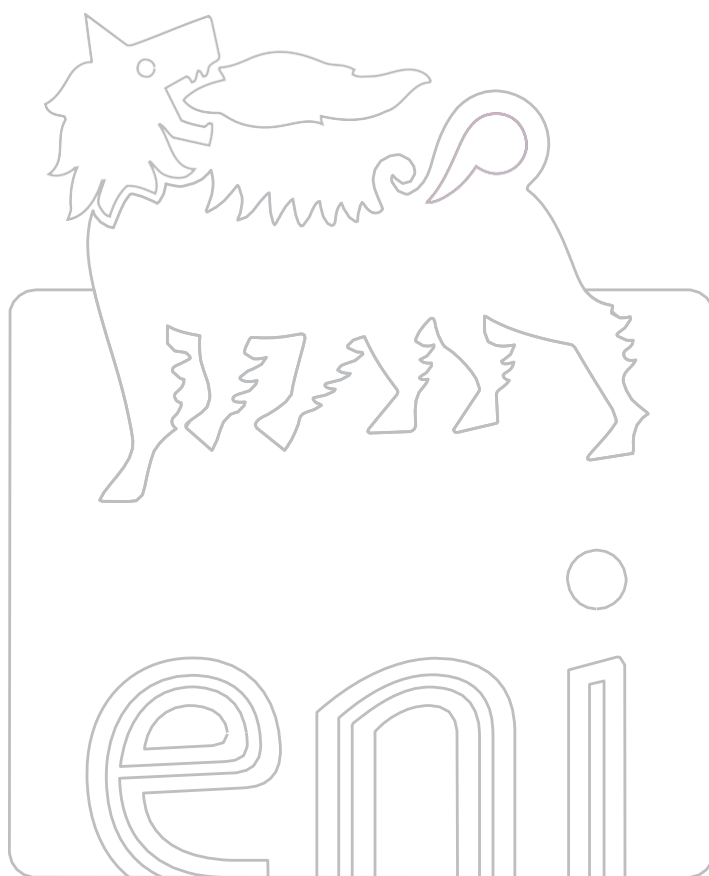

Rules of the Board of Directors



The Italian text prevails over the English translation



Article 1 – Procedures for calling meetings

- 1.1 The Board of Directors is convened in accordance with the annual calendar of meetings approved by the Board and in the circumstances and in accordance with the procedures provided for in Article 19 of the By-Laws.¹
- 1.2 Board meetings are held at the company's registered office or at one of the company's secondary offices, in Italy or abroad. The Board may also meet as follows: (i) by video conference from the Company's offices; (ii) using corporate mobile devices via a system operated by Eni that ensures the same level of security as videoconferences from the Company's offices; (iii) by telephone audioconference using corporate mobile devices. 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.
- 1.3 The notice of the meeting, signed and prepared by the Chairman, having examined the proposals of the Chief Executive Officer, contains the location of the meeting; the locations where it is possible to participate in the meeting by videoconference or any other forms of connection; date and time of the meeting; the items on the agenda, specifying which items will be subject to a resolution and which are simply meant to provide information.
- 1.4 The notice of the meeting shall be sent by the Secretary of the Board via e-mail using "@eni.com" addresses, or in alternative, via mail or fax, to the address specified by each recipient, normally at least five days prior to the date of the meeting. When necessary and urgent, the notice may be sent at least twelve hours in advance of the time set for the meeting. The notice is sent to the Directors, the Standing Statutory Auditors and to the Magistrate of the Court of Auditors ("Corte dei Conti") appointed to monitor the financial management of the Company and his substitute.

Article 2 - Documentation

¹ Article 19 of the By-Laws provides that:

«19.1 The Board shall meet in the place indicated in the meeting notice whenever the Chairman or, in the event of his absence or impediment, the Chief Executive Officer deems necessary, or when a written request has been made by the majority of its members. The Board may also be convened pursuant to Article 28.4 of these By-laws. The meetings of the Board of Directors may be held by video or teleconference on the condition that all the participants in the meeting can be identified and that all can follow and participate in real time in the discussion of the matters being addressed. The meeting shall be considered duly held in the place where the Chairman and the Secretary are present.

19.2 Notice shall normally be given at least five days in advance of the meeting. In urgent circumstances, the period of notice may be shorter. The Board of Directors shall decide how its meetings are to be convened.

19.3 The Board of Directors shall also be convened when so requested by at least two directors or by one director if the Board consists of three directors, to decide on a specific matter deemed to be of a particular importance regarding the management of the Company. Said matter shall be specified in the request.»

- 2.1 The Chairman shall make any documentation relating to the items on the agenda available to the members normally 48 hours before the deadline for calling the meeting, except in exceptional cases of necessity and urgency.
- 2.2 In order to ensure the confidentiality of the documentation relating to the Board meetings and not to jeopardize the symmetry of information flows, the documentation shall be made available to Directors, Standing Statutory Auditors and the Magistrate of the Court of Auditors exclusively on a digital platform reserved for the Board of Directors (the "Platform"), complying with high security requirements. Access to the Platform shall be restricted by the use of personal credentials, assigned to each Director, Standing Statutory Auditor and the Magistrate of the Court of Auditors after appointment. Credentials shall be safeguarded with diligence in order to prevent unauthorized access to the Platform. The documentation is uploaded to the Platform by the Secretary of the Board, who makes use of authorized personnel from the Secretariat of the Board of Directors for the purpose. The documentation may be sent, upon request by the individual members, to their eni.com e-mail addresses in case of problems accessing the Platform or if the Secretary deems it appropriate, based on the need for speed, taking into account any confidentiality requirements related to information being transmitted.
- 2.3 The documentation supporting the Board meetings is made available to the Directors, the standing Statutory Auditors and the Magistrate of the Court of Auditors, usually together with the notice of meeting, and in any case no later than three days before the date of the meeting, without prejudice to exceptional cases of necessity and urgency in which the documentation will be made available as soon as possible and in any case before the start of the meeting. A summary sheet of the items on the agenda is prepared for each meeting. When, in relation to individual topics, the documentation made available is particularly complex and voluminous, it shall be accompanied by a document summarizing the most significant and relevant points for the purposes of the decisions on the agenda.
- 2.4 If, in specific cases, it is not possible to provide the necessary information within three days before the date of the meeting, the Chairman ensures that adequate and detailed analyses are carried out during the board sessions.
- 2.5 Documentation containing inside information is usually subject to prior disclosure in compliance with the provisions on handling inside information. If in exceptional cases, the documentation containing inside information is not subject to prior disclosure, the Board must receive adequate information on the items on the agenda on the day of the meeting.
- 2.6 In addition to the legal requirements relating to inside information, Directors are bound to confidentiality of the data and information received in the exercise of their duties. External disclosure of facts concerning the Company is reserved to the Directors who have been granted powers of legal representation of the Company.

- 2.7 The documentation submitted to the Board is usually prepared under the responsibility of the Chief Executive Officer. However, all documents must clearly and fully indicate the unit that prepared them.
- 2.8 The periodic reports for the Board must be sent to the Board Secretariat with the following deadlines in order to allow correct planning of the Board meetings:
- the half-yearly reports of the Remuneration Committee, Nomination Committee and Sustainability and Scenarios Committee: no later than 15 days after the end of the six-month period to which they refer;
 - the reports of the Control and Risks Committee:
 - the half-yearly report as at 30 June, also including the judgment on the adequacy of the internal control and risk management system: as a rule, at least 48 hours before the date of the Board meeting that approves the half-yearly financial report;
 - the half-yearly report as of December 31: no later than January 15;
 - the supplement to the Annual Financial Report as at December 31, containing the opinion on the adequacy of the internal control and risk management system: as a rule, at least 48 hours before the date of the Board meeting that approves it;
 - the reports of the financial reporting officer: considering the time required for closing the accounts, at least seven days before the date of the Board meeting that approves the Annual Financial Report and at least three days before the date of the meeting of the Board which approves the half-yearly financial report.
- 2.9 Communications and information from the Chairman and the Chief Executive Officer on the activity carried out follow the rule established for other documents. If the information from the Chief Executive Officer, divided by business sector, includes complex information elements, the Chairman shall evaluate whether to make them the subject of a specific item on the agenda.
- 2.10 The internal board information is sent by the Secretary of the Board on the recommendation of the Chairman or the Chief Executive Officer.
- 2.11 The Chairman ensures the effective working of the Board and, in her role of liaison between executive and non-executive directors, ensures, with the assistance of the Secretary, the timeliness and adequacy of the pre-board information submitted or transmitted to the Board, as well as the complementary information provided during the meetings, and that the same is suitable to enable the Directors to perform their duties in an informed manner. For this purpose, the Chairman can ask the Chief Executive Officer for appropriate changes or additions.

Article 3 – Conduct of the meetings

- 3.1 Participants in Board meetings (Directors, Standing Statutory Auditors and the Magistrate of the Court of Auditors) shall try to ensure their attendance for the entire duration of the meeting. During Board meetings, it is advisable to avoid conduct that, especially in audio or video conference mode, may interfere with the orderly performance of the proceedings (e.g. use of mobile phones or smartphones, or talking while someone else is speaking).
- 3.2 In agreement with the Chief Executive Officer and with the support of the Board Secretary, the Chairman ensures that the executives of the Company and of the Group companies responsible for the relevant corporate functions connected with the items to be discussed attend the Board meetings, also at the request of individual directors, to provide appropriate in-depth information on the items on the agenda.
- 3.3 After making a presentation, at the beginning of the Board discussion, executives or other subjects not belonging to the Board will leave the room, unless otherwise instructed by the Chairman.
- 3.4 Before discussing each item on the agenda, each Director and Statutory Auditor is required to report any interests, on their own behalf or on behalf of third parties, which they hold in relation to the matters or issues to be discussed, specifying their nature, terms, origin and scope.
- 3.5 During Board resolutions, Directors holding an interest in issues to be deliberated upon, do not normally take part in the discussion and resolution, leaving the meeting room. This is without prejudice to the provisions of internal rules on transactions involving the interests of Directors and Statutory Auditors and transactions with related parties.
- 3.6 Board resolution proposals are usually formulated by the Chief Executive Officer. The Chairman submits them to the Board for evaluation reading them out.
- 3.7 In urgent circumstances, if it is not possible to hold a Board meeting via video or audio conference, the Chairman, at the request of the Chief Executive Officer, may ask the members of the Board to express their position on a particular issue within the Board's competence via e-mail (using the @eni.com addresses) in order to enable the Chief Executive Officer to carry out acts or operations with the Board approval. The resolution shall be ratified or formalised at the first subsequent Board meeting.
- 3.8 In order to enable the effective coordination of Board proceedings and the informed action of the Board, the meetings of the Committees must be held, as far as possible, at least 48 hours in advance of the Board of Directors meeting.

Article 4 – Minutes of the meeting

- 4.1 Except in cases where the law provides for the minutes to be drawn up by a notary, the minutes of the meetings are prepared by the Secretary of the Board, who may be assisted, for this purpose, by persons appointed by the same.
- 4.2 The minutes shall include all the main interventions, summarized by the Secretary of the Board and, in particular, the parts of the proceedings providing essential additional information to the documentation made available, questions and answers necessary to clarify such documentation, relevant comments on merit or to be included in the minutes upon express request of the commenter, and the declaration of vote of the Directors.
- 4.3 The minutes include, as a transcription or as an annex, all the documentation made available to the Board. 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 minutes prepared by the Secretary are submitted to the Chairman and the Chief Executive Officer. Before approval, the draft minutes are submitted to the Directors, Standing Statutory Auditors and the Magistrate of the Court of Auditors, who may make comments by addressing them to the Secretary of the Board. The final text of the minutes is approved by the Board.

Article 5 – Use of consultants

- 5.1 In carrying out its duties, the Board of Directors can avail itself of external consultants through the Secretary of the Board of Directors who, on the basis of the indications received from the Board itself, identifies the structures and/or the rules and controls (provided for by internal regulations for similar cases) to be applied in the selection and awarding process. The Secretary acts within the limits of his budget, approved by the Board, within the terms provided for in the Board Secretary Charter attached to these Rules.

Article 6 - Reimbursement of expenses connected with the Directors' participation in congresses and conferences

- 6.1 The Shareholders' Meeting of May 13, 2020 approved the remuneration to be paid to the Directors as well as the reimbursement of expenses relating to the exercise of their functions.
- 6.2 The Company may therefore bear the costs for participation in congresses, conferences

or other similar events only if participation is related to the duties as Directors.

- 6.3 The connection between participation in an event and the duties as Directors can be construed: a) when the Director participates on behalf of or at the request of the Company, upon the express indication of the Chairman or the Chief Executive Officer; b) when participation has training purposes or for the acquisition of information and knowledge elements useful for the functions of Director, upon request of the Director, as accepted by the Chairman, or at the invitation of the Company, following the indication of the Chairman or the Chief Executive Officer.
- 6.4 Pursuant to the By-laws, the Company is represented exclusively by the Chairman and the Chief Executive Officer, who have the exclusive right to attribute such powers to other people. Accordingly, Directors participating in a public event at no expense for the Company may not present themselves as representatives of the Company or speak in its name. In this regard, Directors must take care not to generate doubts or misunderstandings when dealing with individuals or an audience.
- 6.5 Any conferral of powers of representation does not imply the attribution of management powers, i.e. the power to form the will of the Company and not merely to express it externally. Pursuant to the By-laws, management powers, for individual acts or categories of acts, may be attributed to the Directors by the Board, on the proposal of the Chairman, in agreement with the Chief Executive Officer.
- 6.6 Expenses for participating in the aforementioned events will be charged to the budget of the Board Secretary and, in particular, to the item expressly intended for this purpose. The expected amount will be divided equally between the Directors and the Board Secretary, who will be able to use their share, in the terms indicated above, up to the amount of the share itself.
- 6.7 Expenses of the Directors will be covered in accordance with the criteria used by the Company for the representation expenses of the Company's top management.

Article 7 – Board Secretary

- 7.1 The Board, acting upon a proposal of the Chairman, appoints a Secretary, who may not be affiliated with the Company (Article 18.2 of the By-Laws) with appropriate requirements of professionalism, experience, independence of judgment and is not in a situation of conflict of interest.
- 7.2 The Secretary reports hierarchically and functionally to the Board and, on its behalf, to the Chairman.
- 7.3** The duties of the Secretary and the related charter are specified in the document attached to these Rules.

Annex:

Board Secretary and Board Counsel Charter

The Secretary assists the Chairman in her duties, and, in particular, in the preparation of Board and Shareholders' Meetings, in the preparation of the related resolutions, in taking care of the timeliness and adequacy of the information flows directed to the Board, in the communication with the Directors, in taking care of, according to the understandings between the Chairman and the Chief Executive Officer, the attendance to the Board meetings of the heads of the corporate functions competent in the matters dealt with, in the organization of the Board induction and in the organization and care of the adequacy and transparency of the Board review process. The Secretary coordinates the secretaries of the Board Committees and handles the minutes of the Board meetings. He also assists the Chief Executive Officer in his relations with the Board.

The Secretary provides, with impartial judgment and independence, assistance and advice to the Board on any matter relevant for the correct functioning of the governance system regarding the functioning, powers and tasks of the Board and the Board Committees, he also provides assistance and independent (from the management) legal advice to the Board and the Directors on their powers, rights, duties and obligations, in order to ensure the proper exercise of their role and protect them from any liability.

The Secretary can hold other roles within the company as long as they do not compromise his independence of judgment towards the Board or the regular performance of his duties.

The Chairman ensures that the Secretary has adequate powers, tools, organizational structure and personnel for the exercise of his functions, oversees the independence of the Secretary (also ensured by the registration to the relevant bar associations of the Secretary and his collaborators in possession of the necessary requisites) and determines his remuneration (specific to the function and distinct from that due to other possible functions performed within the Company), in line with the Company's policies for senior management.

The Board, following the proposal of the Chairman, establishes the annual budget allocated to the Secretary, separate from that relating to any other duties, for which the Secretary has autonomous spending power. The Secretary reports annually to the Board on the use of the budget.

The activities and information flows related to the Secretary's functions are detailed in a dedicated corporate regulatory instrument, approved by the Chairman, after hearing the Chief Executive Officer. The above, without prejudice to the exclusive activities of the Corporate and Governance Affairs function, as indicated in the corporate regulatory instruments.



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