



Governance

Integrity and transparency are the principles that inspire Eni in outlining its Corporate Governance system, a founding element of the Company's business model

The governance system, alongside the business strategy, is aimed at supporting the relationship of trust between Eni and its stakeholders and contributing to the achievement of business results, creating sustainable value. Eni is committed to creating a Corporate Governance system¹ inspired by criteria of excellence in open dialogue with the market and all stakeholders. As of January 1 2021, Eni applies the recommendations of the Corporate Governance Code (Governance Code), which Eni's Board of Directors (BoD) adhered to on December 23, 2020. The Governance Code identifies "sustainable success" as the objective that must guide the action of the administrative body and which is substantiated in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company. Moreover, since 2006 Eni has considered the interest of stakeholders other than shareholders as one of the necessary references that the Directors must evaluate in making informed decisions.

ENI'S GOVERNANCE MODEL

Eni's Corporate Governance is based on the traditional Italian model, which – without prejudice to the tasks of the Shareholders' Meeting – assigns responsibility for management to the Board of Directors, supervisory functions to the Board of Statutory Auditors (BoSA) and those of statutory audit to the Independent Auditors. The Board has entrusted the management of the Company to the Chief Executive Officer (CEO), who was last appointed on May 11, 2023, reserving the most significant strategic, operational and organisational responsibilities, in particular in the areas of governance, sustainability, internal control and risk management. The Board of Directors has set up four internal committees, with preparatory, consultative and advisory functions: the Control and Risk Committee², the Remuneration Committee³, the Nomination Committee and the Sustainability and Scenarios Committee, which report, through their respective Chairmen, at each meeting of the Board on the main issues examined. The Board also confirmed the attribution to the Chairman of the Board of Directors of a significant role in internal controls, in particular with reference to the Internal Audit function, of which it proposes to the Board of Directors, in agreement with the CEO, appointment, dismissal, remuneration and resources, directly managing the relationship on behalf of the Board (without prejudice to the functional dependence from the Control and Risk Committee and the CEO, responsible for establishing and maintaining the internal control and risk management system); the Chairman of the Board of Directors is also involved in the appointment processes of the other main Eni persons in charge of internal controls and risk management, such as the Officer in Charge of preparing the Company's financial reports, the members of the Supervisory Body, the Head of Integrated Risk Management and the Head of Integrated Compliance. Finally, the Board, on the proposal of the Chairman of the Board of Directors, appoints the Secretary of the Board, with the task of providing impartial and independent assistance and advice to the Chairman himself, the individual Directors and the Board⁴ as a whole. Because of this role, the Secretary – who reports hierarchically and functionally to the Board itself and, on its behalf, to the Chairman of the Board of Directors – must meet the requirements of professionalism, as required by the Governance Code, and the Chairman of the Board of Directors monitors his independence.

(1) For further information on Eni's Corporate Governance system, please refer to the Eni's Corporate Governance and Shareholding Structure Report, drafted in accordance with Article 123-bis of Legislative Decree 58/1998, which is also published on the Company's website, in the Governance section.

(2) With reference to the composition of the Control and Risk Committee, Eni requires that at least two members shall have appropriate expertise and experience with accounting, financial or risk management issues, exceeding the Recommendation of the Governance Code which recommends only one such member. In this regard, on May 11, 2023, the Board of Directors assessed that 3 out of the 4 members of the Committee, including the Chairman, have the appropriate experience. The level of expertise and experience of the Committee members therefore exceeds that provided for in the Committee Rules and Governance Code.

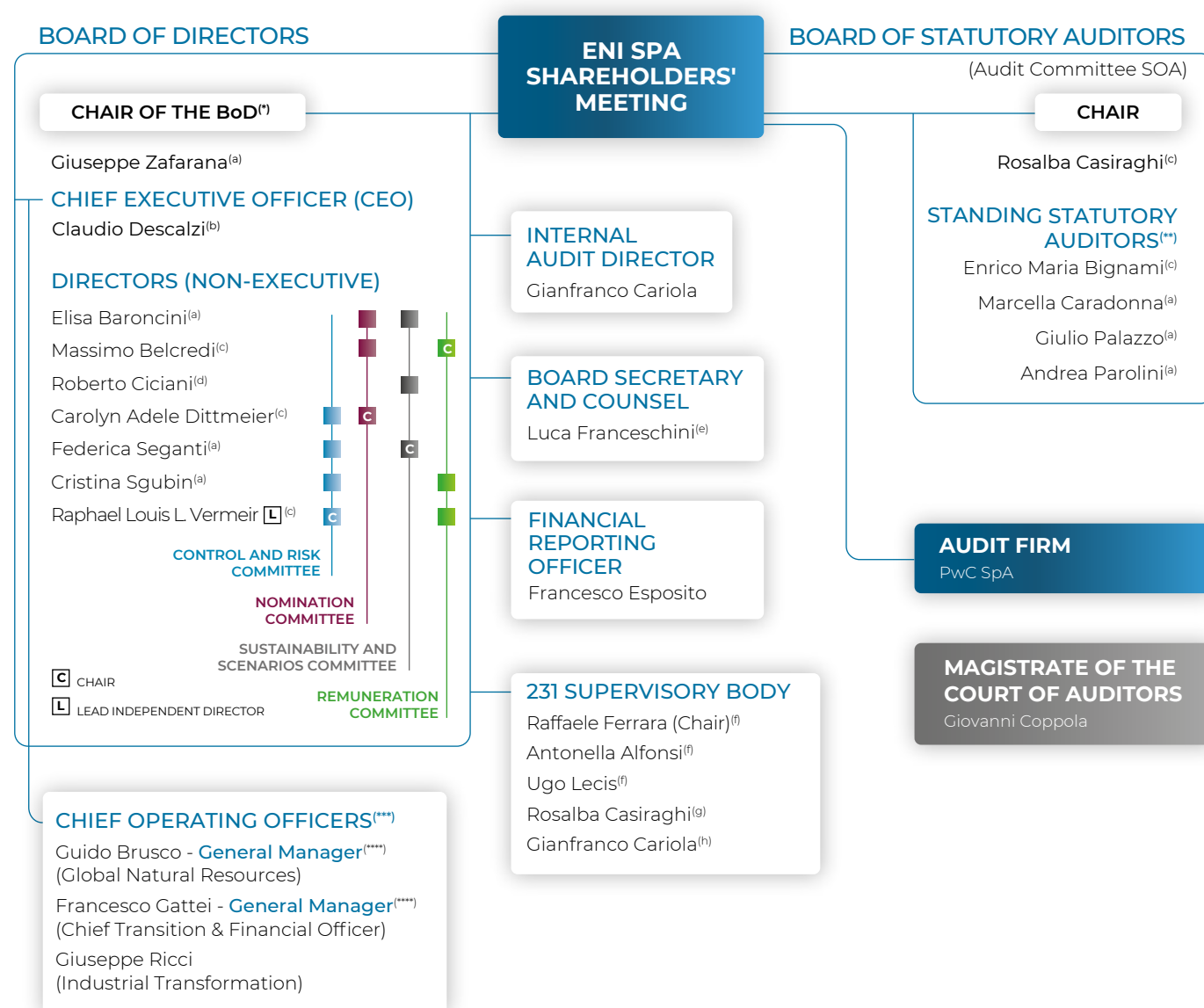
(3) The Rules of the Remuneration Committee require, in line with the Recommendation of the Governance Code, that at least one member shall have adequate knowledge and experience in financial matters or remuneration policies, assessed by the Board at the time of appointment. In this regard, on May 11, 2023, the Board of Directors assessed that 2 out of 3 members of the Committee possess the knowledge and experience indicated above. The level of expertise and experience of the Committee members therefore exceeds that provide for in the Committee Rules and Governance Code.

(4) The Charter of the Board Secretary and Board Counsel, annexed to the Rules of the Board of Directors, is available on Eni's website, in the Governance section.



Below is a summary graphic representation of the Corporate Governance structure of the Company as of December 31, 2024, which, during the 2024 financial year, did not see the appointment of new Directors and Statutory Auditors:

COMPANY'S CORPORATE GOVERNANCE STRUCTURE



(a) Member appointed from the majority list, independent pursuant to law and the Corporate Governance Code.

(b) Member appointed from the majority list.

(c) Member appointed from the minority list, independent pursuant to law and the Corporate Governance Code.

(d) Member appointed from the majority list, non-executive.

(e) Also Integrated Compliance Director.

(f) External member.

(g) Chair of the Board of Statutory Auditors.

(h) Internal Audit Director.

(*) Non-executive.

(**) Alternate Statutory Auditors:

- Giulia De Martino, member appointed from the majority list;

- Giovanna Villa, member appointed from the minority list.

(***) As of October 1, 2024. For more details, please refer to Eni press release of September 12, 2024.

(****) Appointed by the Board of Directors, upon proposal of the Chief Executive Officer in agreement with the Chairman of the Board of Directors and after consulting the Nomination Committee. The General Manager is subject to the provisions of Italian law governing the liability of the BoD members.

APPOINTMENT AND COMPOSITION OF THE CORPORATE BODIES

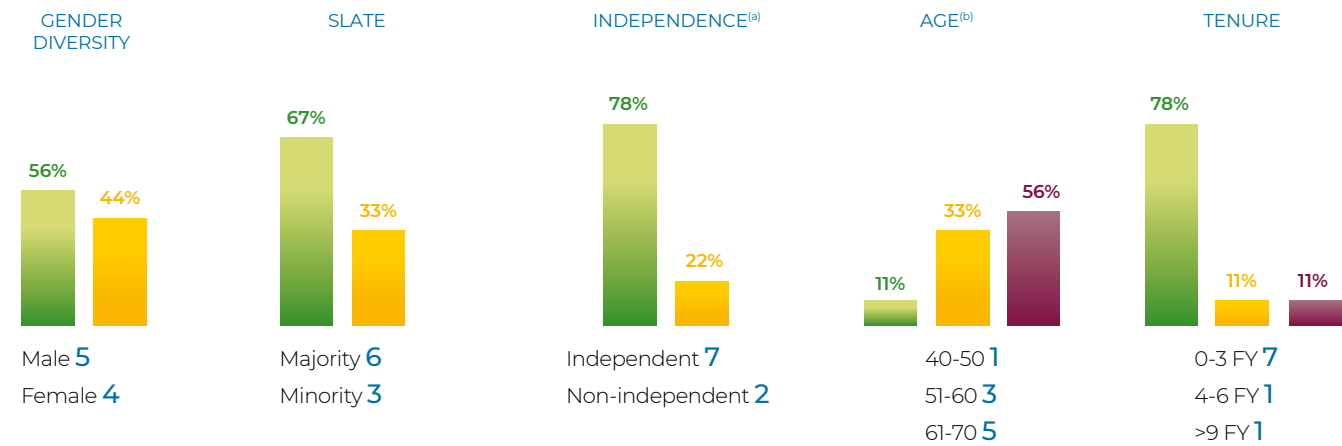
THE BOARD OF DIRECTORS

The Board of Directors and the Chairman of the Board of Directors are appointed by the Shareholders’ Meeting. In order to allow the presence of Directors designated by minority shareholders, the appointment of Directors takes place through the slate voting system. The current Board of Directors, appointed in May 2023 until the Shareholders’ Meeting called to approve the 2025 financial statement, is composed of 9 members. Three Directors were appointed by shareholders other than the controlling one, thus guaranteeing minorities a higher number of representatives than required by law. The Shareholders’ Meeting of May 2023, in appointing the new Board of Directors for the three-year period 2024-2026, was able to take into account the guidelines expressed to the market before the Shareholders’ Meeting by the outgoing Board of Directors on the qualitative and quantitative composition considered optimal. The guideline highlighted the centrality of skills in the field of sustainability, ESG and energy transition, also underlining the importance of ensuring that Eni’s Directors have knowledge of issues relating to sustainability and the control of climate and environmental risks, developed in managerial or entrepreneurial roles and acquired in industrial contexts comparable to those in which the Company operates. The result was, therefore, a balanced and diversified Board, as also confirmed by the self-assessment exercise conducted by the Board in the first year of its mandate, which revealed a positive opinion on the professionalism within the Board in terms of knowledge, experience and skills, and on

the individual contribution that the individual Directors believe they can bring to the Board of Directors, based on their preparation, motivation and sense of belonging. The Directors’ skills on ESG and sustainability, among others, have been further strengthened through a structured induction program launched at the beginning of the mandate and extensively developed in 2024.

The composition of the Board is also diversified in gender terms, in accordance with the provisions of applicable law and the By-laws, which were amended in February 2020 in view of the renewal of the corporate bodies. In particular, for 6 consecutive terms, the administrative and supervisory bodies must be composed of at least 2/5 of the less represented gender. In addition, on the basis of the assessments of the Board of Directors, carried out after the appointment and, after preliminary investigation by the Nomination Committee, periodically, most recently on February 26, 2025, the number of independent Directors present on the Board (7⁵ out of the 9 Directors in office, of which 8 are non-executive and including the Chairman of the Board of Directors) is confirmed to be higher than the provisions of the By-laws and the Governance Code. In addition, the Board, on the occasion of the aforementioned assessments, ascertained that all the Directors meet the integrity requirements prescribed by current legislation, do not fall into any situation of incompatibility, ineligibility and forfeiture and comply with the policy on the maximum number of offices held resolved by the Board of Directors on May 11, 2023.

COMPOSITION OF THE BOARD OF DIRECTORS



(a) Independence as defined by applicable law and the Corporate Governance Code.
(b) Figures as at December 31, 2024.

(5) This refers to independence in accordance with the law, to which Eni’s By-laws refer, and pursuant to the Governance Code.



THE BOARD OF STATUTORY AUDITORS

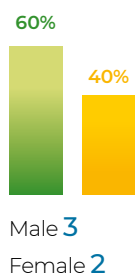
The BoSA and its Chairman are appointed by the Shareholders' Meeting through slate voting, in order to allow the presence of Statutory Auditors designated by minority shareholders. The Board of Statutory Auditors in office, appointed in May 2023 until the Shareholders' Meeting to approve the 2025 financial statements, is composed of 5 standing members and 2 alternates. Two Standing Auditors, including the Chairman, were appointed by shareholders other than the controlling shareholder, thus guaranteeing minorities (i.e. shareholders other than the controlling ones) a higher number of representatives than required by law. In 2023, the Board of Statutory Auditors expressed its orientation on the composition of the body to shareholders, underlining, among others, the importance of skills and/or experience in sustainability disclosure, climate change and energy transition. The composition of the Board is diversified in relation to gender, in accordance with the law and the Statute. Pursuant to the law, Statutory Auditors must meet specific

requirements of independence, professionalism and integrity. The Governance Code also recommends that all members of the Board of Statutory Auditors meet the independence requirements set out in the same Code for directors. The assessment of independence is carried out by the Board of Statutory Auditors, on the basis of the information provided by each member of the body and transmitted to the Board of Directors.

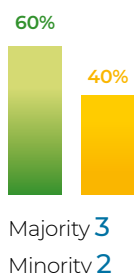
The BoSA, as the "Internal Control and Audit Committee" pursuant to Legislative Decree No. 39/2010, must also meet the requirements set out in Art. 19 of the same Decree according to which "The members of the Internal Control and Audit Committee, as a whole, are competent in the sector in which the audited entity operates" and verify the possession of the requirement of "Audit Committee financial experts", for the purposes of US legislation. The BoSA in office has verified the possession of these requirements after the appointment and periodically during the mandate.

COMPOSITION OF THE BOARD OF STATUTORY AUDITORS

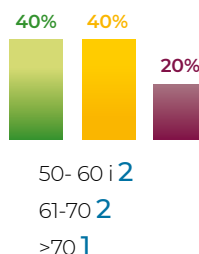
GENDER DIVERSITY



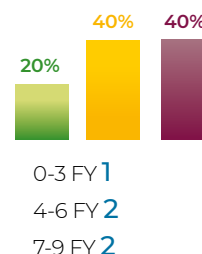
SLATE



AGE^(a)



TENURE



(a) Figures as at December 31, 2024.

THE MANAGEMENT

In recent years, the Board has paid particular attention to the Company's organisational structures, with significant changes in the internal control, risk management and compliance system, placing the Integrated Risk Management function and a new Integrated Compliance function reporting directly to the CEO. In September 2024, the Board updated the organisational structure, reorganising business activities into three structures headed by three Chief Operating Officers⁶ reporting to the CEO: "Global Natural Resources", "Industrial Transformation" and "Chief Transition &

Financial Officer", to ensure effectiveness and achieve the objectives of decarbonization, value creation and industrial transformation. In terms of gender, the % of women as the first report of the CEO stands at 25%. The CEO and the General Managers, in the exercise of their powers, are responsible for the implementation of the strategies defined by the Board in the context of strategic planning, as well as for risk management with the support of the Company's specialist functions responsible for sustainable development, health, safety, the environment and human resources.

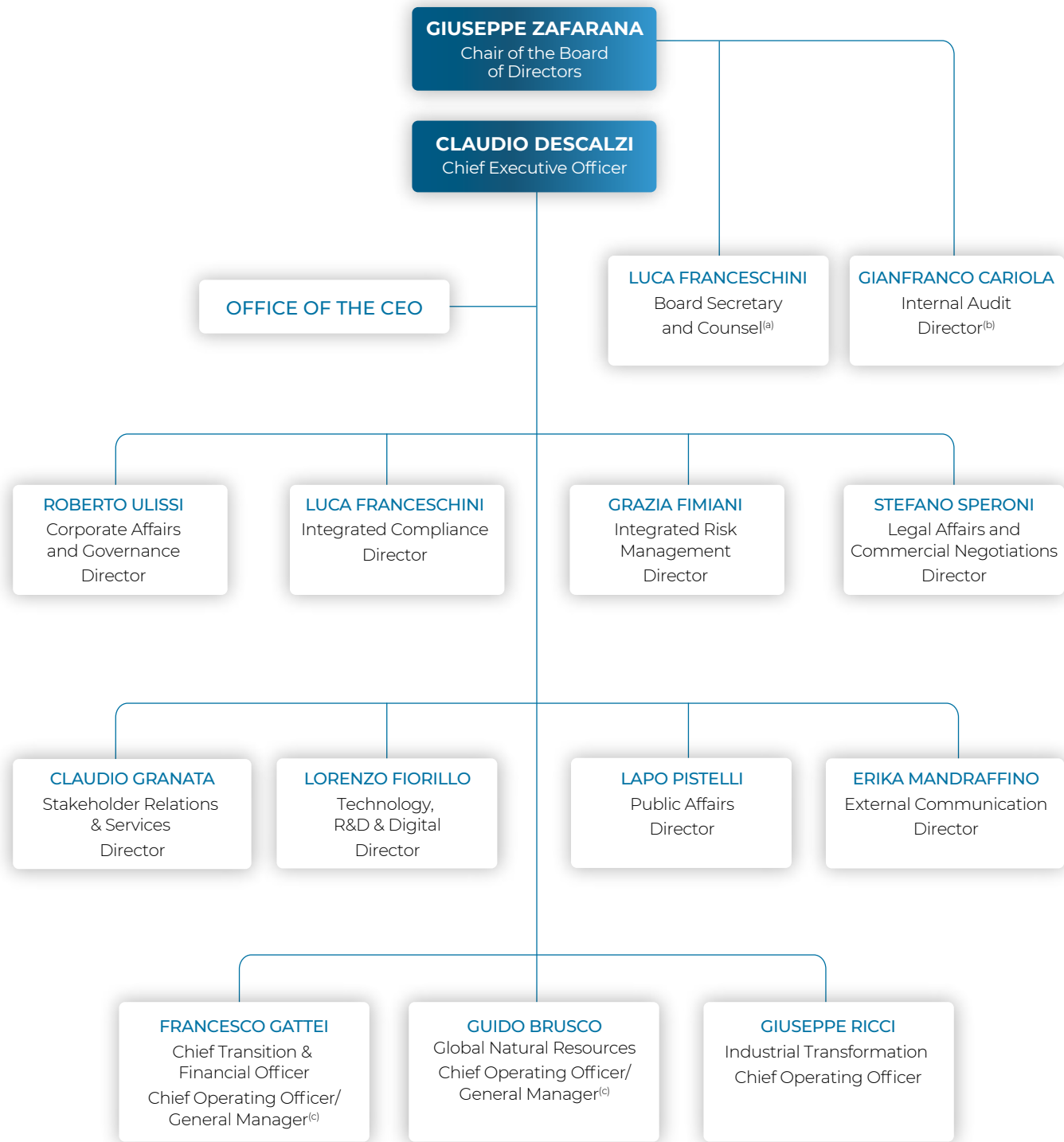
(6) The Chief Operating Officer "Global Natural Resources" and the Chief Operating Officer "Chief Transition & Financial Officer" were appointed by the Board of Directors, upon proposal of the CEO, in agreement with the Chairman of the Board of Directors and after consulting the Nomination Committee, as General Managers, with the consequent application also of the provisions of Italian law governing the liability of directors.



A graphical representation of the organizational macrostructure of Eni SpA as of December 31, 2024, is provided below:

MACRO-ORGANIZATIONAL STRUCTURE OF ENI SPA

BOARD OF DIRECTORS



(a) The Board Secretary and Counsel reports hierarchically and functionally to the Board of Directors and, on its behalf, to the Chair of the Board of Directors.
(b) The Internal Audit Director reports hierarchically to the Board and, on its behalf, to the Chair of the Board of Directors, without prejudice to its functional reporting to the Control and Risk Committee and the CEO, and without prejudice to the provisions concerning the appointment, revocation, remuneration and allocation of resources.
(c) Francesco Gattei and Guido Brusco are appointed by the Board of Directors, upon proposal of the Chief Executive Officer in agreement with the Chair of the Board of Directors and after consulting the Nomination Committee, as General Managers, with the consequent application also of the provisions of Italian law governing the liability of the BoD members.



EXPERIENCE AND TRAINING OF CORPORATE BODIES ON SUSTAINABILITY ISSUES

On an annual basis, the Board, supported by an external consultant, carries out its own self-assessment ("Board Review"), of which a comparison with national and international best practices and a reflection on the Board's dynamics are essential elements, also in order to propose to shareholders guidelines on the profiles for the optimal composition of the future Board. Following the Board Review, the Board shall, if necessary, share an action plan to improve the functioning of the body and its committees. With reference to the 2024 financial year, the self-assessment process was carried out through questionnaires and interviews that concerned, in particular, the composition and operations of the Board of Directors and Committees, in continuity with the previous year, also with reference to ESG/sustainability issues, in terms of prioritization, integration into decision-making processes, assessment of specific risk profiles, connection to managerial remuneration systems, carrying out adequate training activities. The self-assessment conducted in the second year of the mandate also examined the results of the previous year's self-assessment exercise and the related areas for improvement, as well as the main activities carried out in 2024. Finally, the dynamics of the Board and its overall effectiveness were examined in depth, also in relation to the average quality of the contributions and key skills expressed individually by Directors. A positive opinion on the professionalism within the Board of Directors was therefore confirmed, generally considered in line with the indications provided for in the Guidance to shareholders on the optimal composition document approved in 2023. The skills of

the Directors were also supported in 2024 by the "board induction" training program for directors and statutory auditors, and which concerned, among others, issues of general interest concerning the business model and strategies, the approach and the sustainability model in areas such as people's health, human rights, transparency and the fight against corruption (also on the occasion of participation in a session of the "Anti-corruption Compliance Program of Eni"), the main innovations regarding the corporate regulatory system, with a focus on the innovations introduced in the framework of the internal control and risk management system, which is an integral part of the corporate strategy. On the issues of innovation, digitalisation and new technologies, which constitute an important strategic lever for business transformation, the Board also had the opportunity to deepen the planning in the field of fusion energy, the developments of the project for the completion and start-up of the new HPC6⁷ supercomputing system (High Performance Computing - HPC), as well as the topic of artificial intelligence. The program was then enriched by two off-site sessions of the Board, the first concerning the visit to an operational site abroad (Abu Dhabi), the second relating to the visit to the Company's Green Data Center, during which the results achieved as part of the project on the HPC6 supercomputing system were presented. Finally, the initiatives (dedicated workshops and periodic reports) aimed at strengthening the knowledge and awareness of Directors and Statutory Auditors on the subject of cyber-security continued, with an analysis of the main cyber risks and threats and the monitoring measures implemented.

SELF-ASSESSMENT OF THE OVERALL SKILLS, KNOWLEDGE AND EXPERIENCE OF THE BOARD OF DIRECTORS (%)



(7) For more information on the HPC6 computing system, please refer to the press releases of January 23 and November 19 2024.



In accordance with the provisions of the BoSA Rules of Conduct issued by the National Council of Italian Professional Accountants and in line with the recommendations of the Governance Code, the BoSA conducts an annual self-assessment process on its composition and operations. In 2024 and 2023, this process concerned, among others, the evaluation of the skills and

experience of the members also in terms of sustainability. In addition, the Board of Statutory Auditors participates in the "board induction" training programme for Directors and Statutory Auditors. The results of the self-assessment process are reported in the Board of Statutory Auditors' Report to the Shareholders' Meeting.

ROLES AND RESPONSIBILITIES ON SUSTAINABILITY ISSUES

INTEGRATION OF SUSTAINABILITY INTO THE STRATEGY

Eni's governance structure integrates sustainability, including in the form of "sustainable success", into Eni's business model. The Board of Directors has defined Eni's mission (most recently in 2019), inspired by the goals of the United Nations 2030 Agenda. In addition, the Board of Directors has the role of defining, upon proposal of the CEO, the strategic guidelines and objectives of the Company and the Group, pursuing their sustainable success and monitoring their implementation, as expressly provided for in the resolution on the reserved powers of the Board⁸, last adopted on May 11, 2023. Furthermore, with a view to pursuing sustainable success, the Board of Directors, in line with the Governance Code, promotes dialogue with shareholders and other stakeholders relevant to the Company. In particular, the Board, upon proposal of the Chairman of the Board of Directors, in agreement with the CEO, has adopted the policy for managing dialogue with all shareholders, also in order to ensure orderly and consistent communication. The Chairman of the Board of Directors, with the support of the Secretary of the Board, ensures that the Board of Directors is informed about the development and significant contents of the dialogue, giving an account of the assessments expressed by the various types of investors.

THE ROLE OF THE BOARD OF DIRECTORS IN STRATEGIC PLANNING AND RELATED INFORMATION FLOWS

Eni's BoD, in the exercise of the powers it has reserved for itself, approves the Strategic Plan (four-year plan and medium-long term plan), which includes industrial business targets, economic and financial results and sustainability targets, including medium-long term emission targets, testifying to how the decarbonization strategy is an integral part of Eni's business strategy. In this context, the strategy aimed at creating value along the entire plan horizon assumes primary importance, in a synergistic process that sees the active involvement of the Company as a whole and, in particular, of the BoD, as the top management body. The Strategic Plan was

examined and approved by the BoD during the meeting of March 13, 2024, following a complex process of prior sharing, already started in the previous meetings of January 25 and February 15, 2024, through the holding of three readings focused on the elements of context and scenario, as well as on the illustration of the strategic drivers by business sectors. A similar examination process was followed for the new Strategic Plan approved by the BoD on February 26, 2025.

In these assessments, the BoD is supported by a specific Board Committee, the Sustainability and Scenarios Committee, established in 2014 by the Board itself, with investigative, advisory and propositional functions on the processes, initiatives and activities aimed at overseeing the commitment, discussion and training relating to sustainable development along the entire value chain, with particular reference to the issues of: climate transition and technological innovation, access to energy and energy sustainability, environment and energy efficiency, local development, respect and protection of human rights, integrity and transparency, Diversity & Inclusion⁹. The BoD also plays an active role in the implementation of Eni's strategy, including through the approval of the investment projects and portfolio transactions included in the Strategic Plan, in accordance with the provisions of the resolution on the powers reserved to it, and annually monitors their progress and compliance with requirements and targets, which also include the results of the risk analysis and any assessments of the ESG impacts associated with the aforementioned transactions. The internal control and risk management system is fundamental for the sound and correct conduct of the Company, including the economic, environmental and personal impacts of the Company's activities, the general guidelines of which are defined by the BoD, in line with the Company's strategies, with the support of the Control and Risk Committee and after consulting the Chairman for the part relating to Internal Audit activities. In addition, again with the support of the Control and Risk Committee, the BoD has the power to: (i) examine the main corporate risks, identified by the CEO, taking into account the characteristics of the activities carried out by the Company

(8) The powers reserved by the Council are punctually declined in the [deliberation](#) adopted on May 11, 2023, available on Eni's website, in the Governance section.

(9) For further information on the functions of the Sustainability and Scenarios Committee, please refer to the relevant [Regulation](#), available on Eni's website in the Governance section.



and its subsidiaries, and submitted by the same to the BoD at least quarterly and (ii) assess, on a half-yearly basis, the adequacy and effectiveness of the internal control and risk management system with respect to Eni's characteristics and the profile of risk assumed, in particular on the basis of the Reports prepared by the Manager responsible for preparing the Company's financial reports, the Control and Risk Committee, the Risk Management and Integrated Compliance functions; (iii) annually assess the adequacy of the organisational structure of the internal control and risk management system with respect to the characteristics of the Company and the risk profile assumed, as well as its effectiveness, except for changes that make it necessary to update every six months. The BoD also plays a central role in approving and revising the fundamental lines of the **internal regulatory system** and the policies on Ethics, Compliance & Governance, also in terms of risk management and in the receipt of information flows (such as, for example, the regulatory instruments on transactions involving the interests of Directors and Statutory Auditors and transactions with related parties, anti-corruption and internal audit, as well as the guidelines of the ICRMS). In its role of strategic guidance, the BoD, as part of the resolution on the powers that it has reserved for itself, has the task of approving the Management, Supervision and Control Model of the Company's Health, Safety and Environment, Security and Public Safety risks and its substantial amendments, annually examining the HSE Report, prepared by the Head of the competent corporate function and included in the flows relating to the assessment of adequacy of the ICRMS. Another central issue

for Eni is that of human rights, whose commitment was reaffirmed in the "Respect for Human Rights at Eni" policy approved in 2023 by the BoD and which was followed during the year by suitable actions to further strengthen the management controls that configure Eni's human rights management model in line with the provisions of the United Nations Guiding Principles on Business and Human Rights (UNGP), OECD Guidelines for Multinational Enterprises and in consideration of the regulatory developments underway on the subject. In particular, during the year, a process was carried out to update Eni's so-called salient human rights issues, i.e. the human rights issues considered most significant for Eni and with respect to which the company's management model and activities on human rights must be developed as a priority, which saw the involvement of over one hundred Eni people and some authoritative external stakeholders. In this context, a Compliance Risk Assessment Specific was also carried out aimed at identifying and assessing specific Risk Activities and identifying, from a risk-based perspective, any Risk Treatment actions. The results of these processes, together with the main activities carried out by the various corporate functions in implementation of the above-mentioned management model, were examined in depth by the Sustainability and Scenarios Committee at its meeting on December 9, 2024. This meeting was extended to all members of Eni's BoD, with the aim of providing an update on the evolution of legislation in the EU on the issue of respect for human rights. Below is a summary of the main Sustainability issues addressed by the BoD during 2024:

MAIN SUSTAINABILITY TOPICS ADDRESSED BY THE BOARD OF DIRECTORS WITH THE SUPPORT OF THE BOARD COMMITTEES

STRATEGY AND ENERGY TRANSITION



- Four-year and long-term plan, including sustainability objectives and short- and long-term incentive plans to support strategic sustainability objectives.
- Insights into Eni's positioning with respect to peer climate objectives and strategies, sustainable finance tools and climate assembly resolutions.
- Declaration of approval of Eni's Statement regarding the management and protection of water resources.
- Review of Eni's commitment to nuclear fusion (Board Induction).
- Insights into the evolution of the electricity market, the development prospects of urban mobility and related strategies (Board Induction).

HUMAN RIGHTS AND SOCIAL ISSUE



- Approval of the Declaration pursuant to the "Modern Slavery Act".
- Outcomes of the update process of the so-called salient human rights issues of Eni and the Compliance Risk Assessment Specific.
- Investment plan for local development and No Profit.
- Insights into the reference regulatory framework, the Policy and the human rights management model in Eni (Board Induction).

REPORTING AND MONITORING



- Approval of mandatory and voluntary sustainability consolidated reports.
- In-depth analysis of the HSE model and results.
- Approval of the fundamental guidelines of the Policy on the internal control system on financial information and mandatory sustainability information.
- In-depth analysis of the evolution of European regulations in the reporting field.



THE BOARD COMMITTEES

The Board also avails itself of the support of the Board Committees, each within its scope of competence, by virtue of the investigative, propositional and advisory functions assigned to them. In particular, with reference to sustainability aspects¹⁰:

- Eni's **Control and Risk Committee** assesses the suitability of periodic financial and non-financial information to correctly represent the business model, the Company's strategies, the impact of its activities and the performance achieved, expressing an opinion to the Board in this regard and coordinating with the Sustainability and Scenarios Committee with regard to mandatory periodic non-financial/sustainability disclosures. In addition, in this context, it examines the content of periodic non-financial/mandatory sustainability information relevant for the purposes of the internal control and risk management system. Also in relation to these tasks, it meets with the Company management responsible for these matters on an appropriate basis, examining, among other things: (i) the main issues with a view to the preparation of the annual and half-yearly Financial Reports as well as their essential connotations and the contents of the Sustainability Report; (ii) the main results achieved by Eni in the areas of safety, health and the environment, and the initiatives developed for the continuous improvement of their performance, including through the use of new technologies; (iii) security and cyber security issues; (iv) activities to safeguard Asset Integrity; (v) climate change risk and specific aspects related to it.
- the **Sustainability and Scenarios Committee** carries out investigative, advisory and propositional functions towards the BoD on scenarios and sustainability, meaning the processes, initiatives and activities aimed at overseeing the Company's commitment to sustainable development along the value chain, with particular reference to: climate transition issues and technological innovation; access to energy and energy sustainability; environment and efficiency energy; local development, in particular economic diversification, health, well-being and safety of people and communities; respect for and protection of rights, in particular human rights; integrity and transparency; and Diversity & Inclusion. To this end, it receives information from the heads of the corporate functions involved in these processes, who may be invited to participate in Committee meetings. The Sustainability and Scenarios Committee also coordinates with the Control and Risk

Committee in assessing the suitability of periodic non-financial information, as indicated above.

- the **Remuneration Committee** carries out investigative, propositional and advisory functions to the BoD on remuneration issues, and in this context proposes annual and long-term incentive systems, defining their objectives, also in support of the guidelines taken on sustainability issues.
- the **Nomination Committee** carries out preparatory, advisory and propositional functions with regard to the Board of Directors, and in this sense, among other tasks, supports the Board of Directors in the appointment of managers and members of the bodies and agencies of the Company and its subsidiaries whose appointment is the responsibility of the Board and supervises the related succession plans, in the periodic assessment of the requirements of the directors and in the self-assessment process, formulating opinions to the BoD on its composition and its Committees, also on the necessary skills. Review and evaluate the criteria that oversee the succession plans of the Company's executives with strategic responsibilities.

THE BOARD OF STATUTORY AUDITORS

The BoSA carries out the functions attributed to it by law and in particular, in addition to the provisions of Art. 149 of the Consolidated Law on Finance, supervises the financial reporting and sustainability reporting process and the effectiveness of internal control and risk management systems, also in its capacity as "Internal Control and Audit Committee" and "Audit Committee" for the purposes of US legislation. In addition, it monitors compliance with the provisions of Legislative Decree No. 125 of September 6, 2024, on sustainability reporting and reports on it in the annual report to the Shareholders' Meeting. Supervisory activities are carried out through meetings with the heads of the main business and functional areas, participation in meetings of the BoD and Board Committees as well as through the exchange of information with the Independent Auditors. In particular, the BoSA receives the information flows necessary for the performance of its duties and the reports and opinions expressed by the corporate bodies and functions responsible for financial reporting, mandatory sustainability and the internal control and risk management system. The results of the activities carried out by the BoSA are described in the Report to the Shareholders' Meeting.

(10) For details on the composition, tasks and Regulations of the Board Committees, please refer to the website [Eni](#).

THE REMUNERATION POLICY OF THE CORPORATE BODIES

Eni's Remuneration Policy is defined in line with the corporate governance model adopted by the Company and with the recommendations of the Corporate Governance Code, providing that the remuneration of Directors, members of the Board of Statutory Auditors, General Managers and other Executives with strategic responsibility is functional to the pursuit of the corporate mission and the sustainable success of the Company. Taking into account the need to dispose, retain and motivate people with the competence and professionalism required by the role held (Principle XV of the Corporate Governance Code).

To this end, the remuneration of top management is defined by considering the applicable market references for positions or roles of similar level of responsibility and complexity, within panels of comparable national and international companies, also in relation to the reference sector and company size.

The Remuneration Policy for Directors and top management also contributes to the corporate strategy, through incentive systems linked to economic, financial and equity objectives, social and environmental sustainability and energy transition, from a long-term perspective, taking into account the prospects of interest of shareholders and other stakeholders.

The Remuneration Policy for 2025 maintains the remuneration levels defined in the previous Policy unchanged and provides for the reshaping of the structure and weights of the objectives of the

IBT Plan and the 2023-2025 ILT Equity Plan (2025 attribution) as the only substantial novelty, in line with the Company's strategic evolution and industry best practices.

In particular, with regard to social and environmental sustainability, the Policy defined for 2025 provides:

- in the Short-Term Incentive Plan with deferral, an environmental sustainability and human capital objective (weight 35%), focused on safety issues and the reduction of net Upstream GHG emissions (Scope 1+2) equity;
- in the 2023-2025 Share-based Long-Term Incentive Plan, an objective relating to environmental sustainability and energy transition issues (total weight 35%), articulated on goals related to decarbonization and energy transition processes.

The Remuneration Policy described in the first section of the "Report on the Remuneration Policy and Compensation Paid", available on the Company's website, is prepared taking into account the guidelines of shareholders and institutional investors, through the implementation of annual engagement plans, and is subject to the binding vote of the shareholders at the Shareholders' Meeting, with the frequency required by its duration, and in any case at least every three years or on the occasion of changes to the same¹¹. The results of the Shareholders' Meeting vote are reported in the Summary of the aforementioned Report.

THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM¹²

Eni adopts an Internal Control and Risk Management System, an expression of the Company's culture and values, consisting of a coordinated set of tools, rules, procedures, organisational structures, data, systems, information flows and behaviours aimed at effectively and efficiently identifying, measuring, managing and monitoring the main risks, thus contributing to the sustainable success of the Company and the enhancement of business opportunities. The Internal Control and Risk Management System contributes to the sound conduct of activities consistent with strategic objectives and is integrated into the Company's operations according to a risk-based and synergistic approach between the various players in the System, able to seize opportunities to adapt the control structure with respect to the reference context, with equal effectiveness.

The internal control and risk management system (enrich) is also based on Eni's Code of Ethics, which prescribes the correct conduct for the correct management of the business, which the members of the BoD, as well as the members of the other corporate bodies and any third party who collaborates or works in the name or on behalf of or in the interest of Eni, are required to comply with.

In addition, Eni has adopted a regulatory instrument for the integrated regulation of the Internal Control and Risk Management System, the guidelines of which have been approved by the BoD. In addition, by adhering to the Governance Code, the BoD has established various adaptation actions and methods of application and improvement relating to the recommendations on the Internal Control and Risk Management System, already recognized in line with the best practices of corporate governance¹³. Among these, in order to

(11) Pursuant to the provisions of Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/98.

(12) For more information, please refer to the Corporate Governance and Shareholding Structure Report 2024.

(13) For more information, please refer to the [Corporate Governance Report 2024](#).



strengthen the integration between strategic planning and internal controls and risk management, the BoD has provided that specific annual guidelines of the Internal Control and Risk Management System have to be defined, on the proposal of the CEO, and with the support of the Control and Risks Committee, within the framework of the Strategic Plan, in line with the Company's strategies, in addition to the "enrich" model contained in the relevant internal regulations. It has also been provided that the implementation of the specific guidelines of the Internal Control and Risk Management System will be subject to periodic monitoring on the basis of a report by the CEO. Eni has also adopted an Integrated Compliance model, which, together with Model 231 and the Code of Ethics, is aimed at ensuring that all people who contribute to the achievement of business objectives operate in full compliance with the rules of integrity, applicable laws and regulations, through an articulated process, developed with a risk-based approach, for the management of non-compliance prevention activities. With this in mind, risk assessment methodologies have been developed aimed at modulating controls, calibrating monitoring activities and planning training and communication activities according to the compliance risk underlying the various cases, to maximize their effectiveness and efficiency. The Integrated Compliance process has been designed to stimulate integration between those who work in business activities and the corporate functions responsible for overseeing the various compliance risks.

In addition, acting on the proposal of the CEO having obtained a favourable opinion from the Control and Risk Committee, the BoD approved the internal rules concerning the Market Information Abuse (Issuers). The internal rules lay down principles of conduct for the protection of the confidentiality of corporate information in general, to promote maximum compliance, as also required by Eni's Code of Ethics and corporate security measures. Eni recognises, in fact, that information is a strategic asset, which must be managed in such a way as to ensure the protection of the interests of the Company, shareholders and the market.

In order to ensure the protection of corporate assets, of the interests of shareholders and the market, as well as the transparency and integrity of conduct, Eni has adopted – in compliance with Consob regulatory provisions – rules on transactions involving the interests of Directors and Statutory Auditors and transactions with related parties. These rules were most recently updated in 2023 by the BoD, with the unanimous and favourable opinion of the Control and Risk Committee.

The issue of prevention, identification and management of conflicts of interest is also regulated in the Company's Code of Ethics, in the regulatory instrument on the identification and management of conflicts of interest as well as in the aforementioned regulatory

instrument on transactions with the interests of Directors and Statutory Auditors and transactions with related parties. In these documents, Eni's people are asked to promote the interests of the Company by making decisions objectively and avoiding situations in which conflicts of interest could arise.

In addition, the Regulations on the functioning and organization of the BoD, most recently approved at the meeting of May 11, 2023, provide, in line with the provisions of Art. 2391 of the Italian Civil Code, that before the discussion of each item on the agenda of the Board meeting, each Director and Statutory Auditor is required to indicate any interests, on their own behalf or on behalf of third parties, that they have in relation to the matters or issues to be discussed, specifying their nature, terms, origin and scope. The aforementioned Regulations also require that, at the time of the Board resolution, the Directors concerned do not normally take part in the discussion and resolution on the relevant issues, leaving the meeting room.

An integral part of Eni's internal control system is the internal control system for financial reporting, which aims to provide reasonable certainty on the reliability of the financial information itself and on the ability of the financial statement preparation process to produce such information in accordance with generally accepted international accounting standards. The responsibility for designing, establishing and maintaining the internal control system for financial reporting over time is entrusted to the CEO and the Officer in Charge for preparing the Company's financial reports, who makes use of the structure of the Chief Transition & Financial Officer.

A central role in the Company's internal control and risk management system is played by the BoSA which, in addition to the supervisory and control functions provided for by the Consolidated Law on Finance, is responsible, among others, for monitoring the financial reporting process and sustainability reporting. In addition, it monitors the effectiveness of the Company's internal control and risk management systems, in accordance with Governance Code, also in its capacity as "Internal Control and Audit Committee", pursuant to Italian law, and as "Audit Committee" for the purposes of US law. Taking into account the evolution of the legislation on mandatory sustainability reporting and the integration with the financial one, the responsibilities of the Manager in Charge for preparing the company's financial reports have been updated to provide for the oversight of the activities of establishing, monitoring and evaluating the internal control system on sustainability reporting, the preparation of the Sustainability Report and support in the definition of "Eni for".

The responsibilities assigned, as well as the regulatory and information tools defined as part of Eni's internal control and risk management system, in particular for the purposes of assessing



the adequacy and effectiveness of the latter, also allow the identification of the so-called “critical concerns”, understood as any complaints with potential impacts on the Company’s stakeholders. Among the tools in the Internal Control and Risk Management System, it should be noted that Eni, since 2006, has adopted regulations (published on the Company’s website) that govern the process of receiving, analysing and processing reports (so-called whistleblowing) sent to Eni SpA and its subsidiaries in order to allow

anyone, employees and third parties, to report conduct – referable to members of the corporate bodies of administration and control and employees of Eni, or to all those who operate or have operated in Italy and abroad in the name or on behalf or in the interest of Eni – that is in violation of laws and regulations, provisions of the Authorities, Code of Ethics, Eni’s Model 231 as well as Compliance Models on Corporate Administrative Liability for Eni’s Subsidiaries and internal regulations.

THE INTERNAL CONTROL SYSTEM ON SUSTAINABILITY REPORTING

In light of the recent regulatory evolution on sustainability reporting, Eni has redefined the internal organization, with the attribution of responsibility for the process of drafting and approval of mandatory sustainability reporting to the Financial Reporting Officer¹⁴, a figure already overseeing the processes of drafting financial reporting. This was followed by a necessary internal regulatory adjustment, which saw the definition of roles, responsibilities, processes and timelines, enhancing the greater integration between the financial and non-financial components through a unified oversight, also with a view to the internal control system. The internal control system over mandatory sustainability reporting, as part of Eni’s broader Internal Control and Risk Management System, has as its main objectives to provide reasonable certainty that sustainability reporting is prepared in compliance with the applicable standards. Its implementation involves the following phases: (i) definition of the control environment integrated with provisions regarding financial reporting; (ii) risk assessment and establishment of control activities to monitor the identified risks; (iii) monitoring; (iv) information flows. The risk assessment activity is a systematic process aimed at identifying, analysing and managing the risks that could

compromise the disclosure and involves the use of a model, based on a risk-based approach, in order to define the criteria for identifying the relevant indicators, for the implementation of control measures; the model takes into account both quantitative and qualitative criteria to identify indicators for implementing specific controls. Based on Eni’s internal control and risk management system and in line with the provisions of the internal regulatory system, the regulatory and organisational tools that define the application methods, risk control and monitoring activities, as well as the guidance, coordination and control of Eni SpA’s functions in identifying risks and related mitigation measures are analysed.

The results of the internal control system over sustainability reporting are reported to the administrative, management and control bodies. In particular, this process uses certification flows from the process owners on the adequacy and effective operation of the controls envisaged for the relevant indicators, and take also into accounts the results of the independent monitoring activities carried out by the Internal Audit function, in line with provisions for the internal control system over financial reporting.

(14) The ultimate responsibility for ensuring compliance with the provisions of Decree no. 125/2024 lies with the directors.