

Statement on the consolidated financial statements pursuant to article 154-bis.5 of Legislative Decree no. 58/98 (Testo Unico della Finanza)

1. The undersigned Carlo Malacarne and Antonio Paccioretti, as CEO and CFO of Snam Rete Gas S.p.A, confirm, in accordance with article 154bis.3/4 of Legislative Decree no. 58 of 24 February 1998:
 - the adequacy in relation to the group's characteristics, and
 - the effective application of the administrative and accounting procedures for the preparation of the consolidated financial statements during 2009.

2. The administrative and accounting procedures for the preparation of the 2009 consolidated financial statements and the assessment of their adequacy was carried out using rules and methods in line with the Internal Control Integrated Framework model issued by the *Committee of Sponsoring Organisations of the Treadway Commission*, a benchmark framework for the internal control system generally accepted at international level.

Note that in this respect, following the acquisition of Italgas and Stogit on 30 June 2009, the accounting and administrative procedures of these two companies were adapted and then integrated with the internal audit system of Snam Rete Gas.

3. They also state that:
 - 3.1 The 31 December 2009 consolidated financial statements:
 - a) have been prepared in accordance with the applicable IFRS recognised in the European Union pursuant to EC Regulation no. 1606/2002 of the European Parliament and Council of 19 July 2002;
 - b) are consistent with the accounting records and ledgers;
 - c) are suitable to give a true and fair view of the financial position, results of operations and changes in cash flows of the issuer and of all the companies included in the consolidation scope;
 - 3.2 The directors' report on the consolidated financial statements includes a reliable description of the performance and results of operations as well as the financial position of the issuer and of all the companies included in the consolidation scope. It also describes the key risks and uncertainties for the year.

10 March 2010

/Signature/Carlo Malacarne
Carlo Malacarne
CEO

/Signature/Antonio Paccioretti
Antonio Paccioretti
CFO