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**ENI S.P.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON MAY 13, 2020  
ON SINGLE CALL**

**REPORT OF THE BOARD OF DIRECTORS  
ON THE ITEMS ON THE AGENDA**

**AMENDMENT TO THE TEXT PUBLISHED ON APRIL 2, 2020 IN RELATION TO  
POINT 5 (APPOINTMENT OF THE DIRECTORS) AND POINT 8 (APPOINTMENT OF THE  
STATUTORY AUDITORS)**

*The Italian text prevails over the English translation.*

**ENI S.P.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON MAY 13, 2020  
ON SINGLE CALL**

**REPORT OF THE BOARD OF DIRECTORS  
ON THE ITEMS ON THE AGENDA**

**ITEM 1**

**ENI S.P.A. FINANCIAL STATEMENTS AT DECEMBER 31, 2019.**

**RELATED RESOLUTIONS.**

**ENI CONSOLIDATED FINANCIAL**

**STATEMENTS AT DECEMBER 31, 2019.**

**REPORTS OF THE DIRECTORS, THE BOARD OF STATUTORY**

**AUDITORS AND THE AUDIT FIRM.**

The document “Annual Report at December 31, 2019” of Eni S.p.A., which will be available at the Company’s registered office as required by law, on the Company’s website, at Borsa Italiana S.p.A. (the Italian Stock Exchange) and at the centralized storage service authorised by Consob “1Info” – which can be consulted on the website [www.1info.it](http://www.1info.it), includes the draft of the financial statements of Eni S.p.A. and the consolidated financial statements, along with the Report of Directors on operations and the declaration pursuant to Article 154-*bis*, paragraph 5 of Legislative Decree No. 58 of February 24, 1998 (Consolidated Law on Finance, hereinafter “T.U.F.”). The Reports of the Audit Firm and the Board of Statutory Auditors will be available to the public together with the Annual Report.

Reference is therefore made to these documents.

Dear Shareholders,

You are invited to resolve as follows:

*“to approve the statutory financial statements at December 31, 2019 of Eni S.p.A., which report a net profit amounting to €2,977,726,123.99.”*

**ITEM 2**  
**ALLOCATION OF NET PROFIT**

Dear Shareholders,  
in regard to the results achieved, you are invited to resolve as follows:

*“to allocate the net profit for the period of €2,977,726,123.99, of which €1,435,896,390.07 remains following the distribution of the 2019 interim dividend of €0.43 per share, as resolved by the Board of Directors on September 19, 2019, as follows:*

- 1. the amount of €856,000 to the reserve required by Article 6, paragraph 2 of Legislative Decree no. 38 of February 28, 2005;*
- 2. to Shareholders in the form of a dividend of €0.43 per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the 2019 interim dividend of €0.43 per share. The total dividend per share for the financial year 2019 therefore amounts to €0.86 per share;*
- 3. the payment of the balance of the 2019 dividend in the amount of €0.43 per share, payable on May 20, 2020, with an ex-dividend date of May 18, 2020 and a record date of May 19, 2020.”*

**ITEM 3**  
**DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

Dear Shareholders,  
The Shareholders' Meeting has been called to appoint the Members of the Board of Directors, as the term of office of the present Directors, appointed by the Shareholders' Meeting held on April 13, 2017, draws to an end. Pursuant to Article 17.1 of the By-laws, the Board of Directors shall consist of no fewer than three and no more than nine members and the Shareholder's Meeting determines the number within these limits.

The Shareholder' Meeting on April 13, 2017 set the number of Directors at nine.  
In accordance with the recommendations of Article 1.C.1., letter h) of the Italian Corporate Governance Code of listed companies, to which Eni S.p.A. adheres, the Board of Directors, in view of the results of its self-assessment of the Board, expressed its position on the qualitative and quantitative composition of the new Board (“BoD advice”) to the Shareholders. This BoD advice was published promptly in the appropriate section of the Company's website and is attached to this Report.

Also considering the factors indicated in the advice, the Board of Directors proposes to maintain the number of Directors to be appointed by the Shareholders' Meeting at nine to ensure that the Board of Directors has a composition that is suitable to the size of the Company and the complexity of its activities.

Dear Shareholders:

You are invited to approve the following resolution:

*“to set the number of Directors to be appointed by the Shareholders' Meeting at nine.”*

**ITEM 4**  
**DETERMINATION OF THE DIRECTORS' TERM OF OFFICE**

Dear Shareholders,

Pursuant to Article 17.2 of the By-laws, Directors are appointed for a period of up to three financial years. In order to ensure continuity in the management of the Company, the Board proposes to set the Directors' term of office at three financial years, this term expiring on the date that the Shareholders' Meeting is convened to approve the financial statements for the year ended on December 31, 2022.

Dear Shareholders,

You are invited to approve the following resolution:

*“to set the term of the office of the Directors to be appointed to three financial years, this term expiring on the date of the Shareholders' Meeting called to approve Eni's financial statements for the year ended on December 31, 2022.”*

**ITEM 5**  
**APPOINTMENT OF THE DIRECTORS**

Dear Shareholders,

Pursuant to Article 17.3 of the By-laws, the Board of Directors is appointed by the Shareholders' Meeting on the basis of the slates presented by the Shareholders (and, if necessary, by the Board of Directors), on which the candidates shall be listed in numerical order.

The slates presented by Shareholders must be filed in the manner indicated in the notice calling the Meeting at least twenty-five days prior to the date of the Shareholders' Meeting at single call, whereas the deadline falls on April 18, 2020 (Saturday), in order to facilitate

the Shareholders in the presentation of the slates, the deadline is postponed by April 20, 2020, first business day following the statutory deadline of April 18, 2020.

Each Shareholder may, severally or jointly, submit and vote on a single slate only. Controlling persons, subsidiaries and companies under common control may not submit or participate in the submission of other slates, nor can they vote on them, either directly or through nominees or trustees. As used herein, subsidiaries are those companies referred to in Article 93 of the T.U.F. Each candidate may stand on a single slate, on penalty of disqualification. Only those Shareholders who, severally or jointly, represent at least 0.5% of the share capital are entitled to submit a slate, as established by Consob Resolution No. 28 of January 30, 2020. Ownership of the minimum holding needed to submit slates is determined with regard to the shares registered to the Shareholder on the date on which the slates are filed with the Company. Related statement provided by the intermediary authorised may be submitted after the filing, provided that submission takes place by the deadline set for the publication of the slates by the Company (i.e. by 6:00 p.m. (CET) on April 22, 2020).

Article 17.3 of the By-laws contains specific provisions on the composition of the slates aimed at ensuring compliance with the rules on gender balance on company Boards, pursuant to Law No. 160 of December 27, 2019. Under the law at least two-fifths of the Director positions to be appointed, rounded up, must be filled by the less-represented gender, except when the number of the Board members is equal to three, in such case the number is rounded down to the lower unit, as indicated by Consob. Slates submitted by Shareholders for the Board of Directors that contain three or more candidates must include at least one member of the less-represented gender.

The law provides that the slates competing to appoint the majority of the members of the Board of Directors made up by more than three candidates, must include at least two fifths of the candidates belonging to the less-represented gender, with rounding up to the higher unit.

On the assumption that the number of the Board members, in line with the Board proposal to the Shareholders' Meeting, is equal to nine, the number of Board members belonging to the less represented gender shall be four.

Therefore, Shareholders who want to present a slate competing to appoint the majority of the members of the Board of Directors must include three candidates belonging to a gender different from that of the other candidates, if the slate contains six candidates; two candidates belonging to a gender different from that of the other candidates, if the slate is made up of five candidates.

If the Shareholders' Meeting decides that the number of Board members to be appointed should be lower than nine, the directors to be appointed will be taken from the slates according to the progressive order in which they were indicated on the slate.

Together with the filing of each slate, on penalty of inadmissibility, the following documents shall also be filed:

- statements of each candidate accepting their nomination;
- a curriculum vitae of each candidate containing adequate personal and professional information;

- statement of each candidate affirming that they meet the requirement of independence set forth by Article 148, paragraph 3, of the T.U.F.,<sup>1</sup> as well as the absence of any grounds making them ineligible or incompatible for such position and that they meet the integrity requirements;
- the identity of the Shareholders who have presented such slates and the overall percentage of ownership of Eni share capital held.

According to Consob Communication No. DEM/9017893 of February 26, 2009, Shareholders other than those who severally or jointly hold a controlling or majority shareholding, should file, along with their slates:

- a statement certifying the absence of direct or indirect relationships with Shareholders who individually or jointly hold a controlling or relative majority interest, pursuant to Articles 147-*ter*, paragraph three, of the T.U.F. and 144-*quinquies* of the Consob Issuers' Regulation;
- or
- a statement specifying any relationships, if significant, and the reasons why these relationships are not considered determinant to the existence of the aforementioned relationships.

The slates, together with the abovementioned information, will be made available at the Company's registered office, on the Company's website and through Borsa Italiana at least twenty-one days prior to the date set for the Shareholders' Meeting in single call, i.e. by April 22, 2020.

At least one Director, if the number of Directors is up to five, or at least three Directors, if the number of Directors is higher than five, shall satisfy the independence requirements established for the members of the Board of Statutory Auditors of listed companies in Article 148, paragraph 3, of the T.U.F., referenced by Article 147-*ter* of the T.U.F.

Shareholders are invited to take into account the independence requirements and the number of independent directors recommended by Article 3 of the Corporate Governance Code.

The independent candidates shall be expressly indicated in each slate.

All candidates shall also meet the integrity requirement applicable to the Statutory Auditors of listed companies under Article 148, paragraph 4, of the T.U.F., which also applies to Directors pursuant to Article 147-*quinquies*, paragraph 1, of the T.U.F..

Furthermore, pursuant to Article 2, letter c) of the Prime Minister's Order of May 25, 2012, as amended by the Prime Minister's Order of November 15, 2019, the members of the management or control body, as well as those who hold management positions in Cassa Depositi e Prestiti S.p.A., and maintain any direct or indirect relationship, of a professional or financial nature, with companies operating in the natural gas transport sectors or the electricity transmission system sector, in Snam S.p.A., TERNA S.p.A. and their subsidiaries operating in the natural gas transport sectors or the electricity transmission system sector, are prohibited from holding a seat on the management body in Eni S.p.A and its subsidiaries, nor maintain any direct or indirect relationship, of either a professional or financial nature, with these companies.

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<sup>1</sup> It is also recommended that the statements contain the statement on whether they meet the independence requirements pursuant to Article 3 of the Corporate Governance Code.

In accordance with the recommendations of Article 1.C.1., letter h) of the Italian Corporate Governance Code, the Board of Directors, in view of the results of the self-assessment exercise, expressed its position on the qualitative and quantitative composition of the new Board (“BoD advice”) to the Shareholders. This BoD advice is available in the relevant section of the Company’s website and is attached to this Report.

The Italian Corporate Governance Code advises Shareholders, in submitting their slates and subsequently appointing directors, to consider, in light of the BoD advice expressed by the Board on the issue, the professional qualifications, experience, including managerial experience, and types of candidates, in respect of the size of the issuer, the complexity of its activities and the specific characteristics of the business sector in which it operates, as well as the size of the Board of Directors.

The Italian Committee for the Corporate Governance, as part of the last annual report of December 2019, recommends to those submitting the slates for the renewal of the Board of Directors to disclose how the candidates selection procedure applied the advices and policies expressed by the outgoing Board of Directors in relation to its best composition.

Directors shall be elected in the following manner in accordance with Article 17.3 of the By-laws:

- a) seven-tenths of the Directors to be elected shall be drawn from the slate that receives the most votes of the Shareholders in the order in which they appear on the slate, rounded off in the event of a decimal number to the next lowest whole number;
- b) the remaining Directors shall be drawn from the other slates. Said slates shall not be connected in any way, directly or indirectly, to the Shareholders who have submitted or voted the slate that receives the largest number of votes. For this purpose, the votes received by each slate shall be divided by one or two or three depending upon the number of directors to be elected. The quotients, or points, thus obtained shall be assigned progressively to candidates of each slate in the order given in the slates themselves. The candidates of all the slates shall be ranked by the points assigned in single list in descending order. Those who receive the most points shall be elected. In the event that more than one candidate receives the same number of points, the candidate elected shall be the person from the slate that has not hitherto had a Director elected or that has elected the least number of directors. In the event that none of the slates has yet had a Director elected or that all of them have had the same number of Directors elected, the candidate among all such slates who has received the highest number of votes shall be elected. In the event of equal slate votes and equal points, the entire Shareholders’ Meeting shall vote again and the candidate elected shall be the person who receives a simple majority of the votes;
- c) if the minimum number of independent Directors required under these By-laws has not been elected following the above procedure, the points to be assigned to the candidates drawn from the slates shall be calculated by dividing the number of votes received by each slate by the ordinal number of each of these candidates; the candidates who do not meet the requirements of independence with the fewest points from among the candidates drawn from all of the slates shall be replaced, starting from the last, by the independent candidates, from the same slate as the replaced candidate (following the order in which they are listed), otherwise by persons meeting the independence requirements appointed in accordance with

the procedure set out in letter d). In cases where candidates from different lists have received the same number of points, the candidate from the slate from which the largest number of directors has been drawn or, subordinately, the candidate drawn from the slate receiving the lowest number of votes, or, in the event of a tie vote, the candidate that receives the fewest votes of the Shareholders' Meeting in a run-off election, shall be replaced;

c-bis) if the application of the procedure set out in letters a) and b) does not permit compliance with the gender-balance rules, the points to attribute to each candidate drawn from the slate shall be calculated by dividing the number of votes received by each slate by the ordinal number of each of these candidates; the candidate of the over-represented gender with the fewest points from among the candidates drawn from all of the slates shall be replaced, without prejudice to the compliance with the required minimum number of independent directors, by the member of the less-represented gender who may be listed (with the next highest ordinal number) on the same slate as the candidate to be replaced, otherwise by a person to be appointed following the procedure set out in letter d). In cases where candidates from different lists have received the same minimum number of points, the candidate from the slate from which the largest number of directors has been drawn or, subordinately, the candidate drawn from the slate receiving the fewest number of votes, or, in the event of a tie vote, the candidate that receives the fewest votes of the Shareholders' Meeting in a run-off election, shall be replaced;

d) to appoint Directors who for any reason are not appointed pursuant to the above procedures, the Shareholders' Meeting shall resolve, with the majorities required by law, to ensure that the composition of the Board of Directors complies with applicable law and the By-laws.

With regard to the foregoing proposal of the Board of Directors, in accordance with Article 17.3 of the By-laws, the Shareholders' Meeting is charged with appointing the Directors on the basis of the slates presented by those eligible to do so.

The outgoing Board of Directors elects to not exercise its right to submit its own slate of candidates.

Dear Shareholders,

You are invited to vote for one of the slates that will be submitted by the Shareholders in accordance with the By-laws.

## **ITEM 6**

### **APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

Dear Shareholders,

Pursuant to Article 18.1 of the By-laws, the Chairman of the Board of Directors is appointed by the Shareholders' Meeting from among those Directors with voting rights; if the Shareholders' Meeting decide not do so, the Chairman is appointed by the Board of Directors.

The Board proposes that the Shareholders' Meeting appoint one of the Directors nominated by the Shareholders pursuant to item 5 on the agenda as Chairman of the Board of Directors, upon the proposal of the Shareholders.

In this regard, the BoD advice referred to under item 5 on the agenda also includes information on the position of the Chairman of the Board of Directors.

It is recommended that proposals be submitted well in advance, as recommended by the Corporate Governance Code, which Eni has adopted.

Dear Shareholders,

You are invited to propose and vote the appointment of one of the Directors previously appointed pursuant to item 7 on the agenda as Chairman of the Board of Directors.

## **ITEM 7**

### **DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE DIRECTORS**

Dear Shareholders,

Pursuant to Article 26.1 of the By-laws, the Shareholders' Meeting determines the remuneration of the Chairman and the members of the Board of Directors.

The same article provides that, if the Shareholders' Meeting does not set the remuneration, the most recently approved remuneration shall remain valid until decided otherwise by the Shareholders' Meeting.

Moreover, in line with the recommendations of the Italian Corporate Governance Code, Directors remuneration shall be sufficient to attract, motivate and retain individuals of high professional and managerial standing as required to successfully manage the Company. In particular, the remuneration of Non-Executive Directors is commensurate with the commitment required by their tasks, including the participation in one or more Board Committees.

The Shareholder' Meeting held on May 25, 2006 authorised the Board of Directors to extend to Eni S.p.A. Directors and Statutory Auditors the D&O insurance policy for Eni S.p.A. managers, with a maximum coverage of \$200,000,000.

The policy stipulated by the Company remains in force for the new Boards and provides . for a maximum coverage entirely devoted to management, Directors and Statuary Auditors of the Company amounting to \$200,000,000.

The outgoing Board of Directors, under the remuneration policy pursuant to art. 123-ter paragraph 3 of the T.U.F., expressed its proposal on this item on the agenda.

It is recommended that proposals are submitted well in advance, as recommended by the Corporate Governance Code, which Eni has adopted.

Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and approve one of them.

## **ITEM 8**

### **APPOINTMENT OF THE STATUTORY AUDITORS**

Dear Shareholders,

The Shareholders' Meeting has been called to appoint the members of the Board of Statutory Auditors, as the term of office of the current Board, appointed by the Shareholders' Meeting on April 13, 2017, is coming to an end.

Pursuant to Article 28.1 of the By-laws, the Board of Statutory Auditors is comprised of five standing members and two alternate members.

Pursuant to Article 28.2 of the By-laws, the Shareholders' Meeting is called to appoint the Board of Statutory Auditors on the basis of the slates presented by the Shareholders, in which the candidates are listed in numerical order in a number no greater than the number of members of the body to be appointed.

The candidates for Statutory Auditor shall meet the independence requirement under Article 148, paragraph 3, of the T.U.F., as well as the integrity and experience requirements set forth in the Decree of the Minister of Justice No. 162 of March 30, 2000, taking into account the fields and sectors closely connected with the business of the Company, as set out in Article 28.1 of the By-laws. The fields closely connected with the business of the Company are: commercial law, business economics and corporate finance. The sectors closely connected with the business of the Company are engineering and geology.

Moreover, note that under Article 19, paragraph 3, of Legislative Decree no. 39 of January 27, 2010, as amended by Legislative Decree no. 135 of July 17, 2016, the members of the Board of Statutory Auditors, serving as the Internal Control and Audit Committee as required by that legislation, are as a whole competent in the sector in which the audited entity operates.

The Statutory Auditors shall also comply with the limits on appointment to positions with other companies as set by Consob in Article 144-*terdecies* of the Issuers' Regulation.

Furthermore, pursuant to art. 2, letter c) of the Prime Minister's Order of May 25, 2012, as amended by the Prime Minister's Order of November 15, 2019 the members of the management or control body, as well as those who hold management positions in Cassa Depositi e Prestiti S.p.A., and maintain any direct or indirect relationship, of either a professional or financial nature, with companies operating in the natural gas transport sectors or the electricity transmission system sector, in Snam S.p.A., TERNA S.p.A. and their subsidiaries operating in the natural gas transport sectors or the electricity transmission system sector, are prohibited from holding a seat on the management body in Eni S.p.A and its subsidiaries, nor entertain any direct or indirect relationship, of either a professional or financial nature, with these companies.

Shareholders are advised to also take due account of the independence requirements set forth in Article 8 of the Corporate Governance Code.

The Board of Statutory Auditors, in view of the results of the self-assessment exercise, expressed its position on the composition of the new Board of Statutory Auditors to the Shareholders. This advice is available in the relevant section of the Company's website and is attached to this Report.

Submission, filing and publication procedures for the appointment of Directors on the basis of slates (described above), shall also apply to the Statutory Auditors, as well as the applicable Consob regulations.

Only those Shareholders who, severally or jointly, represent at least 0.5% of the share capital are entitled to submit a slate, as established by Consob Resolution No. 28 of January 30, 2020.

The slates presented by Shareholders must be filed at the Company's registered office at least twenty-five days prior to the date of the Shareholders' Meeting at single call, whereas the deadline falls on April 18, 2020 (Saturday), in order to facilitate the Shareholders in the presentation of the slates, the deadline is postponed by April 20, 2020, first business day following the statutory deadline of April 18, 2020.

Pursuant to Article 144-*sexies*, paragraph 5, of the Issuers Regulation, if as of the deadline for the filing of slates only one slate, or only slates presented by Shareholders who are affiliated pursuant to the provisions of Article 144-*quinquies* of the Issuers Regulation, have been submitted, slates may be submitted until the third day following the statutory deadline of April 18, 2020 (i.e. until April 21, 2020). In this case, the slates may be submitted by Shareholders who, severally or jointly, own at least 0.25% of the share capital.

Article 28.2 of the By-laws contains specific provisions on the composition of the slates aimed at ensuring compliance with the rules on gender balance on company boards, pursuant to Law No. 160 of December 27, 2019. Under the law at least two fifths of the Statutory Auditor positions to be appointed, i.e. two, must be filled by the less-represented gender.

Shareholders wishing to submit a slate with a number of candidates equal to or more than three, including standing and alternate members, should include, in the section of standing Statutory Auditors, candidates of a different gender. If two candidates are indicated in the section for alternate auditors, they must be of different genders.

Together with each slate, the following information shall also be filed:

- the identity of the Shareholders who have presented such slates and the overall percentage ownership of Eni share capital held;
- statements of each candidate accepting their nomination;
- the curriculum vitae of each candidate containing personal and professional information, as well as a statement of each candidate affirming that they meet the requirements established by the law and the By-laws<sup>2</sup> and that they are in compliance

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<sup>2</sup> It is also recommended that the statements contain the statement on whether they meet the independence requirements pursuant to Article 8 of the Corporate Governance Code.

with the limits on the number of other positions held established by the Issuers' Regulation;

- a declaration from Shareholders other than those who, jointly or otherwise, possess a controlling or relative majority shareholding, certifying the absence of any relationships of affiliation with the latter pursuant to Article 144-*quinquies* of the Issuers' Regulation.

In accordance with Consob Communication No. DEM/9017893 of February 26, 2009, Shareholders other than those who severally or jointly hold a controlling or majority shareholding should file the following information:

- any existing relationships, if significant, with Shareholders who severally or jointly hold a controlling or majority shareholding. Specifically, it is recommended that at least those relationships indicated under point 2 of the Consob Communication be listed. Alternatively, the lack of significant relationships should be indicated;
- the reasons why these relationships do not give rise to the relationships of association referred to in Article 148, paragraph 2, of the T.U.F. and Article 144-*quinquies* of the Issuers' Regulation.

In order for the Shareholders' Meeting to be aware of administration and control positions held by the Statutory Auditors in other companies at the time of appointment and prior to acceptance of the position, pursuant to Article 2400, final paragraph, of the Italian Civil Code, candidates are requested to provide appropriate information on this in the curriculum vitae submitted and are advised to update this information through the date of the Shareholders' Meeting.

The slates, together with the abovementioned information, will be made available at the Company's registered office, on the Company's website and at Borsa Italiana at least twenty-one days prior to the date set for the Shareholders' Meeting on single call, i.e. by April 22, 2020.

Slates shall be divided into two sections: the first containing candidates for appointment as standing Statutory Auditors and the second containing candidates for appointment as alternate Statutory Auditors. At least the first candidate in each section must be entered in the register of auditors and have carried out statutory audit activities for no fewer than three years.

Three standing Statutory Auditors and one alternate Statutory Auditor shall be drawn from the slate that receives the majority of votes. The other two standing Statutory Auditors and the other alternate Statutory Auditor shall be appointed using the procedures set out in Article 17.3, letter b) of the By-laws or using the procedures set out in Article 17.3, letter d) of the By-laws. Said procedures shall be applied separately to each section of the other slates.

If the implementation of the above procedure does not ensure compliance with the gender-balance rules for standing Statutory Auditors, the points to attribute to each candidate drawn from the standing Statutory Auditor sections of the various slates shall be calculated by dividing the number of votes received by each slate by the ordinal number of each of these candidates; the candidate of the over-represented gender with the fewest points from among the candidates drawn from all of the slates shall be replaced by the member of the less-represented gender who may be listed (with the next highest ordinal number) in the

standing Statutory Auditor section on the same slate as the candidate to be replaced or, subordinately, in the alternate Statutory Auditor section of the same slate as the candidate to be replaced (in such case, the latter shall take the position of the alternate candidate that replaces him/her). If this does not permit compliance with the gender-balance rules, he/she shall be replaced by a person chosen by the Shareholders' Meeting with the majority required by law, so as to ensure that the composition of the Board of Statutory Auditors complies with the law and the By-laws. In cases where candidates from different lists have received the same number of points, the candidate from the slate from which the largest number of Statutory Auditors has been drawn or, subordinately, the candidate drawn from the slate receiving the fewest number of votes, or, in the event of a tie vote, the candidate that receives the fewest votes of the Shareholders' Meeting in a run-off election, shall be replaced.

The Statutory Auditors are appointed for a three-year term, ending, in any event, on the date of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2019.

Dear Shareholders,

You are invited to vote one of the slates that will be submitted by the Shareholders and published as provided for in the By-laws.

## **ITEM 9**

### **APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS**

Dear Shareholders,

As provided by Article 148, paragraph 2-bis, of the TUF, you are invited to appoint as Chairman of the Board of Statutory Auditors one of the standing Auditors elected by the minority.

Proposals should be submitted well in advance, as recommended by the Corporate Governance Code, which Eni has adopted.

Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and approve one of them.

**ITEM 10**  
**DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF  
STATUTORY AUDITORS AND OF STANDING STATUTORY AUDITORS**

Dear Shareholders,

Pursuant to Article 2402 of the Italian Civil Code, the Shareholders' Meeting determines the annual remuneration of the Chairman of the Board of Statutory Auditors and of the other Standing Auditors.

The Shareholder' Meeting held on May 25, 2006 authorised the Board of Directors to extend to Eni S.p.A.'s Directors and Statutory Auditors the D&O insurance policy for Eni S.p.A. managers, with a maximum coverage of \$200,000,000.

The policy remains effective also for the new Boards to be appointed. The related aggregate maximum amount of coverage entirely dedicated to management, Directors and Statuary Auditors of the Company amounts to \$200,000,000.

The Corporate Governance Code for listed companies, which Eni S.p.A. has adopted,, recommends, in Article 8.C.4., that "*The remuneration of auditors shall be proportionate to the commitment required from each of them, to the importance of his/her role as well as to the size and business sector of the company.*"

The outgoing Board of Directors did not present a proposal on this item on the agenda. Yet, Article 123-ter, paragraph 3, letter a) of the T.U.F., as emended by art. 3 of Legislative Decree 49/19, provides that the remuneration policy concerns also the supervisory bodies, "without prejudice to the provisions of article 2402 of the Italian Civil Code". The policy Guidelines illustrated in the first section of the Report on remuneration policy and remuneration paid, provide some recommendations to this effect, as expressed in more detail in the aforementioned report, published in accordance with the time limits required by law.

It is recommended that proposals be submitted well in advance, as recommended by the Corporate Governance Code which Eni adopted.

Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and approve one of them.

**ITEM 11**  
**LONG TERM INCENTIVE PLAN 2020-2022 AND DISPOSAL OF ENI TREASURY SHARES TO  
SERVE THE PLAN**

Dear Shareholders,

The Board of Directors of Eni S.p.A., in relation to the expiration of the Long-Term Shareholders Incentive Plan (2017-2019) approved by the Shareholders' Meeting of April 13, 2017, has resolved to submit the adoption of a new share-based Long-Term Incentive Plan (2020-2022) (the "Plan") to the Shareholders' Meeting for approval, prepared on the

basis of a proposal of the Remuneration Committee, comprised entirely of independent, non-executive directors, as a tool to incentivize and promote the loyalty of the Company's most critical managers.

The new Plan aims to support the achievement of the policies defined by the Company Strategic Plan promoting, through an adequate balancing of performance parameters, the alignment of management interests to the primary objective to create sustainable value for the shareholders. In particular the Plan integrates the performance conditions of the previous Plan linked with Eni bond yield (Total Shareholders Return) and industrial performance (Net Present Value of Proven Reserves), with new parameters linked with economic/financial performance (Free Cash Flow), as well as the goals of decarbonisation, energy transition and circular economy, in support of the Strategic Plan execution and in accordance with the objectives announced to the market, with a view to aligning all the stakeholders interests.

The Plan provides three annual awards, each of them is submitted to a Vesting Period of three years in line with industry best practices at international level.

The Plan beneficiaries (the "Beneficiaries") are the Company's Chief Executive Officer to be appointed by the Shareholders' Meeting at the next election of the Board; Eni S.p.A.'s Managers with Strategic Responsibilities, as well as other "key management personnel", who will be specifically identified during the annual implementation of the Plan from among the managers of Eni S.p.A. and its subsidiaries - with the exception of those listed on regulated markets and their subsidiaries - occupying positions that are most directly responsible for business performance or that are of strategic interest and who, at the date of the award, are employees of and/or in service with Eni and its subsidiaries.

The description of the targets and characteristics of the Plan is set out in more detail in the Informative Document prepared by the Board of Directors pursuant to Article 114-*bis* of the Consolidated Law on Financial Information (T.U.F.) and Article 84-*bis* of the Issuers Regulation, attached to this Report and which will be made available to the public within the time limits and in the manner prescribed by current legislation, including through publication on Eni's website.

For the implementation of the Plan, the Board of Directors has resolved to ask the Shareholders' Meeting to be authorised to grant free of charge, in accordance with the terms and conditions described in the attached Informative Document, up to a maximum of 20 million of Eni treasury shares to the Beneficiaries of the Plan. Using treasury shares avoids the need to buy additional shares and the consequent financial outlay. The maximum number of shares serving the Plan was estimated by assuming the achievement of the maximum level of performance for each award and using, as a reference, the lowest price recorded by Eni shares in the last three years sliding until the date before the Board of Directors approving the Plan (March 18, 2020).

Dear Shareholders,

You are invited to approve the following resolutions:

*"Pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation and of Art. 2357-ter of the Italian Civil Code,*

- *to approve the Long-Term Incentive Plan 2020-2022, under the terms and conditions set forth in the Informative Document attached and made available within the time limits prescribed by current legislation, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, including the powers to: i) annually award Eni Shares to the Chief Executive Officer; ii) approve, on the proposal of the Compensation Committee, the Regulation and the targets of the absolute objectives for each annual award; iii) identify the Beneficiaries on the basis of the defined criteria; iv) decide any other terms and conditions for implementation provided they do not conflict with this resolutions.*
- *to authorise the Board to dispose of up to 20 million treasury shares to serve the implementation of the Plan.”*

## **ITEM 12**

### **REPORT ON REMUNERATION POLICY AND REMUNERATION PAID (SECTION I): POLICY ON REMUNERATION**

Dear Shareholders,

the first section of the Report on remuneration policy and remuneration paid prepared on the basis of Article 123-ter, paragraph 3 of the T.U.F. and of Article 84-quater of the Issuers' Regulation, illustrates the policy proposed by the Company for the 2020-2023 term on the remuneration of the Board of Directors and the Statutory Auditors and other managers with strategic responsibilities and the procedures used to adopt and implement this policy.

Pursuant to Article 123-ter, paragraph three, of the T.U.F., the Shareholders' Meeting shall resolve in favour or against the first section of the Report. The resolution is binding. Please refer to the first section of the Report on remuneration policy and remuneration paid approved by the Board of Directors, which will be published in accordance with the deadlines required by law at the company's Registered Office at the centralized storage service authorised by Consob called "1Info" – which can be consulted on the website [www.1info.it](http://www.1info.it), as well as on the Company's website.

Dear Shareholders,

You are therefore invited to resolve

*“in favour of the first section of the Report on remuneration policy and remuneration paid regarding the Company's policy for the 2020-2023 term on the remuneration of the Board of Directors and the Statutory Auditors and other managers with strategic responsibilities, as well as the procedures used to adopt and implement this policy”.*

### **ITEM 13**

#### **REPORT ON REMUNERATION POLICY AND REMUNERATION PAID (SECTION II): COMPENSATION PAID**

Dear Shareholders,

the second section of the Report on remuneration policy and remuneration paid, prepared on the basis of Article 123-ter, paragraph 4 of the T.U.F. and of Article 84-quater of the Issuers' Regulation, illustrates the components of the remuneration highlighting the consistency with the remuneration policy, as well as the compensation paid during 2019 to the Board of Directors and the Statutory Auditors and, in aggregate form, other managers with strategic responsibilities.

Pursuant to Article 123-ter, paragraph 6 of the T.U.F. the Shareholders' Meeting shall resolve in favour or against the second section of the Report. The resolution is not binding. Please refer to the second section of the Report on remuneration policy and remuneration paid approved by the Board of Directors, which will be published in accordance with the deadlines required by law at the company's Registered Office at the centralized storage service authorised by Consob called "1Info" – which can be consulted on the website [www.1info.it](http://www.1info.it), as well as on the Company's website.

Dear Shareholders,

You are therefore invited to resolve

“in favour of the second section of the Report on remuneration policy and remuneration paid regarding the components of the remuneration highlighting the consistency with the remuneration policy, as well as the compensation paid during 2019 to the Board of Directors and the Statutory Auditors and, in aggregate form, other managers with strategic responsibilities”.

### **ITEM 14**

#### **CANCELLATION OF ENI TREASURY SHARES, WITHOUT REDUCTION OF THE SHARE CAPITAL, AND CONSEQUENT AMENDMENTS TO ARTICLE 5.1 OF THE BY-LAWS; RELATED AND CONSEQUENT RESOLUTIONS. (EXTRAORDINARY PART)**

Dear Shareholders,

You have been called to this Extraordinary Shareholders' Meeting to examine and approve the proposal to cancel 28,590,482 treasury shares, and consequent amendments to Article 5.1 of the By-laws.

Note that the Ordinary Shareholders' Meeting on May 14, 2019 authorised the Board of Directors, pursuant to Article 2357 of the Italian Civil Code, to purchase up to a maximum

67 million treasury shares, representing about 1.84% of Eni's share capital. This authorisation was needed to continue the implementation of the 2019 buyback programme, envisaged under Eni's Strategic Plan and to give the Company a flexible option to grant its shareholders additional remuneration beyond the distribution of dividends.

In execution of the Shareholders' Meeting resolution of May 14, 2019, at the date on which the Board of Directors resolved to call the Meeting (27 February 2020) the Company has purchased a total of 28,590,482 treasury shares, equal to 0.79% of share capital, for an aggregate amount of €399,999,994.58.

At the aforementioned Shareholders' Meeting, the Board of Directors announced the intention to submit to the Shareholders' Meeting called to approve the financial statements at December 31, 2019 a proposal to cancel the treasury shares purchased at the date of the Meeting in execution of the Shareholders' authorisation of the May 14, 2019.

In line with this announcement, the Board of Directors proposes to cancel a total of 28,590,482 treasury shares, in accordance with the methods illustrated above.

It should be noted that at the date of the Meeting, the Company still holds 33,045,197 treasury shares, equal to about 0.91% of share capital, not purchased in execution of the Shareholders' Meeting authorisation of May 14, 2019.

Since Eni shares have no par value, the cancellation of the above 28,590,482 treasury shares will be a simple accounting operation, decreasing the related reserve in the amount of €399,999,994.58, and cancelling an equal amount from the corresponding "Treasury Shares" item.

Therefore, Eni's S.p.A. share capital, currently equal to €4,005,358,876.00, will remain unchanged. The number of issued shares will decrease from 3,634,185,330 to 3,605,594,848. The accounting par value of these residual 3,605,594,848 shares will increase from €1.102 to €1.111.

The cancellation of treasury shares will not have effect on the Company's economic performance and will not modify the value of shareholders' equity.

Following the approval of the proposal to cancel 28,590,482 treasury shares, relevant shareholdings,<sup>3</sup> defined on the basis of communications received as of February 27, 2020, pursuant to art. 120 of the Italian Legislative Decree No. 58 of February 24, 1998 ("TUF") and of Consob Regulation No. 11971/1999 as amended, will change as follows:

<b>Shareholder</b>	<b>Percentage of current capital (3,634,185,330 shares)</b>	<b>Percentage of capital after cancellation (3,605,594,848 shares)</b>
Cassa depositi e prestiti S.p.A.	25.76%	25.96%
Ministry of Economy and Finance	4.34%	4.37%

<sup>3</sup> Relevant shareholdings pursuant to art. 120 T.U.F. are also updated on the basis of the communications made by intermediaries pursuant to art. 83-noovies T.U.F., on the occasion of the exercise of social rights.

Eni S.p.A. (treasury shares)	1.70%	0.92%
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Upon approval of the proposal to cancel 28,590,482 treasury shares, Article 5.1 of the By-laws is amended, changing the number of shares making up the Company's share capital (Article 5.2 and 5.3 remain unchanged).

The texts of the current Article 5.1 of the By-laws and of the proposed amendment are presented below.

TEXT IN FORCE	PROPOSED TEXT
ART. 5	ART. 5
<p>5.1 The Company's share capital is equal to €4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six), represented by 3,634,185,330 (three billion six hundred and thirty four million one hundred and eighty five thousand three hundred and thirty) ordinary shares without indication of par value.</p> <p style="text-align: center;"><i>(end of amendment)</i></p>	<p>5.1 The Company's share capital is equal to €4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six), represented by <b>3.605.594.848 (three billion six hundred and five million five hundred and ninety four thousand eight hundred forty eight)</b> <del>4.005.358.876 (four billion five million three hundred and fifty eight thousand eight hundred and seventy six)</del> ordinary shares without a par value of €1.00 (one) each indication of par value.</p> <p style="text-align: center;"><i>(end of amendment)</i></p>

The cancellation resolution will be effective after registration in the relevant Company Register pursuant to Article 2436, paragraph 5, of the Italian Civil Code.

The Board believes that the proposed amendment to the By-laws does not trigger the right of withdrawal for shareholders pursuant to Article 2437 of the Italian Civil Code.

\* \* \* \* \*

Dear Shareholders,

You are invited to resolve as follows:

*“The Extraordinary Shareholders' Meeting, having examined the Report of the Board of Directors,*

*resolves*

*1) to cancel 28,590,482 (twenty eight million five hundred ninety thousand four hundred and eighty two) treasury shares with no par value without changing the amount of the share capital and reducing the related reserve by the amount of €399,999,994.58 (three hundred ninety nine million nine hundred ninety nine thousand and ninety hundred ninety four euros and fifty eight cents) (equal to the carrying value of the cancelled shares);*

*2) to amend Article 5.1 of the By-laws as follows:*

*"5.1 The Company's share capital is equal to €4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six euros), represented by 3.605.594.848 (three billion six hundred and five million five hundred and ninety four thousand eight hundred forty eight) ordinary shares with no par value."*

*3) to grant the Board of Directors - with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate - all powers necessary to execute this resolution, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions."*

*The Chairman of the Board of Directors*

EMMA MARCEGAGLIA

## **ATTACHMENTS**

- 1) ADVICE TO SHAREHOLDERS ON THE COMPOSITION OF THE BOARD OF DIRECTORS**
- 2) ADVICE TO SHAREHOLDERS ON THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS**
- 3) INFORMATIVE DOCUMENT – LONG-TERM INCENTIVE PLAN 2020-2022**



## Eni Shareholders' meeting of 13 May 2020

### Advice to shareholders on the composition of the Board

In accordance with the recommendations of the Italian Corporate Governance Code, prior to the appointment of Eni's corporate bodies, Eni's Board of Directors, having received the opinion of the Nomination Committee and having considered the results of the Board Review, has developed this advice on the future size and composition of the Board to be submitted to shareholders prior to the Shareholders' Meeting called for 13 May 2020.

The advice was published on the Company's website on 2 March 2020.

#### *Size of the Board of Directors*

With reference to corporate governance best practices, the number of members of the Board must be adequate both to the size and complexity of a company and to the number and composition of Board committees.

In light of this premise, the Board considers the current number of directors, equal to nine, to be appropriate. It is the maximum established by the By-laws.

#### *Composition of the Board of Directors*

The composition of the Board needs take account of Eni's current and future needs, as well as the necessity of maintaining a substantial presence of independent Directors, with a level of diversity that takes account of regulatory requirements and the recommendations of the Corporate Governance Code.

The mix of skills on the Board should be well balanced and reinforced by an understanding of Eni's business and the experience gained in the current term, given the complexity of the business and the need to complete the transformation process started by the current Board.

More specifically, in its 2020-2023 Strategic Plan Eni laid out its transformation path and announced challenging energy transition goals. Consequently, we deem it appropriate that the new Board should be made up of professionals with adequate know-how and experience to fully support the decarbonisation process as well as to support and implement, with the speed required by the market, industrial and technological transformations and the associated strategic drivers, in order to protect and safeguard value for all stakeholders.

Eni's Board appreciates the current skill profile. In view of the appointment of the new Board, considering Eni's future challenges and evaluating the possibility of further enhancing the skills and experience represented on the Board, the Board suggests the following elements should be taken into consideration:

- sector-specific experiences and skills;
- technological skills;
- strategic orientation.

With specific reference to the issue of the energy transition and its centrality in Eni's strategic plan, the Board underlines the importance that the new body should be made up of professionals with experience in environments undergoing strategic change of similar complexity on a global scale.



With regard to diversity, also in relation to the criteria referred to in Article 2 of the Corporate Governance Code, the Board believes that diversification in terms of age, training and professional experience and geographical diversity are important for the future Board.

The topic of "soft skills" was also the subject of a specific reflection, prompting the Board to recommend considering the characteristics indicated below:

- *independence of thought and integrity;*
- *adequate availability of time and energy consistent with other commitments;*
- *ability to integrate sustainability issues into the business vision;*
- *ability to strike a balance with the views of other directors and manage conflicts constructively;*
- *agreement with the energy transition path outlined in Eni's strategic plan, and supporting the CEO in its implementation;*
- *ability to work in a team.*

With regards to the availability of adequate time and energy, the Board refers to the guidance approved on 13 April 2017 (published on the Company website) on the maximum number of other positions compatible with the effective performance of the office of Director.

### ***Main officers***

#### **Chairman**

In addition to the qualifications applying to all Directors, the Chairman should also possess:

- authority in independently representing all shareholders;
- previous experience on chairing Boards of complex listed companies;
- specific knowledge of corporate governance issues;
- international standing and in-depth knowledge of investors, including foreign investors;
- general knowledge of Eni's current business;
- leadership and balance to ensure the proper functioning of the Board, fostering internal dialogue;
- ability to maintain a constructive relationship with the CEO;
- listening, mediation, synthesis and communication skills;
- ability to involve and motivate the Board to support the CEO in Eni's energy transition path.

#### **Chief Executive Officer**

In addition to the qualifications applying to all Directors, the CEO should possess:

- strong knowledge and authority in Eni's traditional business in order to ensure the continuation of the efficiency improvement effort and generate resources to invest in Eni's strategic future;
- an ability to inspire management and to involve and guide all Eni people in the energy transition;
- consolidated top level network in key countries for Eni;
- a strong propensity for technological innovation and change management to guide cultural change throughout Eni;
- previous experience in top positions of listed companies of comparable complexity;



- high standing on international markets and in the business sectors relevant for Eni;
- sensitivity to the issues connected with sustainability and the circular economy;
- a track record of success in managing an operating company with complex local and international stakeholders in key markets.

With reference to the relationship between the Chairman and the CEO, the Board underlines the need for them to have complementary relationship in order to ensure the effective functioning of the Board and, more generally, the governance of the Company.

### *Board Committees*

With reference to the committees, the Board considers it appropriate to retain the current framework and structure, including their duties and size.



## Advice for the Board of Statutory Auditors of Eni SpA to be appointed at the Shareholders' Meeting called for 13 May 2020

Document approved by the outgoing Board of Statutory Auditors in its meeting of 25 February 2020, pursuant to the Rules for listed companies issued by the Italian Council of Accountants (CNDCEC) on 26 April 2018

The Shareholders' Meeting called for 13 May 2020 will appoint the new Boards of Directors and Statutory Auditors. In this document, the Board of Statutory Auditors, having reached the end of its term and drawing on its experience and the results of a self-assessment, provides the Shareholders with an outline of the skills and professional experience that, in addition to statutory requirements, most contributed to its efficient and effective operation.

It is important to underline that, since Eni is listed on the New York Stock Exchange, the Board of Statutory Auditors (hereafter also "Board") also performs the role and duties of an Audit Committee pursuant to SEC rules and the Sarbanes-Oxley Act, i.e. it carries out functions additional those envisaged by applicable legislation for issuers listed on the Italian market.

Over the three-year term, the Board of Statutory Auditors functions were expanded pursuant to the reform of the statutory audit discipline implemented at European level, which assigned additional disclosure and monitoring activities to this body.

Likewise, the introduction of the rules on non-financial reporting included additional supervisory activities on the compliance with the relevant provisions.

Finally, it should be remembered that, in the next term, the Board will have to continue the onerous task of monitoring the proceedings started by Italian and foreign authorities involving the company and some of its managers.

Based on the Board's past experience, it is essential that prospective Auditors have sufficient time to devote to Eni in order to be able to perform their role effectively. In addition to the reasons clarified above, this requirement is mainly related to the complexity of the Group, both in terms of its geographical scope and areas of business.

To be able to monitor the effective functioning of the internal control and risk management system, besides ensuring robust scheduling of the Board activities, it is essential to provide intense *induction* support as well as ensuring participation in the meetings of the various Board of Directors committees. This allows Auditors to gain a deeper understanding of the issues and decisions presented in more concise form during the Board of Directors meetings.

The supervision of financial and non-financial reporting, required of the Board also in its capacity as the Audit Committee, requires appropriate experience in large listed multinational companies with complex governance arrangements, and attention to the issues related to the current energy transition.

The Board of Statutory Auditors also acknowledges the value of diversity in its composition, both in terms of gender and professional background, and underscores the importance recognised in the



Company By-laws of economics and company law. Furthermore, in order to comply with the regulatory requirement for the Board as a whole to have industry-specific competence, it is necessary to ensure the continuity of the skills acquired.

Finally, an additional requirement for the efficient and effective functioning of the Board has been identified in the ability to work in a team and manage complexities in a constructive and balanced way. Decisive in this regard is the role of the Chairman, whose authority is essential both for creating cohesion and collaboration between Board members, and in the interaction with other corporate bodies, structures and people in general, and those responsible for the internal control and risk management system in particular.

As required by the rules of conduct for the boards of statutory auditors of listed companies issued by the National Council of the Italian accounting profession, the Board of Statutory Auditors also deems it appropriate to provide guidelines to enable shareholders and candidates to assess the adequacy of the proposed remuneration package for the office of Statutory Auditor of Eni SpA, also in relation to the amount of work necessary to perform the job.

During the 2017-2019 term, meetings of the Board of Statutory Auditors, the Board of Directors and Shareholders Meetings totalled one hundred and ten. The Board also participated, in its entirety or in the person of its Chairman or a delegate, in all the meetings of the Control and Risk Committee, the other Board of Directors committees, and met periodically with the Watch Structure, for a further one hundred and thirty-eight meetings. This must be added to the time dedicated to the preparation of meetings, including the prior analysis of large documentation, the subsequent revision of the voluminous minutes, and frequent informal meetings.

In line with best practices, the remuneration of non-executive directors, including remuneration for participation in the Board of Directors committees, can provide a useful indication for assessing the adequacy of the overall remuneration of Board members.

Finally, the adequacy of the remuneration of the members of the Board of Statutory Auditors should be examined also in consideration of recent regulations which significantly expanded the duties and responsibilities of the Board, its role as Audit Committee pursuant to SEC regulations and the taxing work entrusted to Eni's control body.

The Board of Statutory Auditors of Eni SpA

## INFORMATIVE DOCUMENT

PREPARED IN ACCORDANCE WITH ART. 114-BIS OF ITALIAN LEGISLATIVE DECREE NO. 58 OF 24TH FEBRUARY 1998 (CONSOLIDATED LAW ON FINANCE - TUF) AND ART. 84-BIS OF REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14th MAY 1999 AS SUBSEQUENTLY AMENDED (ISSUERS' REGULATION)

### LONG-TERM INCENTIVE PLAN 2020-2022

#### Introduction

This Informative Document, prepared in accordance with Art. 84-*bis* (Annex 3A, Scheme No. 7) of the Issuers' Regulation, has been prepared by Eni SpA ("Eni") to provide information to its shareholders and to the market on the proposed adoption of the Long-Term Incentive Plan 2020-2022 (the "Plan"), approved by the Board of Directors of Eni on 18<sup>th</sup> March 2020, which will be submitted for approval in accordance with Art. 114-*bis* of the Consolidated Law on Finance to the Ordinary Shareholders' Meeting convened on 13<sup>th</sup> May 2020, in single call (the "Shareholders' Meeting").

The Plan provides for the granting of "Eni Shares" free of charge determined on the basis of company performance objectives.

This Plan applies to Eni and its subsidiaries, excluding those with shares listed on regulated markets and companies controlled by them, and it is considered to be of "major significance" under Art. 84-*bis*, paragraph 2, of the Issuers' Regulation since it is intended for the persons referred to in Art. 114-*bis* of the Consolidated Law on Finance, and more specifically:

- i) for the Chief Executive Officer of Eni who will be appointed by the Board of Directors following the Shareholders' Meeting;
- ii) for the managers of Eni and its subsidiaries who fall under "Senior Managers deemed Critical for the Business", identified from among those occupying positions that are most directly responsible for business performance or that are of strategic interest and who, at the date of the award, are employees of and/or in service with Eni SpA and its subsidiaries, including Eni Managers with Strategic Responsibilities.

This Informative Document is available to the public at the registered office of Eni in Piazzale E. Mattei 1, Rome, in the "Governance" section of the Eni website ([www.eni.com](http://www.eni.com)) and using the methods specified by Art. 84-*bis* of the Issuers' Regulation.

#### Definitions

A description of the meanings of certain terms used in the Informative Document is given below:

<i>Eni/Company</i>	Eni SpA (with registered office in Piazzale E. Mattei 1, Rome).
<i>Chief Executive Officer</i>	The Chief Executive Officer of Eni.
<i>Beneficiaries</i>	The addressees of the Plan.

<i>Managers with Strategic Responsibilities</i>	In accordance with Art. 65, paragraph 1- <i>quater</i> of the Issuers' Regulation, the managers of Eni who have the power and responsibility, directly or indirectly, for planning, directing and controlling Eni. The managers with strategic responsibilities of Eni are the executives who report directly to the Chief Executive Officer and President of Eni and, in any case, the members of the Company's Management Committee.
<i>Senior Managers deemed Critical for the Business</i>	The managers of Eni and its subsidiaries identified during the annual implementation of the Plan from among those occupying positions that are most directly responsible for business performance or that are of strategic interest and who, at the date of the award, are employees and/or in service at Eni and its subsidiaries, including Eni Managers with Strategic Responsibilities.
<i>Board of Directors</i>	The Board of Directors of Eni.
<i>Management Committee</i>	The Management Committee of Eni, having an advisory and supporting role for the activities of the Chief Executive Officer.
<i>Compensation Committee</i>	The Eni committee, composed entirely of non-executive and independent directors, whose composition, appointment, tasks and operating methods are governed by a special Regulation approved by the Board of Directors, having an advisory and consultative role in matters relating to remuneration.
<i>Subsidiaries</i>	Entities controlled by Eni in accordance with Art. 93 of the Consolidated Law on Finance. For the purposes of the Plan, this excludes Subsidiaries whose shares are listed on regulated markets and the companies they control.
<i>Awarded Shares</i>	Number of Eni Shares communicated to Beneficiaries at the beginning of the Vesting Period as grantable at the end of the same Vesting Period, in accordance with the performance and retention conditions laid down by the Plan Regulation. The number of awarded Eni Shares is conventionally calculated based on a set percentage of the fixed remuneration, in accordance with the level of responsibility/criticality of the role.
<i>Award Price of Eni Shares</i>	Price calculated as an average of the daily official prices of the Eni Share (source: Bloomberg). The period is between: <ul style="list-style-type: none"> <li>▪ the last trading day of the month before the date of the Board of Directors meeting to annually approve the Plan Regulation and the award to the Chief Executive Officer; and</li> <li>▪ the first trading day of the 4th month before the date of the Board of Directors meeting referred to above.</li> </ul>
<i>Granted Shares</i>	Number of Eni Shares granted free of charge to the Beneficiaries at the end of the predetermined period (Vesting Period) depending on the target number of Eni Shares awarded at the beginning of the Vesting Period and the actual performance levels achieved, in accordance with the terms and conditions of the Plan Regulation.
<i>Vesting Period</i>	Three-year period between the time when the shares are awarded and the time that the shares can be granted free of charge.
<i>Performance Period</i>	Three-year period for measuring performance, in accordance with the defined criteria, from 1st January of the year of award to 31st December of the year before granting.
<i>Lock-up period</i>	Yearly period, starting from grant date, during which Eni Shares cannot be transferred and/or sold, by managers employed.

<i>Peer Group</i>	The group of ten companies used to compare business performance with Eni, in accordance with the established performance parameters, consisting of the international oil companies that are Eni competitors, namely: Apache, BP, Chevron, ConocoPhillips, Equinor, ExxonMobil, Marathon Oil, Occidental, Shell e Total.
<i>Regulation</i>	The document, approved annually by the Board of Directors, that governs the conditions of each annual award of the Plan.
<i>Total Shareholder Return (TSR)</i>	Indicator that measures the overall performance of a share as the sum of capital gains and reinvested dividends.
<i>Reference Stock Market Index</i>	Index representing the Stock Market on which the company's Shares are traded, chosen with respect to the panel of companies belonging to the Peer Group (e.g. for Eni the index is the FTSE MIB). The list of companies in the Peer Group and their respective Reference Stock Market Indices are given below: <ul style="list-style-type: none"> <li>- Eni: FTSE MIB Index of the Borsa Italiana Stock Exchange</li> <li>- Apache, Chevron, ConocoPhillips, ExxonMobil, Marathon Oil, Occidental: Standard &amp; Poor's 500 Index of the New York Stock Exchange</li> <li>- BP: FTSE 100 Index of the London Stock Exchange</li> <li>- Shell: AEX Index of the Amsterdam Stock Exchange</li> <li>- Total: CAC 40 Index of the Paris Stock Exchange</li> <li>- Equinor: OBX Index of the Oslo Stock Exchange</li> </ul>
<i>TSR of the Reference Stock Market Index</i>	TSR of the Reference Stock Market Index calculated using the same methods employed for the TSR of Eni Shares and those of the companies in the Peer Group.
<i>Correlation Index (<math>\rho</math>)</i>	Measure of the linear relationship between (i) the daily returns of reference prices of a share and (ii) the daily returns of the quotations of the corresponding Reference Stock Market Index, calculated in the period between the first day of the month before the beginning of the Performance Period and the last day of the Performance Period. It's a value between -1 and +1.
<i>Net Present Value of Proven Reserves (NPV)</i>	Indicator that represents the present value of the future cash flows of proven hydrocarbon reserves, net of future production and development costs and related taxes.
<i>Organic Free Cash Flow</i>	Cash flow available to the Company, resulting from the difference between cash flows from operations and cash flows for organic investments.
<i>Decarbonisation</i>	A set of actions aimed at the progressive reduction of greenhouse gas emissions from productive or, more generally, anthropogenic activities.
<i>Energy Transition</i>	Complex and long-term process that involves structural changes in the way energy is produced and used, related to the availability of new energy sources and technologies, as well as the developments in consumer demand and environmental policies and regulations.

<i>Circular Economy</i>	<p>Circular economy is a system where all activities are organised in such a way that waste become a resource for a new production cycle. The system is based on three key principles:</p> <ul style="list-style-type: none"> <li>– Elimination of waste and pollution;</li> <li>– Optimisation of return of resources with a maximum utilisation of products, components and materials over time;</li> <li>– Regeneration of natural systems.</li> </ul>
<i>Eni Shares</i>	<p>Ordinary shares issued by Eni, listed on the Electronic Stock Market of Borsa Italiana.</p>

## 1. The addressees

### 1.1 Indication of the name of the addressees who are members of the board of directors or management board of the financial instrument issuer, of the companies controlling the issuer and the companies directly or indirectly controlled by it

The Plan applies to the Chief Executive Officer who will be appointed by the Board of Directors following the Shareholders' Meeting.

If any of the Beneficiaries described in paragraph 1.2 below are persons who, under current regulations, must be identified by name, also in relation to the position of Director possibly held in a Subsidiary, the Company will provide the market with the relevant information at the time of the notifications provided for by Art. 84-*bis*, paragraph 5 of the Issuers' Regulation.

### 1.2 The categories of employees or collaborators of the financial instrument issuer and companies controlling or controlled by this issuer

The managers of Eni and its Subsidiaries identified as Senior Managers deemed Critical for the Business at the time of the annual implementation of the Plan (currently 390 managers).

### 1.3 Name of the parties benefitting from the plan belonging to the following groups:

#### a) General Managers of the financial instrument issuer

The Plan also applies to any General Managers appointed by Eni's Board of Directors.

#### b) other Managers with Strategic Responsibilities of the financial instrument issuer not classed as a "small", in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation attributed to the members of the board of directors or management board, and to the general managers of the financial instrument issuer

Not applicable.

None of Eni's Managers with Strategic Responsibilities have received total compensation during the course of the year in excess of the highest total compensation attributed to the members of the Board of Directors.

#### c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer

Not applicable.

1.4 Description and numerical indication, broken down according to category:

- a) Managers with Strategic Responsibilities other than those specified under letter b) of paragraph 1.3

Managers with Strategic Responsibilities of Eni currently number 20.

- b) in the case of “small” companies, in accordance with Article 3, paragraph 1, letter f) of Regulation No. 17221 of 12 March 2010, the indication for the aggregate of all Managers with Strategic Responsibilities of the financial instrument issuer

Not applicable.

- c) any other categories of employees or collaborators for which different characteristics are envisaged for the Plan (e.g. Managers, middle management, employees, etc.).

Not applicable.

**2. The reasons behind the adoption of the Plan**

2.1 Objectives to be achieved by means of the attribution of the Plan

With the expiry of the 2017-2019 Long-Term Share Incentive Plan, a new 2020-2022 share-based ILT plan has been introduced to support the achievement of the guidelines defined in the Company's Strategic Plan by promoting the alignment of management interests with the priority goal of creating sustainable value for shareholders, through an adequate balance of performance parameters.

In particular, the Plan integrates the performance conditions of the previous Plan related to the performance of Eni share (Total Shareholders Return) and industrial performance (Net Present Value of Proven Reserves), with new parameters connected to the economic/financial performance (Organic Free Cash Flow), as well as sustainability objectives (decarbonisation, energy transition and circular economy), supporting the implementation of the Strategic Plan in line with the targets announced to the market and in an approach to align with the interests of all stakeholders.

The Plan provides for three annual awards, each of which includes a three-year Vesting Period in line with the best practice in the industrial sector internationally.

2.2 Key variables, including in the form of performance indicators, considered in order to attribute the financial instrument based plans

The incentive levels are defined as a percentage of fixed remuneration, in accordance with the following principles of the remuneration policy adopted by Eni:

- compensation package for management suitably balanced between: (i) a fixed component consistent with the powers and/or responsibilities assigned, in addition to being sufficient to remunerate service if the variable component is not paid, and (ii) a variable component defined within maximum limits and designed to link remuneration to actual performance, taking account of the risk profiles of the business;
- consistency of the total remuneration with the market levels applicable for similar

positions or roles with a similar level of responsibility and complexity, based on panels of companies that are comparable to Eni;

- variable remuneration of managerial positions that have a greater influence on business performance characterized by a significant percentage of long-term incentive components, through appropriate deferment over a period of at least three years, in line with the long-term nature of Eni's business and with the associated risk profile.

The performance indicators are given in paragraph 4.5 below.

2.3 Elements underlying the determination of the entity of the financial instrument based compensation, namely the criteria with which to determine it

See paragraph 2.2 and 4.5.

2.3.1 More detailed information

The value of the Eni Shares awarded for each beneficiary differ in accordance with the level of responsibility/criticality of the role, up to a maximum of 150% of fixed remuneration, which is the component of annual remuneration whose payment is guaranteed.

The link with performance conditions is covered in paragraph 4.5.

2.4 The reasons underlying any decision to attribute financial instrument based compensation plans not issued by the financial instrument issuer

Not applicable.

2.5 Evaluations with regards to significant tax and accounting implications which have affected the definition of the plans

The structure of the Plan has not been affected by applicable tax regulations or accounting considerations.

2.6 Any support of the plan by the special Fund to encourage workers to participate in businesses, pursuant to Article 4, paragraph 112 of Italian Law no. 350 of 24 December 2003

Not applicable.

**3. Approval procedure and timing for the granting of instruments**

3.1 Scope of powers and functions delegated by the shareholders' meeting to the board of directors in order to implement the Plan

The Eni Board of Directors Meeting on 18<sup>th</sup> March 2020 resolved, based on a proposal by the Compensation Committee of 2<sup>th</sup> March 2020 and with the abstention of the Chief Executive Officer, to submit the Plan to the Shareholders' Meeting for approval.

Following the approval of the Shareholders' Meeting, the Board of Directors will implement the Plan, deliberating the annual allocation of Eni Shares in favour of the CEO and, on the proposal of the Compensation Committee, the approval, for each annual award, of the Regulation and the targets of the absolute objectives, as well as, also through delegated subjects, the identification of beneficiaries on the basis of the defined criteria and any other

terms and conditions for implementation to the extent they do not conflict with the resolutions of the Shareholders' Meeting.

3.2 Indication of the parties appointed to administrate the plan and their function and competence

Administration of the Plan is entrusted to the competent Eni functions.

3.3 Any procedures in place for the review of plans, including in relation to any alteration of the basic objectives

There are no procedures for amending the Plan except as provided in paragraph 4.23.

3.4 Description of the methods by which to determine the availability and grant the financial instruments on which the Plan is based

The Plan provides for the granting of Eni Shares free of charge after three years from their award depending on the achievement of predefined performance conditions.

3.5 The role played by each director in determining the characteristics of said Plan, any situations of conflict of interest arising concerning the relevant directors

In line with the recommendations of the Corporate Governance Code for Listed Companies, which Eni has adopted, the conditions of the Plan have been defined based on a proposal by the Compensation Committee. The proposal to submit the Plan to the Shareholders' Meeting, in accordance with Art. 114-bis of the Consolidated Law on Finance, was then approved by the Board of Directors, with the abstention of the Chief Executive Officer, after obtaining the favourable opinion of the Board of Statutory Auditors in accordance with Art. 2389, paragraph 3, of the Italian Civil Code.

The Plan, in relation to its Beneficiaries, constitutes a related party transaction subject to the approval of the Shareholders' Meeting in accordance with Art. 114-*bis* of the Consolidated Law on Finance, therefore the specific procedures defined by Consob resolution No. 17221 of 12.3.2010 ("Regulation on related party transactions") are not applied, in accordance with the provisions of the paragraph 10 of the Management System Guideline "Transactions with the interests of Directors and statutory auditors and transactions with related parties" adopted by Eni.

3.6 Date of the decision taken by the competent body to propose the approval of the plan to the shareholders' meeting and any proposal of a remunerations committee, where existing

On 18<sup>th</sup> March 2020, the Board of Directors, based on a proposal by the Compensation Committee of 2<sup>th</sup> March 2020, resolved to submit the Plan to the Shareholders' Meeting.

3.7 Date of the decision taken by the competent body with regards to the granting of instruments and the potential proposal to said body by a remunerations committee, where existing

The Plan's implementation is resolved annually by the Board of Directors based on the proposal by the Compensation Committee, by the end of October for the award of Eni Shares by the end of November. Eni Shares are granted by the end of November of the year following the end of the three-year performance period, after the results are approved by the Board of Directors, subject to verification and approval by the Compensation Committee.

3.8 The market price, recorded on said dates, for the financial instruments on which the plans are based, if traded on regulated markets

The official Eni Share price at 18<sup>th</sup> March 2020 (the date of approval by the Board of Directors to submit the proposed Plan to the Shareholders' Meeting): €6,7995.

3.9 In the case of plans based on financial instruments traded on regulated markets, in what terms and how the issuer considers, when identifying the timing of the granting of instruments in implementation of the plan, the possible timing coincidence of:

- i) said granting or any decisions taken in this regard by the remunerations committee; and
- ii) the diffusion of any significant information in accordance with Art. 114, paragraph 1 of the Consolidated Law on Finance: for example, if such information is: a) not already public and able to positively affect marketing listings, or b) already public and able to negatively affect market listings.

The Plan and its terms and conditions are previously approved with the ex-ante determination of the timing and the criteria for determining the number of Eni Shares to be granted without the possibility of exercising discretionary powers.

The number of Eni Shares to award to each beneficiary is calculated based on a set percentage of fixed remuneration (linked to the level of the position held) and with regard to the Award Price of Eni Share. The length of the period (4 months) considered for calculating the Award Price of Eni Shares rules out the possibility that the award can be significantly affected by the possible dissemination of inside information within the meaning of article 114, paragraph 1, of the Consolidated Law on Finance.

The granting of Eni Shares free of charge to each beneficiary takes place by the end of November of the year after the one in which the three-year performance period ends, (from 1st January of the award year to 31st December of the 3rd year), based on the Shares awarded and the performance results approved by the Board of Directors, subject to verification and approval of the Compensation Committee.

Beneficiaries are required to comply with the provisions of insider dealing legislation and applicable regulations, in particular with reference to the disposition of the shares involved in any granting after the verification of the achievement of the performance objectives.

#### **4. The characteristics of the instruments awarded**

4.1 Description of the ways in which the compensation plans based on financial instruments are structured

The Plan provides for three annual awards of Eni Shares free of charge that may be granted after three years. The amount of the grant of Eni Shares is linked with the performance conditions achieved according to the specified parameters and other conditions.

For the purposes of the grant of Eni Shares to the Beneficiaries, Eni Shares already held as treasury shares will be used, allocated to serve the Plan subject to a specific resolution of the Shareholders' Meeting.

4.2 Indication of the period of effective plan implementation also with reference to any different cycles envisaged

The Plan provides for three annual awards for the period 2020-2022. Each award is subject to a Vesting Period of three years and consequently the period of implementation of the Plan runs from 2020 to 2025, as described in the scheme below.

1) Award 2020	Performance period			free shares grant
	2020	2021	2022	2023
2) Award 2021	Performance period			free shares grant
	2021	2022	2023	2024
3) Award 2022	Performance period			free shares granting
	2022	2023	2024	2025

4.3 Plan expiration

The Plan will expire in 2025, at the end of the Vesting Period for the last award in 2022.

4.4 Maximum number of financial instruments, also in the form of options, granted each tax year in relation to the entities identified or the specified categories

The number of Eni Shares to award will be calculated based on a set percentage of the fixed remuneration, which is the component of the annual remuneration whose payment is guaranteed, and on the Award Price of Eni Share.

The number of Eni Shares to be granted will be defined as a percentage of those awarded, as specified in paragraph 4.5 below.

4.5 Methods and clauses for the implementation of the plan, specifying if the effective attribution of the instruments is subject to conditions being met or given results being achieved, including performance-related; a description of said conditions and results

The performance conditions of the Plan are related to four objectives, assessed for each Performance Period in comparison with the Peer Group or in absolute terms vs the target figures of the Strategic Plan, after a careful process of verifying the results actually achieved by the Remuneration Committee, which supports the resolutions passed on the issue by the Board of Directors.

The Objectives and related weightings are as follows:

- **25% Market objective:** linked to the Total Shareholder Return (in comparison with Peer Group)
- **20% Industrial objective:** Net Present Value of proven reserves (in comparison with Peer Group)
- **20% Economic-financial objective:** Organic Free Cash Flow (absolute vs the target set forth in the Strategic Plan)
- **35% Environmental Sustainability and Energy Transition objectives, as follows:**

- *15% Decarbonisation objective: GHG emission intensity (absolute vs the target set forth in the Strategic Plan)*
- *10% Energy transition objective: development of electricity generation capacity from renewable sources (absolute vs the target set forth in the Strategic Plan)*
- *10% Circular Economy objective: progress of projects (absolute vs the target set forth in the Strategic Plan)*

The descriptions of each parameter are given below, together with related definition and performance verification methods, and the determination of shares to be granted at the end of the vesting period.

#### Relative parameters

- **Market Objective:** measured as the difference between the Total Shareholder Return (TSR) of Eni Shares and the TSR of the FTSE Mib Index of Borsa Italiana Stock Exchange, adjusted with the Correlation Index, compared with similar differences for each company of the Peer Group, as shown in the following formula (weighted at 50%):

$$TSR_A - TSR_I * \rho_{A,I}$$

Where:

TSR<sub>A</sub>: TSR of Eni or one of the companies in the Peer Group

TSR<sub>I</sub>: TSR of the Reference Stock Market Index of the Company for TSR<sub>A</sub> was calculated

$\rho_{A,I}$ : Correlation Index

- **Industrial Objective:** measured as unit value of the Net Present Value of Proven Reserves (NPV) compared with the analogous value of each company in the Peer Group (weighted at 50%).

The TSR is calculated for all the companies in the performance period over three years in US dollars (USD), as the ratio between the 2 following terms:

1. the difference (i) between the average reference price of the shares in the four months before the end of the performance period (in the case of dividends distributed during the Performance Period and in the four months before this, the share prices are adjusted by considering the dividends reinvested in the same share) and (ii) the average reference price of the shares in the four months before the start of the Performance Period (in the case of dividends distributed in the four months for calculating the average, the share prices are adjusted by considering the dividends reinvested in the same share);
2. the average reference price of the shares in the four months before the start of the Performance Period (in the case of dividends distributed during the four months for calculating the average, the share prices are adjusted by considering the dividends reinvested in the same share).

For companies whose reference share prices are not originally expressed in USD (Eni, BP, Total, Royal Dutch Shell and Equinor), the above averages are calculated by converting to USD the daily reference prices of the shares and any dividends using the Bloomberg daily exchange rate (London close).

The TSR of each Reference Stock Market Index is calculated using the same methods employed for the TSR of Eni and of the companies in the Peer Group, including conversions to USD if necessary. Therefore, the Correlation Index is calculated considering the prices of the shares of the companies and the quotations of their Reference Stock Market Index appropriately converted to USD if necessary.

The Net Present Value represents the present value of the future cash flows of proven hydrocarbon reserves, net of future production and development costs and related taxes. It is calculated in accordance with the rules of FASB Extractive Activities - Oil & Gas (topic 932) and therefore allows a consistent comparison of data between the oil companies.

Calculation of the key elements of this indicator includes:

- for proven reserves (developed and undeveloped), the valuation at the average price of the calculation year, which is held constant for future years unless contractual variations have already been defined;
- for production and development costs, the valuation in constant terms (not inflated);
- the application of a standardized discount rate of 10%.

The Net Present Value will be normalized excluding the impact of divestment and acquisition operations in order to track the company’s organic growth. Data are published in 10-K and 20-F Forms filed by oil companies with the US Securities and Exchange Commission (SEC). The results achieved for that parameter will be measured on an annual basis, with the final result equal to the average of the Annual Performances in the Performance Period.

At the end of each Vesting Period the final multiplier for the grant is determined as the weighted average of the partial multipliers of each parameter, which is then applied to the number of Awarded Shares in order to determine the number of Shares to grant. Each partial multiplier may range between 0 and 180% (100% target), with a threshold of 80% for the median ranking, as shown below.

Ranking/multiplier performance scale										
11 <sup>*</sup>	10 <sup>*</sup>	9 <sup>*</sup>	8 <sup>*</sup>	7 <sup>*</sup>	6 <sup>*</sup>	5 <sup>*</sup>	4 <sup>*</sup>	3 <sup>*</sup>	2 <sup>*</sup>	1 <sup>*</sup>
0%	0%	0%	0%	0%	80%	100%	120%	140%	160%	180%
Threshold										

Absolute parameters

- **Economic-financial objective:** measured as the Organic Free Cash Flow cumulated in the three-year reference period, compared to the equivalent cumulated value provided for in the first 3 years of the Strategic Plan approved by the Board of Directors in the year of award and kept unchanged during the performance period.

The verification of Organic Free Cash Flow targets is conducted net of exogenous variables,<sup>1</sup> using a gap-analysis approach approved by the Remuneration Committee, in order to assess the effective corporate performance deriving from the management action.

- **Decarbonisation objective:** measured in terms of CO<sub>2</sub>eq emissions related to Eni operated Upstream production (tCO<sub>2</sub>eq/kboe) at the end of the three-year period compared

<sup>1</sup> Exogenous variables are those events that, due to their nature or though Company choice, are not under the control of the managers, such as, for example, Oil & Gas prices or the euro/dollar exchange rate.

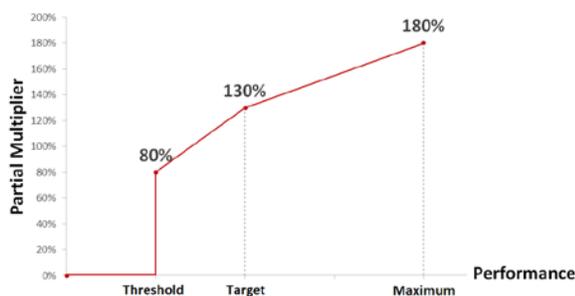
with the same value expected in the 3<sup>rd</sup> year of the Strategic Plan approved by the Board of Directors in the year of award and kept unchanged during the performance period.

- **Energy Transition objective:** measured in megawatts (MW) of installed capacity of power generation from renewables sources, at the end of the three-year performance period, compared with the same value expected in the 3<sup>rd</sup> year of the Strategic Plan approved by the Board of Directors in the year of award and kept unchanged in the performance period.

The result of the parameter is determined according to the International GHG Emission Reporting Standards (e.g. GHG protocol) appropriately implemented in the Eni regulatory system, with independent verification of final data by certification Companies.

- **Circular Economy objective:** measured in terms of progress of three important projects at the end of the three-year performance period, compared with the progress expected in the 3<sup>rd</sup> year of the Strategic Plan approved by the Board of Directors in the year of award and kept unchanged during the performance period.

The result for each absolute parameter will be assessed on the basis of a partial multiplier ranging between 0 and 180% determined as a function of performance as in the following chart.



The performance levels (threshold, target and maximum) of the absolute parameters for the first 2020 award (with performance period 2020-2022) are shown in the following table.

Absolute Objective	Parameter	Unit of Measurement	Threshold	Target	Maximum
<b>Economic-Financial Objective</b>	Organic Free Cash Flow	Cumulative billion € in the three-year period 2020-2022	14,32	15,07	16,57
<b>Decarbonisation Objective</b>	CO <sub>2</sub> eq upstream emissions/production operated by Eni	tCO <sub>2</sub> eq/kboe as of December 31, 2022	18,2	17,9	17,4
<b>Energy Transition Objective</b>	Power generation capacity from renewable sources	MW of installed capacity as of December 31, 2022	1.517,5	1.735,0	2.170,0
<b>Circular Economy Objective</b>	Implementation of 3 relevant biofuels projects <sup>(1)</sup>	Number of projects with progress at December 31, 2022 in line with the Strategic Plan	1 project	2 projects	3 projects

(1) The three projects are related to:

- Crescentino bioethanol plant;
- Eni Rewind waste to fuel plant;
- Zero palm oil charge at Gela and Venice refineries

The targets for subsequent awards will be determined and disclosed in the Remuneration Report of the award year.

The number of shares to grant ( $A_{AS}$ ) at the end of the vesting period is determined using the following formula:

$$A_{AS} = A_{AT} \times M_F$$

where  $A_{AT}$  is the number of Eni shares awarded at the beginning of the vesting period and  $M_F$  is the final multiplier equal to the weighted average of the partial multipliers of each parameter.

No Eni Shares are granted if the Final Multiplier is lower than 40%.

Finally, the Plan provides for the adoption, through the specific Regulation approved by the Board of Directors, on the proposal of the Remuneration Committee, of clawback and malus mechanisms that allow to apply:

- the restitution of the variable component of remuneration, if already paid and/or granted (clawback);
- the withholding/withdrawal of the variable components of remuneration, already vested but not yet paid and/or granted (*malus*).

These mechanisms shall apply in cases when the incentives (or the rights thereto) have vested based on data that subsequently proved to be manifestly misstated or in cases of wilful alteration of the same data.

The same mechanisms shall apply in cases of termination for disciplinary reasons, including serious and intentional violations of law and/or regulations, the Code of Ethics or Company rules, without prejudice to any action allowed under law for the protection of the Company's interests.

The Policy provides that the activation of recoupment claims (or withdrawal of incentives awarded but not yet paid) must take place, once appropriate verification has been completed, within three years of payment (or award) in cases of error, and within five years in cases of deliberate intent to defraud.

4.6 Indication of any restrictions of availability affecting the instruments attributed or the instruments from the year of the options, with specific reference to the terms within which the subsequent transfer to the company or third parties is permitted or prohibited

In order to further enhance alignment with the interests of shareholders over the long term, the Plan states that, at the end of the Vesting Period, 50% of the Eni Shares granted are subject to a lock-up period, i.e. the Eni Shares cannot be transferred and/or sold, by managers employed, for 1 year after the grant date.

4.7 Description of any termination conditions in relation to the attribution of plans in the event that the addressees should carry out *hedging* operations that enable the neutralisation of any prohibitions of the sale of the financial instruments granted, also in the form of options, or financial instruments arising from the exercise of these options

Not applicable.

#### 4.8 Description of the effects determined by the termination of employment

The Regulation of the Plan provides as follows:

- in the cases of consensual termination of the Beneficiary's employment relationship, or the loss of control by Eni of the Subsidiary of which the Beneficiary is an employee, or the transfer of the company (or of the business unit) of which the Beneficiary is an employee to a non-subsidiary, occurring by the date on which the Board of Directors establishes the final percentage for the grant, the cash value of a predefined percentage of the number of Awarded Shares, based on the Award Price, will be paid to the Beneficiary in proportion to the period between the award and the occurrence of the above events, as well as in relation to the results possibly recorded during this period;
- in the case of the Beneficiary's death, the heirs retain the right to receive the entire amount of the Awarded Shares at the Award Price;
- in the cases of unilateral termination of the employment relationship, if the event occurs during the Vesting Period, there is no payment/granting of the Shares.

If the Chief Executive Officer is not reappointed at the end of the mandate, the granting of Eni Shares of each award will be made pro-rata with respect to the period of stay in the office, according to the results of performance achieved during the same period. In the other cases, the Plan Regulation will apply.

#### 4.9 Indication of any other causes for the cancellation of the plans

In the event that the market conditions of Eni Share do not allow the implementation of the Plan within the limits of the defined provision, the Board of Directors may review the terms of the Plan or possibly cancel it.

#### 4.10 Reasons in relation to the potential provision for "redemption" by the Company of the financial instruments covered by the plans, arranged in accordance with Art. 2357 et seq. of the Italian Civil Code; the beneficiaries of the redemption, specifying if it is only intended for specific categories of employees; the effects of the termination of employment on said redemption

Not applicable.

#### 4.11 Any loans or other benefits intended to be granted for the purchase of shares in accordance with Art. 2358 of the Italian Civil Code

Not applicable.

#### 4.12 Indication of assessments of the forecast burden for the company on the date of the related granting, as can be determined on the basis of the terms and conditions already defined, for the total amount and in relation to each plan instrument

In the case of achieving the maximum performance level (180%) during the Vesting Period of each award, in execution of the Plan, will be assigned a maximum of 20 million Eni Shares for all three grants, taking into account, among other things, the minimum price recorded by the Eni Share in the last three years sliding until the date before the Board of Directors approving the Plan (March 18, 2020). The corresponding cost to the Company of the implementation of the Plan, depending on the number of Eni Shares actually assigned and on

the Award Price of Eni Shares, is currently not determinable and will be communicated in accordance with art. 84-bis of the Issuers' Regulation.

4.13 Indication of any dilution effects on the capital determined by the compensation plans

There is no impact on the amount of the share capital, as the Eni shares allocated to serve the Plan will be composed exclusively of Eni treasury shares already held, subject to specific authorization of the Shareholder's Meeting.

The possible grant to Beneficiaries of Eni treasury shares will dilute the voting rights of the other Eni shareholders. Currently the voting rights attaching to Eni's treasury shares are suspended in accordance with art. 2357-ter, paragraph 2, of the Italian Civil Code; once assigned to the Beneficiaries, these Eni Shares will give voting rights to their owners. The grant of Eni Shares to Beneficiaries can give rise to a maximum dilution of voting rights of 0,6%. For example, a package of shares representative of 1% of voting rights before granting would be diluted maximally at 0,994%.

4.14 Any limits envisaged for the exercise of voting rights and the attribution of economic rights

Eni Shares granted at the end of the Vesting Period will enjoy ordinary rights since no limits to the exercise of voting rights or economic rights for these shares are envisaged, except as provided in paragraph 4.6.

4.15 If shares are not traded on regulated markets, all information that will help fully assess the value that can be assigned to them

Not applicable

4.16 - 4.22 Not applicable.

4.23 Criteria for the adjustments necessary following extraordinary capital operations and other operations entailing the change in the number of underlying instruments (capital increases, extraordinary dividends, groupings and splitting of the underlying shares, mergers and spin-offs, conversions into other share categories, etc.)

Eni's Board of Directors, where the conditions exist, may adapt the terms and conditions of the Plan as a result of the following operations:

- a) grouping or splitting of shares representing Eni's capital stock;
- b) increase of Eni's capital stock free of charge;
- c) increase of Eni's capital stock against payment, also through the issue of shares with warrants attached, bonds convertible into Eni shares and bonds with warrants to subscribe Eni shares; the sale of treasury shares that are not at the service of Share Incentive Plans is equated with a capital stock increase;
- d) reduction of Eni's capital stock;
- e) distribution of extraordinary dividends with withdrawals from Eni reserves;
- f) merger, if this entails changes to Eni's capital stock;
- g) spin-off of Eni;

- h) granting of assets in the Eni portfolio to shareholders;
- i) public purchase offers or public purchase and exchange offers involving Eni shares.

4.24 Share Issuers will add the attached table 1 to the Informative Document

The table containing information on the Plan will be provided, in accordance with Art. 84-*bis* of the Issuers' Regulation, at the time the Shares are awarded during the implementation of the Plan to be approved by Eni's Board of Directors.