



Eni's Board of Directors appoints Claudio Descalzi as Chief Executive Officer and appoints the members of the Board Committees

San Donato Milanese, 11 May 2023 – Eni's Board of Directors today appointed Claudio Descalzi as Chief Executive Officer and General Manager. In this role he will be responsible for the management of the company, with the exception of specific responsibilities that are reserved for the Board of Directors and those that are not to be delegated according to the current legislation.

The Board also confirmed the central role of the Chairman, Giuseppe Zafarana, in internal controls system assigning him, specifically, the management of the relationship of the Head of Internal Audit with the Board of Directors. In addition, the Chairman will carry out his statutory functions as legal representative managing, in particular, institutional relationships of the Company in Italy, together with the CEO.

The Board also ascertained, on the basis of the declarations released by the Directors and of the information available to the Company, that all Directors have the integrity requirements required by current law, that causes for their ineligibility and incompatibility do not exist as required by current law and that the Chairman Giuseppe Zafarana and the Directors Elisa Baroncini, Massimo Belcredi, Carolyn Adele Dittmeier, Federica Seganti, Cristina Sgubin and Raphael Louis L. Vermeir have the independence requirements set by law, as quoted by Eni's By-laws.

With reference to the independence requirements recommended by the Corporate Governance Code, which Eni applies, the Board has preliminarily confirmed the criteria for assessing the significance of the relationships and of the additional remunerations that may jeopardise the independence of a director, adopted by the previous Board and described in the 2022 Corporate Governance and Shareholding Structure Report. The Chairman Zafarana and the Directors Baroncini, Belcredi, Dittmeier, Seganti, Sgubin, and Vermeir have been considered independent also pursuant to the Code's recommendations and such criteria.

With reference to Chairman Zafarana, despite having held the position of Commander General of the Guardia di Finanza in the last three years until the Shareholders' Meeting that appointed him as Chairman of the Board of Directors of Eni, the Board evaluated him independent also pursuant to the Corporate Governance Code considering that, from a formal point of view, there isn't an employment relationship of the Commander General of the Guardia di Finanza with the Ministry of Economy and Finance, as there is, by law, only a functional dependency with the Minister (and not with the Ministry, of which it is not an organizational unit). From a substantive point of view (which the Corporate Governance Code recommends to evaluate) the Guardia di Finanza has a full organizational and managerial autonomy, granted by the law; furthermore the Chairman Zafarana was proposed for appointment as Commander General by a Minister of Economy and Finance different from the current one and the office is not subject to a spoil system.

With reference to Director Sgubin, she was considered independent also pursuant to the Corporate Governance Code in relation to the office of Secretary General of Telespazio SpA, because this company is classified in the Leonardo SpA financial statements as a jointly controlled company and, therefore, it is not subject to the common control of the Ministry of Economy and Finance; furthermore despite her employment relationship formally existing with the company Leonardo, the Director carries out her working activity in detachment for Telespazio.

The Board of Directors, favouring the competence and experience of their members and avoiding an excessive concentration of offices, as recommended by the Corporate Governance Code, has also appointed the following Committees:

- Control and Risk Committee: Raphael Louis L. Vermeir as Chairman and Directors Carolyn Adele Dittmeier, Federica Seganti and Cristina Sgubin as members, all non-executive and independent; Directors Raphael Louis L. Vermeir, Carolyn Adele Dittmeier and Federica Seganti have adequate knowledge and experience in the area of accounting and finance or risk management, as requested by the Corporate Governance Code;
- Remuneration Committee: Massimo Belcredi as Chairman and Directors Cristina Sgubin and Raphael Louis L. Vermeir as members, all non-executive and independent; Directors Massimo Belcredi and Raphael Louis L. Vermeir have adequate knowledge and experience in financial matters or remuneration policies, as requested by the Corporate Governance Code;
- Nomination Committee: Carolyn Adele Dittmeier as Chairman and Directors Massimo Belcredi and Elisa Baroncini as members, all non-executive and independent;
- Sustainability and Scenarios Committee: Federica Seganti as Chairman and Directors Elisa

Baroncini and Roberto Ciciani as members, all non-executive and the majority of whom independent.

The Board has also appointed Raphael Louis L. Vermeir Lead Independent Director, pursuant to recommendation 13, letter c) of the Corporate Governance Code.

Finally the Board established, based on the assessments made by the Board of Statutory Auditors, that the Statutory Auditors meet the requirements of professionalism and integrity as well as the independence requirements as set by law, and has taken note, based on the information provided by the Board of Statutory Auditors that the Statutory Auditors¹ meet the independence requirements provided by the Corporate Governance Code, as well as the qualification as "financial expert" under the US regulations applicable to the Board of Statutory Auditors as "audit committee" because of the listing of Eni in the US market, and the competence requirements, for the body as a whole, pursuant to art. 19, paragraph 3, of Legislative Decree 39/2010.

The curricula of the Directors and Statutory Auditors appointed are available on www.eni.com.

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¹ The Board of Statutory Auditors has confirmed the criteria for assessing the significance of the relationships and of the additional remuneration that may jeopardise the independence pursuant to Corporate Governance Code, adopted by the previous Board.