 External Auditors

As required by law, the statutory audit is assigned to an independent auditing firm listed in the relevant register and appointed by the Shareholders’ Meeting based on a reasoned proposal from the Board of Statutory Auditors. On 23 October 2019, the Shareholders’ Meeting, based on the recommendation of the Board of Statutory Auditors, resolved to grant the mandate for the financial years ended 31 December 2020-2028 of **external auditors to Deloitte & Touche S.p.A.**, which also makes the statement on the conformity of the Sustainability Statement.



## 5. TRAINING SESSIONS, STRATEGIC SITE VISITS AND BOARD RETREAT FOR DIRECTORS AND STATUTORY AUDITORS

Snam takes a proactive and strategic approach to improving the effectiveness and efficiency of the Board of Directors and the Board of Statutory Auditors of the Company by directly involving Directors and Statutory Auditors in Board induction programs, training initiatives, off-sites sessions and specific board retreat programs.

At the centre of Snam’s culture is a strong commitment to the continuous development of its people. Directors actively support these initiatives and place great emphasis on their own professional growth. The training programmes of the Board of Directors are periodically enriched and perfected also with the help of the Board Committees to keep pace with the evolution of Snam’s governance framework, the business context and relevant macro trends. These activities, in accordance with the provisions of the Corporate Governance Code, were designed to provide Directors and Statutory Auditors with **timely updates concerning the business sector** in which the Company operates, also in light of the Company’s dynamics and the evolution of the corporate structure, as well as in-depth analyses concerning issues related to the energetic sector, the **energy transition process and related strategic objectives**, such as, for example, the role of hydrogen. The sessions were designed and led by the management teams of the relevant departments and by industry experts.

The following table provides a summary of the activities carried out in 2024.

| Date              | Object                                                           | Overview                                                                                                                                                                                                                                                                                    | Curated by                                                                        |
|-------------------|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 26 March          | Gas Package Directive CCS Strategic Guidelines                   | Training session on Directive (EU) 2024/1788 on common rules for the internal markets for renewable gas, natural gas and hydrogen. With a focus on: (i) structure and contents of the Directive, (ii) advocacy activities and (iii) implications for Snam and the decarbonisation strategy. | Executive Director Institutional Affairs Chief Commercial & Regulatory Officer    |
| 10 April          | Corporate Sustainability Reporting Directive                     | Training session on Directive (EU) 2022/2464 (Corporate Sustainability Reporting Directive), with a focus on: (i) the main novelties and contents, (ii) transposition into Italian law, (iii) ESRS principles and (iv) governance aspects.                                                  | Professional and academic with high standing and experience in the subject matter |
| 15 May            | Future of Energy Shipping                                        | Training session on medium and long-term scenarios of flows of energy carriers (hydrogen, ammonia, methanol and liquid organic hydrogen carriers) and synthetic methanes, with a focus on logistics aspects and the opportunities and impacts on import/export.                             | Executive Director Decarbonization Unit                                           |
| 18 June           | Cyber resilience crisis simulation                               | Simulation of a crisis scenario caused by a cyber attack in order to raise the awareness of those involved and to analyse potential remedial actions to be undertaken.                                                                                                                      | Executive Director Global Security & Cyber Defence                                |
| Training Sessions | Overview of the Corporate Sustainability Due Diligence Directive | Training session on Directive (EU) 2024/1760 on corporate sustainability due diligence with focus on the approval process and the main novelties and contents.                                                                                                                              | Director Professor Lawyer Rita Rolli                                              |
|                   | Corporate governance insights and new G20/OECD principles        | Training session on the new edition of the 'G20/OECD Principles of Corporate Governance' with a focus on the role of non-executive directors and the chair of the board of directors.                                                                                                       | Chief Legal Officer & General Counsel                                             |
|                   | Hydrogen carrier development in Italy                            | Training session on the role of hydrogen with focus on (i) the development of the value chain, (ii) the European policy framework and (iii) the main Italian initiatives and Snam’s contribution to the national hydrogen strategy.                                                         | Executive Director Decarbonization Unit                                           |
|                   | Development of the Small Scale LNG Market                        | Training session on the role of Greenture, a company entirely owned by Snam, in supporting the decarbonisation of transport through solutions based on natural gas, biomethane and hydrogen.                                                                                                | Chairman & Managing Director of Greenture S.p.A.                                  |
|                   | Update Innovation                                                | Training session on transformative innovation processes with a focus on new opportunities offered by technology, including generative artificial intelligence, alternative solutions in decarbonisation and hydrogen and by Snam’s acceleration programmes.                                 | Chief Strategy and Technology Officer                                             |

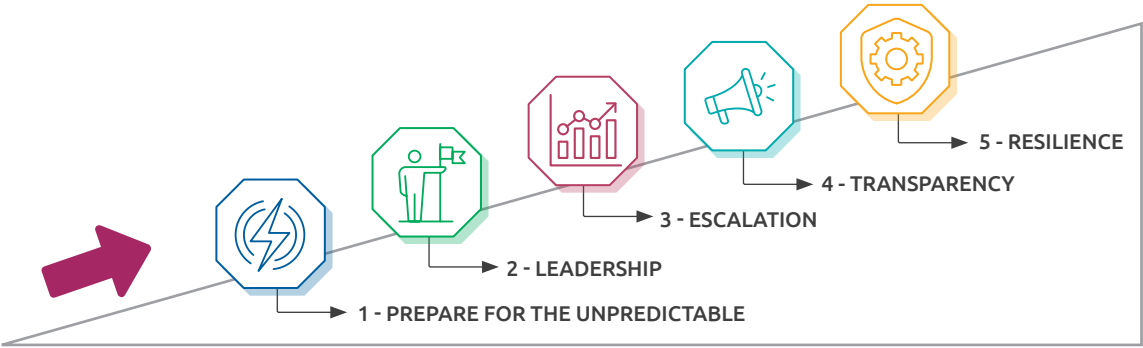


|                            | Date         | Object                             | Overview                                                                                                                                                                                                                                                                                                                                                                       | Curated by                                                                                                                    |
|----------------------------|--------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| Strategic off-sites visits | 18 april     | Trans Adriatic Pipeline ("TAP")    | Visit to Melendugno (LE) at the connection point to the national network of TAP, which is part of the Southern Gas Corridor and crosses northern Greece, Albania and the Adriatic Sea before arriving in southern Italy. In addition to visiting the site, there was an opportunity to learn more about geopolitical issues with the participation of a high-profile academic. | Internal functions of the Company with the participation of the Managing Director of TAP and a high-standing academic speaker |
|                            | 12 september | Ravenna CCS                        | Visit to the Carbon Capture & Storage plant in Casalborgorsetti (RA), which Eni and Snam are developing for the storage of emissions from industrial districts in depleted gas fields.                                                                                                                                                                                         | Internal functions of the Company                                                                                             |
| Board retreat              | 11 september | Exploring Long-Term Growth Drivers | Board retreat session during which the long-term growth drivers beyond 2030 were discussed in depth. The session also covered topics such as innovation, Snam's Transition Plan, and geopolitical dynamics.                                                                                                                                                                    | Internal functions of the Company and high-standing international speaker                                                     |

Digitalisation and AI offer extraordinary opportunities for efficiency and innovation, but require careful management of regulatory, ethical and security risks<sup>44</sup>. Snam constantly monitors these developments to ensure their strategic and responsible adoption. The Board of Directors was involved in a simulation aimed at representing a systemic cyber crisis scenario, designed to realistically reproduce a war room that would be set up to deal with the occurrence of a real cyber attack.

 **CYBER SECURITY & BUSINESS RESILIENCE - CRISIS SIMULATION**

Simulation of a crisis scenario brought about by a cyber attack in order to raise the awareness of those involved and to analyse the potential containment and remedial actions to be put in place.



44 With reference to the Governance of Cybersecurity and AI, please refer also to paragraph 4 of Section 1.

## 6. RELATIONS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS RELEVANT TO THE COMPANY

In line with the Code of Ethics and the Corporate Governance Code, Snam keeps an **on-going dialogue** with shareholders, institutional investors, including ESG investors, analysts, the other financial market operators and the other stakeholders relevant to the Company, especially through the activity carried out by **Investor Relations, Sustainability P&C and Ratings'** function.

Snam has been promoting digital communication for years as an efficient and preferred means of sharing corporate, financial and business information, with a view to establishing a relationship of transparency and trust with its stakeholders and potential investors. The Company was recognised and awarded third place in Europe in digital corporate and financial communication according to the Webranking Europe 500 2024-2025 ranking compiled by Lundquist in collaboration with Comprend.

Snam guarantees the systematic dissemination to investors, the market and all other stakeholders, as well as the media of comprehensive and timely information on its activities, constantly updated also on the Company's website, particularly in the "Investor relations" section. Further information may always be requested also by email at the address [investor.relations@snam.it](mailto:investor.relations@snam.it).

Snam encourages the **exercise of voting rights at Shareholders' Meetings**, believing that the involvement of shareholders and the establishment of a relationship of trust with them represent strategic elements. With this in mind, also in 2024, the Company offered, among other things, the opportunity to follow the **Shareholders' Meeting via live streaming**, so as to ensure the involvement of shareholders and other stakeholders.

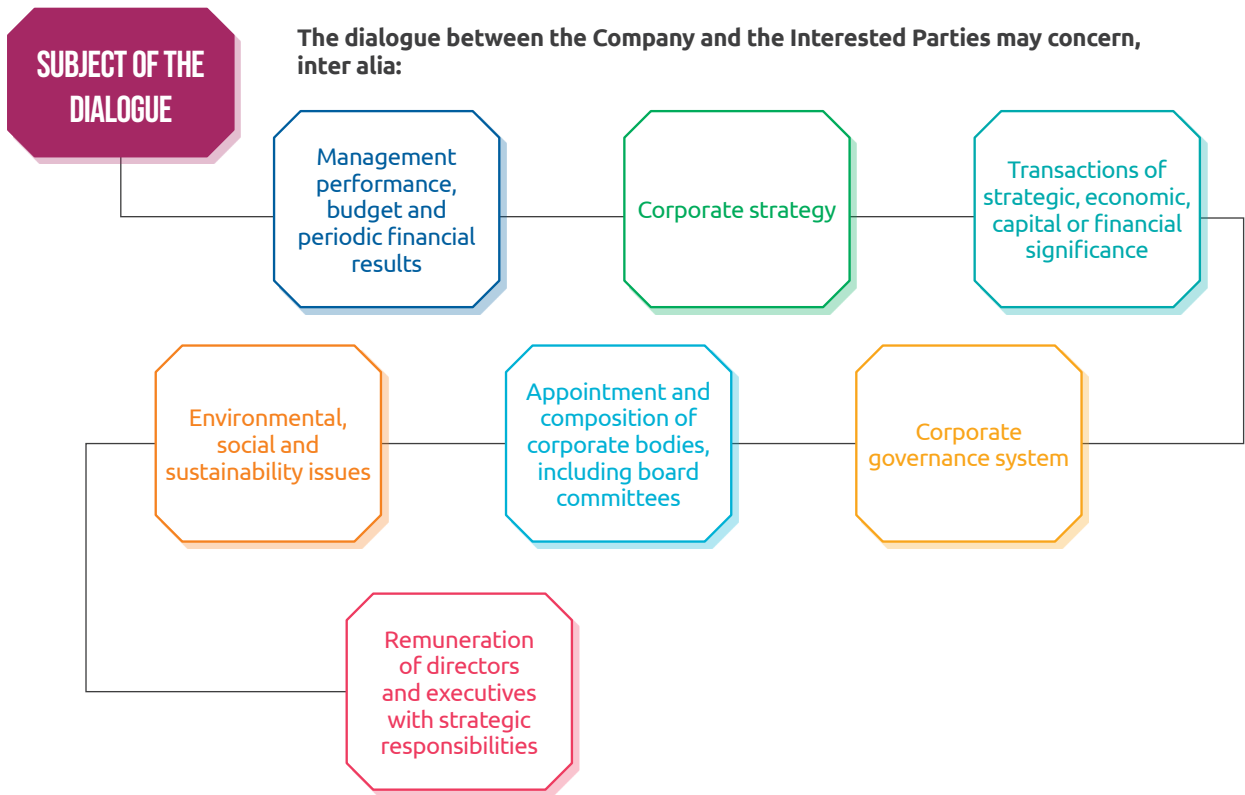
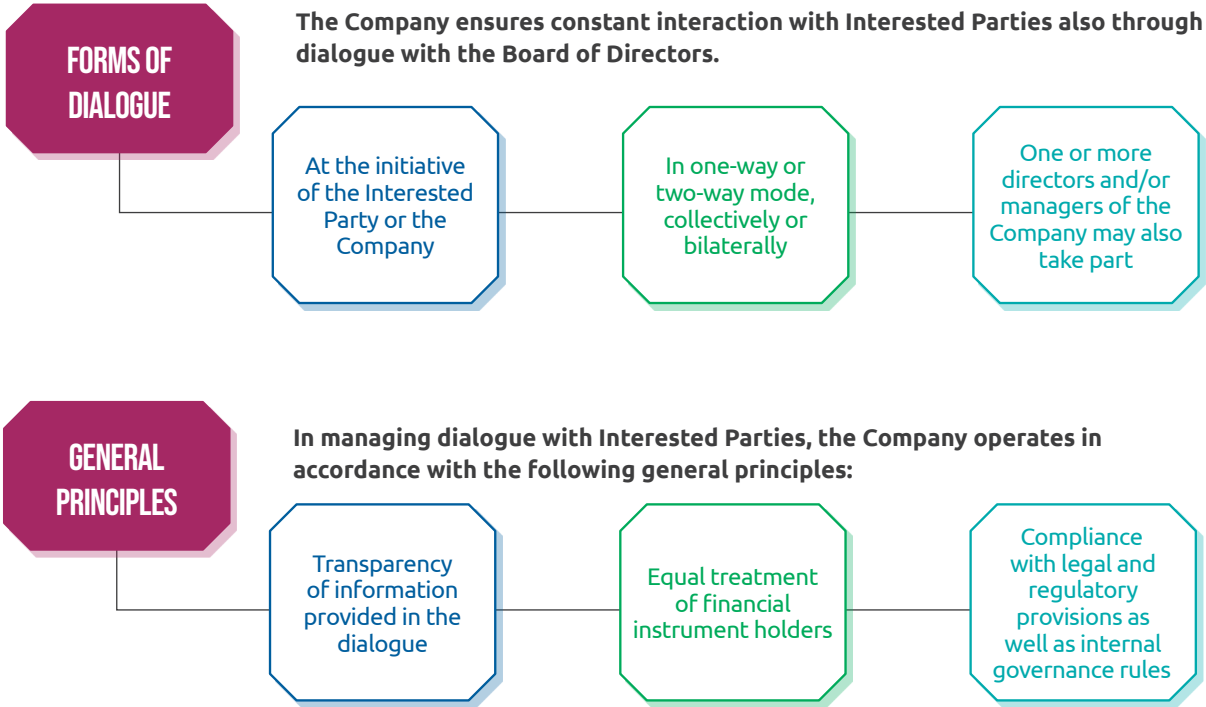
### 6.1 Engagement Policy

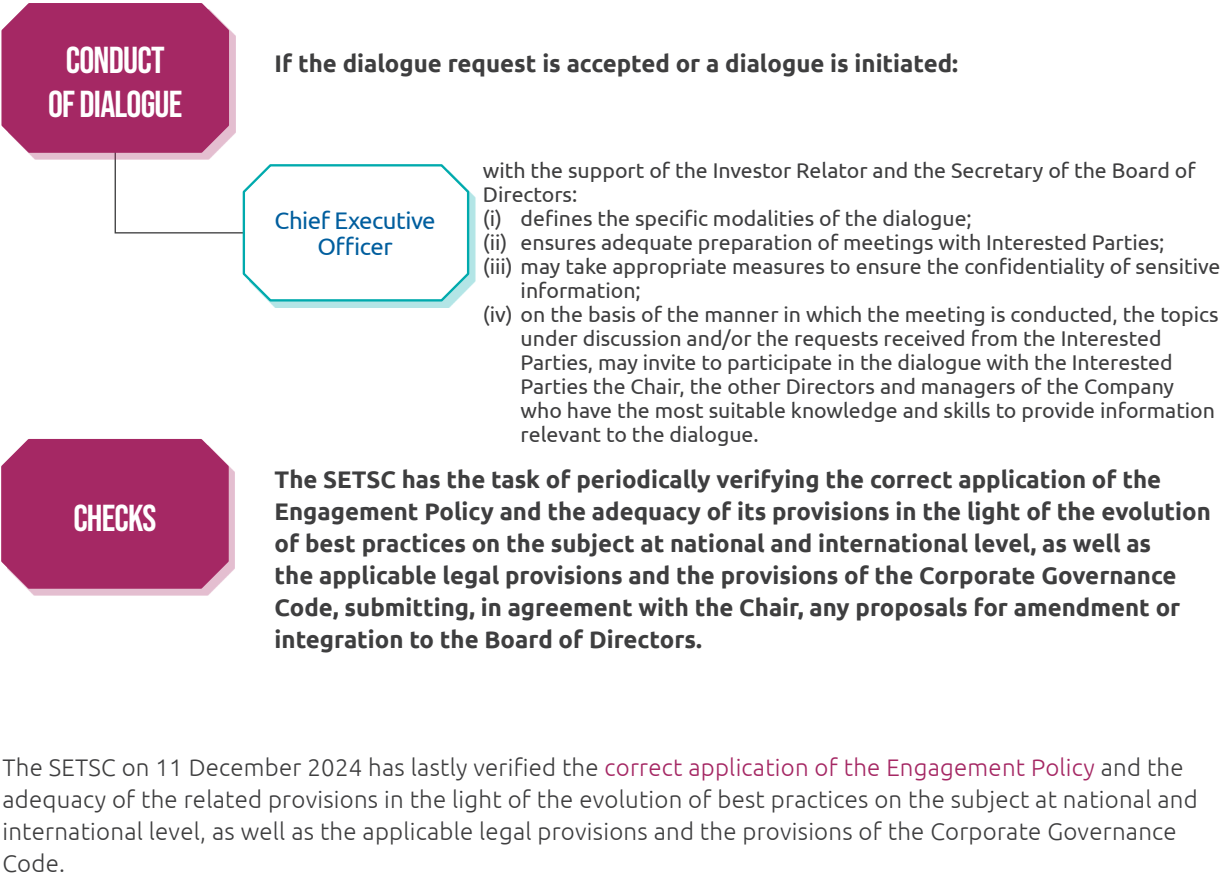
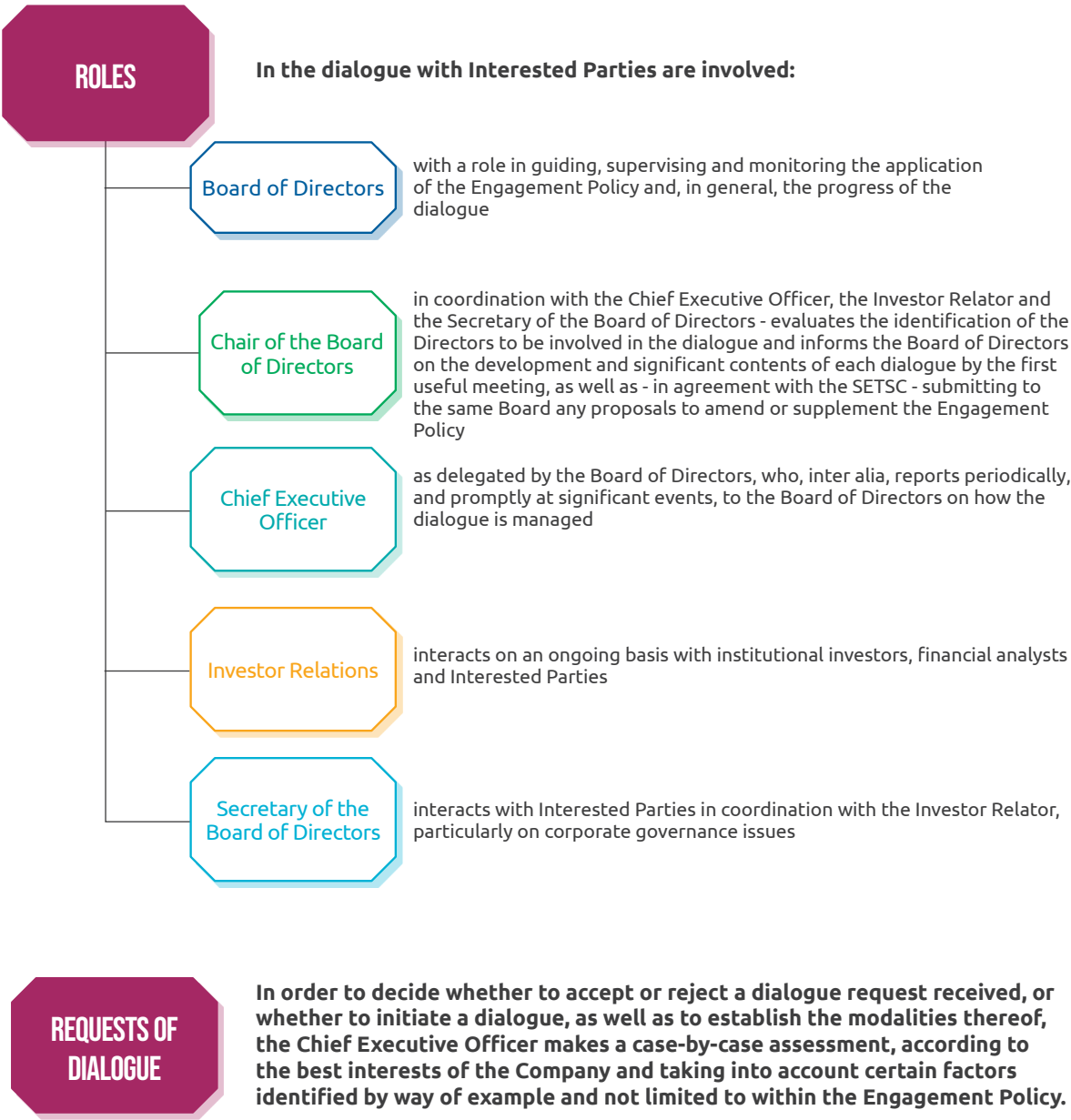
The Company has always recognised the centrality of dialogue with its shareholders and bondholders, as well as with institutional investors and asset managers, and encourages **constant and continuous dialogue** that results in benefit for investors and the Company, with a view to creating value in the medium-long term. To this end on 29 July 2021 the Board of Directors of the Company approved the **Policy for managing dialogue with the Shareholders** and other stakeholders (the "Engagement Policy"), available in the "Investor Relations" section of the Company's website, in line with the recommendations of the Corporate Governance Code, the engagement policies adopted by institutional investors, proxy advisors and asset managers and international best practices.

Such policy is aimed at regulating the traditional means of conducting dialogue **not only with the Company's shareholders**, but also – in implementation of Principle IV of the Corporate Governance Code – with the **other**

main stakeholders relevant to the Company, and namely the holders of other financial instruments issued by the Company, proxy advisors and rating agencies (along with shareholders, the “Interested Parties”).

It operates with a holistic approach, regulating all stages and methods of dialogue with stakeholders. The following infographics summarize the main provisions of the Engagement Policy.





The Engagement Policy is available on the Company's website

<https://www.snam.it/en/investor-relations/engagement-policy.html>



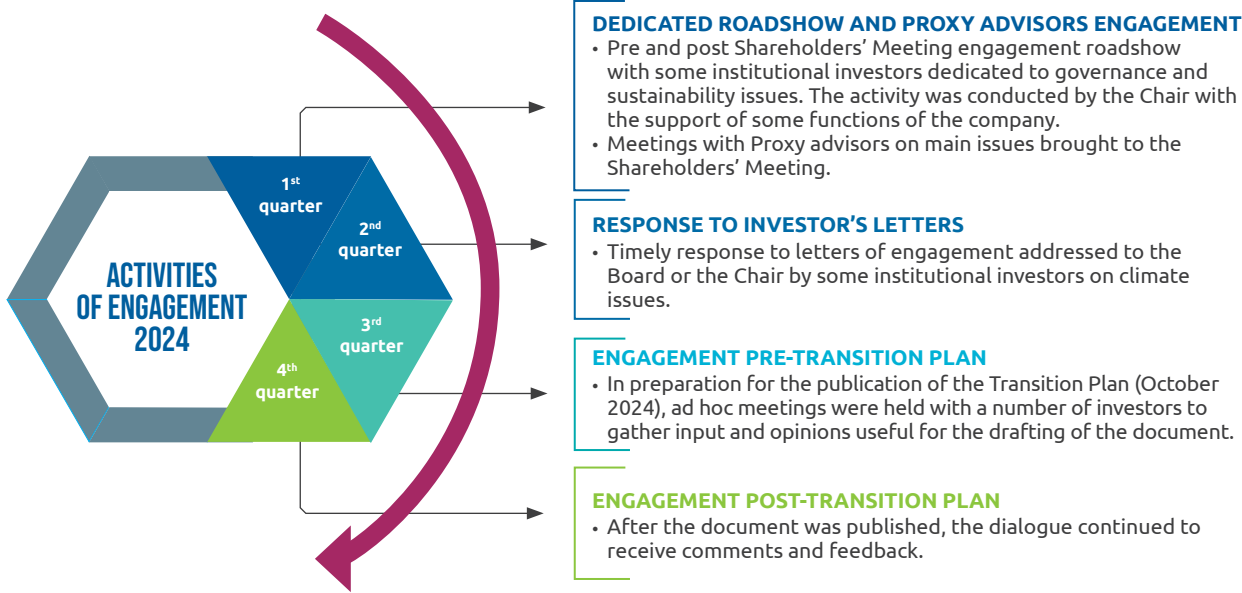
6.2 Engagement activities carried out

Also in 2024, an engagement activity was carried out before the Shareholders’ Meeting with the main proxy advisors, aimed at a productive discussion on corporate governance issues, but also on environmental and social aspects, as well as on the remuneration policy.



During 2024, requests for engagement arrived at the Company through engagement letters from some investors or some investor associations, to which the Company, through the Investor Relations, Sustainability P&C and Ratings function, promptly replied in writing or in dedicated meetings. Because of the comprehensiveness of the feedback provided, it was not necessary to activate a direct dialogue with the members of the Board of Directors pursuant to the Engagement Policy.

OVERVIEW ENGAGEMENT ACTIVITIES



On an annual basis, prior to the Shareholders’ Meeting, the guide “L’Azionista di Snam” is also published on the Snam website, an additional tool for engaging with investors, which provides an in-depth look at the Group’s structure, history, performance, strategic guidelines and the characteristics of the share on the stock market.

**The guide “The Snam Shareholder” relating to the Shareholders’ Meeting of 7 May 2024 is available on the Company’s website**

[https://www.snam.it/content/dam/snam/pages-attachments/en/investor-relations/documents/pubblicazioni-ir/azionista-snam/Azionista\\_SNAM\\_EN\\_2024.pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/investor-relations/documents/pubblicazioni-ir/azionista-snam/Azionista_SNAM_EN_2024.pdf)

6.3 Stakeholder Engagement Policy

Snam is committed to fostering a transparent and collaborative relationship not only with shareholders but with all of its stakeholders. In order to ensure a **consistent approach for the entire Snam group to stakeholder engagement activities**, since 2016 the group has adopted a **Stakeholder Engagement Policy**, most recently updated in 2024, which defines Snam’s approach on the topic. Based on this policy which is available in the “ESG” section of the Company’s website, Snam:



The Stakeholder Engagement Policy is available on the Company's website

[https://www.snam.it/content/dam/snam/pages-attachments-search/it/documenti/politiche-esg/Politica\\_coinvolgimento\\_stakeholder\\_.pdf](https://www.snam.it/content/dam/snam/pages-attachments-search/it/documenti/politiche-esg/Politica_coinvolgimento_stakeholder_.pdf)

For more information regarding the engagement activities carried out by the Company with stakeholders other than shareholders, please refer to the Sustainability Statement within the 2024 Financial Report made available on the Company’s website in the section dedicated to the Company’s Shareholders’ Meeting of 14 May 2025.

7. CONSIDERATIONS REGARDING THE 2025 RECOMMENDATIONS OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee, within the 12th Report on the application of the Corporate Governance Code of the financial year 2024 has identified certain areas in which it has called on listed companies to comply more closely with the provisions of the Corporate Governance Code (the “2025 Corporate Governance Recommendations”).

The **2025 Corporate Governance Recommendations** are a useful tool to align companies’ corporate governance structures with national and international best practice. Snam, on the proposal of the SETSC, submitted these Recommendations to the Board of Directors at its meeting of 19 March 2025.

The following table shows (i) the specific recommendations made by the Corporate Governance Committee to the administrative bodies and (ii) Snam’s position with reference to each of these recommendations. In this regard, Snam believes, as detailed below and described within this Report, that it has **already aligned itself with the Recommendations made by the Corporate Governance Committee**.

| Matter                                                        | Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Snam's view                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Completeness and timeliness of pre-board meeting information. | Provide all useful information on how to apply Recommendation 11, taking into account that failure to determine the deadlines for the preventive sending of information to the board and committees and/or failure to provide information on the effective compliance with the deadlines and/or the provision, in the board regulations or adopted in practice, of the possibility of derogating from the timeliness of the information for reasons of confidentiality may constitute non-application of Recommendation 11 of the Code. In the event of actual non-application, companies are therefore invited to indicate this clearly in the corporate governance report, explaining: the reasons for the non-application, how the decision to non-apply was made within the company and how it intends to ensure compliance with Principle IX of the Code. | As represented in the Report:<br>(i) the Company has duly determined the terms for the prior sending of information to the Board and Committees within the internal regulations on its functioning, establishing that the complete and exhaustive documentation relating to the items on the agenda is made available at least 5 days before the date of the meeting, except in exceptional cases or cases of necessity and urgency (see Paragraph 2.5 and Paragraph 3);<br>(ii) the deadlines set by the aforementioned provisions have generally been met, except in exceptional cases of material being sent close to meetings due to the extraordinary nature of certain situations and/or the short time between meetings;<br>(iii) the Company did not derogate from the timeliness of pre-board information for reasons of confidentiality, given that the internal regulations on the functioning of corporate bodies do not provide for exemptions to the timeliness of pre-board information for reasons of data confidentiality. |
| Transparency and effectiveness of the remuneration policy     | Provide all useful information on how to apply Recommendation 27, taking into account that the provision in the remuneration policy of variable components linked to generic sustainability objectives for which the specific evaluation parameters are not provided and/or una tantum extraordinary payments for which the nature and objectives are not identified and adequate decision-making procedures are not defined may constitute a non-application of Recommendation 27 of the Code. In the event of actual non-application, companies are therefore invited to expressly indicate this in the corporate governance report, explaining: the reasons, how the decision of non-application was made within the company and how it intends to ensure compliance with Principle XV of the Code.                                                         | The Report on Remuneration Policy and Compensation Paid, to which this Report refers, highlights how the Remuneration Policy sets performance targets, to which the payment of variable components is linked, predetermined, measurable and significantly linked to a long-term timeframe consistent with the Company's strategic objectives and aimed at promoting its sustainable success, including non-financial parameters in all variable remuneration systems (short and medium/long-term). The Report also includes, for each of the variable components of remuneration, a sheet in which the performance objectives are precisely defined, divided into categories and subcategories, including those related to sustainability and energy transition, clearly specifying the relative weights and absolute values for the purpose of correctly measuring performance in minimum, target and maximum values, according to clear and objective criteria.                                                                           |
| Executive role of the Chair                                   | Provide all useful information on how to apply Recommendation 4, taking into account that the lack of an adequately reasoned explanation for the choice to grant the Chairman significant management powers (whether or not he is the CEO) may constitute a failure to apply Recommendation 4 of the Code. In the event of actual non-application, companies are therefore invited to indicate this clearly in the corporate governance report, explaining: the reasons, how the decision to disapply was made within the company and how it intends to ensure compliance with Principles V and X of the Code.                                                                                                                                                                                                                                                 | This Recommendation is not considered applicable to the Company, as the Chairman of the Board of Directors has not been granted significant management powers.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

Although Snam has already intervened in the areas indicated by the Corporate Governance Committee and has therefore found substantial alignment with those recommendations, it will **evaluate whether to adopt additional measures useful for the continuous improvement of the Company's corporate governance.**



# SECTION IV

# SNAM'S INTERNAL

# CONTROL AND

# RISK MANAGEMENT

# SYSTEM

|                                                                                              |    |                                                                                                        |    |
|----------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------------------------|----|
| 1. The structure of the internal control and risk management system and the parties involved | 82 | 3.3 Anti-Corruption Compliance Programme                                                               | 94 |
| 1.1 Introduction                                                                             | 82 | 3.4 Antitrust Compliance Programme                                                                     | 94 |
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# 1. THE STRUCTURE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM AND THE PARTIES INVOLVED

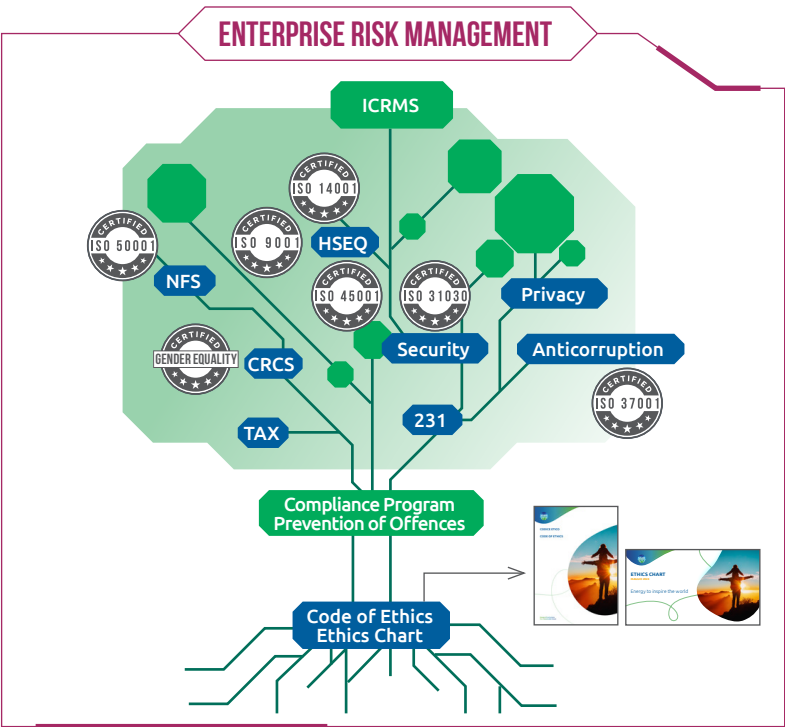
## 1.1 Introduction

The Internal Control and Risk Management System comprises all the guidelines, rules and organisational structures that enable identification, measurement, management and monitoring of key risks.

Snam has adopted and undertakes to promote and maintain an **adequate Internal Control and Risk Management System** ("ICRMS").

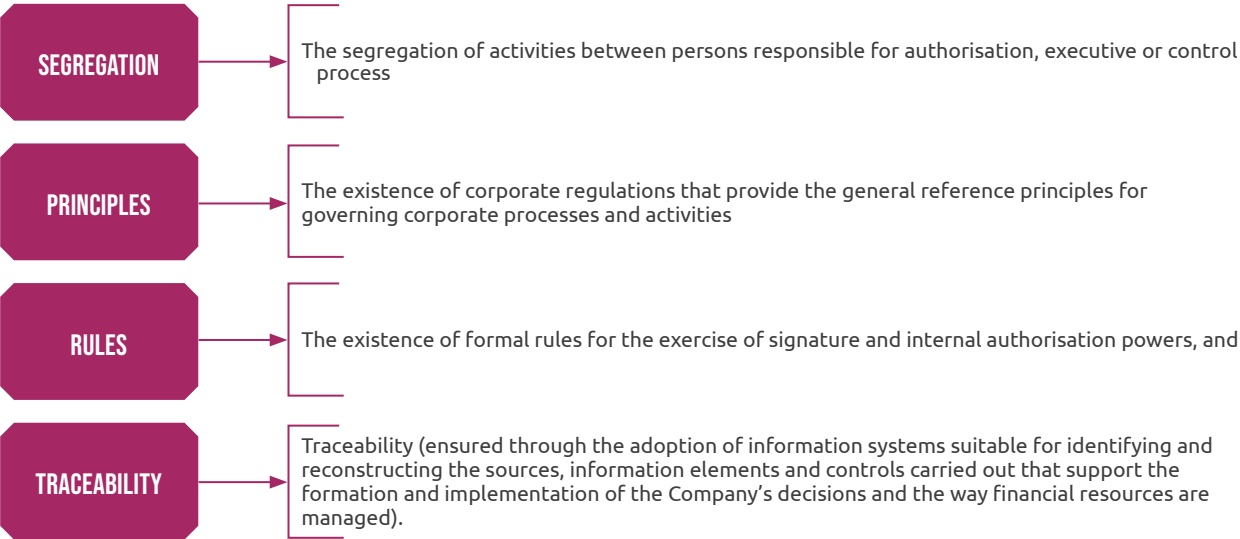
The ICRMS is part of the organisational, administrative and accounting structure and, more generally, Snam's corporate governance structure, and is based on the Corporate Governance Code to which Snam adheres, taking national and international models and best practice as a reference.

The illustration below portrays the ICRMS as an expression of an organic system, designed in compliance with the Code of Ethics, fed by the integration of the risks and controls present in each Model, whose flows and interactions are coordinated by the Compliance Program for the Prevention of Offences.<sup>45</sup>



<sup>45</sup> The CPPO was defined in the "Integrated Risk Assurance & Compliance Guidelines" approved by Snam's Board of Directors on 11 December 2018.

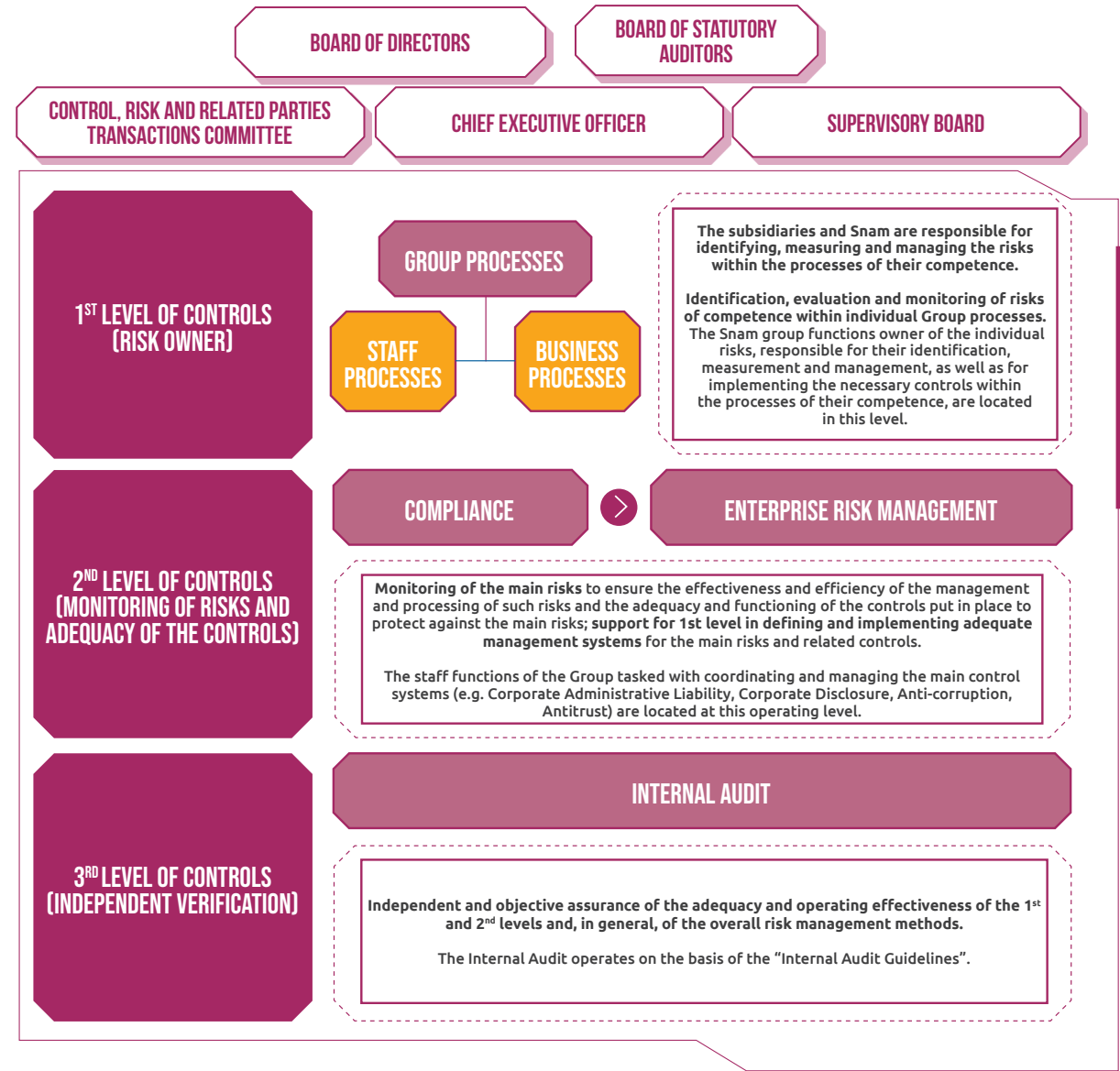
The [Code of Ethics](#)<sup>46</sup> sets out the guiding principles on which the ICRMS is based, such as:



The ICRMS is audited and updated over time to ensure that it is always appropriate and to oversee the main areas of corporate risk identified according to the principles described in the ERM Model that could impact the achievement of strategic objectives, also for the purpose of executing the provisions of the Corporate Governance Code<sup>47</sup>.

46 For more information on the Code of Ethics, see Section I, Paragraph 4, of this Report.  
47 For more information on the Enterprise Risk Management Model, see Section IV, Paragraph 1.4, of this Report.

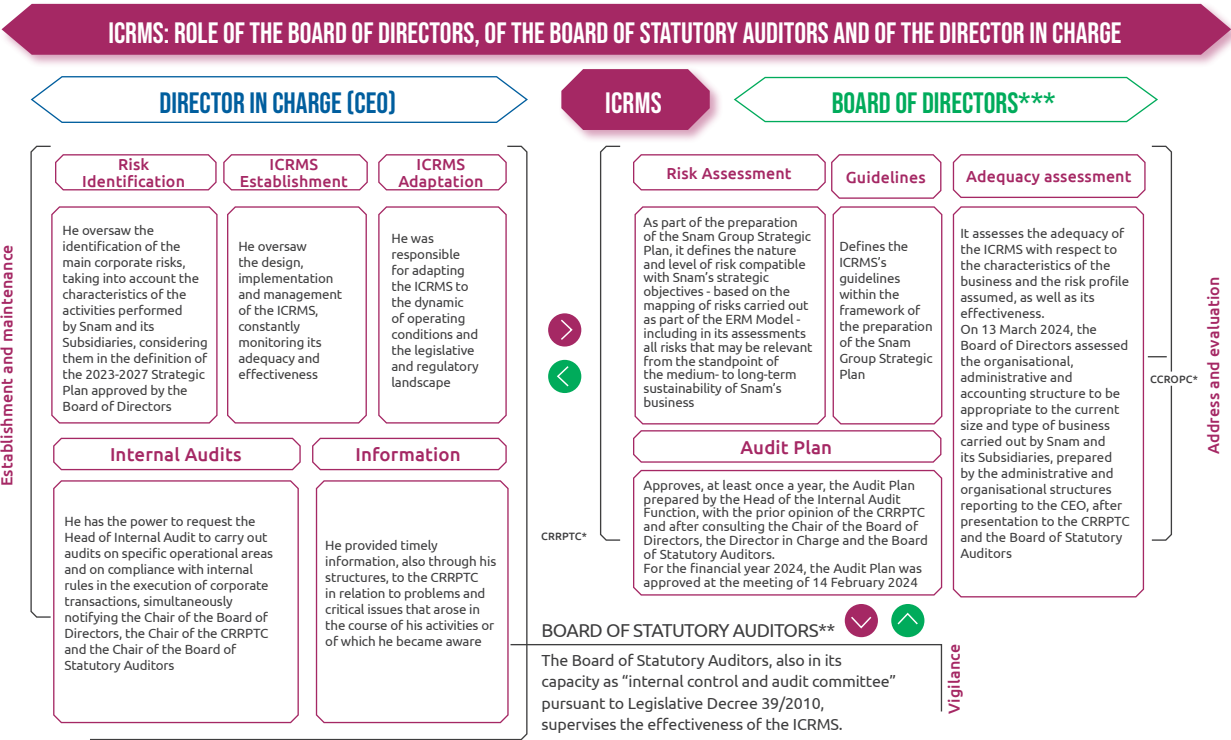
Control levels





1.2 The corporate bodies, entities and functions involved

The ICRMS is an integrated system that involves the entire organizational structure: both the corporate bodies and the company structures are required to contribute to its operation, in a coordinated manner, according to the diagram set out below, to ensure that the main risks for the Company and its Subsidiaries are correctly identified and adequately measured, managed and monitored in line with the strategic objectives identified.



\* The CRRPTC has the task of supporting, with an adequate preliminary activity, the assessments and decisions of the Board of Directors relating to the ICRMS, as well as those relating to the approval of periodic financial reports. For a more detailed description of the powers of the CRRPTC, see Appendix 6 to this Report.  
\*\* For more information on the main functions performed by the Board of Statutory Auditors, please refer to Appendix 7 to this Report.  
\*\*\* For more details on the deliberative powers of the Board of Directors, please refer to Appendix 4.

(i) Supervisory Body and Code of Ethics Supervisor

The Supervisory Body currently comprises 3 members external to the Company and the group, one of whom acts as Chair, with specific expertise in legal and corporate matters, economics and corporate organization.

At its meeting of 9 November 2022, the Board of Directors appointed the new members of the Supervisory Body and Code of Ethics Supervisor, as described in the table below.

| Member                   | Position                |
|--------------------------|-------------------------|
| Giovanni Maria Garegnani | External member (Chair) |
| Federica Rinaldini       | External member         |
| Greta Nasi               | External member         |

The Supervisory Body:

- (i) oversees the effectiveness of the 231 Model and monitors how it is implemented and updated;
- (ii) examines the 231 Model's adequacy in terms of preventing unlawful conducts;
- (iii) manages, within its competence, the relevant information flows with the various corporate functions and the Supervisory Bodies of the Subsidiaries; and
- (iv) acts as the Code of Ethics Supervisor.

The Supervisory Body has unlimited access to corporate information necessary for investigation, analysis and control activities.

If any critical aspects arise in execution of its assigned tasks, the Supervisory Body notifies the outcome of its activities, according to the methods and time-scales described in greater detail in Paragraph 1.3, letter A) of this Section.

In 2024, the Supervisory Body met 17 times.

(ii) Financial Reporting Officer

The Financial Reporting Officer prepares appropriate administrative and accounting procedures for the drafting of the individual financial statements and, where applicable, the consolidated financial statements, as well as all other financial communications.

The Board of Directors of 30 May 2024 appointed (effective from 1 June 2024) Mr Luca Passa as "Financial Reporting Officer" pursuant to Article 154-bis of Consolidated Financial Act, who also renders the attestation pursuant to Article 154-bis, Paragraph 5-ter, of TUF.

The Financial Reporting Officer is selected from personnel who are not members of the administrative or control bodies or holders of senior management positions at Eni S.p.A. and its subsidiaries, and who do not have any direct or indirect professional or financial relationship with said companies<sup>48</sup>.

BOARD OF DIRECTORS

verifies annually:

- that, on the basis of the statement issued by the Financial Reporting Officer, there are no grounds for incompatibility provided for by the Articles of Association and that the same is in possession of the requisites of honourableness established by the applicable legislation;
- the adequacy of the powers and means at the disposal of the Financial Reporting Officer in accordance with the law for the exercise of the tasks assigned.

These checks were carried out, with regard to 2024, respectively on 14 February 2024 and on 13 March 2024.

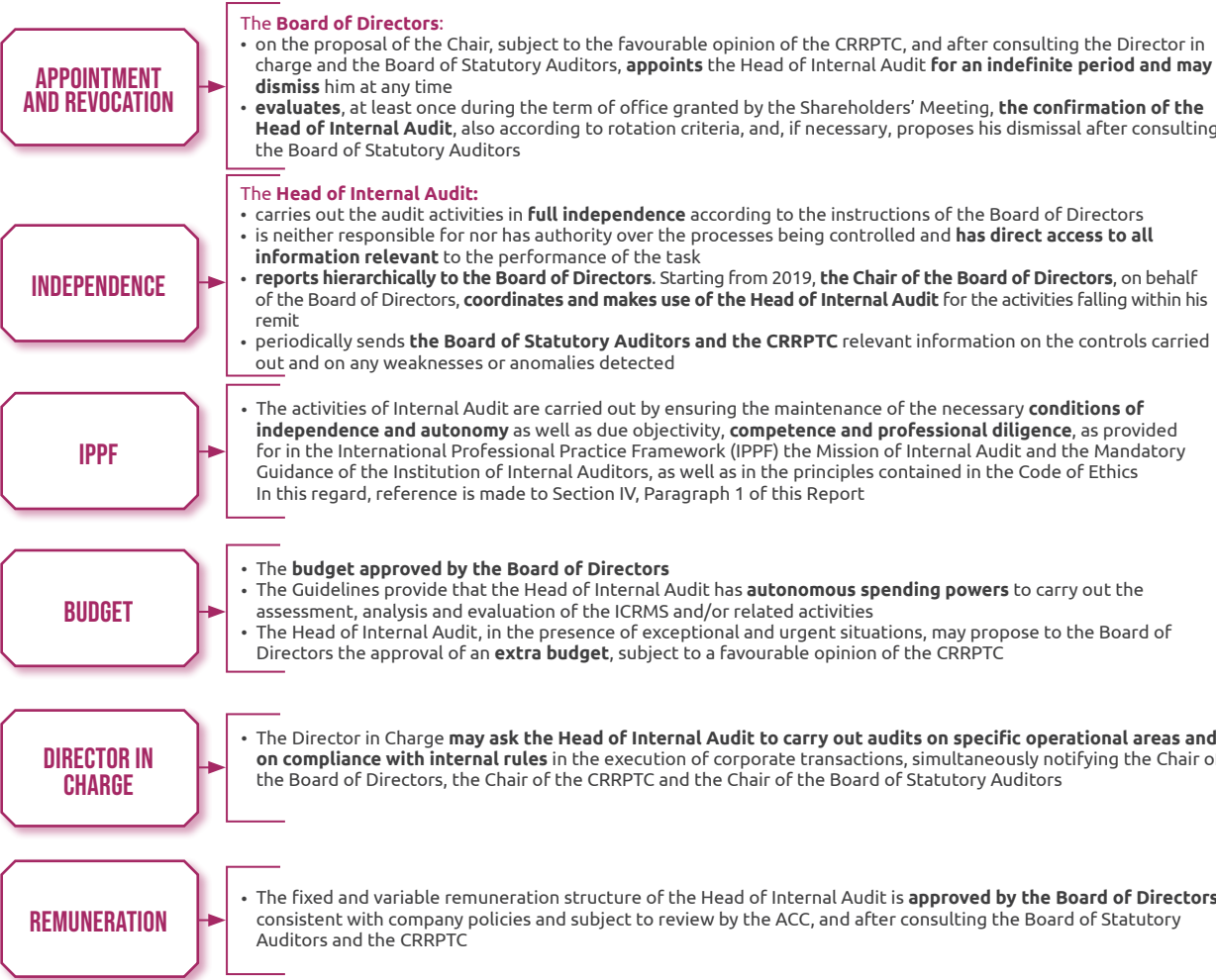
(iii) Head of Internal Audit

The **Internal Audit Function** is centralised in Snam. Its scope of operation covers Snam itself, the Subsidiaries within the meaning of Article 93 of TUF, and joint ventures/equity investments held jointly with other partners in accordance with the express provisions contained in agreements between the parties.

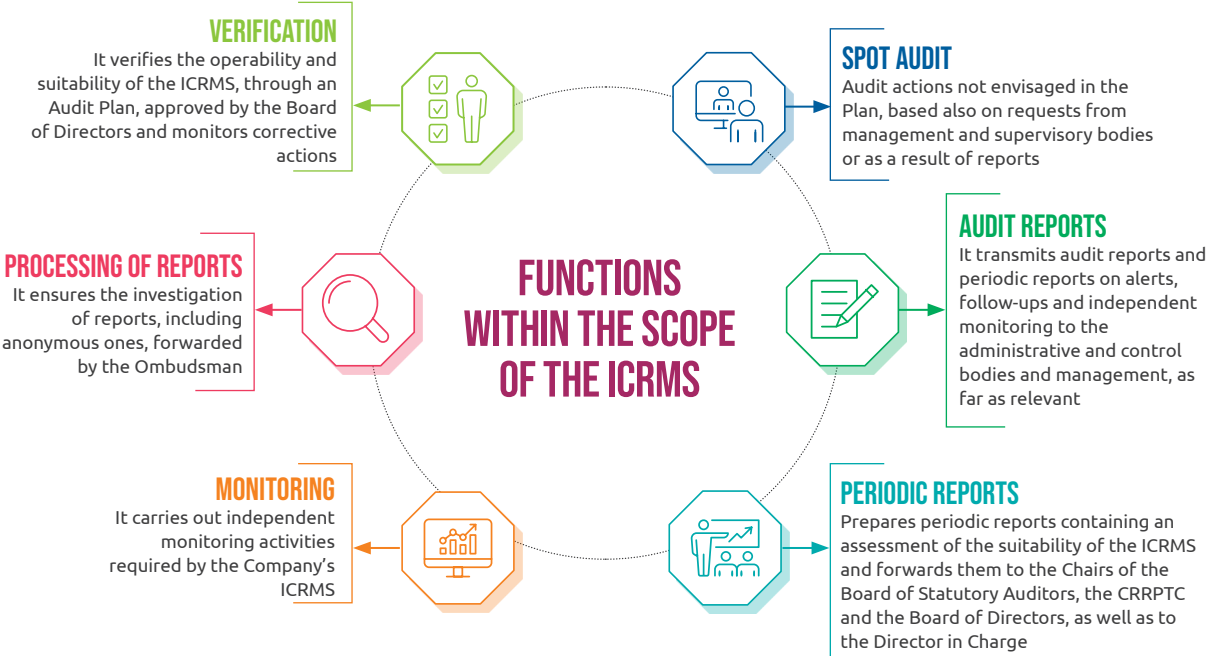
The role, duties and responsibilities of Internal Audit are defined and formalised by the Board of Directors in the *"Internal Audit Guidelines"* ("Guidelines").

48 In accordance with the DPCM 25 May 2012, as amended by the DPCM 15 November 2019. Pursuant to Article 16 of the Articles of Association, the Financial Reporting Officer must have spent at least three years performing one of the following activities:

- (a) administration, control or management activities in a company listed on regulated markets in Italy, other EU Member States or other OECD countries with share capital of no less than 2 million euro;
- (b) external audit activities in the companies mentioned under point a) above;
- (c) professional or university teaching in finance or accounting;
- (d) managerial functions in public or private entities with financial, accounting or control responsibilities.



On 30 May 2024, Snam’s Board of Directors<sup>49</sup>, following consultation with the CRRPTC and the Board of Statutory Auditors, on the recommendation of the Director in charge of the internal control and risk management system and with the agreement of the Chair of the Board of Administration appointed Mrs. Chiara Chiodaroli with effect from 1 June 2024 as the new Head of Internal Audit (in the role of Executive Director Internal Audit).



49 In accordance with the Guidelines, the candidate’s profile and the necessary requirements of integrity, professionalism, competence, autonomy and experience are assessed, as well as any grounds for incompatibility, including in terms of conflict of interests, with previous activities or positions held at the Company and/or its Subsidiaries. The CRRPTC verifies annually the maintenance of these characteristics.

Main activities carried out in 2024

In 2024, the Internal Audit function performed its scheduled activities as expected. Specifically, these consisted of:

|                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit Plan                      | <ul style="list-style-type: none"><li>• drawing up the draft audit plan based on an identification and prioritisation of the main risks facing the Company by the ERM unit;</li><li>• executing the audit plan approved by Snam’s Board of Directors on 13 February 2024 following the prior favorable opinion of the CRRPTC. In particular, 21 interventions were conducted (including 2 shareholder’s audits and 4 audits under ISO 37001:2016 required for the purpose of obtaining and maintaining certification of the anti-corruption management system);</li></ul> |
| Spot audit                      | <ul style="list-style-type: none"><li>• 2 audits not included in the Audit Plan (i.e. spot audit);</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Reports                         | <ul style="list-style-type: none"><li>• management of reports received, anonymous or otherwise, of problems relating to: (i) the internal control and risk management system, (ii) the administrative liability of the Company, (iii) irregularities or fraud (whistleblowing);</li></ul>                                                                                                                                                                                                                                                                                 |
| Monitoring                      | <ul style="list-style-type: none"><li>• monitoring (follow up) the corrective actions as a result of the findings of the audit and the management of reports activities;</li><li>• independent monitoring plan drawn up with the Financial Reporting Officer as part of Snam’s Corporate Reporting Control System;</li></ul>                                                                                                                                                                                                                                              |
| External Auditors               | <ul style="list-style-type: none"><li>• performed the relevant activities with the External Auditors;</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Global Internal Audit Standards | <ul style="list-style-type: none"><li>• on 9 January 2024, the Institute for Internal Auditors (IIA) published the new “Global Internal Audit Standards” (GIAS) entering into force on 9 January 2025. Snam’s Internal Audit function opted for an “early adoption” and consequently updated the Guidelines approved by Snam’s Board of Directors on 27 November 2024.</li></ul>                                                                                                                                                                                          |

(iv) Functions with specific control tasks

The ICRMS clearly positions the corporate functions within the 3 levels of internal control.

In particular, in accordance with the Corporate Governance Code:

- Legal, Governance, Compliance & ERM contribute - each within their respective areas of responsibility - to the effective and efficient identification, measurement, management and monitoring of legal and non-compliance risks;
- the Compliance<sup>50</sup> and ERM functions also perform a 2<sup>nd</sup> level control function.

50 The term “Compliance” refers to anti-corruption compliance, under Legislative Decree 231/2001, anti-trust, internal control system on corporate reporting, tax, health safety environment & quality, privacy, security and sustainability reporting. In this regard, see also the graph in paragraph 1.1 above that depicts the SCIGR graphically.



- the Internal Audit function performs the 3<sup>rd</sup> level control function concerning independent verification<sup>51</sup>.

Regarding the role played by the Internal Audit function, please refer to paragraph 1.2 (iii) above.

Regarding the role played by the Legal, Governance, Compliance & ERM function, please refer to the following:

LEGAL, GOVERNANCE, COMPLIANCE & ERM

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Business Integrity & Compliance        | <ul style="list-style-type: none"><li>• oversees the spread and promotion of a culture of business ethics and oversees the updates to Snam’s Code of Ethics; updates the anti-corruption compliance programme; oversees the implementation and monitoring of corporate regulatory and training tools for the prevention of criminal infiltration;</li><li>• analyses, identifies and maps corruption risks and related controls under the UNI ISO 37001 standard in order to define the perimeter of third parties to be subjected to the Reputational Due Diligence process;</li><li>• guarantees, in the context of the process of monitoring third parties and for the aspects within its competence, the analysis and assessment of the red flags detected, in cooperation with the other functions in charge;</li><li>• provides the business units with the necessary legal compliance assistance and advice on 231, privacy, anti-money laundering and international sanctions;</li><li>• oversees the evolution of Italian and foreign legislation and jurisprudence on matters within its area of responsibility, monitoring and analysing possible impacts on Snam’s activities, assessing potential repercussions and identifying relevant aspects and critical issues;</li><li>• manages the update of the internal control and risk management system, 231 Model and the compliance model for privacy and data protection issues; it designs, proposes and defines the compliance programme for the prevention of offences, monitoring the evolution of regulations and best practices;</li><li>• manages the Technical Secretariat of the Supervisory Bodies of Snam and its subsidiaries ensuring the management of information flows required by 231 Model;</li><li>• manages, within its area of responsibility, the updating of the platform and database relating to the integrated Risk Assurance and Compliance Model; it coordinates the collection and analysis of data, requirements and information relating to the process, assessing its impact on Snam’s internal control system;</li><li>• reports annually to the CRRPTC, the Board of Statutory Auditors and periodically to the Supervisory Board on the monitoring of the activities for which it is responsible.</li></ul> |
| Corporate Affairs                      | <ul style="list-style-type: none"><li>• submits annually the Guidelines for Transactions in which directors and statutory auditors have an interest and related-party transactions to the CRRPTC and the Board of Directors for their evaluation, taking into account, inter alia, any changes in the ownership structure, as well as the effectiveness demonstrated by the procedures in practice;</li><li>• provides support to other corporate functions in the identification of related party transactions;</li><li>• performs the biannual checks required to update the related-party database;</li><li>• monitors regulatory updates and application practices relating to the Market Abuse framework for the purpose of updating the Company’s Guidelines, if necessary;</li><li>• carries out the necessary fulfilments provided by the Market Abuse regulation, including in particular the correct handling of price-sensitive information.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Enterprise Risk Management             | <ul style="list-style-type: none"><li>• guarantees the definition and updating of the ERM Model;</li><li>• ensures that metrics for measuring the probability, impact and velocity of events are updated;</li><li>• ensures the updating of ERM methodology and governance documents, following the involvement of the CEO and General Counsel;</li><li>• acts as Risk Model Owner of the ERM Risk Assessment process;</li><li>• cyclically performs a context analysis preparatory to the Risk Identification phase;</li><li>• supervises and supports the various heads of corporate functions/units in risk identification, risk measurement &amp; treatment, and monitoring activities;</li><li>• guarantees at the end of each assessment or monitoring campaign the preparation of reports addressed to the various stakeholders concerned;</li><li>• manages the recording and updating of the data necessary for carrying out risk assessment and/or monitoring activities and verifies the uploading of the data and results of these activities onto the RAIC platform;</li><li>• manages the constant updating and carrying out of the analyses of the Climate Change &amp; Biodiversity Risk Management Framework;</li><li>• promotes communication and training on risk management;</li><li>• periodically reviews the ERM Guideline to ensure its effectiveness over time and alignment with emerging best practices;</li><li>• manages information flows in accordance with the paragraph “Information flows within the scope of the ICRMS”.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Litigation, Legal Administration & HSE | <ul style="list-style-type: none"><li>• periodically reports to the CRRPTC, the Board of Statutory Auditors and the Supervisory Board on the status of the Company’s legal disputes.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

51 Corporate Governance Code, Recommendation 32 (e) and (d). In this regard, see also the chart in paragraph 1.1 of this Section depicting the levels of control.

Furthermore, in line with an evolutionary process designed to constantly improve the efficiency and effectiveness of the ICRMS and its enhanced integration, the Administration, Budget, Planning and Control function, through the **Corporate Reporting Control System** structure supporting the **Financial Reporting Officer**:

- defines the Corporate Reporting Control System, the related methodologies, operating methods and tools;
- guarantees the related risk-assessment activities;
- ensures management of information flows, control evaluations and reporting, as well as the preparation of reports and information on the status of the system for the Chief Executive Officer, the Financial Reporting Officer, the control bodies, Internal Audit and the External Auditors; and
- provides methodological and operational support to the functions involved in the implementation of the CRCS.

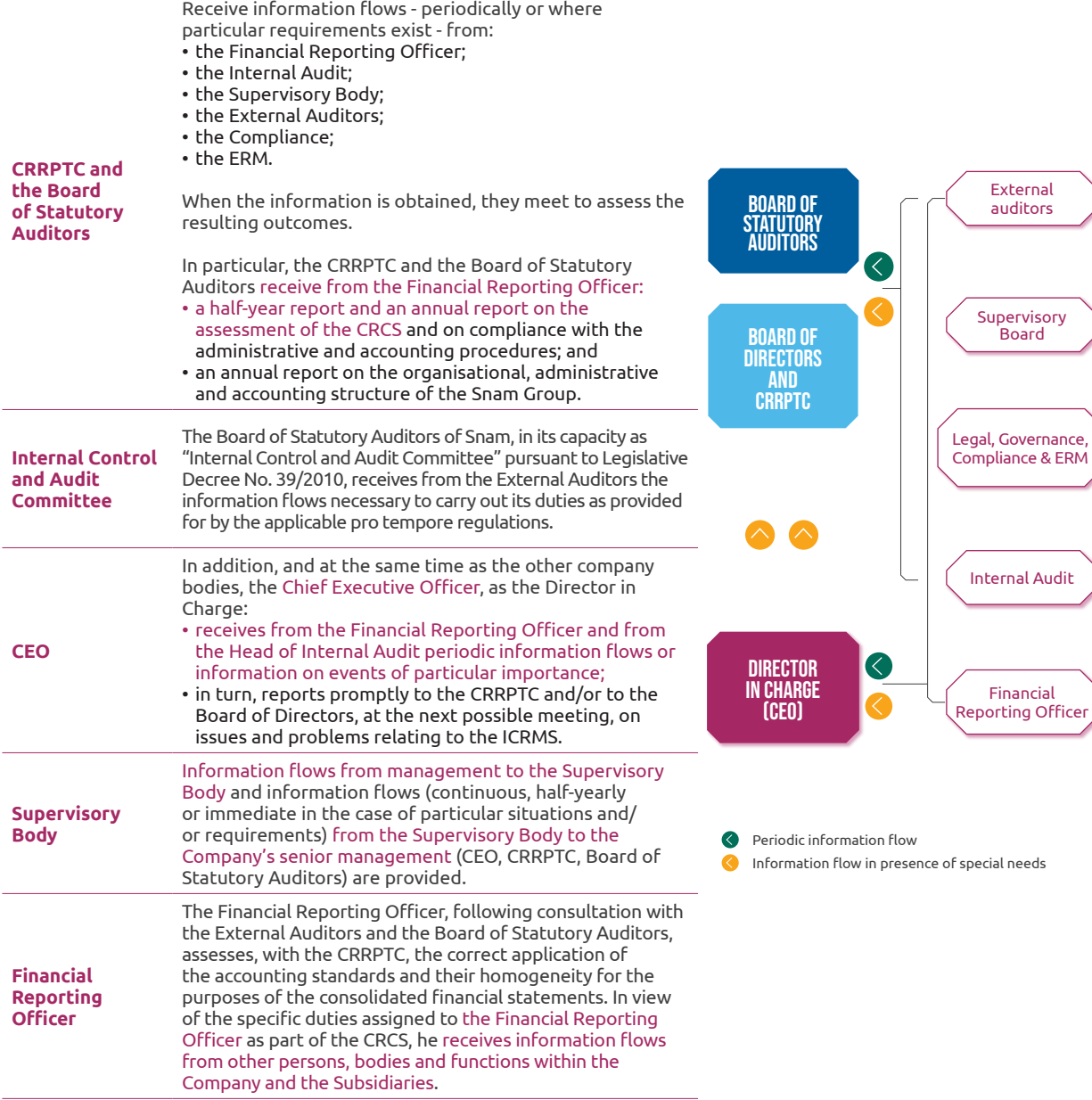
1.3 Coordination between the parties involved in the ICRMS

The corporate procedures adopted by Snam in the context of its ICRMS and its corporate reporting control system (“CRCS”) ensure adequate **coordination of all parties involved**.

In particular, the information flows that ensure coordination between the parties involved in the ICRMS and the Board of Directors is ensured by:

- (i) the review by the Board of Directors of the opinions and reports prepared by persons involved in the ICRMS;
- (ii) the information provided to the Board of Directors and the Board of Statutory Auditors by the Chair of the CRRPTC and the presence of the Board of Statutory Auditors at meetings of the Board of Directors; and
- (iii) participation at the meetings of the Board of Directors and CRRPTC, for matters within their respective remits, of the managers of the control functions and the Financial Reporting Officer.

(A) Information flows within the scope of the ICRMS



The Internal Audit function receives and provides information on the ICRMS, pursuant to the Internal Audit Guidelines, specifically:

Internal Audit Function

It obtains information and assessments from:

- the Boards of Directors of the Subsidiaries;
- the Boards of Statutory Auditors of Snam and the Subsidiaries;
- the Supervisory Bodies of Snam and the Subsidiaries; as well as,
- the Anti-Corruption Committee for the aspects of competence, for the purposes of formulating the proposal of Audit Plan for subsequent approval by the Board of Directors of Snam.

It sends Internal Audit reports on every audit intervention performed to:

- the Chair of the Board of Directors;
- the Director in Charge;
- the top management of the audited structures;
- the CRRPTC;
- the Board of Statutory Auditors, and, for matters within their competence,
- the Supervisory Body,
- the Anti-Corruption Committee and
- the Financial Reporting Officer.

If the results show alleged unlawful conduct on the part of Snam's staff or third parties, including - among others - suppliers, the Executive Director Internal Audit also forwards the audit report to:

- Chief People & Organization Office; and to
- Chief Legal Officer & the General Counsel, to the extent of their respective responsibilities.

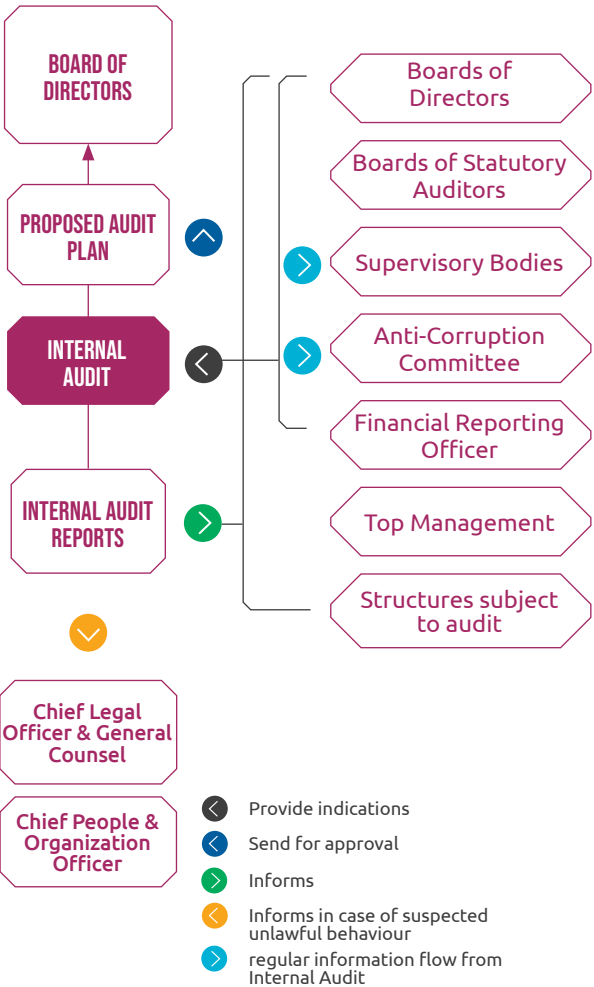
It provides a systematic, periodical quarterly information flow to the supervisory bodies of Snam and the Subsidiaries with summary assessments of audits carried out and the state of implementation of the corrective actions.

It ensures a systematic and periodic flow of information to the Snam Anti-Corruption Committee regarding summary evaluations related to the audit actions carried out and the status of implementation of corrective actions, to the extent of its competence.

It drafts a six-monthly report containing adequate information on its own activities; in particular, this report contains the assessment of the suitability of the internal control and risk management system.

With specific regard to the CRCS, it notifies the managers of the functions involved of the results of the independent monitoring activity performed.

It fulfils the disclosure obligations provided in the "Whistleblowing Guidelines" and, in particular, prepares a quarterly report on notifications, shared by the Ombudsman, which is sent by the Head of Internal Audit to the Supervisory Body, and for information to the Chair of the Board of Directors, the Director in Charge, the Board of Statutory Auditors, the CRRPTC, the External Auditors, the Chief Legal Officer & General Counsel, the Chief Financial Officer, the Financial Reporting Officer, the Chief People & Organization Officer and the Anti-Corruption Committee, for the aspects of competence. With reference to notifications relating to the Subsidiaries, the reports, insofar as they are relevant, are sent to the Chief Executive Officers of each Subsidiary concerned, as well as to the related Control and Supervisory Bodies.



The ERM Unit on the occasion of each risk assessment and/or monitoring "campaign":

ERM Unit

Shares with the Risk Specialist and Risk Owners the reporting on risks mapped in their own areas also through the Risk Assurance and Integrated Compliance IT platform.

Submits to the Chief Executive Officer, Chief Financial Officer, the Financial Reporting Officer, the Chief Legal Officer & General Counsel and the Executive Director Internal Audit a report regarding the findings of the activities conducted and any updates to the risk/opportunity mapping.

Presents and submits the aforementioned findings and updates to the CRRPTC and the Board of Statutory Auditors, so as to allow an assessment of the effectiveness of the ICRMS. In addition: pursuant to the 231 Model, on at least a semi-annual basis, it meets with the Supervisory Board for the purpose of reviewing the status of implementation of the risk identification, measurement, management and monitoring process; on at least an annual basis, it submits a sustainability risk report to the SETSC; on an annual basis, it reports to the Snam Board of Directors on the activities carried out, the mapping of risks and opportunities and the implementation of the ERM Guideline.

B) Information flows between the boards of statutory auditors of the Snam group

In order for Snam's Board of Statutory Auditors to fulfil its supervisory and control obligations with respect to the Snam group, including with regard to the direction and coordination of Snam's Subsidiaries, Snam's Board of Statutory Auditors receives, from the boards of statutory auditors of the Subsidiaries, information flows:



- (i) in the context of joint meetings between the boards of statutory auditors of the Snam group;
- (ii) through the transmission of periodic reports or in the presence of particular circumstances;
- (iii) through the transmission of information at the request of Snam’s Board of Statutory Auditors or on the independent initiative of the boards of statutory auditors of the Subsidiaries.

In particular, Snam’s Board of Statutory Auditors receives a half-year report on the supervisory activity performed by the boards of statutory auditors of its Subsidiaries.

Snam’s Board of Statutory Auditors, on the basis of all reports received from the corporate control bodies, business control structures and all control entities and functions, promptly informs the Board of Directors if it detects any weaknesses, critical issues or anomalies in the ICRMS, so that the Board of Directors can take any measures it deems necessary or appropriate.

1.4 Enterprise Risk Management

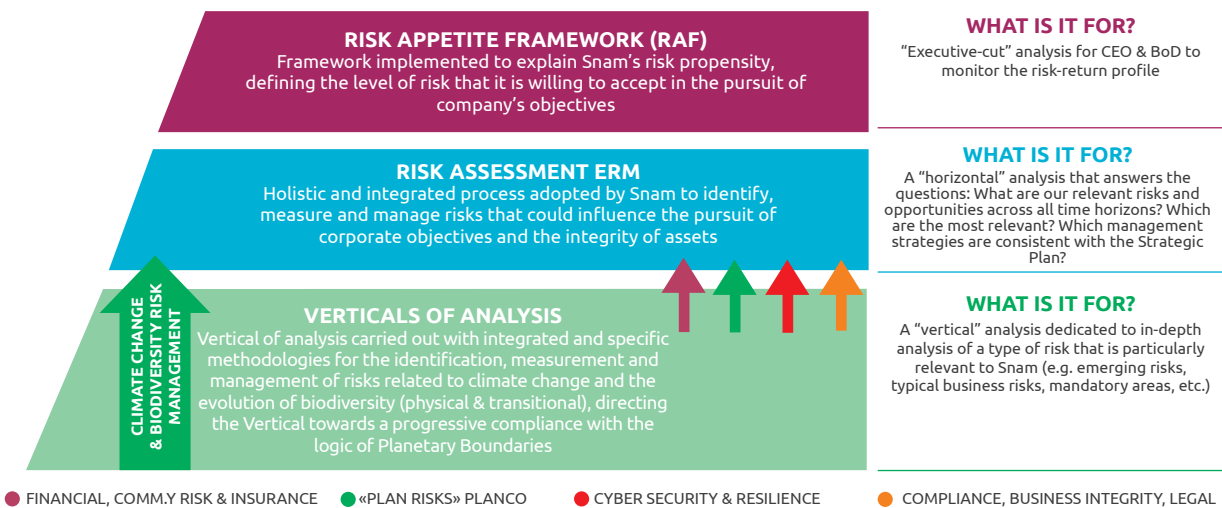
The Enterprise Risk Management Model (“ERM Model”) provides appropriate tools for identifying, measuring, managing and monitoring the key risks that could impact the achievement of strategic objectives

Within the scope of its business and related development path, Snam is exposed to variability to be understood as the possibility of events occurring affecting the group in a negative (i.e. risk) or positive (i.e. opportunity) sense.

Snam’s ERM Model, defined in line with the recommendations of the Code of Corporate Governance and the reference models and international best practices in risk management (e.g. COSO Framework, CoSO ERM WBCSD and ISO 31000), provides for an integrated, cross-functional and dynamic assessment of risk (and opportunity) that evaluates existing management systems in individual corporate processes and is updated to ensure that it always acts as an effective risk management model. It also provides for ongoing training of all personnel involved.

Snam’s ERM Model is divided into separate elements that are, however, conceived in a synergetic and consistent manner. The Risk Appetite Framework (RAF) represents the “cornerstone” of the entire construction and defines the reference perimeter for transversal (Risk Assessment ERM) and specific risk analyses (Verticals of analysis such as the Climate Change & Biodiversity Risk Management).The ERM model enhances the management systems already existing in the individual business processes, including the specialised units dedicated to “vertical” controls,

and is subject to periodic updates in order to constantly have an efficient and effective model that contributes to decision-making processes by providing a risk-informed perspective and that supports the company in management and disclosure activities.



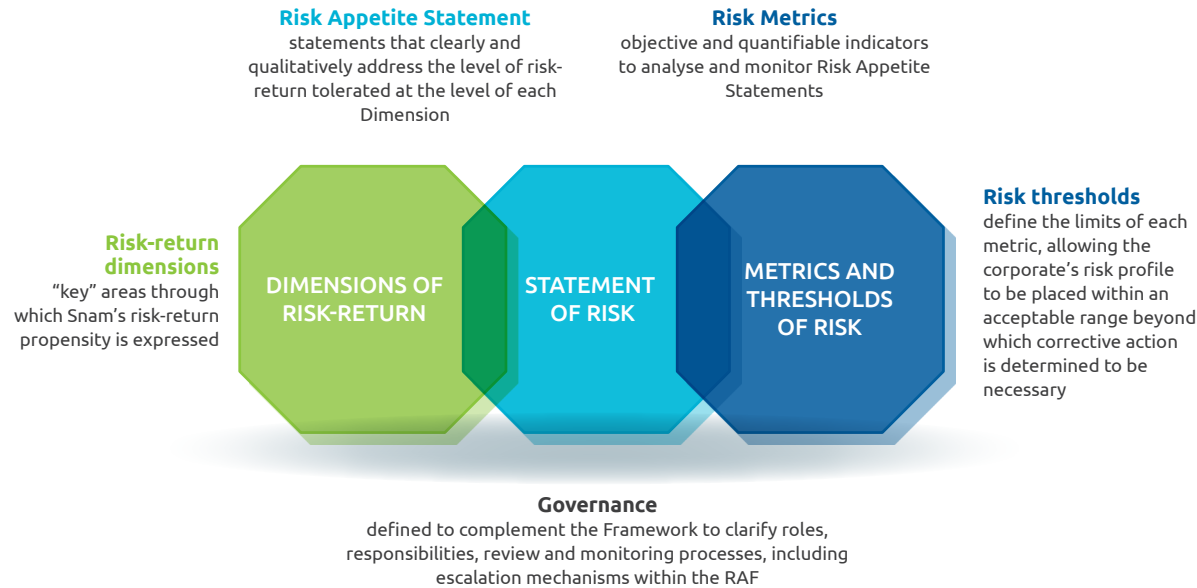
(i) Risk Appetite Framework

Snam has adopted a group Risk Appetite Framework (hereinafter also “RAF”) approved by the Board of Directors.

The RAF is a tool that allows to:

- make explicit the group’s risk appetite by defining the level of risk it is willing to accept in pursuing of the company’s objectives (“risk-return profile”);
- support the making of choices consistent with the risk appetite validated by the Board of Directors;
- facilitate escalation to the Board of Directors in the event of risk taking beyond defined limits;
- integrate the Enterprise Risk Management model by strengthening its ability to contribute to decision-making processes;
- strengthening the risk culture.

For the elaboration of the RAF, a gradual and analytical approach was adopted, which, starting from the definition of relevant risk-return dimensions and related statements, allowed the identification of metrics and thresholds on which to express and objectivise (where possible) the Group’s risk-return propensity. In particular, the RAF consists of:



The RAF undergoes a periodic review process with the aim of keeping the tool up-to-date and constantly adhering to the evolution of business, context and Strategic Plan.

Among other things, the ERM Unit reports to the CRRPTC and the Board of Directors:

- (i) on at least an annual basis, about the indicator analysis and monitoring activities;
- (ii) on an event-by-event basis, in case of risk limit breaches.

**(ii) Risk Assessment ERM**

Based on what is defined in the RAF, **Risk Assessment ERM** is the process dedicated to transversal analysis of the main risks and opportunities that might affect the pursuit of the industrial, economic and sustainability objectives that Snam pursues.

Within the scope of Risk Assessment ERM, risks and opportunities are identified and then assessed over short, medium and long-term time frames in terms of:

- **likelihood**: probability of occurrence of an event over the reference time horizon;
- **impact**: overall magnitude of the effect/consequence over the reference time frames.

The combination of the level of likelihood and impact of each event determines the severity of the risk/opportunity. Each severity is estimated both at an inherent level and at a residual level; in the first case it is to be intended as the level of exposure to the single event in the absence of safeguards to directly manage it, but considering the mitigating action of the broader SCIGR as stable/maintained; in the second case it is to be intended as the level of exposure to the single event considering the effectiveness of the safeguards that already favour the mitigation of the risk or the pursuit of the opportunity.

The main objective of severity assessment is to foster a prioritisation of risks and opportunities, so as to support the Company in defining risk-informed response strategies to be detailed in individual actions.

The Risk Assessment ERM process involves transversally the Risk Owners and Risk Specialists of the group and, therefore, is coordinated with the vertical management systems envisaged within Snam’s ICRMS.

**(iii) Climate Change & Biodiversity Risk Management**

In 2023, Snam has introduced a specific Climate Change Risk Management (CCRM) framework into the ERM model. This framework makes it possible to systematize climate risk analyses through a structured and integrated approach with ERM analyses.

In particular, the CCRM provides consistent but distinctive approaches for the analysis of both physical risks and transition risks and opportunities attributable to climate change in the short, medium and long term and is subject to constant evolution to safeguard its alignment with frameworks, standards and best practices in the field.

In this regard, in 2024 the CCRM was integrated into **Climate Change & Biodiversity Risk Management** by extending the scope of the analyses to include the impacts that the Company might suffer due to changes in biodiversity (“outside-in” approach).

An extensive disclosure on the related methodology and the outcomes of the analysis is rendered in the chapter “Managing Impacts, Risks and Opportunities” in the Sustainability Statement within the Annual Financial Report 2024.

Enterprise Risk Management Guidelines

HIGHLIGHTS OF THE ERM GUIDELINE

- Risk management methodology and process in line with international best practices and in particular with the COSO framework and ISO 31000 reference models.
- Periodic reporting to the Board of Directors, the Control and Risk and Related-Party Transactions Committee, the Board of Statutory Auditors and the Supervisory Body.
- Last update approved by the Board of Directors on 19 December 2023.

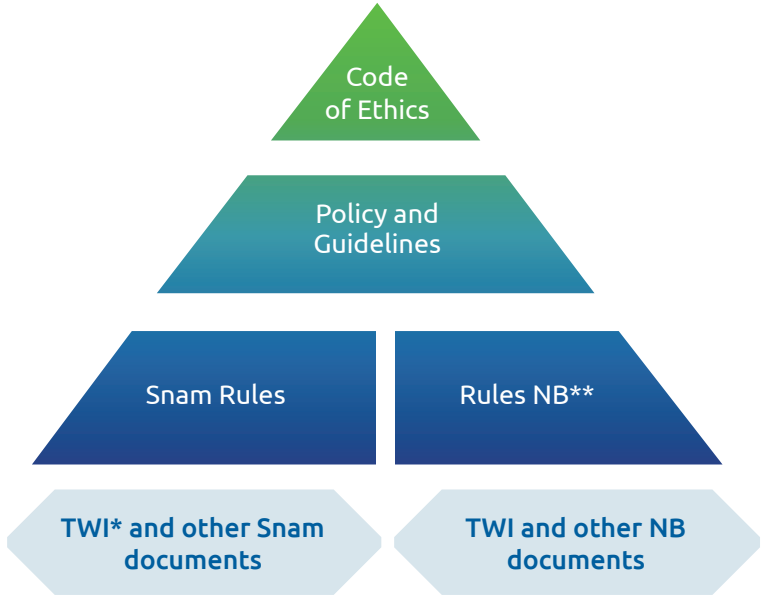
The ERM Guideline, approved by the Board of Directors, describes the ERM Model in all its components (e.g., the methodology for assessing the risks, roles/responsibilities, information flows and reporting activities, communication and training, etc.).

**The Enterprise Risk Management Guidelines are available on the Company's website**

[https://www.snam.it/content/dam/snam/pages-attachments/it/investor-relations/documents/risk-management/Snam\\_Linea\\_Guida\\_ERM\\_20231219.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/investor-relations/documents/risk-management/Snam_Linea_Guida_ERM_20231219.pdf)

2. SNAM’S LEGAL FRAMEWORK

The Legal Framework (also referred to as standards of process) has a pyramid structure that is divided into three hierarchical levels, corresponding to different types of regulatory instruments, as described below:



\* Technical Work Instruction.  
\*\* New Business (NB) and apply to the Sub-Holdings of the Energy Efficiency and Biogas/Biomethane businesses and the Companies controlled by them (Op.co - operating companies and SPV-Special Purpose Vehicle).

- (i) **Code of Ethics (1<sup>st</sup> regulatory level)**: defines the values, principles of conduct and guiding principles on which the entire ICRMS that Snam recognises, accepts, shares and assumes internally and externally is based;
- (ii) **Anti-Corruption Policy, Policy and Guidelines (2<sup>nd</sup> regulatory level)**: the former represents the concrete assumption of leadership and commitment in relation to the management system for the prevention of corruption, the Policies outline the commitments, underlying principles and actions that the Snam group undertakes to implement the values expressed in the Code of Ethics, the Guidelines define the set of principles and conduct that every employee of Snam is required to follow, as well as all the procedures and tools of the ICRMS;



(iii) **Rules (3<sup>rd</sup> regulatory level)**: define the process flow, the accountability matrix, the task list and the process level controls matrix.

(iv) Moreover, the following are an integral part of the Legal Framework (4<sup>th</sup> regulatory level): the **Manuals, issued within the context of HSEQ certified management systems** (in accordance with ISO international standards), which **describe the processes, the reference structure, the functions involved and their respective responsibilities through which the Management System achieves its objective and guides the work processes**, and technical documents outlining more detailed operational and/or regulatory content applicable within the relevant processes (Regulatory Circulars and Technical Working Instructions).

Snam's Legal Framework is designed to:

- (i) monitor and support the effectiveness of the ICRMS; and
- (ii) govern certain aspects of the direction and coordination exercised by Snam over the Subsidiaries, to whose respective boards of directors the regulatory instruments adopted by Snam are sent periodically for information purposes.

The Guidelines described in the present Report have been approved by Snam's Board of Directors.

## 3. COMPLIANCE AT SNAM

### 3.1 Compliance Programme for the prevention of Offences

Snam's compliance activity is an integral part of the ICRMS, which is based on an integrated control model divided into 3 levels, as described in Paragraph 1.1 of this Section, which identifies the tasks of each body and function involved, and practical procedures for coordination between these bodies and functions<sup>52</sup>.

In this context, the Compliance Programme for the Prevention of Offences (the "CPPO") has been defined and made operational, which, by ensuring the coordination of flows and interactions among the three lines of control, guarantees the maximum possible integration within the ICRMS of the individual control models operating therein, identified as: Enterprise Risk Management, 231, Corporate Reporting Control System ("CRCS"), Tax Control Framework, Privacy, sustainability reporting, Antitrust, Anti-corruption, Health Safety Environment & Quality (so-called "HSEQ") and Security.

In the context of the CPPO, compliance activities are overseen by various areas which input information into and oversee the ICRMS in order to establish innovative and synergistic integrated risk management and related control measures that precisely define the **Risk Assurance & Integrated Compliance model** ("RAIC").

### 3.2 The 231 Model

Snam, its Subsidiaries and Fondazione Snam ETS have adopted their own **231 Model in order to prevent the offences** indicated in the legislation on corporate administrative liability for **crimes committed in the interest or to the advantage of the company** and has set up a Supervisory Body vested with autonomous powers of initiative and control, in compliance with the applicable law.

In 2024, the impacts on the individual structures of 231 Models (including their existing control structures) of all Snam group companies determined by the following regulatory changes were analyzed: Law no. 90/2024, published on the Gazzetta Ufficiale on 2 July 2024, Law no. 112/2024, which entered into force on 10 august 2024, Law no. 114/2024, which entered into force on 25 August 2024.

<sup>52</sup> In this context, compliance is a second-level control activity that, inter alia, ensures that specific compliance programmes are defined and updated, monitoring their application, and analyses and verifies the compliance-related aspects of Snam's Legal Framework so that it can operate in accordance with the applicable rules, whether imposed externally or by the company itself. The individual operational and commercial business units and functions, within the scope of their respective processes, are responsible for the application of these programmes and tools and for managing the associated risks.

The 231 Model is available on the Company's website

[https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2024/Modello%20231\\_Parte%20Generale%20\\_Snam\\_2024.pdf.coredownload.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2024/Modello%20231_Parte%20Generale%20_Snam_2024.pdf.coredownload.pdf)

3.3 Anti-Corruption Compliance Programme

Snam, in establishing and maintaining an Anti-Corruption Compliance Program, has not only adopted the 231 Model (aimed at preventing the crimes grounding the company's administrative liability for crime, including corruption offenses; constantly updated) but, consistent with international guidance and best practices, in May 2023, achieved ISO 37001:2016 "Management System for the Prevention of Corruption" certification.

In 2024, which marks the tenth year of implementation of the annual anti-corruption monitoring programme, the commitment is renewed in order to continue what has been undertaken since 2014, in full consistency with the Integrated Risk Assurance & Compliance Model, maintaining an approach geared towards continuous improvement and ensuring the constant evolution of monitoring and prevention practices.

Snam has been committed for years to fighting corruption and promoting transparency and business ethics, including through its participation in numerous multilateral initiatives, especially at the international level.

As a matter of fact, the Company is a member of the UN Global Compact and, in line with the Sustainable Development Goal no. 16 on Peace, justice and strong institutions, it has strengthened its collaborations and partnerships with institutions and bodies active in the fight against corruption on both the national and international scene (such as, for example, Transparency International, the OECD and BIAC). Further information is available in the Compliance Report.

The Compliance Report is available on the Company's website:

[https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2025/Snam\\_Relazione\\_Compliance\\_2024.pdf.coredownload.pdf](https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2025/Snam_Relazione_Compliance_2024.pdf.coredownload.pdf)

3.4 Antitrust Compliance Programme

The principles of the free market and competition are included in Snam's Fundamental values, are recognised in both the Articles of Association and the Code of Ethics and are an integral part of Snam's corporate culture.

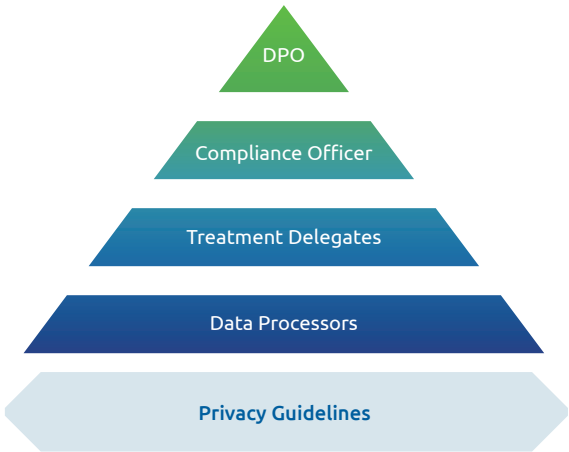
The Antitrust Compliance Programme is composed of a range of activities aimed at the dissemination of antitrust culture as well as the identification of breaches of Italian and European competition laws, in order to prevent non-compliant conduct and to raise awareness among employees, middle managers and executives regarding compliance with applicable legislative provisions. These principles are condensed in the Antitrust Guideline.

The Antitrust Guideline is available on the Company's website

[https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2019/lineaguida\\_antitrust.pdf.coredownload.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2019/lineaguida_antitrust.pdf.coredownload.pdf)

3.5 Privacy Compliance Programme

The purpose of the "Privacy Guideline", adopted by the Board of Directors, is to (i) define the corporate roles and requirements to be implemented with regard to the protection of personal data in accordance with Regulation (EU) 2016/679 and (ii) guide all Snam's employees so that personal data is processed in compliance with the fundamental rights and freedoms of natural persons and, in particular, with the right to the protection of personal data.



No data breaches were detected during 2024, and the safeguards related to data protection security measures were maintained.

In addition, a Policy on the ethical use of Artificial Intelligence was adopted and published.

**The Privacy Guidelines are available on the Company's website:**

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/Linee-Guida-Privacy.pdf.coredownload.pdf>

**3.6 Whistleblowing**

Below is a table detailing the activities carried out by Internal Audit as regards reports received in the last three years:

|                                                                                                                    | 2022           | 2023            | 2024            |
|--------------------------------------------------------------------------------------------------------------------|----------------|-----------------|-----------------|
| Reports received and processed                                                                                     | 7              | 11              | 16 <sup>1</sup> |
| - relating to suspected administrative, accounting, civil, or criminal offenses                                    | -              | -               | -               |
| - relating to suspected illegal conduct relevant to Legislative Decree No. 231/2001, or violation of 231 Model     | 3 <sup>2</sup> | 4 <sup>3</sup>  | 3 <sup>4</sup>  |
| - relating to other matters                                                                                        | 4              | 7 <sup>5</sup>  | 13              |
| Reports dismissed due to lack of evidence or because untrue                                                        | 5 <sup>6</sup> | 4               | 11 <sup>7</sup> |
| Reports resulting in corporate disciplinary or managerial <sup>8</sup> action and/or referral to a legal authority | 8 <sup>9</sup> | 2               | 8 <sup>10</sup> |
| Reports in the process of examination                                                                              | 0              | 5 <sup>11</sup> | 3 <sup>12</sup> |

1 2 are related to other reports received in the year 2024 of identical content.

2 2 have anti-corruption aspects.

3 2 have anti-corruption aspects.

4 1 has anti-corruption aspects.

5 1 has anti-corruption aspects.

6 3 refer to reports received in 2022 and 2 refer to reports received in 2021.

7 5 refer to reports received in 2023.

8 By "managerial" it is also meant organisational/procedural interventions relating to actions to improve the Internal Control and Risk Management System (ICRMS).

9 4 refer to reports received in 2022 and 4 refer to reports received in 2021.

10 1 report received in 2023.

11 1 report is in the reporting phase and 4 are being examined by the Internal Audit function and other corporate functions.

12 3 reports are in the reporting phase.

**The Whistleblowing Guidelines are available on the Company's website:**

<https://www.snam.it/content/dam/snam/pages-attachments/en/governance/documents/2024/WHIST-LEBLOWING%20GUIDELINES.pdf>

**3.7 Health, Safety, Environment and Public Safety**

The "Health, Safety, Environment and Public Safety" Guidelines describe the principles of HSEQ and Public Safety that guide actions with a view to transparency and collaboration with suppliers and business partners. These principles, precisely expressed through the adoption of specific HSEEQ and Significant Accident Prevention (SAP) policies, have been adopted by Snam with the aim of preventing risks and reducing the impact on health, safety and the environment of its activities.

All measures prescribed by laws and industry regulations are also implemented through the development, continuous updating and prompt implementation of HSEEQ management systems. Consistent with international standards and certified by third parties, these systems also enable Snam to ensure a continuous improvement in performance and the adoption of international best practice.

The HSE Guidelines provide, inter alia, that a review must be carried out periodically by senior management and by the functions which, according to their remits, analyse the internal and external context of the company, in order to evaluate the adequacy, suitability and effectiveness of the management systems, including in relation to the achievement of objectives, continuous improvement and compliance with the applicable rules and requirements, and to ensure alignment with the strategic guidelines. Finally, provision is made for periodic reports, meetings and management reviews, as the main communication and information tools by which top management, the corporate control bodies and the reporting lines verify compliance with the reference standards and the adequacy, efficiency and effectiveness of the management systems.

**3.8 Key features of the internal control and risk management system in relation to corporate reporting**

(i) Foreword

Following the regulatory changes introduced by the (EU) Directive 2022/2464 (Corporate Sustainability Reporting Directive or "CSRD"), the new control system has been designed to oversee sustainability reporting, which is integrated with the financial reporting system.



Therefore, the CRCS is composed of the following models:

- Control System relating to Financial Reporting (“CSFR”);
- Control System over Non-Financial Reporting (“CSNFR”).

The **CRCS** is designed to ensure the accuracy, reliability and timeliness of the Company’s reporting and the capacity of the corporate processes to produce correct reporting in accordance with the reference regulations and standards of reference (accounting standards, ESRS reporting standards and EU Taxonomy).

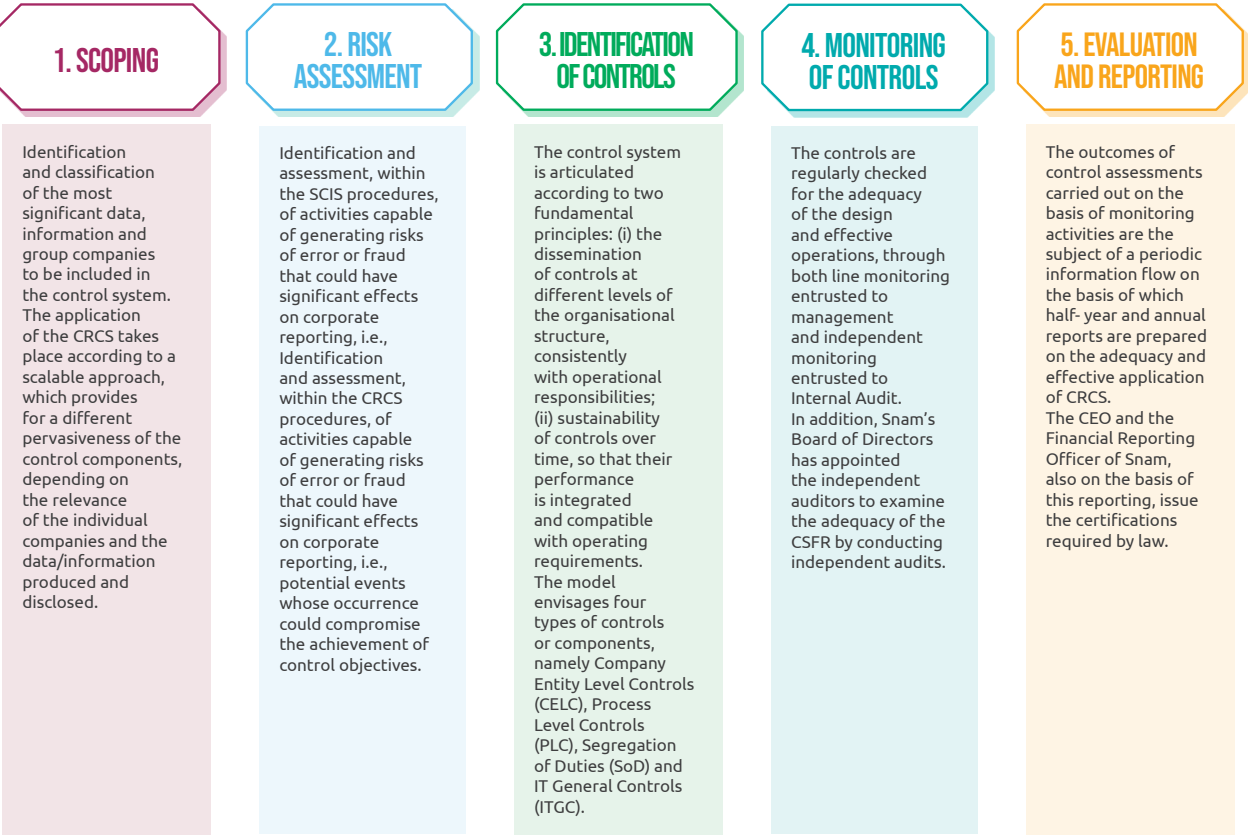
The corporate reporting consists of financial and non-financial (or “sustainability reporting”) reporting, as contained in periodic accounting documents (Annual Financial Report - including the Management Report, which in turn includes the Sustainability Statement –, Half-Year Financial Report, Interim Financial Report), or in other corporate communications, and subject to the certifications required by law in the hands of the Chief Executive Officers and the Financial Reporting Officer.

The internal control model on corporate reporting adopted by Snam is defined consistently with the provisions of Article 154-bis of the TUF, integrated by the provisions on sustainability reporting introduced by Legislative Decree 125/2024 (which implements the CSRD) and is based, from a methodological standpoint, on the COSO Framework (‘Internal Control - Integrated Framework’, issued by the Committee of Sponsoring Organisations of the Treadway Commission), an international reference model for the establishment, updating, management, analysis and evaluation of the control system by management. With reference to corporate reporting, the framework has been enriched and declined over time, also taking into account regulatory developments, providing specific indications and approaches for CSFR and CSNFR.

The Snam group’s CRCS model is governed by a body of regulations that defines the methodologies, roles, responsibilities, activities to be performed and reporting flows for the establishment, maintenance over time, functioning and assessment of the effectiveness of the controls system, which is applied to Snam and the subsidiaries, taking into account their significance.

(ii) Phases of the CRCS

The CRCS is defined and maintained through the following activities.



(iii) Positions and functions involved

The activities of identifying and assessing risks, as well as implementing controls and related line monitoring are assigned to the functions that manage the activities and processes. In particular, a central role is played by the Risk Specialists and Risk Owners, who perform line monitoring and assess controls, feeding the reporting information flow.

The CRCS function is responsible for the definition of standards, methodologies and reference criteria, coordinates and manages the control system as a whole, and provides methodological and operational support to the Financial Reporting Officer and to all the functions and persons involved in the implementation of the control system.

The establishment, maintenance over time and assessment of the adequacy and effective functioning of the control system on corporate reporting, which enable the CEO and the Financial Reporting Officer to issue the required attestations with adequate information and to fulfil their responsibilities, is a process that is the responsibility of the entire management.

The staff and business units that provide data and information relevant to corporate reporting are required to implement an appropriate control system to ensure the completeness and accuracy of the information for which they are responsible, consistent with the provisions of the CRCS methodologies and operating procedures and in line with the corporate governance system.

In order to create full awareness of roles and responsibilities, enabling everyone to contribute adequately to the correct implementation of the CRCS model and its improvement, the CRCS function continuously carries out communication, awareness-raising and training activities on the purposes and characteristics of the model (e.g. through induction meetings for top management and new CRCS representatives).

(iv) Updating and management of the Model

The Corporate Reporting Control System is constantly updated to keep controls always adequate and adherent to current operations, incorporating all organisational changes, as well as those related to different ways of performing activities and using information systems. The interventions consider the information and observations received from the competent functions, line monitoring, independent monitoring, the outcome of the audits conducted by the independent auditors and the results of Internal Audit

During the course of 2024, a Risk & Control Assessment project initiative was conducted for PLCs. The activities involved the review of all CSFR processes and the consequent update of controls also taking into account best practices and the effects generated by the Turnaround project initiatives.

As provided, in 2024 reporting activities were conducted on the RACI platform as part of two “monitoring campaigns”. The Risk Specialists, following the monitoring conducted, evaluated the individual controls by feeding the information flow to the Risk Owners. The latter have thus signed reports related to their function, reporting the summary results of the monitoring and confirming the adequacy of the controls to guard against risks in their areas of responsibility.

The provision of the training on the control system is also continued in e-learning mode to the staff of the Snam group in order to inform them of the aims and characteristics of the model, so that each person is aware of his/her

role and responsibility and can make an adequate contribution to the proper functioning of the model. For all those involved in monitoring and assessment activities “special tutorials and video clips” are also available, illustrating the main activities to be carried out and the steps to be performed in the system.

3.9 Snam group Tax Strategy and Tax Cooperative Compliance

The group has integrated the Internal Control and Risk Management System with the adoption of the “Tax Control Framework” or “TCF”, as a tool of or the detection, measurement, treatment and control of tax risk (so-called “Tax Risk Management”).

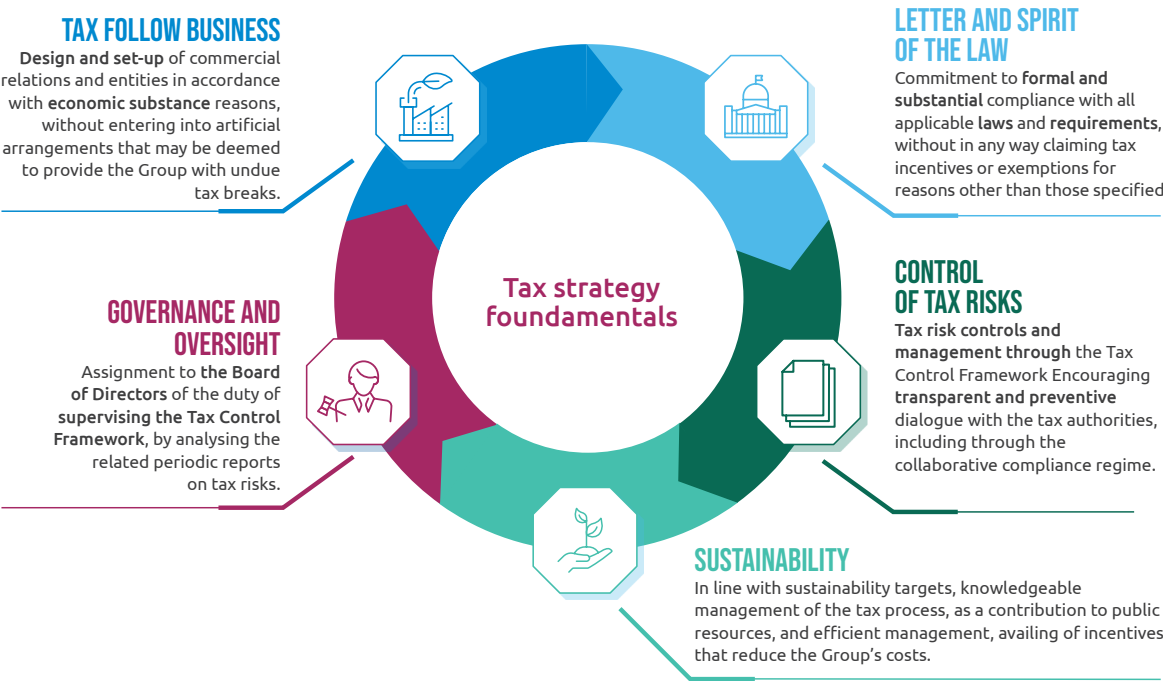
The implementation and maintenance of the TCF, for Snam S.p.A. and Snam Rete Gas S.p.A., was a necessary condition for admission, on 2 December 2019, to the cooperative compliance regime provided for by Legislative Decree 128/2015 (so-called “Cooperative Compliance”).

Snam’s adherence to the Cooperative Compliance constitutes a fundamental step on the path of accountability, presenting Snam and the group as an entity that acts in full transparency with the tax authorities, completely in line with its sustainability programme.

Certain TCF provisions were also extended to other group companies<sup>53</sup> that did not qualify for the scheme.

53 Snam S.p.A., Snam Rete Gas S.p.A., Stogit S.p.A., GNL Italia S.p.A., Infrastrutture Trasporto Gas S.p.A., Greenture S.p.A., Cubogas S.r.l., Bioenerys Agri S.r.l., Renovit Business Solution S.r.l.

The fundamentals that guide Snam’s tax risk management activities are set out below:



**An extract from the Guideline ‘Tax Control Framework - Tax Strategy’ is available on the Company’s website:**

<https://www.snam.it/content/dam/snam/pages-attachments-search/en/documenti/esg-policies/Tax-control-framework-extract.pdf.coredownload.pdf>

Snam has also published its second Tax Transparency Report, a document drafted on a voluntary basis, which represents the group’s tax strategy and tax governance consolidated under the Cooperative Compliance regime and provides an overview of tax contributions in the countries in which it operates.

**The Tax Transparency Report is available on the Company’s website:**

[https://www.snam.it/content/dam/snam/pages-attachments-search/en/documenti/bilanci-annuali/2024/tax\\_transparency\\_report\\_2023\\_eng.pdf](https://www.snam.it/content/dam/snam/pages-attachments-search/en/documenti/bilanci-annuali/2024/tax_transparency_report_2023_eng.pdf)

3.10 Related Parties Guidelines

The Guidelines for “Transactions in which directors and statutory auditors have an interest and related-party transactions” have been adopted pursuant to the Regulation on Related-Party Transactions (the “Related-Parties Guidelines”)<sup>54</sup>, in accordance with the Unbundling Regulations, taking into account the specific nature of the business of Snam and its Subsidiaries, which are overseen by ARERA. The Related Parties Guidelines, adopted pursuant to Consob Regulation no. 17221/2010 (the “Consob Regulation”), as subsequently amended and integrated, were last amended by the Board of Directors on 14 September 2022.

**HIGHLIGHTS OF THE RELATED-PARTY GUIDELINES**

- Involvement, as the case may be, of the CRRPTC or the ACC (for decisions concerning the remuneration of Snam’s directors, statutory auditors and key management personnel)
- Provision of a materiality threshold equal to 5% for the totality of Related-Party Transactions and 2.5% for Transactions entered into with the eventual listed holding company - if any - or with entities related to it that are themselves related to the Company, to be applied in relation to the countervalue, assets and liabilities indices, in accordance with Consob regulations
- Transmission to the CRRPTC by the Legal Department, on a quarterly basis, of all available information relating to Large Transactions exempted from the application of the Related-Party Guideline
- Extension of the scope of application of the Guidelines to all transactions entered into by the Subsidiaries with related parties of Snam
- Establishment of a special approval process for transactions in which directors or statutory auditors of Snam have an interest

The Related-Parties Guideline identifies Snam’s “Related Parties” as persons defined as such by the international accounting standards adopted in accordance with the procedure set out in Article 6 of Regulation (EC) No. 1606/2002 in force at the time of the start of negotiations on a transaction, specifying that the directors and standing statutory auditors of Snam are, in any case, considered related parties of Snam.

The Related-Parties Guidelines make a distinction between Large Transactions and Small Transactions, on the basis of a relevance threshold in accordance with Consob Regulation, also identifying a threshold of insignificance – different in relation to the nature of the counterparty and the transaction – below which the preliminary and decision-making process laid down in the same Guideline does not apply.

54 The “Transactions in which directors and statutory auditors have an interest and related-party transactions” Guidelines define a “transaction” (or “transactions”) as the transfer of resources, services or obligations, regardless of whether a fee has been agreed, carried out by Snam or its Subsidiaries (including entities not having a corporate nature whose management bodies are mainly composed of employees of Snam or its subsidiaries) with related parties of Snam. These include: (i) mergers or demergers by incorporation or non-proportional demergers; (ii) any decision relating to the awarding of remuneration and financial benefits, in any form, to members of the administration and control bodies and to executives with strategic responsibilities.



The Related-Parties Guidelines require that the competent Committee issue:

- for “*Small Transactions*”<sup>55</sup>, a **non-binding reasoned opinion** that must address the Company’s interest in the transaction, as well as the expediency and substantial accuracy of its conditions. In the event of a negative opinion, the Company is required to inform the market of the reasons that led it to conclude the transaction despite this opinion;
- for “*Large Transactions*”<sup>56</sup>, which are the exclusive preserve of the Board of Directors, a **favourable reasoned opinion** on the Company’s interest in the transaction, as well as the suitability and substantive accuracy of its conditions. The Committee is also promptly involved in the negotiation and examination stages, receiving comprehensive and updated information, with the power to request information and submit comments to the authorised bodies and persons tasked with the negotiations and examination.

In both cases, the Committee may be assisted, at the Company’s expense, by one or more independent experts, on the condition that it verifies in advance its compliance with the independence requirements in accordance with paragraph 2 of the Guideline.

If the related party transaction falls within the competence of the Board of Directors, the “Directors Involved in the Transaction” – i.e. those who have an interest in the transaction, on their own behalf or on behalf of third parties, that conflicts with that of Snam – abstain from voting on the transaction, it being understood that they may take part in the related discussion.

Finally, the Related-Parties Guidelines set out a special approval process - which requires, inter alia, that the CRRPTC issue a non-binding opinion on the appropriateness of the transaction for the Company - in the case of transactions, other than related-party transactions, in which Snam’s directors or statutory auditors have an interest, on their own account or on behalf of third parties.

**The Related Parties Guideline is available on the Company’s website**

[https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2022/Snam\\_Linea\\_Guida\\_OPC\\_2022.pdf.coredownload.pdf](https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2022/Snam_Linea_Guida_OPC_2022.pdf.coredownload.pdf)

For further information on the composition, organization and functioning of the CRRPTC, please refer to Paragraph 3.3, Section III, of the Report.

55 Within the meaning of the Related-Parties Guidelines, “Small Transactions” are all transactions other than “Large Transactions” and “Negligible Transactions” (defined in Annex 2 of the Procedure).

56 “Large Transactions” are indicated in Annex 1 to the Related-Parties Guidelines.

### 3.11 Market Abuse Guidelines

The Market Abuse Guideline aims to ensure proper handling of price-sensitive information to protect investors and prevent certain parties from using non-public information to carry out speculative transactions in the markets.

This guideline gathers and coordinates in a single document the principles and rules on market abuse, including:

- identification, management and communication of Inside Information;
- maintenance and updating of the register of persons who have access to Relevant Information and of persons who have access to Inside Information;
- disclosure obligations of persons who hold particularly important positions in relation to transactions involving Snam shares and financial instruments, as well as financial instruments linked to them.

#### HIGHLIGHTS OF THE MARKET ABUSE GUIDELINES

- Snam’s Market Abuse Guidelines – that take account of the EU Regulation 596/2014 on market abuse (and the relevant implementing regulations) - came into force on 3 July 2016 and were most recently updated in December 2023 with the aim of aligning it with the most recent regulatory interventions and interpretative guidelines as well as the application practices most recently encountered
- A single document – organic, systematic and updated to incorporate new European legislation – that incorporates all measures relating to market abuse. Provision relating to the management of specific relevant information, inside information, as well as internal dealing, including a specific discipline of the so-called black-out periods
- Provision of a specific procedure for delayed dissemination of inside information, as well as specific provisions on selective disclosure and management of rumours
- Specific regulation of the relationships between Snam and the Subsidiaries, directly and indirectly controlled, regarding the identification and management of specific relevant information and inside information

**The Market Abuse Guidelines is available on the Company’s website**

<https://www.snam.it/content/dam/snam/pages-attachments/it/governance/documents/2023/Snam%20S.p.A.%20Linea%20Guida%20Market%20Abuse%20e%20Allegati.pdf.coredownload.pdf>

# SECTION V

## ANY CHANGES TO THE CORPORATE GOVERNANCE STRUCTURE THAT OCCURRED AFTER THE END OF THE FINANCIAL YEAR

There are no relevant changes occurred after the end of the financial year.



# SECTION VI SUMMARY TABLES

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TABLE 1 – STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR

| Board of Directors                                                                                                                                                  |                     |               |                            |                 |                                    |         |       |           |              |            |                         |                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------|----------------------------|-----------------|------------------------------------|---------|-------|-----------|--------------|------------|-------------------------|--------------------|
| Office held                                                                                                                                                         | Members             | Year of birth | Date of first appointment* | In office since | In office until                    | List ** | Exec. | Non-exec. | Indep. Codes | Indep. TUF | No. of other offices*** | (§)                |
| Chair                                                                                                                                                               | Monica de Virgiliis | 1967          | 27/04/2016                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       |       | X         | X            | X          | 2                       | 11/11              |
| Chief Executive Officer (•) (◊) <sup>57</sup>                                                                                                                       | Stefano Venier      | 1963          | 27/04/2022                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       | X     |           |              |            | 1 <sup>58</sup>         | 11/11              |
| Director                                                                                                                                                            | Massimo Bergami     | 1964          | 27/04/2022                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       |       | X         | X            | X          | 0                       | 11/11              |
| Director                                                                                                                                                            | Laura Cavatorta     | 1964          | 02/04/2019                 | 27/04/2022      | Financial Statements at 31/12/2024 | m       |       | X         | X            | X          | 2 <sup>59</sup>         | 11/11              |
| Director                                                                                                                                                            | Augusta Iannini     | 1950          | 27/04/2022                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       |       | X         | X            | X          | 2                       | 11/11              |
| Director                                                                                                                                                            | Piero Manzoni       | 1962          | 27/04/2022                 | 27/04/2022      | Financial Statements at 31/12/2024 | m       |       | X         | X            | X          | 0                       | 11/11              |
| Director                                                                                                                                                            | Rita Rolli          | 1969          | 02/04/2019                 | 27/04/2022      | Financial Statements at 31/12/2024 | m       |       | X         | X            | X          | 3                       | 11/11              |
| Director                                                                                                                                                            | Qinjing Shen        | 1978          | 17/02/2022                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       |       | X         |              |            | 3                       | 11/11              |
| Director                                                                                                                                                            | Alessandro Tonetti  | 1977          | 27/04/2016                 | 27/04/2022      | Financial Statements at 31/12/2024 | M       |       | X         |              |            | 1                       | 8/11 <sup>60</sup> |
| No. of meetings held during the financial year: 11                                                                                                                  |                     |               |                            |                 |                                    |         |       |           |              |            |                         |                    |
| Quorum required for the submission of slates of candidates by minority shareholders for the election of one or more members <sup>61</sup> : 1% of the share capital |                     |               |                            |                 |                                    |         |       |           |              |            |                         |                    |

NOTES

• This symbol indicates the Director in charge of the internal control and risk management system.

◊ This symbol indicates the person with primary responsibility for the management of the issuer (Chief Executive Officer or CEO).

\* The date of first appointment of each director means the date on which the director was appointed for the first time (in absolute terms) to Snam's Board of Directors.

\*\* This column shows the list from which each Director was drawn ("M": majority list; "m": minority list).

\*\*\* This column shows the number of offices held pursuant to Paragraph 2.4, Section III, of this Report.

(§)This column shows the attendance of directors at board meetings for the period on which they held the office.

57 Stefano Venier also holds the office of General Manager.

58 Please note that the mandate of Stefano Venier as non-executive director of Industrie De Nora S.p.A will expire upon the approval of the financial statements as of 31 December 2024.

59 Please note that, as of January 2025, Laura Cavatorta no longer holds the office of director of Unieuro S.p.A.

60 The Director has justified his absences.

61 In accordance with Consob Determination No. 123 of 28 January 2025.

TABLE 2 – STRUCTURE OF THE BOARD COMMITTEES AS OF THE END OF THE FINANCIAL YEAR

| Board of Directors                                            |                     | Control and Risk and Related-Party Transactions Committee     |      | Appointments and Compensation Committee     |      | Sustainability and Energy Transition Scenarios Committee     |      |
|---------------------------------------------------------------|---------------------|---------------------------------------------------------------|------|---------------------------------------------|------|--------------------------------------------------------------|------|
| Office held                                                   | Members             | (*)                                                           | (**) | (*)                                         | (**) | (*)                                                          | (**) |
| Chair of the Board of Directors - non-executive - independent | Monica de Virgiliis |                                                               |      |                                             |      |                                                              |      |
| Chief Executive Officer                                       | Stefano Venier      |                                                               |      |                                             |      |                                                              |      |
| Director - non-executive - independent                        | Massimo Bergami     |                                                               |      | 12/12                                       | M    | 11/12 <sup>62</sup>                                          | M    |
| Director - non-executive - independent                        | Laura Cavatorta     | 13/13                                                         | M    |                                             |      | 12/12                                                        | C    |
| Director - non-executive - independent                        | Augusta Iannini     | 13/13                                                         | M    |                                             |      |                                                              |      |
| Director - non-executive - independent                        | Piero Manzoni       | 13/13                                                         | C    |                                             |      |                                                              |      |
| Director - non-executive - independent                        | Rita Rolli          |                                                               |      | 12/12                                       | C    | 11/12 <sup>63</sup>                                          | M    |
| Director - non-executive                                      | Qinjing Shen        |                                                               |      |                                             |      | 10/12 <sup>64</sup>                                          | M    |
| Director - non-executive                                      | Alessandro Tonetti  |                                                               |      | 12/12                                       | M    |                                                              |      |
| No. of meetings held:                                         |                     | Control and Risk and Related-Party Transactions Committee: 13 |      | Appointments and Compensation Committee: 12 |      | Sustainability and Energy Transition Scenarios Committee: 12 |      |

NOTES  
(\*)This column shows the attendance of directors respectively at meetings of the Committees.  
(\*\*)This column indicates the status of the director within the Committee: "C": Chair; "M": member.  
The directors indicated as independent meet the independence requirements of the Consolidated Financial Act and the Corporate Governance Code.

62 The Director has justified his absence.  
63 The Director has justified her absence.  
64 The Director has justified his absences.

TABLE 3 - STRUCTURE OF SNAM’S BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR

| Office held                                                                                                                                         | Members               | Year of birth | Date of first appointment * | In office since | In office until                    | List ** | Indep. Code | Indep. TUF | Attendance at meetings of Board of Statutory Auditors *** | No. of other offices **** |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------|-----------------------------|-----------------|------------------------------------|---------|-------------|------------|-----------------------------------------------------------|---------------------------|
| Chair                                                                                                                                               | Stefano Gnocchi       | 1974          | 02/04/2019                  | 27/04/2022      | Financial Statements at 31/12/2024 | m       | X           | X          | 15/15                                                     | 3                         |
| Standing Auditor                                                                                                                                    | Gianfranco Chinellato | 1951          | 02/04/2019                  | 27/04/2022      | Financial Statements at 31/12/2024 | M       | X           | X          | 15/15                                                     | 9                         |
| Standing Auditor                                                                                                                                    | Ines Gandini          | 1956          | 27/04/2022                  | 27/04/2022      | Financial Statements at 31/12/2024 | M       | X           | X          | 14/15 <sup>65</sup>                                       | 7                         |
| Alternate auditor                                                                                                                                   | Maria Gimigliano      | 1976          | 26/03/2013                  | 27/04/2022      | Financial Statements at 31/12/2024 | M       | X           | X          | -                                                         | -                         |
| Alternate auditor                                                                                                                                   | Federica Albizzati    | 1970          | 02/04/2019                  | 27/04/2022      | Financial Statements at 31/12/2024 | m       | X           | X          | -                                                         | -                         |
| Alternate auditor                                                                                                                                   | Federico Sambolino    | 1975          | 27/04/2022                  | 27/04/2022      | Financial Statements at 31/12/2024 | M       | X           | X          | -                                                         | -                         |
| Number of meetings held during the financial year: 15                                                                                               |                       |               |                             |                 |                                    |         |             |            |                                                           |                           |
| Quorum required for the submission of candidate lists by minorities for the election of one or more members <sup>66</sup> : 1% of the share capital |                       |               |                             |                 |                                    |         |             |            |                                                           |                           |

NOTES  
\* The date of first appointment of each statutory auditor means the date on which the statutory auditor was appointed for the first time (in absolute terms) to Snam’s Board of Statutory Auditors.  
\*\* This column indicates the list from which each statutory auditor was drawn (“M”: Majority list; “m”: minority list).  
\*\*\*This column shows the directors’ attendance at meetings of the Statutory Auditors.  
\*\*\*\* Number of offices as director or statutory auditor held by the person concerned pursuant to Article 148-bis of the TUF and its enacting provisions.

65 The Statutory Auditor has justified her absence.  
66 In accordance with Consob Determination No. 123 of 28 January 2025.



ANNEX 1

The Corporate Governance Code (January 2020 edition) and the reference to the information contained in the Report regarding the implementation of its recommendations (“comply or explain” principle).

This annex contains the text of the principles and recommendations of the Corporate Governance Code approved by the Corporate Governance Committee in January 2020, together with references to the sections of the Report that describe the procedures for the implementation of each of these principles and criteria (“comply or explain” principle).

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Applied | Not<br>applied | Inapplicable | Paragraph reference                               |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----------------|--------------|---------------------------------------------------|
| Article 1 – Role of the board of directors                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |                |              |                                                   |
| P.I                                                            | The board of directors leads the company by pursuing its sustainable success.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | X       |                |              | Sec. I, par. 2<br>Sec. III, par. 2.1.             |
| P.II                                                           | The board of directors defines the strategies of the company and the group it heads in accordance with principle I and monitors its implementation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | X       |                |              | Sec. I, par. 2<br>Sec. III, par. 2.1              |
| P.III                                                          | The board of directors defines the corporate governance system that is most functional for carrying out the company’s business and pursuing its strategies, taking into account the flexibility offered by the legal framework. If necessary, the board of directors evaluates and promotes the appropriate changes and submit them to the shareholders’ meeting when such changes are necessarily subject to the Shareholders’ vote.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | X       |                |              | Sec. III, parr. 1.3 and 2.1                       |
| P.IV                                                           | The board of directors promotes dialogue with shareholders and other stakeholders which are relevant for the company, in the most appropriate way.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | X       |                |              | Sec. III, parr. 2.1 and 6                         |
| R.1                                                            | The board of directors:<br>a) reviews and approves the business plan of the company and the group it heads, also on the basis of matters that are relevant for the long-term value generation. That analysis is carried out with the possible support of a committee whose composition and functions are defined by the board of directors;<br>b) periodically monitors the implementation of the business plan and assesses the general course of the business, comparing the results achieved with those planned;<br>c) defines the nature and level of risk compatible with the company’s strategic objectives, including all the elements that can be relevant for the company’s sustainable success;<br>d) defines the corporate governance system of the company and the structure of the group it heads, and assesses the adequacy of the company’s organisational, administrative and accounting structure and of its strategically important subsidiaries, with particular reference to the internal control and risk management system;<br>e) approves transactions of the company and its subsidiaries that have a significant impact on the company’s strategies, profitability, assets and liabilities or financial position; to this end, it establishes the general criteria for identifying significant transactions;<br>f) on proposal of the chair in agreement with the chief executive officer, adopts a procedure for the internal and external management of documents and information concerning the company, with particular reference to inside information, in order to ensure the correct management of corporate information. | X       |                |              | Sec. III, par. 2.1<br>Sec. IV, parr. 1.2 and 3.14 |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Applied | Not applied | Inapplicable | Paragraph reference                |
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| R.2                                                            | <p>If deemed necessary for the effectiveness of the company's corporate governance system, the board of directors develops specific proposals to be submitted to the shareholders' meeting on the following issues:</p> <ul style="list-style-type: none"> <li>a) choice and characteristics of the corporate model (traditional, "one-tier", "two-tier");</li> <li>b) size, composition and appointment of the board of directors and term of office of its members;</li> <li>c) structure of the shares' administrative and property rights;</li> <li>d) percentages established for the exercise of the prerogatives set up to safeguard minority shareholders.</li> </ul> <p>In particular, if the board of directors intends to propose to the shareholders' meeting the introduction of increased voting rights (so-called "voto maggiorato"), it provides adequate reasons in the report that will be submitted to the shareholders prior to their annual meeting. The report indicates the expected effects on the company's ownership and control structure and its future strategies. In the same report, the board discloses the decision-making process followed for the definition of such a proposal and any dissenting opinions voiced within the board.</p> |         |             | X            | Sec. III, par. 1.3                 |
| R.3                                                            | <p>Upon proposal of the chair in agreement with the chief executive officer, the board of directors adopts and describes in the corporate governance report a policy for managing dialogue with the generality of shareholders, taking also into account the engagement policies adopted by institutional investors and asset managers. The chair ensures that the board of directors is in any case informed, within the first suitable meeting, of the development and the significant contents of the dialogue that has taken place with all the shareholders.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | X       |             |              | Sec. III, par. 6                   |
| <b>Article 2 - Composition of the corporate bodies</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |         |             |              |                                    |
| P.V                                                            | <p>The board of directors is comprised of executive and non-executive directors. All directors ensure professional skills and competence that are appropriate to their tasks.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | X       |             |              | Sec. III, parr. 2.2 and 2.13       |
| P.VI                                                           | <p>The number and skills of non-executive directors ensure significant influence in the decision-making process of the board and guarantee an effective monitoring of management. A significant number of non-executive directors is independent.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | X       |             |              | Sec. III, parr. 2.2, 2.11 and 2.13 |
| P.VII                                                          | <p>The company applies diversity criteria, including gender ones, to the composition of the board of directors, ensuring the primary objective of adequate competence and professionalism of its members.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | X       |             |              | Sec. III, parr. 2.3 and 4.1        |
| P.VIII                                                         | <p>The control body's composition is appropriate for ensuring the independence and professionalism of its function.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | X       |             |              | Sec. III, par. 4                   |
| R.4                                                            | <p>The board of directors defines the delegation of managerial powers and identifies who among the executive directors holds the position of chief executive officer. If the chair is entrusted with the position of chief executive officer or with significant managerial powers, the board of directors explains the reasons for this choice.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | X       |             |              | Sec. III, parr. 2.1, 2.7 and 2.9   |
| R.5                                                            | <p>The number and skills of independent directors are appropriate to the needs of the company and to the well-functioning of the board of directors, as well as to the establishment of board committees.</p> <p>The board of directors includes at least two independent directors, other than the chair.</p> <p>In large companies with concentrated ownership, independent directors account for at least one third of the board.</p> <p>In other large companies, independent directors account for at least half of the board. In large companies, independent directors meet, in the absence of the other directors, on a periodic basis and at least once a year to evaluate the issues deemed of interest to the functioning of the board of directors and to the corporate management.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | X       |             |              | Sec. III, par. 2.11                |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Applied | Not applied | Inapplicable | Paragraph reference |
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| R.6                                                            | <p>The board of directors assesses the independence of each non-executive director immediately after his or her appointment. The assessment is renewed during the mandate upon the occurrence of circumstances that concern his or her independence and at least once a year.</p> <p>Each non-executive director provides all the elements necessary or useful for the assessment of the board of directors. On the basis of all the information available, the board considers any circumstance that affects or could affect the independence of the director.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | X       |             |              | Sec. III, par. 2.11 |
| R.7                                                            | <p>The circumstances that jeopardise, or appear to jeopardise, the independence of a director are at least the following:</p> <ul style="list-style-type: none"> <li>a) if he or she is a significant shareholder of the company;</li> <li>b) if he or she is, or was in the previous three financial years, an executive director or an employee: <ul style="list-style-type: none"> <li>- of the company, of its subsidiary having strategic relevance or of a company subject to joint control;</li> <li>- of a significant shareholder of the company;</li> </ul> </li> <li>c) if he or she has, or had in the previous three financial years, a significant commercial, financial or professional relationship, directly or indirectly (for example through subsidiaries, or through companies of which he or she is an executive director, or as a partner of a professional or a consulting firm): <ul style="list-style-type: none"> <li>- with the company or its subsidiaries, or with their executive directors or top management;</li> <li>- with a subject who, also together with others through a shareholders' agreement, controls the company; or, if the control is held by a company or another entity, with its executive directors or top management;</li> </ul> </li> <li>d) if he or she receives, or received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration other than the fixed remuneration for the position held within the board and for the membership in the committees recommended by the Code or required by law;</li> <li>e) if he or she has served on the board for more than nine years, even if not consecutive, of the last twelve years;</li> <li>f) if he or she holds the position of executive director in another company whereby an executive director of the company holds the office of director;</li> <li>g) if he or she is a shareholder, quota-holder or director of a company or other legal entity belonging to the network of the external auditor of the company;</li> <li>h) if he or she is a close relative of a person who is in any of the circumstances set forth in previous letters.</li> </ul> <p>The board of directors defines ex ante, at least at the beginning of its mandate, the quantitative and qualitative criteria for assessing the significance of the situations set forth above in letters c) and d). If the director is also a partner in a professional or a consulting firm, the board of directors assesses the significance of the professional relationships that may have an effect on his or her position and role within the professional or the consulting firm and in any event those pertaining to important transactions of the company and the group it heads, even regardless of the quantitative parameters.</p> <p>The chair of the board of directors, who has been nominated for such role according to recommendation 23, can be assessed as independent if none of the circumstances set forth above occurs. If the independent chair is member of the board committees recommended by the Code, such committees are made up in majority of independent directors, other than the chair. The independent chair of the board of directors cannot chair the remuneration committee and the control and risk committee.</p> | X       |             |              | Sec. III, par. 2.11 |



| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Applied | Not applied | Inapplicable | Paragraph reference                     |
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| R.8                                                                                | The company defines the diversity criteria for the composition of the board of directors and the control body and identifies the most suitable tool for their implementation, taking into account its ownership structures.<br>At least a third of the board of directors and the control body, where the latter is autonomous, is to be comprised of members of the less represented gender.<br>Companies adopt measures to promote equal treatment and opportunities among genders within the entire organisation, monitoring their specific implementation.                                                                                                                                                                     | X       |             |              | Sec. III, par. 2.3                      |
| R.9                                                                                | All members of the control body meet the independence requirements set out in recommendation 7 for directors. The independence assessment is carried out, with the timing and manner provided for by recommendation 6, by the board of directors or by the control body; such an assessment is based on the information provided by each member of the control body.                                                                                                                                                                                                                                                                                                                                                               | X       |             |              | Sec. III, par. 4.1                      |
| R.10                                                                               | The outcome of the assessments of independence of directors and members of the control body referred to in recommendations 6 and 9 is disclosed to the market immediately after the appointment through a specific press release and, later, in the corporate governance report. In both cases, the outcome of the assessment provides information about: the criteria used for the assessment of the significance of the relationships and, in case of any deviation from the circumstances set forth in recommendation 7, a clear and detailed reason for this choice motivated by the individual situation and characteristics of the director concerned.                                                                       | X       |             |              | Sec. III, parr. 2.11 and 4.1            |
| <b>Article 3 - Functioning of the board of directors and the role of the chair</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |         |             |              |                                         |
| P.IX                                                                               | The board of directors defines the rules and procedures for its functioning, ensuring an efficient flow of information to directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | X       |             |              | Sec. III, par. 2.5<br>Annex 3           |
| P.X                                                                                | The chair of the board of directors plays a liaison role between executive and non-executive directors and ensures the effective functioning of the board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | X       |             |              | Sec. III, par. 2.7<br>Annex 6           |
| P.XI                                                                               | The board of directors ensures an adequate division of its functions and establishes board committees with preliminary, propositional and consultative functions.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | X       |             |              | Sez. III, parr. 2.1 and 3               |
| P.XII                                                                              | Each director ensures adequate time commitment for the fulfilment of their board responsibilities.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | X       |             |              | Sec. III, parr. 2.4 and 2.13<br>Annex 5 |
| R.11                                                                               | The board of directors develops internal rules that define the functioning of the board and its committees, including the means for recording the minutes of the meetings and the procedures for providing information to directors. These procedures identify the prior notice for the submission of the documentation, ensuring that confidentiality issues are properly managed without affecting the timeliness and completeness of the flow of information.<br>The corporate governance report provides adequate information on the main contents of the board of director's internal rules and on compliance with the procedures aimed at ensuring the timeliness and adequacy of the information provided to the directors. | X       |             |              | Sec. III, parr. 2.5 and 3<br>Annex 3    |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Applied | Not applied | Inapplicable | Paragraph reference                    |
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| R.12                                                           | The chair of the board of directors, with the help of the board secretary, ensures that:<br>a) the pre-meeting information and the complementary information provided during the meeting are suitable to allow directors to act in an informed manner;<br>b) the activity of the board committees with preliminary, propositional and consultative functions is coordinated with the activity of the board of directors;<br>c) in agreement with the chief executive officer, the managers of the company and those of the companies of the group it heads, who are competent on the issues concerned, participate in the relevant board meetings to provide appropriate insights on the items on the agenda, also upon request of one or more directors;<br>d) all the members of the board of directors and control body can take part, after the appointment and during the mandate, in initiatives aimed at providing them with adequate knowledge of the industry in which the company operates, the company dynamics and their evolution, also in relation to the company's sustainable success. Such initiatives also cover the risk management issues as well as any relevant part of the regulatory and self-regulatory framework;<br>e) to provide for the adequacy and transparency of the board review, with the support of the nomination committee. | X       |             |              | Sec. III, par. 2.7<br>Annex 6          |
| R.13                                                           | The board of directors appoints an independent director as lead independent director:<br>a) if the chair of the board of directors is the chief executive officer or holds significant managerial powers;<br>b) if the office of chair is held by the person who controls, also jointly, the company;<br>c) in large companies, even in the absence of the conditions indicated in letter a) and b), if requested by the majority of independent directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |         |             | X            | Sec. III, par. 2.12                    |
| R.14                                                           | The lead independent director:<br>a) collects and coordinates the requests and contributions of non-executive directors and, in particular, of independent ones;<br>b) coordinates the meetings of the independent directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |         |             | X            | Sec. III, par. 2.12                    |
| R.15                                                           | In large companies, the board of directors expresses its guidelines on the maximum number of offices that can be considered compatible with an effective performance and the time commitment required by the role of the directors. The relevant offices are those held in corporate bodies of other listed companies and of companies having a significant size.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | X       |             |              | Sec. III, parr. 2.1 and 2.4<br>Annex 5 |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Applied | Not applied | Inapplicable | Paragraph reference           |
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| R.16                                                             | <p>The board of directors sets up internal committees with preliminary, propositional and consultative functions regarding appointments, remuneration and control and risks. These functions can be either assigned to the three board committees recommended by the Code or distributed in a different manner or even combined in a single committee. In any case, the company ensures an adequate disclosure on the tasks and activities carried out by each of the assigned functions, as well as an adequate composition of each committee.</p> <p>The functions of one or more committees can even be assigned to the board of directors, under the coordination of the chair, provided that:</p> <p>a) independent directors represent at least half of the board;</p> <p>b) the board dedicates adequate sessions to the performance of such functions.</p> <p>In the event that the functions of the remuneration committee are assigned to the board of directors, the last paragraph of recommendation 26 applies.</p> <p>Companies other than large ones may assign the functions of the control and risk committee to the board of directors even in absence of the condition set forth above in letter a).</p> <p>Companies with concentrated ownership, even large ones, can assign the functions of the nomination committee to the board of directors even in absence of the condition set forth above in letter a).</p> | X       |             |              | Sec. III, par. 3              |
| R.17                                                             | <p>The board of directors defines the tasks of the committees and their composition, favouring the competence and experience of their members and avoiding, in large companies, an excessive concentration of offices.</p> <p>Each committee is coordinated by a chair who informs the board of directors about the committee's activities at the first useful board meeting.</p> <p>The chair of the committee may invite the chair of the board of directors, the chief executive officer, the other directors and, by informing the chief executive officer, the managers of the corporate functions that are competent on the matters of the committee meeting, to individual committee's meetings. The members of the control body can attend the meetings of each committee.</p> <p>Board committees can have access to the information and the corporate functions that are necessary for the performance of their duties. Board committees have adequate financial resources and can avail themselves of external consultants according to the conditions set forth by the board of directors.</p>                                                                                                                                                                                                                                                                                                                               | X       |             |              | Sec. III, par. 3<br>Annex 7   |
| R.18                                                             | <p>The board of directors, upon proposal of the chair, provides for the appointment and dismissal of the board secretary and defines his or her professional requirements and attributes in the board's internal rules.</p> <p>The board secretary supports the activities of the chair and provides impartial assistance and advice to the board of directors on all aspects relevant to the proper functioning of the corporate governance system.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | X       |             |              | Sec. III, par. 2.8            |
| <b>Article 4 - Appointment of directors and board evaluation</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |         |             |              |                               |
| P.XIII                                                           | <p>The board of directors ensures, within its competence, that the process of appointment and succession of directors is transparent and functional to achieve the optimal composition of the board according to the principles set forth in Article 2.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | X       |             |              | Sec. III, par. 2.2<br>Annex 3 |
| P.XIV                                                            | <p>The board of directors periodically evaluates, through formalised procedures, its effectiveness and the contribution made by individual directors. The implementation of the board evaluation procedures is supervised by the board itself.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | X       |             |              | Sec. III, parr. 2.1 and 2.13  |



| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Applied | Not applied | Inapplicable | Paragraph reference                           |
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| R.19                                                           | The board of directors entrusts the nomination committee to support it on:<br>a) the evaluation of the board and its committees;<br>b) the definition of the optimal composition of the board and its committees;<br>c) the identification of candidates in case of the director's co-optation;<br>d) the possible submission of a slate by the outgoing board, ensuring the transparency of the process that led to the slate's structure and proposition;<br>e) the development, updating and implementation of succession plan for the chief executive officer and the other executive directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | X       |             |              | Sec. III, par. 3.1<br>Annex 7                 |
| R.20                                                           | The majority of directors of the nomination committee are independent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | X       |             |              | Sec. III, par. 3.2                            |
| R.21                                                           | The board evaluation assesses the size, composition and functioning of the board and its committees. It includes also the board's active involvement in the definition of the company's strategy and in the monitoring of the management of the company's business as well as the appropriateness of the internal control and risk management system                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | X       |             |              | Sec. III, par. 2.13<br>Annex 3                |
| R.22                                                           | The board evaluation is conducted at least every three years, before the renewal of the board of directors.<br>In large companies other than those with concentrated ownership, the board evaluation is conducted on an annual basis and can be diversified according to the term of the board's mandate. In such companies, the board considers whether to appoint an external facilitator for its evaluation at least once every three years.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | X       |             |              | Sec. III, parr. 2.13<br>Annex 3               |
| R.23                                                           | In companies other than those with concentrated ownership, the board of directors:<br>- sets forth guidelines on board composition deemed optimal before its renewal, considering the outcome of the board evaluation;<br>- requires anyone submitting a slate with a number of candidates that is higher than half the number of members to be elected to provide adequate information on the compliance of the slate with the board guidelines mentioned above, and with the board diversity criteria set forth in principle VII and recommendation 8. In such cases, the slate also identifies its candidate for the chairmanship of the board, whose appointment is conducted according to the company's bylaws. All the information mentioned in this paragraph are disclosed in the documentation attached to the slate during its filing process.<br>The board guidelines are published on the company's website before the publication of the notice of the shareholders' meeting convened for the board's renewal. They identify the managerial and professional profiles and the skills deemed necessary, having due consideration of the company's sectoral characteristics, the board diversity criteria set forth in principle VII and recommendation 8 as well as the board guidelines on the maximum number of offices set forth in recommendation 15. | X       |             |              | Sec. III, parr. 2.1 and 2.3<br>Annex 5        |
| R.24                                                           | In large companies, the board of directors:<br>- elaborates, with the support of the nomination committee, a plan for the succession of the chief executive officer and executive directors by identifying, at least, the procedures to be followed in the event of an early termination of office;<br>- ascertains the existence of appropriate procedures for the succession of the top management.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | X       |             |              | Sec III, par. 2.14                            |
| Article 5 - Remuneration                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |         |             |              |                                               |
| P.XV                                                           | The remuneration policy for directors, members of the control body and the top management contributes to the pursuit of the company's sustainable success and takes into account the need to have, retain and motivate people with the competence and professionalism deemed adequate for their role.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | X       |             |              | Sec. III, par. 2.15<br>Report on Remuneration |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Applied | Not applied | Inapplicable | Paragraph reference                                     |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-------------|--------------|---------------------------------------------------------|
| P.XVI                                                          | The remuneration policy is developed by the board of directors through a transparent procedure.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | X       |             |              | Sec. III, par. 2.1 and 2.15<br>Report on Remuneration   |
| P.XVII                                                         | The board of directors ensures that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, considering the results achieved and any other circumstances relevant for its implementation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | X       |             |              | Sec. III, parr. 2.1 and 2.15<br>Report on Remuneration  |
| R.25                                                           | <p>The board of directors entrusts the remuneration committee with the task of:</p> <ul style="list-style-type: none"> <li>a) supporting it in the development of the remuneration policy;</li> <li>b) submitting proposals or expressing opinions on the remuneration of executive directors and other directors who hold specific responsibilities, as well as on the setting of performance objectives related to the variable component of this remuneration;</li> <li>c) monitoring the actual application of the remuneration policy and verifying the effective achievement of the performance objectives;</li> <li>d) periodically assessing the adequacy and overall consistency of the remuneration policy for directors and the top management.</li> </ul> <p>In order to have people with adequate competence and professionalism, the remuneration of executive and non-executive directors and of the members of the control body is defined with due consideration of the remuneration practices that are common with regards to the company's reference sectors and size. It also considers comparable international practices, with the possible support of an independent consultant.</p> | X       |             |              | Sec. III, par. 3.2<br>Annex 7<br>Report on Remuneration |
| R.26                                                           | <p>The remuneration committee is made up of non-executive directors, the majority of whom are independent, and is chaired by an independent director. At least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies; such skills are assessed by the board of directors before his or her appointment.</p> <p>No director takes part in the meetings of the remuneration committee in which proposals relating to his or her remuneration are made.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | X       |             |              | Sec. III, par. 3.2                                      |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Applied | Not applied | Inapplicable | Paragraph reference                              |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-------------|--------------|--------------------------------------------------|
| R.27                                                           | <p>The remuneration policy for executive directors and the top management defines:</p> <p>a) a balance between the fixed and the variable component which is consistent with the company's strategic objectives and risk management policy. Consistency is assessed taking into consideration the business's characteristics and the industry of the company. The variable component has in any case a significant weight on the overall remuneration;</p> <p>b) caps to the variable components;</p> <p>c) performance objectives, to which is linked the payment of the variable components, that are predetermined, measurable and predominantly linked to the long-term horizon. They are consistent with the company's strategic objectives and with the aim of promoting its sustainable success and includes non-financial parameters, where relevant;</p> <p>d) an adequate deferral of a significant part of the variable component that has been already accrued. Such a deferral period is consistent with the company's business activity and its risk profile;</p> <p>e) provisions that enable the company to recover and/or withhold, in whole or in part, the variable components already paid-out or due, where they were based on data which subsequently proved to be manifestly misstated. The company can identify other circumstances in which such provisions are applied;</p> <p>f) clear and predetermined rules for possible termination payments, establishing a cap to the total amount that might be paid out. The cap is linked to a certain amount or a certain number of years of remuneration. No indemnity is paid out if the termination of the office is motivated by director's objectively inadequate results.</p> | X       |             |              | Sec. III, par. 2.15<br>Report on<br>Remuneration |
| R.28                                                           | The share-based remuneration plans for executive directors and the top management are aligned with the interests of the shareholders over a long-term horizon, providing that a predominant part of the plan has an overall vesting and holding period of at least five years.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | X       |             |              | Sec. III, par. 2.15<br>Report on<br>Remuneration |
| R.29                                                           | The remuneration of non-executive directors is adequate to the competence, professionalism and commitment required by their role within the board of directors and its committees; this remuneration is not related to financial performance objectives, except for a non-significant part.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | X       |             |              | Sec. III, par. 2.15<br>Report on<br>Remuneration |
| R.30                                                           | The remuneration of the members of the control body is adequate to the competence, professionalism and commitment required by their role and the company's size, industry and current situation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | X       |             |              | Sec. III, par. 4.1<br>Report on<br>Remuneration  |



| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Applied | Not applied | Inapplicable | Paragraph reference                              |
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| R.31                                                           | <p>On the occasion of the termination of office and/or dissolution of the relationship with an executive director or general manager, a press release is published as soon as the internal processes that led to the assignment or the recognition of any indemnities and/or other benefits has been concluded.</p> <p>The press release provides for detailed information on:</p> <ul style="list-style-type: none"> <li>a) the assignment or the recognition of indemnities and/or other benefits, the circumstances that justify their accrual (e.g. due to the expiration of the term of office, its termination or a settlement agreement) and the decision-making process followed for this purpose within the company;</li> <li>b) the total amount of the indemnity and/or other benefits, the related components (including non-monetary benefits, the vesting of rights connected with incentive plans, the compensation for non-competitive commitments or any other remuneration allocated to any reason and in any form) and the timing of their disbursement (distinguishing the part paid immediately from the part subject to deferral mechanisms);</li> <li>c) the application of any claw-back or malus clauses;</li> <li>d) the compliance of the elements indicated in letters a), b) and c) consistently with the remuneration policy, with a clear indication of the reasons and the decision-making process followed in the event of non-compliance, even if only partial, with the policy itself;</li> <li>e) the procedures that have been or will be followed for the replacement of the executive director or the general manager whose office has been terminated.</li> </ul> | X       |             |              | Sec. III, par. 2.15<br>Report on Remuneration    |
| <b>Article 6 - Internal control and risk management system</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |             |              |                                                  |
| P.XVIII                                                        | The internal control and risk management system consists of a set of rules, procedures and organisational structures for an effective and efficient identification, measurement, management and monitoring of the main risks, aimed at contributing to the sustainable success of the company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | X       |             |              | Sec. IV, par. 1                                  |
| P.XIX                                                          | The board of directors defines the guidelines of the internal control and risk management system in accordance with the company's strategies and annually assesses its adequacy and effectiveness.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | X       |             |              | Sec. III, par. 2.1<br>Sec. IV, parr. 1.1 and 1.2 |
| P.XX                                                           | The board of directors defines the principles concerning the coordination and the flow of information among the parties involved in the internal control and risk management system. Such principles aim at maximising the effectiveness of the system itself, reducing the duplication of activities and ensuring the successful performance of the duties of the control body.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | X       |             |              | Sec. III, par. 2.1<br>Sec. IV, par. 1.3          |
| R.32                                                           | <p>The organisation of the internal control and risk management system involves:</p> <ul style="list-style-type: none"> <li>a) the board of directors, which plays a role in guiding and assessing the adequacy of the system;</li> <li>b) the chief executive officer, in charge of establishing and maintaining the internal control and risk management system;</li> <li>c) the control and risk committee set up within the board of directors, with the task of supporting the board of directors' assessments and decisions relating to the internal control and risk management system and the approval of periodical financial and non-financial reports. In companies that adopt the "one-tier" or "two-tier" corporate model, the functions of the control and risk committee can be assigned to the control body.</li> <li>d) the head of the internal audit function who is in charge of verifying that the internal control and risk management system is functional, adequate and consistent with the guidelines defined by the board of directors;</li> <li>e) the other corporate functions involved in the internal control and risk management system (such as the risk management functions and the functions dealing with legal and non-compliance risk) which are articulated in relation to the company's size, sector, complexity and risk profile;</li> <li>f) the control body, which monitors the effectiveness of the internal control and risk management system.</li> </ul>                                                                                                                                                                                                  | X       |             |              | Sec. IV, par. 1.2                                |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Applied | Not applied | Inapplicable | Paragraph reference                     |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-------------|--------------|-----------------------------------------|
| R.33                                                           | <p>The board of directors, with the support of the control and risk committee:</p> <ul style="list-style-type: none"> <li>a) defines the guidelines of the internal control and risk management system consistently with the company's strategies and assesses, at least once a year, the adequacy of this system with respect to the company's characteristics and its risk profile, as well as its effectiveness;</li> <li>b) appoints and dismisses the head of the internal audit function, defining his or her remuneration which is consistent with the company policies. The board ensures that he or she has adequate resources to carry out his or her duties. If the internal audit function is entrusted, as a whole or by operating segments, to an external entity, the board ensures that it meets the adequate requirements of professionalism, independence and organisation, providing adequate reasons for this choice in the corporate governance report;</li> <li>c) approves, at least on an annual basis, the work plan prepared by the head of the internal audit function, after hearing the control body and the chief executive officer;</li> <li>d) evaluates the opportunity to take measures to ensure the effectiveness and impartial assistance of the other corporate functions mentioned in recommendation 32(e). To this end, the board verifies that such functions have adequate professionalism and resources;</li> <li>e) assigns the supervisory functions pursuant to Article 6, paragraph 1, letter b), of Legislative Decree No. 231/2001 to the control body or to a body established specifically for this purpose (the so-called functions of the "Organismo di Vigilanza"). If the body does not correspond to the control body, the board of directors considers whether to appoint within the body at least one non-executive director and/or a member of the control body and/or the head of a legal or supervisory function of the company, in order to ensure coordination among the various parties involved in the internal control and risk management system;</li> <li>f) evaluates, after consultation with the control body, the results presented by the statutory auditor in any letter of suggestions and in the additional report addressed to the control body;</li> <li>g) describes, in the corporate governance report, the main characteristics of the internal control and risk management system and the methods of coordination among the subjects involved. The report provides information about the national and international reference models and best practices adopted and the board's overall assessment of the adequacy of the system itself. Moreover, it provides an adequate explanation of the composition of the control body referred to in letter e) above.</li> </ul> | X       |             |              | Sec. III, par. 2.1<br>Sec. IV, par. 1.2 |
| R.34                                                           | <p>The chief executive officer:</p> <ul style="list-style-type: none"> <li>a) identifies the main business risks, considering the characteristics of the activities carried out by the company and its subsidiaries, and periodically submit them to the examination of the board of directors;</li> <li>b) implements the guidelines defined by the board of directors, providing for the design, implementation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory landscape;</li> <li>c) can entrust the internal audit with the tasks of carrying out specific controls on defined operational areas and on compliance with internal rules and procedures in the implementation of company transactions. Such requests are contextually conveyed to the chair of the board of directors, to the chair of the control and risk committee and to the chair of the control body;</li> <li>d) reports promptly to the control and risk committee on problems and critical issues that emerged in the performance of his or her activity or of which he or she nevertheless has information so that the committee can take appropriate actions.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | X       |             |              | Sec. III, par. 2.9<br>Sec. IV, par. 1.2 |

| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Applied | Not applied | Inapplicable | Paragraph reference                                |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-------------|--------------|----------------------------------------------------|
| R.35                                                           | <p>The control and risk committee is comprised of non-executive directors, the majority of whom are independent, and is chaired by an independent director.</p> <p>The committee has expertise that is consistent with the company's industry and assessment of its risks; at least one member of the committee has adequate knowledge and experience in accounting, finance or risk management.</p> <p>The control and risk committee, in assisting the board of directors:</p> <ul style="list-style-type: none"> <li>a) assesses the external auditor and the control body, the correct application of the accounting principles and, in the case of groups, their homogeneity for the purposes of preparing the consolidated financial statement, after hearing the manager responsible for the corporate financial documents;</li> <li>b) assesses whether the periodic financial and non-financial information is suitable to correctly represent the company's business model, its strategies, the impact of its business and the performance achieved, in coordination with the committee mentioned in recommendation 1(a), if established;</li> <li>c) examines the content of the periodic non-financial information relevant to the internal control and risk management system;</li> <li>d) expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the board of directors' assessments and decisions relating to the management of risks deriving from prejudicial facts of which the latter has become aware</li> <li>e) examines the periodic and particularly relevant reports prepared by the internal audit function;</li> <li>f) monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function;</li> <li>g) can entrust the internal audit with the task of carrying out specific controls on defined operational areas. Such a request is contextually conveyed to the chair of the control body;</li> <li>h reports to the board of directors, at least upon the approval of the annual and half-yearly financial report, on the activities carried out and on the adequacy of the internal control and risk management system.</li> </ul> | X       |             |              | Sec. III, par. 3.1<br>Sec. IV, par. 1.2<br>Annex 7 |
| R.36                                                           | <p>The head of the internal audit function is not responsible for any operational area. He or she depends hierarchically on the board of directors and has direct access to all information that is useful for carrying out his or her duty.</p> <p>The head of the internal audit function:</p> <ul style="list-style-type: none"> <li>a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the functioning and the suitability of the internal control and risk management system according to the audit pla. The audit pla is approved by the board of directors and is based on a structured process of analysis and prioritisation of the main risks;</li> <li>b) prepares periodic reports containing adequate information on its activity, on the ways in which risk management is conducted, as well as on compliance with the plans defined for the containment of risks. The periodic reports contain an assessment of the suitability of the internal control and risk management system;</li> <li>c) prepares promptly, at the request of the control body, reports on events of particular relevance;</li> <li>d) submits the reports referred to in letters b) and c) to the chairs of the control body, of the control and risk committee and of the board of directors, as well as to the chief executive officer, except in cases where the matter of these reports specifically concerns the activity of these subjects;</li> <li>e) verifies, as part of the audit plan, the reliability of the information systems, including the accounting systems.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | X       |             |              | Sec. IV, par. 1.2                                  |



| CODE OF CORPORATE GOVERNANCE<br>Principles and Recommendations |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Applied | Not<br>applied | Inapplicable | Paragraph reference                               |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----------------|--------------|---------------------------------------------------|
| R.37                                                           | <p>The member of the control body who, on his or her own behalf or on behalf of third parties, has an interest in a specific transaction of the company, provides prompt and exhaustive information to the other members of the same body and to the chair of the board of directors about the nature, terms, origin and extent of his or her interest.</p> <p>The control body and the control and risk committee promptly exchange relevant information for the performance of their respective duties. The chair or an other member of the control body designated by its chair takes part in the meetings of the control and risk committee.</p> | X       |                |              | Sec. III, par. 4.1<br>Sec. IV, parr. 1.3 and 3.13 |

# ANNEX 2

## Shareholders' meeting: role and functioning

### 1. Role and functions of the Shareholders' Meeting

Pursuant to the law and the Articles of Association, the Ordinary Shareholders' Meeting:

- approves the financial statements;
- appoints and dismisses the directors; appoints the statutory auditors and the Chair of the Board of Statutory Auditors, as well as the External Auditors, based on a reasoned proposal from the Board of Statutory Auditors;
- determines the remuneration of the directors and statutory auditors;
- resolves on the responsibility of the directors and statutory auditors;
- resolves on the other issues allocated by law to the Shareholders' Meeting;
- approves the regulations governing Shareholders' Meeting duties;

Pursuant to law, the Extraordinary Shareholders' Meeting adopts resolutions on:

- amendments to the Articles of Association;
- extraordinary transactions other than matters that, pursuant to the Articles of Association, are reserved to the Board of Directors.

Article 12 of the Articles of Association provides that the Board of Directors is competent to adopt resolutions on specific matters.

### 2. Convocation, validity and right to speak at Shareholders' Meetings<sup>67</sup>

The Shareholders' Meeting is convened through a notice published on the Company's website at least 30 days prior to the Meeting date (or by another deadline specified by law for specific matters). In the case of a Shareholders' Meeting convened to elect members of the administration and control bodies using a list voting mechanism, the deadline for publishing the notice of meeting is 40 days prior to the date of the Shareholders' Meeting. The notice of meeting sets out the applicable regulations and describes the procedure for speaking at a Shareholders' Meeting. The Shareholders' Meeting may be attended by shareholders for whom a notification certifying their entitlement has been provided to the Company by an authorised intermediary pursuant to applicable legislation, at the end of the business day on the seventh market day prior to the date set for the Shareholders' Meeting in a single call (the record date). The notification must reach Snam by the end of the third trading day prior to the date set for the Meeting convened in a single call.

Those with voting rights may be represented by written proxy within the limits established by law; notice of this proxy may be given by certified email. The relevant

documents shall be kept by the Company. In order to facilitate shareholders' participation in the Shareholders' Meeting, the Company, pursuant to Article 135-undecies of TUF, shall appoint a representative whom shareholders may nominate as their proxy free of charge, giving them voting instructions on some or all of the proposals relating to the agenda items.

To facilitate shareholder participation, the Articles of Association indicate that the Company must provide shareholder associations which satisfy the pertinent regulatory requirements with space to communicate and gather proxies from employee shareholders of the Company and its Subsidiaries. The terms and procedures for gathering proxies are agreed from time to time with the legal representatives of said associations.

Shareholders may ask questions on agenda items both prior to and during the Meeting. The notice of meeting shall indicate the deadline within which any questions submitted prior to the Meeting must reach the Company.<sup>68</sup> Questions arriving before the Shareholders' Meeting shall be answered during the Meeting. A policy

statement is given in observance of the provisions governing price-sensitive information.

Shareholders that, either individually or jointly, represent at least one-fortieth of the share capital, may request, within 10 days of the publication of the notice of meeting (or within another deadline provided for by law for specific matters), additions to the list of items to be discussed, indicating in their request the proposed additional items, or submit draft resolutions on items already on the agenda.

<sup>67</sup> Regarding the holding of meetings of listed companies, Article 3, Paragraph 14-sexies of Decree-Law No. 202 of 27 December 2024, converted, with amendments, by Law No. 15 of 21 February 2025, extended until 31 December 2025 the possibility for listed companies to allow participation in shareholders' meetings only through the designated representative provided for by Article 135-undecies TUF.

<sup>68</sup> Pursuant to Article 127-ter of TUF, the deadline cannot be earlier than five days prior to the date of the first or single call of the Shareholders' Meeting, or to the date indicated in Article 83-sexies, paragraph 2, TUF if the notice of meeting requires the Company to provide a response to the questions received before the Meeting. In the latter case, the answers shall be provided at least two days before the Shareholders' Meeting, including through publication in a dedicated section of the Company website and the ownership of the voting right may also be certified after the submission of the questions, but no later than the third day following the date indicated in Article 83-sexies, paragraph 2, TUF. No response is required, either before or during the Meeting, to questions deposited in advance if the information requested is already available in question-and-answer format in the section of the Company website indicated in Article 127-ter, paragraph 1-bis of TUF, or if the answer has already been published pursuant to said paragraph.

# ANNEX 3

## Board of Directors: appointment, term of office and functioning

### 1. Appointment of the Board of Directors

#### (i) Overview

Article 13 of the Articles of Association provides for a list voting mechanism for the appointment of the Board of Directors, which is structured in such a way as to permit the presence on the Board of Directors of directors appointed by minority shareholders, and the allocation of directors to be elected on the basis of a criterion that ensures gender balance in the Board of Directors; in particular, Article 13 of the Articles of Association, as amended on 2 February 2021, provides that at least two-fifth of the members of the Board of Directors, or any different decimal - if higher - set forth in the applicable pro-tempore provisions, shall belong to the less-represented gender<sup>69</sup>.

Furthermore, the Articles of Association state, with greater stringency than is required by Article 147-ter, paragraph 4 of TUF, that at least one director, if the Board of Directors is composed of no more than seven members, or at least three directors, if the Board is composed of more than seven members, must meet the independence criteria set out in the TUF<sup>70</sup>. The list voting mechanism applies only for the replacement

of the entire Board of Directors. The Shareholders' Meeting may change the number of members on the Board of Directors, including during its term of office, provided that it remains within the limit of a minimum of five and a maximum of nine, as set out in the Articles of Association, making the relevant appointments. The term of office of directors thus elected shall expire with those in office.

Candidates meeting the independence requirements must be specifically indicated on the lists. All candidates must also meet the integrity requirements established by applicable legislation.

Lists may be submitted by shareholders that, either alone or together with other shareholders, represent the minimum percentage calculated pursuant to the regulations in force. Each shareholder may submit or contribute to the submission of only one list and may vote for one list only.

Lists are filed at the registered office by the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve on the appointment of members of the Board of Directors and made available to the public by the methods provided for by law and by the Issuers' Regulations at least twenty-one days prior to the date of the Shareholders' Meeting. In addition to the lists, the following documents must also be submitted:

- a CV for each candidate;
- statements from the candidates in which they accept their candidacy and declare, assuming full responsibility, that there are no grounds for ineligibility or incompatibility, and that they satisfy all applicable integrity and independence requirements. Appointed directors must inform the Company if they cease to meet the independence and integrity requirements or if any grounds for ineligibility or incompatibility arise.

#### (ii) List voting mechanism

The following is a description of the procedures for appointing members of the Board of Directors through the list voting mechanism pursuant to Article 13 of the Articles of Association:

- seven-tenths of the directors to be elected are taken from the list receiving the majority of the shareholders' votes (the "Majority List") in the consecutive order in which they appear on the list, rounding down to the nearest whole number if the number is a decimal;
- the remaining directors shall be taken from other lists (the "Minority Lists") that may not be associated in any way, including indirectly, with shareholders that submitted or voted for the list that obtained the highest number of votes; therefore, the votes obtained by said lists are divided successively by one, two or three, depending on the progressive number of directors to be elected. The quotients thus obtained shall be assigned progressively to candidates from each of these lists, according to the order shown therein. The quotients thus assigned to candidates from the different lists shall be arranged in a single decreasing gradation. Those obtaining the highest quotients are elected. If several candidates obtain the same quotient, the candidate from the list that has not yet elected any director or that has elected the smallest number of directors will be elected. If none of these lists has yet elected a director or if all have elected the same number of directors, the candidate from the list obtaining the greatest number of votes shall be elected. If the voting on lists is tied and the quotient is also tied, a new vote by the entire Shareholders' Meeting shall be held, and the candidate winning a simple majority of votes shall be elected;
- b - bis) if the Majority List does not contain enough candidates to ensure that the number of directors to be elected pursuant to letter a) above can be obtained from the list, all the candidates listed will be taken from this list, according to the sequential order of the list; having then taken the other directors from the Minority Lists, pursuant to letter b) above, for the number of positions, amounting to three-tenths of the total, provided for this list, the remaining directors, for positions not covered by the Majority List, shall be taken from the list obtaining the highest number of votes among the Minority Lists (the "First Minority List") up to the capacity of this list. If there is insufficient capacity, the remaining directors will be taken, using the same procedures, from the next list (the "Second Minority List") or from any of the subsequent lists, according to the number of votes and the capacity of the lists. Lastly, if the total number of candidates included in the lists submitted, both in the Majority List and in the Minority Lists, is less than the number of directors to be elected, the remaining directors shall be elected by the shareholders' meeting by means of a resolution adopted pursuant to letter d) below;
- if, after applying the procedure described above, the minimum number of independent directors required by the Articles of Association is not elected, the quotient of votes to be attributed to each candidate taken from the lists is calculated by dividing the number of votes for each list by the order number of each of these candidates; non-independent candidates with the lowest quotients among the candidates taken from all the lists shall be replaced, starting from the lowest, by the independent candidates taken from the same list as the candidate being replaced (following the order in which they are listed); otherwise, they shall be replaced by persons who meet the independence

<sup>69</sup> Paragraph 1-ter of Article 147-ter of Consolidated Financial Act, which governs the appointment of directors in such a way as to ensure a gender balance, as last amended by Article 1, paragraph 302, of Law No. 160 of 27 December 2019, it provides that at least two-fifths of the elected directors must be of the less-represented gender.

<sup>70</sup> Or, pursuant to Article 147- ter, paragraph 4 of TUF, the independence criteria required for statutory auditors pursuant to Article 148, paragraph 3 of the TUF.



criteria and appointed in accordance with the procedure described under e). If candidates taken from different lists have obtained the same quotient, the candidate from the list from which the highest number of directors has been taken shall be replaced, or, if the numbers of directors are the same, the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who obtains the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced;

- d) if the procedure described under letters a) b) and b)- bis above does not allow for compliance with the provisions in the Articles of Association on gender balance, the quotient of votes to be attributed to each candidate taken from the lists shall be calculated by dividing the number of votes for each list by the order number of each of these candidates; the candidate of the more-represented gender with the lowest quotient among the candidates taken from all the lists shall be replaced, notwithstanding compliance with the minimum number of independent directors, by the candidate of the less-represented gender (with the next highest order number) taken from the same list as the replaced candidate; otherwise, the candidate shall be replaced by the person appointed in accordance with the procedure described under e). If candidates from different lists have obtained the same lowest quotient, the candidate from the list from which the greater number of directors has been taken shall be replaced, or the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who obtains the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced;

- e) for the appointment of directors not appointed for any reason by the above procedures, the Shareholders' Meeting shall resolve by statutory majority to ensure that the composition of the Board of Directors is consistent both with the law and with the Articles of Association.

Additional mandatory provisions of law, including regulatory provisions, shall remain applicable in any case.

**2. Term of office, termination and forfeiture**

Pursuant to Article 13.2 of the Articles of Association, directors may be appointed for a period not exceeding three financial years, which term expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their term of office. They may be re-elected. Pursuant to Article 13.8 of the Articles of Association, if, during the financial year, the office of one or more directors is vacated, the provisions of law shall apply.<sup>71</sup> If the majority of the directors should vacate their offices, the entire Board shall be deemed to have resigned, and a Shareholders' Meeting must be called without delay by the Board of Directors in order to replace it.

Pursuant to Article 13.4 of the Articles of Association, the Board shall evaluate, on an annual basis, the independence and integrity of the directors, as well as

<sup>71</sup> Pursuant to Article 2386 of the Italian Civil Code, if, during the financial year, one or more directors cease to hold office, the other directors will replace the director(s) in question by means of a resolution to be approved by the Board of Statutory Auditors, provided that the majority of the directors have been appointed by the Shareholders' Meeting.

the lack of grounds for ineligibility and incompatibility<sup>72</sup>. If one of the directors does not fulfil or no longer fulfils the established independence or integrity requirements imposed by law, or if there are grounds for ineligibility or incompatibility, the Board will dismiss the director and arrange for him/her to be replaced, or will ask that he/she either removes the grounds for incompatibility within an established period of time or forfeit the office.

**3. Organization and functioning of the Board of Directors**

The Regulation on the functioning and organization of the Board of Directors (the "Regulation") identifies, in addition to the tasks attributed to the Board, the Chair and the Secretary of the Board: (i) the procedures for convening and conducting Board meetings, including the related minutes; (ii) the preparation and provision of documentation; (iii) board evaluation and board induction activities; (iv) confidentiality obligations applicable to Board members.

**3.1 Meetings of the Board of Directors**

The Board of Directors is convened on the dates provided for in the financial calendar and the annual schedule of meetings approved by the Board, or in

<sup>72</sup> The grounds for incompatibility include the provisions of Article 2, paragraph 2, letter c) of the DPCM of 25 May 2012, as amended by the Prime Ministerial Decree of 15 November 2019, which provides that members of administrative or control bodies, as well as those with managerial functions at Cassa di Risparmio di Firenze S.p.A., who have a direct or indirect professional or financial relationship with companies operating in the natural gas transportation or electricity transmission sector, at Snam, Terna S.p.A. and their subsidiaries operating in the natural gas transportation or electricity transmission sector, may not hold office at Eni S.p.A. or its subsidiaries, nor may they have any direct or indirect professional or financial relationship with said companies.

other cases provided for in the Articles of Association. The financial calendar and the annual schedule of meetings are drafted by the Chair with the assistance of the Secretary, taking into account the availability of Directors and Statutory Auditors, so as to ensure their maximum attendance at Board meetings and at the Shareholders' Meeting, and are approved by the Board of Directors.

Pursuant to the Articles of Association and the Regulation, the Board of Directors is convened by the Chair or, if he/she is absent or unable to do so, by the CEO, or, finally, if he/she is absent or unable to do so, by the eldest Board member.

The notice of the meeting, signed by the Chair, is drafted in agreement with the Chief Executive Officer and indicates: (i) the place of the meeting; (ii) the ways in which it is possible to participate in the meeting by tele or videoconference or the different ways of participating in the meeting; (iii) the date and time of the meeting; (iv) the agenda.

The notice of meeting is sent, at the request of the Chair, by the Secretary, to the Directors and Statutory Auditors, in such a way as to ensure the confidentiality of the data and information contained therein. As a rule, it is transmitted electronically by uploading it in the section of the digital portal to which members have restricted access or by e-mail to the address indicated by each recipient to the Secretary of the Board at least five days before the meeting and, in cases of necessity and urgency, at least 12 hours before the meeting.

At the beginning of each Board meeting, directors and statutory auditors are required to inform the Board of Directors and the Board of Statutory Auditors of any interest that they have, either on their own behalf or on behalf of third parties, in a given Company transaction.

The members of the Board of Directors must try to ensure attendance at the meeting for its entire duration. The members of the Board of Directors shall ensure an average attendance at Board meetings of not less than 80% of the meetings held during the financial year, unless there are justified reasons.

The Chair of the Board of Directors, with the help of the Secretary, ensures, in agreement with the CEO, that Company and Group executives, heads of company departments responsible for the subject matter, or other external persons, attend Board meetings, also at the request of individual Board members, to provide the necessary in-depth analyses on the items on the agenda. These parties shall leave the room at the start of the Board discussion, unless otherwise requested by the Chair, and shall comply with the confidentiality obligations set out in Article 13 of this Regulation.

Except in cases where the minutes are required by law to be drawn up by a notary public, the minutes of the meetings are taken by the Secretary of the Board, who may be assisted for this purpose by personnel from the Legal Department with specific skills in corporate law.

For the sole purpose of facilitating the taking of minutes of the meeting, the meetings of the Board of Directors, at the request of the Chair, may be audio-recorded; such recordings and any transcriptions shall be kept only until the relevant minutes are approved.

The minutes are drawn up in analytical form, reporting the speeches made during the Board discussion, summarized by the Secretary of the Board and includes, in the text attached or in the Company's records, the documentation made available to the Board of Directors. The draft minutes prepared by the Secretary are previously submitted to the Chair and to the Chief Executive Officer who may provide any comments and

observations. The draft minutes, as possibly integrated, are then submitted to all members of the Board of Directors and the Board of Statutory Auditors, who may submit comments and observations by addressing them to the Secretary. The Board normally approves the final text of the minutes at the following Board meeting.

**3.2 Documentation**

The Chair, with the assistance of the Secretary, ensures that the pre-meeting information and additional information provided during meetings are suitable to enable Directors to act in an informed manner in the performance of their duties.

Documents are made available to the Directors and the Statutory Auditors by the Secretary of the Board at least five days before the date of the meeting, except in exceptional cases. It is however understood that if the information is not made available within this deadline, adequate and punctual in-depth analyses will be guaranteed during the meeting.

The documentation shall be made available in the same way as the notice of meeting.

In the event that the corporate documentation made available for the Board meeting contains inside information, at the time it is made available the Chair with the help of the Secretary shall draw attention to the privileged nature of the documentation and to compliance with the regulatory provisions in force and the procedures adopted by the Company regarding the handling and disclosure of inside information and the prevention of market abuses.

The Director designated by State Grid Europe (if and to the extent that such Director is not independent pursuant to Article 148 of Legislative Decree No.

58/1998) shall not be provided, to the fullest extent permitted by law, with information and/or documentation of Snam relating to matters on which it has a conflict of interest on behalf of State Grid Europe and/or any entity affiliated with it, in relation to business opportunities in which Snam, on the one hand, and State Grid Europe and/or any entity affiliated with it, on the other hand, have an interest and competition may exist. Furthermore, the same Director may not take part in Board of Directors' discussions concerning the aforementioned matters.

**3.3 Board evaluation and board induction**

The Board of Directors, with the support of the Sustainability and Energy Transition Scenarios Committee, carries out, at least once a year, an evaluation of the functioning of the Board itself and its Committees. The self- assessment may be carried out in different ways during the Board's term of office and may be conducted with the support of an independent advisor.

The self- assessment shall focus on the size, composition and actual functioning of the Board of Directors and its Committees, also considering its role in defining strategies and monitoring management performance and the adequacy of the internal control and risk management system.

Taking into account the results of the self- assessment, the Board of Directors, in view of each renewal, expresses to the shareholders a guideline on its optimal qualitative and quantitative composition. This guideline identifies the managerial and professional profiles and skills deemed necessary, also in light of the Company's sectorial characteristics and taking into account the statutory and regulatory provisions from time to time in force on gender equality.

The Chair, with the assistance of the Secretary, shall ensure that all members of the management and control bodies can take part, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company and its subsidiaries operate, of corporate dynamics and their evolution, also with a view to the sustainable success of the Company and the Group, as well as of the principles of correct risk management and of the regulatory and self-regulatory framework of reference (so-called board induction).

**3.4. Confidentiality**

Directors are bound by the confidentiality obligations applicable to them by reason of their office.

Other participants in meetings are required to observe the utmost confidentiality with regard to documents, news, information and data of which they have become aware in the performance of their duties relating to the activities of the Board of Directors. The Chair invites the participants, other than Directors, to comply with this duty.

## ANNEX 4

### Power of the Board of Directors

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| <b>Examination and approval of strategic, business and financial plans</b>                              | <ul style="list-style-type: none"><li>➤ Defines the strategic guidelines and the objectives of the Company and the Group, including the sustainability policies</li><li>➤ Examines and approves, monitoring the relevant implementation, the strategic, business and financial plans of the Company and the Group, on an annual basis, as well as the Company's strategic agreements and its annual and multi-year infrastructure plan</li><li>➤ Examines and approves the financial statement of the Company and the consolidated financial statement, the half-year report, interim reports on operations of the Company and the consolidated ones, the Sustainability Report and the Report on Corporate Governance and Ownership Structure</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Definition of corporate governance and Group structure</b>                                           | <p>It defines the system and rules of corporate governance of the Company and the Group. In particular:</p> <ul style="list-style-type: none"><li>➤ Adopts rules that ensure the transparency and correctness of transactions with related parties and transactions in which directors and statutory auditors have an interest, following consultation with the CRRPTC</li><li>➤ Adopts a procedure for the management and communication of corporate information, with a specific focus on inside information</li><li>➤ Establishes internal Committees, having propositional and advisory functions, appointing their members, setting out their tasks and approving their regulations, from which it receives half-yearly reports</li><li>➤ Appoints and revokes the general managers and the Financial Reporting Officer, and identifies the person responsible for shareholder relations</li><li>➤ Ensures that the Chief Executive Officer identifies the person responsible for the structure in charge of managing relations with shareholders</li><li>➤ Resolves upon the exercise of voting rights at the Shareholders' Meetings of the Subsidiaries, upon proposal of the Chief Executive Officer</li><li>➤ Resolves, upon proposal of the ACC, on the appointments of the members of the corporate bodies of Subsidiaries included in the scope of consolidation and of strategic foreign subsidiaries</li><li>➤ Formulates proposals for resolutions to be submitted to the Shareholders' Meeting.</li></ul> |
| <b>Assessment of the adequacy of the organisational, administrative and accounting structure</b>        | <ul style="list-style-type: none"><li>➤ Defines the basic guidelines for the organisational, administrative and accounting structure of the Company and its Subsidiaries, evaluating its adequacy on an annual basis, with a particular focus on the internal control and risk management system</li><li>➤ Defines, after consulting the CRRPTC, guidelines for the internal control and risk management system, in order to ensure the identification, measurement, management and monitoring of key risks, and also determining the degree of compatibility of these risks with a management of the Company and the Group consistent with the identified strategic objectives, evaluating annually their adequacy and effectiveness</li><li>➤ Assesses, after consulting the CRRPTC and the Board of Statutory Auditors, the results presented by the external auditors in any letter of suggestions and in the report on the fundamental questions arising from the audit</li><li>➤ Appoints and revokes the Head of Internal Audit, defining his/her remuneration in line with the Company's remuneration policies, and ensures that it has adequate resources to carry out its duties</li><li>➤ Approves, at least once a year, the Audit Plan prepared by the Internal Audit Manager</li></ul>                                                                                                                                                                                                                      |
| <b>Continuous assessment of general operational performance and relations with the delegated bodies</b> | <ul style="list-style-type: none"><li>➤ Assesses the general management performance, having regard to the information received from the delegated bodies, paying particular attention to situations of conflicts of interest and periodically comparing the results achieved, as stated in the financial statements and the periodic accounting statements, with those of the budget</li><li>➤ Assigns and revokes powers to the members of the Board of Directors, in particular the Chair and the Chief Executive Officer, identified as the Director in charge of the internal control and risk management system, defining their limits, methods of exercise and related remuneration, who report at least quarterly to the Board of Directors and the Board of Statutory Auditors on the exercise of their powers and on the most important economic and financial transactions carried out by the Company and its Subsidiaries, as well as on transactions with related parties<sup>73</sup></li><li>➤ Has the power to issue directives to the delegated bodies and take over operations falling within the scope of the delegated powers</li><li>➤ Examines and resolves on other issues that the directors with delegated powers deem appropriate to bring to the attention of the Board of Directors, due to their particular relevance and sensitivity</li></ul>                                                                                                                                               |

73 The disclosure shall be made promptly in the event of transactions in which the directors have an interest of their own or on behalf of third parties, or which are influenced by any entity exercising direction and coordination activities. This disclosure is normally provided for at each board meeting.

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| <b>Approval of the significant transactions of Snam and the Subsidiaries</b>                            | <ul style="list-style-type: none"><li>➤ Approves: (i) mergers in the cases referred to in Articles 2505 and 2505-bis of the Italian Civil Code, also as referred to for demergers; (ii) the establishment, modification and elimination of secondary offices; (iii) the reduction of the share capital in the event of withdrawal of shareholders; (iv) the adaptation of the Articles of Association to regulatory provisions; (v) the transfer of the registered office within the country</li><li>➤ Resolves, on proposal of the CEO, upon the transactions of the Company and its Subsidiaries, in the context of exercising management and coordination activities which are of significant strategic, economic, capital and financial importance for the Company and the Group. This is without prejudice, in any case, to compliance with the confidentiality obligations relating to the commercial relations between the Company and the Subsidiaries and/or third parties. Transactions are considered to be of significant strategic, economic, capital or financial importance if they concern:<ul style="list-style-type: none"><li>- acquisitions, alienations, divestitures, transfers of companies or business units (including rent and usufruct), real estate and/or shares worth more than 100 million euro</li><li>- contracts for the sale of goods and/or services relating to the commercial activities of the Company and its Subsidiaries and supply contracts, worth over 1 billion euro and/or with a duration of over 15 years</li><li>- contracts directly related to the activities indicated in the corporate purpose and/or relating to the day-to-day management of corporate activities worth over 100 million euro and/or with a duration of over 15 years</li><li>- the stipulation, amendment and termination of credit line contracts for sums exceeding 2 billion euro and/or with a duration of over 15 years</li><li>- the provision by the Company and Subsidiaries of loans to third parties outside Snam and Subsidiaries;</li><li>- suretyships and other forms of personal guarantee, as well as letters of patronage, in relation to obligations assumed or to be assumed by companies in which the Company directly or indirectly holds an equity investment, for amounts greater than 100 million euro and in any case if the amount is not proportional to the investment held therein;</li><li>- suretyships guaranteeing obligations assumed or to be assumed by the Company with third parties, worth over 100 million euro</li><li>- the Company's brokerage contracts</li></ul></li></ul> |
| <b>Assessment of the size, composition and functioning of the Board of Directors and the Committees</b> | <ul style="list-style-type: none"><li>➤ Assesses, on an annual basis, the composition and functioning of the Board and the Board Committees, assisted by an external advisor. The aspects assessed include: (i) the role of the Board of Directors in the strategic planning process, (ii) interaction between the Board and the Committees, (iii) the quality of Board information and debate, and (iv) the qualitative and quantitative composition of the Board and the Committees, referring in particular to the relationship between the executive, non-executive and independent directors and their individual expertise and experience. For further information, please refer to Paragraph 2.13 of Section III.</li><li>➤ Expresses to the shareholders, when appointing the Board of Directors, guidelines on the professional figures whose presence on the Board is considered appropriate, also taking into account the results of the annual assessment on the functioning of the Board itself and its committees, as well as on their size and composition</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Definition of remuneration policy</b>                                                                | <ul style="list-style-type: none"><li>➤ Defines, after examining the proposals of the Remuneration Committee, the policy for the remuneration of directors, general managers and Executives with strategic responsibilities of the Company and its Subsidiaries and the compensation systems. For further information, please refer to Paragraphs 2.15 and 7 of Section III.</li><li>➤ Implements the remuneration plans based on shares and/or financial instruments approved by the Shareholders' Meeting</li><li>➤ Approves the Remuneration Report and assesses, subject to the necessary opinion of the Remuneration Committee, the content of the vote on the Remuneration Report cast by the Shareholders' Meeting and the Committee's proposals on the adequacy, overall consistency and application of the Remuneration Policy for Directors and Executives with strategic responsibilities adopted</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |



## ANNEX 5

### Chair of the Board of Directors: role

In accordance with the powers assigned by law and the regulatory framework, the Chair is the non-executive figure of guarantee who ensures and promotes the proper functioning and continuous improvement of corporate governance rules.

The powers of the Chair of the Board of Directors are as follows:

- pursuant to Article 2381, paragraph 1, of the Italian Civil Code, the Chair of the Board of Directors convenes meetings of the Board of Directors, sets the agenda with the agreement of the Chief Executive Officer, coordinates its work supervising its proper functioning and ensures that directors are provided with adequate information on agenda items;
- the Chair of the Board of Directors verifies the implementation of the Board's resolutions;
- pursuant to Article 19 of the Articles of Association, the Chair has powers to represent the Company in respect of any legal or administrative authority and in respect of third parties, and also has powers of signature, with the agreement and in coordination with the Chief Executive Officer; any undertaking on behalf of the Company shall be agreed in advance;
- pursuant to Article 14.2 of the Articles of Association, the Chair of the Board of Directors: (i) chairs the Shareholders' Meeting, fulfilling the duties assigned by law and by the meeting regulations, and ensuring on this occasion the relations with the shareholders and the competent authorities and the proper course of the Shareholders' Meeting; (ii) convenes and chairs,

sets the agenda for and coordinates the work of meetings of the Board of Directors; and (iii) ensures that the directors are provided with adequate information on the items on the agenda;

- pursuant to Article 16.1, paragraph 2 of the Articles of Association, the Board of Directors, on the recommendation of its Chair, with the CEO's agreement, may also delegate responsibility for individual acts or categories of acts to other members of the Board of Directors. The Chair and the CEO, within the limits of the powers attributed to them, may delegate responsibilities and powers of representation of the Company for individual acts or categories of acts to employees of the Company and also to third parties;
- pursuant to Article 16.2 of the Articles of Association, the Board of Directors, on the CEO's recommendation with the Chair's agreement, may appoint one or more General Managers, defining their powers, having first ascertained that they meet the legally prescribed requirements for integrity;
- pursuant to Article 16.4, paragraph 1 of the Articles of Association, the Board of Directors, on the CEO's recommendation with the Chair's agreement, and with the prior approval of the Board of Statutory Auditors, may appoint the Financial Reporting Officer;
- the Board of Directors, on the recommendation of the CEO, with the agreement of the Chair of the Board of Directors, having received the approval of the Control and Risk Committee and following consultation with the Board of Statutory Auditors, appoints and dismisses the Head of Internal Audit and, following prior verification with the Remuneration Committee, sets their remuneration in line with the Company's remuneration policy; ensures that they are given the appropriate resources to fulfil their responsibilities;

- pursuant to the Appointments Committee Regulation, on the recommendation of the CEO and approval from the Chair of the Board of Directors, it submits to the Board candidates for the corporate bodies of the Subsidiaries included in the scope of consolidation and of strategic foreign investee companies;
- pursuant to Article 3.1.2. of the Company's 231 Model, the composition of, and changes and additions to, the Supervisory Body have been approved by resolution of the Board of Directors, after consultation with the Control and Risk Committee and the Board of Statutory Auditors, on the CEO's recommendation with the agreement of the Chair of the Board of Directors;
- the Chair of the Board of Directors promotes the activities of the Committees and coordinates and avails himself of: (i) the secretary of the Board of Directors, for Board inductions and Board evaluations and all activities relating to the Shareholders' Meeting, the Board of Directors, the Committees and - insofar as necessary - the control body; and (ii) the Head of Internal Audit, for activities within the purview of the Internal Audit function, which reports to the Board of Directors;
- the Chair of the Board of Directors also performs the further duties indicated in the Corporate Governance Code approved by the Corporate Governance Committee relating to the role of the Chair of the Board of Directors;
- in representing the Company, including by means of the relevant communications, the Chair of the Board of Directors is assisted by the director of institutional relations and communication (EVP Government Affairs, Corporate Social Responsibility and Communications);
- the Chair of the Board of Directors and the Chief Executive Officer mutually authorise the expenses incurred;

- the Chair of the Board of Directors initiates and supervises the application of the corporate governance rules concerning the activities and functioning of the corporate bodies.

Furthermore, in accordance with the Engagement Policy (see Paragraph 6.1, Section III of this Report), the Chair - in coordination with the Chief Executive Officer, the Investor Relator and the Secretary - evaluates the identification of the Directors to be involved in the dialogue and informs the Board of Directors of the development and significant contents of each dialogue within the first useful meeting, as well as - in agreement with the ESG Committee - submitting to the Board any proposals to modify or integrate the Engagement Policy.

# ANNEX 6

## Board committees: functions

### Control and Risk and Related-Party Transactions Committee

The CRRPTC, in supporting the Board of Directors, performs the following functions:

- a) evaluates, with the agreement of the Financial Reporting Officer, the External Auditors and the Board of Statutory Auditors, the proper use of accounting standards and their consistency for the purposes of preparing the consolidated financial statements;
- b) assesses the suitability of periodic financial and non-financial information to correctly represent the Company's business model, strategies, the impact of its activities and the performance achieved, in coordination with the Company's SETSC;
- c) examines the content of periodic non-financial information relevant to the internal control and risk management system;
- d) issues opinions on specific aspects relating to the identification of the main risks faced by the Company and supports the evaluations and decisions of the Board of Directors relating to the management of risks arising from prejudicial events of which the Board of Directors has become aware;
- e) examines the periodic reports as well as those of particular importance prepared by the Senior Vice President Internal Audit;

- f) monitors the independence, suitability, effectiveness and efficiency of the Internal Audit function;
- g) may entrusts the Senior Vice President Internal Audit conduct inspections of specific operational areas, giving notice of this to the Chair of the Board of Statutory Auditors, the Chair of the Board of Directors and the CEO;
- h) expresses its opinion on proposals made by the Director in charge of the internal control and risk management system, in agreement with the Chair, to the Board of Directors: (i) relating to the appointment, dismissal and remuneration of the Senior Vice President Internal Audit, in line with the Company's remuneration policies, (ii) intended to ensure that this person has adequate resources to fulfil his/her duties;
- i) adopts the appropriate initiatives in the event that it receives news and/or information from the CEO regarding problems and critical issues that have emerged in the performance of the activities of the latter, as the person in charge of setting up and maintaining the internal control and risk management system, or of which the CEO has become aware.

The Committee also supports the Board of Directors in order to:

- a) define the guidelines for the internal control and risk management system, including the medium- and long-term risks – in line with the Company's strategies – so that the main risks – including, in coordination with the SETSC, those risks that may be relevant in terms of sustainability, including for the purposes

of preparing non-financial information – concerning the Company and its Subsidiaries are correctly identified and adequately measured, managed and monitored, as well as determine the degree of compatibility of such risks with management that is consistent with the strategic objectives identified;

- b) periodically evaluate, at least annually, the adequacy and effectiveness of the internal control and risk management system with respect to the characteristics of the Company and the risk profile it has adopted;
- c) periodically approve, at least once a year, the Audit Plan prepared by the Senior Vice President Internal Audit, after having consulted the Board of Statutory Auditors and the CEO;
- d) assess the appropriateness of adopting measures to ensure the effectiveness and impartiality of judgement of the other corporate functions involved in controls (such as risk management, legal risk and non-compliance monitoring functions), verifying that these functions have adequate professionalism and resources;
- e) decide on the composition, amendments and additions to the supervisory body pursuant to Article 6(1)(b) of Legislative Decree no. 231/2001
- f) describe, in the Report on Corporate Governance and Ownership Structure, the main features of the internal control and risk management system of the the coordination procedures between the actors involved, with an indication of the models and relevant national and international best practices, as well as the overall evaluation on the adequacy of the system and the information on

the decisions made on the composition of the supervisory body referred to in the previous point;

- g) evaluate, after consulting the Board of Auditors, the conclusions presented by the External Auditors in the possible letter of suggestions and in the additional report to the statutory auditors.

The Committee also performs the additional tasks assigned to it by the Board of Directors on transactions with interests of directors and statutory auditors and transactions with related parties, in accordance with the terms and procedures indicated in the "Transactions with Interests of Directors and Statutory Auditors and Related Parties Transactions" Guidelines.

### Appointments and Compensation Committee

The Committee conducts, first and foremost, preliminary investigations for the Board of Directors and provides it with advice and recommendations on the composition and size of the Board of Directors and on equal treatment and opportunities among genders. In particular:

- a) it helps the Board of Directors define the optimal composition of the Board of Directors itself and its internal committees, to be communicated to the Shareholders at the appointment of the Board of Directors, in view of the preparation, by the Board of Directors each time it is due for renewal, of guidelines on the quantitative and qualitative composition of the Board deemed optimal, taking into account the self-assessment results;
- b) it helps the Board identify candidates for the position of director, should the office of one or

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| <p>more directors be vacated during the year (art. 2386, subsection 1 of the Italian Civil Code), ensuring compliance with the requirements for the minimum number of independent directors and for the quota reserved for the less represented gender;</p> <p>c) it proposes to the Board of Directors the plan for the succession of the CEO and any other executive directors, setting out at least the procedures to be followed in the event of the early termination of the office (contingency plan);</p> <p>d) at the proposal of the CEO, in agreement with the Chairman of the Board of Directors, it submits to the Board of Directors the candidacies for the administrative bodies of subsidiaries included in the consolidation area, other investee companies considered strategic by the Board of Directors and foundations of which the Company is the founding partner.</p> <p>The proposal formulated by the Committee is necessary.</p> <p>In order to support the process of identifying candidacies:</p> <ol style="list-style-type: none"><li>in January and July of each calendar year a plan is submitted to the Committee detailing the appointments that will be submitted to it for review during the half year;</li><li>during the year, before the call notice of each Committee meeting to examine the proposed candidacies is submitted for the Chairman's signature, the names and curricula vitae of the candidates are submitted for the attention of the Chairman who examines these proposals</li></ol> | <p>and may, where deemed necessary, request meetings and interviews with the candidates.</p> <p>The candidacies brought to the attention of the Committee must comply with the requirements laid down in Annex B "Designation of members of the administrative and control bodies of the investee companies" of the "Corporate Governance and Unbundling" Guidelines adopted by the Board of Directors and in force at the time, that require the assessment of: (i) the technical-professional skills; (ii) managerial experience gained and company role, also in relation to the context in which the company whose members are being appointed operates; (iii) the commitment required to fulfil duties, in relation to positions previously held; (iv) the advisability of rotation in the positions; (v) representation of the less represented gender;</p> <p>e) periodically and, in any case, at least once a year, it analyses the identification of the strategic investee companies and, where deemed appropriate, makes proposals to the Board of Directors;</p> <p>f) it examines the candidacies for the appointment of the Senior Vice President of Internal Audit, giving the Board of Directors its opinion; the review of the candidacies is carried out, where deemed appropriate, in meetings with the candidates held by the Chairman together with the Chairman of the CRRPTC. The Chairman of the Board of Statutory Auditors is invited to these meetings;</p> <p>g) it prepares and proposes:</p> <p>- directives on the maximum number of offices in administration or control bodies in other listed</p> | <p>companies or of a significant size that can be compatible with an effective performance of the office required by the role of Company director, considering the commitment involved;</p> <p>- criteria for assessing both the requirements of professionalism and independence of the Board members of Snam and its Subsidiaries and the competing activities performed;</p> <p>h) it examines and assesses the methodologies that govern the preparation of succession plans of executives with strategic responsibilities of the Company;</p> <p>i) within the scope of the diversity and inclusion policies adopted by the Company, including those aimed at reducing the pay gap and promoting professional equality, it ensures their implementation (adoption), with reference to the activities within its remit and monitors their effective implementation.</p> <p>The Committee shall also conduct preliminary investigations for the Board of Directors on remuneration and provide it with advice and recommendations, and in particular:</p> <p>a) it assists the Board of Directors in the preparation of the remuneration policy for directors, general managers, executives with strategic responsibilities and, without prejudice to the provisions of article 2402 of the Italian Civil Code, members of the control body ("Remuneration Policy"), also taking into account the remuneration practices widespread in the reference sectors and for companies of similar size, also considering comparable foreign experiences, with the possible support of an independent consultant;</p> | <p>b) it reviews the vote on the Remuneration Report taken by the Shareholders' Meeting in the current financial year and expresses an opinion to the Board of Directors;</p> <p>c) it makes proposals on the remuneration of the Chairman of the Board of Directors, the CEO or any additional directors who hold specific offices, with regard to the various forms of remuneration and economic treatment, including the setting of performance objectives related to the variable component of this remuneration, where applicable;</p> <p>d) it supports the Board of Directors in deciding the remuneration of the members of the committees established within the Board of Directors;</p> <p>e) it examines information reported by the CEO and proposes, with a view to promoting sustainable value creation over the medium/long-term:</p> <p>- the general criteria for the remuneration of Executives with strategic responsibilities;</p> <p>- general guidelines for the remuneration of other Executives of Snam and its subsidiaries;</p> <p>- annual and long-term incentive plans, including share-based plans;</p> <p>f) it proposes the definition of performance targets (in agreement with the SETSC as concerns the identification of those that include indicators relating to ESG factors), the final accounting of company results and the definition of clawback clauses related to the implementation of incentive plans;</p> |
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- g) it proposes the definition, in relation to Directors with powers: i) of the indemnification to be paid in the event of termination of their employment; ii) of the non-competition agreements;
- h) it periodically evaluates the adequacy, overall consistency and practical application of the Remuneration Policy by preparing proposals on this subject to the Board, verifying, in particular, the actual achievement of performance targets relating to the variable component of remuneration;
- i) it performs any duties that may be required by the Guideline concerning related-party transactions adopted by the Company in the case of transactions relating to the remuneration of Snam Directors and Executives with strategic responsibilities;
- j) it proposes to the Board of Directors, subject to the favourable opinion of the CRRPTC and having consulted the Board of Statutory Auditors, temporary derogations from the content of the Remuneration Policy, in compliance with the provisions of art. 123-ter, subsection 3-bis, of Legislative Decree 58/98;
- k) it reports on the exercising of its functions to the Shareholders' Meeting convened to approve the separate financial statements for the year, through the Chairman or another member appointed by the latter;
- l) it monitors the application of decisions made by the Board of Directors with regard to the resolutions passed by the same following the exercise of the Committee's proposal making, consultative and fact-finding duties.

**Sustainability and Energy Transition Scenarios Committee**

The SETSC conducts preliminary investigations for the Board of Directors on matters of sustainability and long-term energy transition scenarios, using the term to mean all processes, initiatives and activities aimed at overseeing the Company's commitment to sustainable development throughout the value chain, with particular reference to: matters of climate transition and technological innovation; access to energy and energy sustainability; environment and energy efficiency; health, wellness and safety of people and local communities; respect and protection of rights, particularly human rights; integrity and transparency; diversity and inclusion and corporate governance.

For that purpose, it fosters the continuous integration of national and international best practices into the corporate governance of Snam, and environmental, social and governance matters into the company's strategies, so as to pursue sustainable success, which takes the form of long-term value creation to benefit shareholders, taking into account the interests of other stakeholders relevant for the company.

The committee, in particular, shall have the following functions:

- a) it monitors the alignment of the corporate governance system with the law, the Corporate Governance Code and national and international best practices, making proposals to the Board of Directors;
- b) at the request of the Board of Directors, it supports the latter when reasoned proposals need

to be drafted for submission to the Shareholders' Meeting on the following topics: (i) choice and characteristics of the corporate model; (ii) structure of the administrative and ownership rights of shares; (iii) percentages established for the exercise of the prerogatives set up to safeguard minority shareholders;

- c) it prepares the board review activities, submitting the related proposals to the Board of Directors;
- d) it draws up and proposes diversity policies to the Board of Directors as specified in letter d-bis of article 123-bis of the CLF;
- e) it examines the Company's policies on human rights, business ethics and integrity, diversity and inclusion;
- f) it monitors international initiatives on environmental, social and governance matters and the Company's participation in them, in order to consolidate the company's international reputation;
- g) it examines the policy for managing dialogue with all shareholders, formulated on the proposal of the Chairman of the Board of Directors in agreement with the CEO, as well as the periodic check of the correct application of such policy, where adopted.

The Committee also supports the Board of Directors in the analysis of relevant issues for the long-term generation of value for the purposes of the Board of Directors' examination and approval of the Company's and Group's strategic plan, and in particular it examines:

- a) the long-term energy transition scenarios for the preparation of the strategic plan, with respect to the short and medium-term scenarios prepared with the participation of Snam and published pursuant to applicable laws and regulations, expressing an opinion to the Board of Directors;
- b) matters relating to energy transition (regarding, specifically, the use of resources and energy sources that are compatible with environmental protection and progressive decarbonisation, examining in particular the initiatives undertaken by the Company to address issues raised by climate change and the relative reporting), technological innovation and circular economy;
- c) matters relating to sustainable finance initiatives, by monitoring the Company's position on sustainability issues compared with that of the financial markets, with particular reference to annual reporting on new sustainable finance instruments as well as the Company's placement in the ethical sustainability indices;
- d) the policies to integrate environmental, social and governance issues into the business model, including through the analysis of the relative KPIs;
- e) the approaches, objectives and consequent processes regarding sustainability and the sustainability reporting submitted annually to the Board of Directors (including the nonfinancial statement);
- f) the correct use of the standards adopted in order to prepare the non-financial information and the document to be submitted for the approval of the Board of Directors including, and liaising with

the CRRPTC, the reporting of risks relating to ESG factors in the medium/long-term;

- g) proposals and/or opinions relating to the definition and calculation of performance targets which include indicators relating to ESG factors, in coordination with the ACC;
- h) the profit and non-profit strategy and its implementation, also in relation to individual projects, coherently with the activities of Fondazione Snam, by means of the non-profit plan submitted annually to the Board, the non-profit initiatives submitted to the Board, as well as the Company's gas & energy transition advocacy initiatives.

The Committee, in addition, shall express, at the request of the Board, an opinion on other environmental, social, governance and energy transition issues.

## ANNEX 7

### Board of statutory auditors: appointment and functions

#### 1. Meetings of the Board of Statutory Auditors

##### Overview

Pursuant to Article 20 of the Articles of Association, Snam's Board of Statutory Auditors is composed of three standing auditors and three alternates appointed by the Shareholders' Meeting for three financial years. They may be re-elected at the end of their term of office.

Statutory auditors are chosen from among persons who meet the professionalism and integrity requirements indicated in Ministry of Justice Decree No. 162 of 30 March 2000. For the purposes of the aforementioned decree, the subjects strictly related to the Company's activities are: commercial law, business economics, corporate finance. Likewise, the sector pertaining strictly to the Company's business is the engineering and geology sector.

Statutory auditors may not hold more than the maximum number of positions permitted by the applicable legislation. In any event, pursuant to Article 2, paragraph 2, letter c) of the DPCM 2012, as amended by the Prime Ministerial Decree of 15 November 2019, the statutory auditors may not be members of the administrative or control bodies, or hold senior management positions, at Eni S.p.A. and its subsidiaries, nor may they have any direct or indirect professional or financial relationship with said companies.

As per the provisions laid down for the Board of Directors and in accordance with the applicable provisions, the Articles of Association provide that the statutory auditors must be appointed by list voting, unless they are replaced during their term of office. Furthermore, Article 20 of the Articles of Association – as amended on 23 October 2019 – provides that one standing auditor and one alternate auditor shall belong to the less-represented gender<sup>74</sup>.

In the lists submitted by shareholders, the candidates must be listed by consecutive number and their number must not be greater than the number of members of the body to be elected. The rules for filing, submitting and publishing the lists are the same as for the election of directors (see Section III, Paragraph 2.1). Each shareholder may submit or be involved in submitting only one list and may vote on only one list, according to the terms laid down in the applicable legislative and regulatory provisions.

Only shareholders that, alone or together with other shareholders, represent at least 2% or are collectively holders of the different shareholding in the share capital set by applicable legislation. Each candidate may appear on only one list; otherwise their candidacy is declared void.

<sup>74</sup> Paragraph 1-bis of Article 148 of the Consolidated Financial Act, which governs the appointment of statutory auditors in such a way as to ensure a gender balance, as last amended by Article 1, paragraph 303, of Law No. 160 of 27 December 2019, provides that at least two-fifths of the elected standing statutory auditors must be of the less-represented gender. Pursuant to Article 144-undecies.1 of the Issuers' Regulations, if the application of the gender quotas criterion does not result in a whole number of members of the administration or control bodies belonging to the least represented gender, this number is rounded up to the next higher unit, with the exception of corporate bodies made up of three members for which the rounding is made down to the next lower unit.

Lists are divided into two sections: the first for candidates for the office of standing auditor, and the second for candidates for the office of alternate auditor. At least the first candidate in each section must be included in the Register of Auditors and must have a minimum of three years' experience as an external auditor.

In order to comply with the applicable law on gender balance, lists with candidates for both sections which contain three or more candidates submitted for the appointment of the majority of the Board of Statutory Auditors' members must contain candidates of each gender in the section for the appointment of standing auditors, in accordance with the notice of meeting of the Shareholders' Meeting. Where the list contains only two candidates, one must be male and the other female.

Lists for appointing statutory auditors, together with information on the candidates and information on the identity of the shareholders submitting said lists and the percentage equity interest owned, must be made available to the public in the form provided for by the applicable legislation. Additional mandatory provisions of law, including regulatory provisions, shall remain applicable in any case.

##### List voting mechanism

The procedure for appointing the Board of Statutory Auditors by list voting mechanism, as provided for by Article 20 of the Articles of Association, is described below.

Two standing auditors and two alternates auditor are taken from the list that obtains the majority of the votes. The other standing auditor, who will assume the role of Chair, and the other alternate auditor are

appointed according to the methods laid down in Article 13.5, letter b) of the Articles of Association for the election of directors, which are to be applied separately to each of the sections into which the other lists are divided.

In the event that, mutatis mutandis, a situation analogous to that provided for in Article 13.5, letter b-bis) of the Articles of Association should arise, the procedures indicated in letter b- bis) shall apply, both for standing auditors and for alternate auditors, insofar as they are compatible with current legislation and with the provisions of the aforementioned Article 20 of the Articles of Association.

Where following the above procedure fails to ensure compliance with the criterion for gender balance for standing auditors provided in Article 20 of the Articles of Association, the quotient of votes to be attributed to each candidate taken from the standing auditor sections of the different lists shall be calculated by dividing the number of votes for each list by the order number of each of these candidates; the candidate of the more-represented gender with the lowest quotient among the candidates taken from all the lists shall be replaced by the candidate of the less-represented gender (with the highest consecutive number) from the same standing auditor section of the list of the replaced candidate, or, failing this, from the alternate auditor section of the same list as the replaced candidate (who, in this case, takes the place of the alternate auditor that he/she has just been replaced by). If this fails to ensure compliance with the law on gender balance, the candidate is replaced by the person appointed by statutory majority at the Shareholders' Meeting, in such a way as to ensure that the composition of the Board of Statutory Auditors complies with the law and the Articles of Association.

Where candidates from different lists have obtained the same quotient, the candidate from the list from which the greater number of statutory auditors has been taken shall be replaced, or, the candidate taken from the list with the fewest votes shall be replaced, or, if the number of votes is the same, the candidate who receives the fewest votes in a dedicated resolution by the Shareholders' Meeting shall be replaced.

If the auditor drawn from the minority lists is replaced, the alternate auditor drawn from the latter takes over.

In the event of the replacement of a statutory auditor from the list obtaining the majority of the votes, he/she is replaced by the alternate auditor from the same list; if the replacement does not allow the observance of the gender quotas criterion laid down in the Articles of Association, the second alternate auditor taken from the same list takes over.

The list voting procedure only applies in the event of renewal of the entire Board of Statutory Auditors.

2. Functions

Pursuant to Article 149, paragraph 1, of TUF, the Board of Statutory Auditors oversees:

- compliance with the law and with the deed of incorporation;
- respect for the principles of proper administration;
- the adequacy of the Company's organisational structure in relation to its remit, the internal control system and the administrative and accounting systems, as well as the reliability of the latter in properly representing operational events;
- procedures for the implementation of the rules established by the Corporate Governance Code;

- the adequacy of the Company's instructions to its Subsidiaries pursuant to Article 114, paragraph 2, of TUF.

Pursuant to Article 19 of Legislative Decree No. 39 of 27 January 2010, as amended by Legislative Decree No. 135 of 17 July 2016, the Board of Statutory Auditors also performs supervisory functions in its capacity as the Internal Control and Audit Committee, overseeing in particular:

- the financial reporting process;
- the effectiveness of the internal control, internal audit and, if applicable, risk management systems;
- the independent audit of the annual financial statements and consolidated financial statements;
- the independence of the External Auditors, particularly with regard to the provision of non-audit services to the entity subject to audit.

Following notification of the Chair of the Board of Directors, the Board of Statutory Auditors may call Shareholders' Meetings and Board of Directors' meetings. The power to convene meetings of the Board of Directors may be exercised individually by each member of the Board of Statutory Auditors; the power to convene Shareholders' Meetings must be exercised by at least two members of the Board of Statutory Auditors.







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