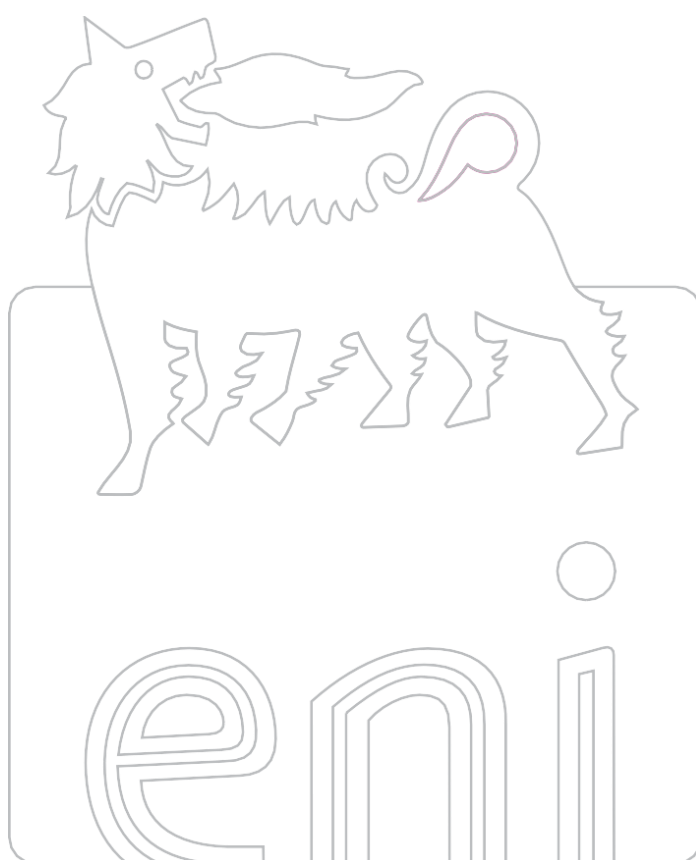

Rules of the Remuneration
Committee of Eni SpA



The Italian text prevails over the English translation



Rules of the Remuneration Committee

These Rules, approved by the Board of Directors on May 11, 2023, govern the composition, appointment, operational procedures, duties, powers and resources of the Remuneration Committee of Eni SpA (hereinafter, the "Committee").

Article 1 - Composition and appointment

- 1.1 The Committee is established by resolution of the Board of Directors in accordance with Article 17.6 of the By-laws, with preparatory, consultative and advisory functions, in compliance with the provisions of the 2020 Corporate Governance Code, which has been adopted by Eni SpA (hereinafter also referred to as the Company).
- 1.2 The Committee is made up of three to four non-executive Directors, all of whom are independent or, alternatively, a majority of whom are independent. In the latter case, the Chairman of the Committee shall be chosen from among the independent Directors. In any case, the number of members shall be fewer than the number representing a majority on the Board.

In cases where the Committee is called upon to perform the tasks required by internal regulatory instruments on transactions with related parties, the provisions set out therein will apply to its composition.
- 1.3 The members of the Committee shall have expertise that is consistent with the duties they are required to perform, to be evaluated by the Board of Directors at the time of the appointment. At least one member of the Committee shall have adequate knowledge and experience in financial matters or remuneration policies.
- 1.4 The Board of Directors appoints and removes the members and the Chairman of the Committee.

Article 2 – Operational procedures

- 2.1 The Committee meets with the frequency required to perform its duties, normally on the dates established in the annual calendar of meetings approved by the Committee itself, and, insofar as possible, 48 hours before the succeeding meeting of the Board of Directors. The calendar of meetings and any amendments thereto shall be previously submitted to the Secretary of the Board of Directors for coordination with the meetings of the Board of Directors and of the other Committees. Meetings are called by the Chairman of the Committee to discuss the agenda prepared with the assistance of the Committee's Secretary, or when requested by at least two members for the purposes of discussing a specific topic they deem to be of particular importance.
- 2.2 The Human Capital & Procurement Coordination Director shall act as the Committee's

Secretary, with the assistance of the Head of Compensation & Benefits for matters of his competence and assists the Committee and its Chairman in carrying out the associated activities.

- 2.3 The notice of the meeting - indicating the location, date and time of the meeting, as well as the items on the agenda - shall be sent by the Secretary, upon the request of the Chairman via email to the addresses with eni.com domain, or via mail or fax, to the address specified by each recipient, at least three working days prior to the date of the meeting, except in exceptional cases of necessity and urgency. A copy of the notice shall be sent to the Chairman of the Board of Directors, to the Chief Executive Officer (CEO), to the Secretary of the Board of Directors and to the Chairman and members of the Board of Statutory Auditors and to the Magistrate of the Court of Auditors ("Corte dei Conti").

Prior to the transmission, the notice of the meeting is sent by the Secretary of the Committee to the Secretary of the Board of Directors so that the latter can verify the inclusion in the agenda of the meeting of the items to be discussed in relation to the meetings of the Board of Directors, as well as for the purposes of coordination provided for in the Rules of the Board of Directors.

- 2.4 The Secretary shall make any documentation relating to the items on the agenda available to the members, in the section of Eni Intranet website reserved to the Committee¹, at the same time the notice calling the meeting is sent (cfr 2.3), except for requirements related to the prior examination by the Management Committee or in exceptional cases of necessity and urgency.

In case of problems accessing the above reserved section, the documentation may be sent, upon request by the individual members of the Committee, by e-mail to the addresses with eni.com domain of each Committee member, taking into account any confidentiality requirements related to information contained therein.

In addition to the legal requirements relating to inside information, the Committee members are bound to confidentiality of the data and information received in the exercise of their duties.

- 2.5 The meetings are held at the registered office or at one of the secondary offices, or, depending on the needs of the Board of Directors or related to the specific nature of the topics to be discussed, at other offices of the Company. The Committee may also meet as follows: (i) video conference from the company's offices; (ii) by means of corporate mobile devices system operated by Eni that ensures the same level of security of the videoconference from the company's offices; (iii) telephone audioconference through corporate devices. In such cases, the meeting shall be deemed to be held in the place where the Committee Secretary is located. In any case, even when meetings are carried out by video/audioconference, any confidentiality requirements related to items on the agenda to be discussed shall be taken into account and it shall be ensured that each of the participants can be identified and can follow and take part in the discussion in real time.

In case of urgency, if it is not possible to hold a meeting of the Committee in audio or videoconference, the Chairman may request the members of the Committee, also informing

¹ Access to the website section reserved to the Remuneration Committee is also ensured to the Chairwoman of the Board, the Chief Executive Officer, the Board Secretary, as well as the Statutory Auditors and the Magistrate of the Court of Auditors.

all the addressees of the copy of the notice of the meeting, to express their opinion on a specific subject by e-mail (using the eni.com addresses). The Chairman shall inform the members of the Committee and the addressees of the copy of the notice of the meeting of the outcome of the consultation, of which specific minutes shall be drawn up.

- 2.6 The meetings of the Committee shall be deemed valid if at least the majority of its members are present. Decisions shall be made by a majority vote of those present.
- 2.7 In the event of the Committee Chairman's absence or impediment, the meeting shall be chaired by the eldest member of the Committee in attendance.
- 2.8 Members of the Board of Statutory Auditors and the Magistrate of the Court of Auditors may attend the Committee meetings. Upon invitation of the Chairman of the Committee, the Chairman of the Board of Directors and/or the Chief Executive Officer, may attend specific meetings; as well as other Directors, after having heard the Chairman of the Board, provided that no Director and, in particular, no Director with delegated powers may take part in meetings of the Committee during which Board proposals regarding their remuneration are being discussed, unless the proposals regard all the members of the Committees established within the Board of Directors. Moreover, upon invitation of the Chairman of the Committee, and having informed the Chief Executive Officer, as a rule by sending the notice of meeting, other members of the Company structure, for their own competence, may be invited to participate in the meeting on specific items of the agenda.
- 2.9 The Secretary shall keep the minutes of the meetings and may be assisted in this task by the Human Capital & Procurement Coordination department staff. For specific and well-grounded reasons, the Chairman of the Committee may ask a member of the Committee, the Secretary of the Board or another person who reports to the latter to keep the minutes. The recording of the meeting is permitted for the sole purpose of drawing up the minutes, with the obligation for the Secretary or persons appointed by the same to destroy the recording (and any related transcripts) after the approval of the minutes. The draft of the minutes shall be presented to the Chairman of the Committee and to the other members for their comments; if no comments are forthcoming, the minutes are normally considered approved ten calendar days after the date they are sent for comment. The minutes shall be signed by the Chairman of the meeting and by the Secretary (or his designated substitute) and are made available in the reserved section of Eni Intranet site.

The Chairman of the Committee shall inform the Board of Directors on the main issues examined by the Committee thereof during the first available meeting of the Board. To this end, within the terms provided for in the Rules of the Board of Directors for the provision of the pre-meeting documentation, the Secretary of the Committee sends the Secretary of the Board of Directors a summary document (so-called "Outcomes") of the most relevant issues examined during the Committee meetings held after the previous Board.

Article 3 - Duties

- 3.1 In accordance with the By-laws and the Corporate Governance Code, the Committee assists the Board of Directors with preparatory, consultative and advisory functions. More specifically, the

Committee:

- a) submits to the Board of Directors for its approval the "Report on remuneration policy and remuneration paid" and, in particular, the remuneration policy for members of corporate bodies, General Managers and managers with strategic responsibilities, without prejudice to provisions of Art. 2402 of Italian Civil Code, to be presented to the Shareholders' Meeting called to approve the financial statements, as provided for by the applicable law;
- b) presents proposals and expresses opinions for the remuneration of the Chairman of the Board of Directors and the Chief Executive Officer, covering the various forms of compensation and benefits awarded;
- c) presents proposals and expresses opinions for the remuneration of the members of the Board's internal committees;
- d) examines the CEO's indications and presents proposals for:
 - general criteria for the remuneration of managers with strategic responsibilities;
 - annual and long-term incentive plans, including equity-based plans;
 - establishing performance targets and assessing results for performance plans in connection with the determination of the variable portion of the remuneration for Directors with delegated powers and with the implementation of incentive plans;
- e) periodically evaluates the adequacy, overall consistency and actual implementation of the adopted policy, as described in letter a) above and assesses, in particular, the actual achievement of the performance objectives, formulating proposals on the matter to the Board;
- f) performs the tasks required under the Company's procedures for handling related party transactions;
- g) examines and monitors the results of engagement activities carried out in support of the Eni Remuneration Policy, within the terms set forth in the engagement policy approved by the Board.
- h) reports to the Board, at least once every six months and no later than the deadline for the approval of the annual and semi-annual financial report, on its activities at the Board meeting indicated by the Chairman of the Board of Directors.

Article 4 – Powers and resources

In carrying out its duties, the Committee may access the information and Company functions necessary to perform its duties and can avail itself of external consultants. The engagement of external consultants will take place, in agreement with the Board, in the event that the Committee assesses it is not appropriate to exclusively rely on the support of the corporate functions due to the nature of the matter, or it is appropriate to have independent external support on the solutions that the Company intends to adopt. The formalization of the assignment will be handled by the competent corporate functions in relation to the subject matter of the consultancy in compliance with the Company selection and engagement procedures.

On an annual basis, the Committee drafts an expenditure budget that it submits to the Board of Directors on the occasion of the report on December 31. The Company shall provide the Committee with the financial resources necessary to perform its duties, within the budget approved by the Board. If additional resources beyond those budgeted are required to perform the duties, the Committee shall notify this to the Board of Directors, for its evaluations and decisions.

Article 5–Final provisions

Subject to a consistent evaluation by the Committee itself, the Chairman of the Board of Directors of Eni SpA may make any purely formal amendments to these Rules that are necessary to bring them into compliance with legislative or regulatory provisions, Board resolutions, or with changes in the Eni SpA organizational system, reporting these amendments to the Board of Directors.



Eni SpA

Sede legale in Roma, Piazzale Enrico Mattei, 1
Capitale sociale: euro 4.005.358.876 interamente versato
Registro delle Imprese di Roma,
codice fiscale 00484960588
partita IVA 00905811006

Sedi secondarie:

San Donato Milanese (MI) - Via Emilia, 1
San Donato Milanese (MI) - Piazza Ezio Vanoni, 1