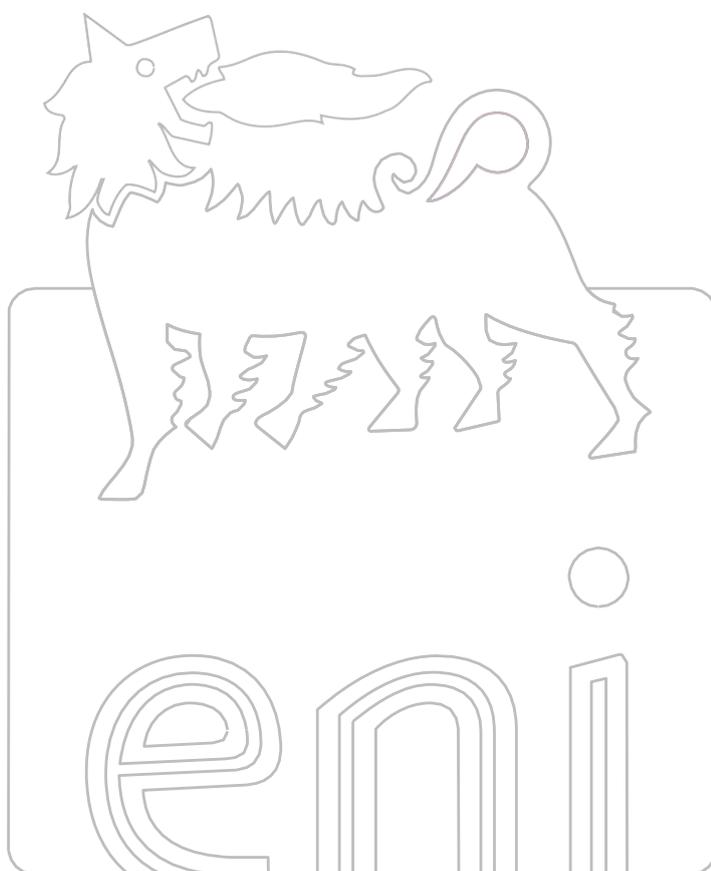

Rules of the Nomination
Committee of Eni SpA



The Italian text prevails over the English translation.

Rules of the Nomination Committee

These Rules, approved by the Board of Directors June 4, 2020, govern the composition, appointment, operational procedures, duties, powers and resources of the Nomination Committee of Eni SpA (hereinafter, the "Committee")¹.

Article 1 - Composition and appointment

- 1.1 The Committee is established by resolution of the Board of Directors in accordance with Article 17.6 of the By-laws, in compliance with the provisions of the Corporate Governance Code for listed companies, which has been adopted by Eni SpA.
- 1.2 The Committee is made up of three to four Directors, the majority of whom are independent. In any case, the number of members shall be fewer than the number representing a majority on the Board. The members of the Committee shall have expertise that is consistent with the duties they are required to perform.
- 1.3 The Board of Directors appoints and removes the members and the Chairman of the Committee.

Article 2 - Operational procedures

- 2.1 The Committee meets periodically with the frequency required to perform its duties, normally on the dates established in the annual calendar of meetings approved by the Committee itself. It meets at the company's registered office or at one of the company's secondary offices. The calendar of meetings and any amendments thereto shall be previously submitted to the Secretary of the Board of Directors for coordination with the meetings of the Board of Directors and of the other Committees. Meetings are called by the Chairman of the Committee to discuss the agenda prepared by her, or when requested by at least two members of the Committee for the purposes of discussing a specific topic they deem to be of particular importance.
- 2.2 The position of the Secretary is carried out by the Chief Services & Stakeholder Relations Officer (CSRO) supported by the Executive Vice President Human Resources and Organization Department, who shall perform the functions of Secretary in case of absence of the CSRO. The Committee's Secretary assists the Committee and its Chairman in carrying out the associated activities.
- 2.3 The notice of the meeting - containing the location, date and time of the meeting as well as the items on the agenda- shall be sent, upon request of the Chairman of the Committee, by the Secretary or, on his behalf, by his substitute, via email, mail or fax to the address specified by each recipient, normally at least three days prior to the date of the meeting. When necessary and urgent, this notice may be sent at least twelve hours in advance of the time set for the meeting. A copy of the notice shall be sent to the Chairman of the Board of Directors, the Chief

¹ The Nomination Committee was set up within the Board of Directors for the first time on July 28, 2011.

Executive Officer, the Secretary of the Board of Directors and, for matters of competence of the Board of Statutory Auditors, to the Chairman of the Board of Statutory Auditors.

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

- 2.4 The Committee may also meet as follows (i) video conference from the Company's offices; (ii) in particular cases, upon the previous approval of the Chairman of the Committee, by means of corporate mobile devices via Eni VidyoMobile system or other system operated by Eni that ensures the same level of security of the videoconference from the Company's offices; (iii) telephone audioconference by means of corporate mobile devices, in cases (ii) and (iii) it shall be taken into account of any confidentiality requirements related to items on the agenda to be discussed and shall be ensured that each of the participants can be identified and can follow the discussion as well as take part in real time. The meeting shall be deemed to be held in the place where the Chairman of the Committee is located.

The aforementioned procedures shall also apply if necessary to ensure compliance with applicable laws limiting, for health reasons, in-presence meetings.

In case of urgency, if it is not possible to hold a meeting of the Committee in audio or videoconference, the Chairman may request the members of the Committee, also informing all the addressees of the copy of the notice of the meeting, to express their opinion on a specific subject by e-mail (using the eni.com addresses). The Chairman shall inform the members of the Committee and the addressees of the copy of the notice of the meeting of the outcome of the consultation, of which specific minutes shall be drawn up.

- 2.5 The Secretary shall make any documentation relating to the items on the agenda available to the members, in the section of Eni website reserved to the Committee or in such a way as to ensure the confidentiality of the information contained therein, including via use of e-mail sent to the address with eni.com domain of each Committee member, normally at the same time the notice calling the meeting is sent, and in any case no later than three days prior to the meeting, save in exceptional circumstances. In addition to the legal requirements relating to inside information, the Committee members are bound to confidentiality of the data and information received in the exercise of their duties.
- 2.6 The meetings of the Committee shall be deemed valid if the majority of its members are present. Decisions shall be made by a majority vote of those present. In the event of a tie vote, the Chairman of the Committee shall have the casting vote.
- 2.7 In the event of the Committee Chairman's absence or impediment, the meeting shall be chaired by the eldest member of the Committee in attendance.
- 2.8 The Chairman of the Board of Statutory Auditors, or a Statutory Auditor designated by her, may participate in Committee's meetings for matters within the competence of the Board of Statutory Auditors. The Chairman of the Board of Directors and the CEO may attend the meetings, as well as other persons, including other members of the Board of Directors or of the

Company structure who, at the invitation of the Chairman of the Committee on behalf of the Committee itself, are called to provide information and or opinions based on their expertise on specific items on the agenda.

- 2.9 The Chairman shall keep the minutes of the meetings and may be assisted in this task by the Secretary or his substitute. For specific and well-grounded reasons, the Chairman of the Committee may ask a member of the Committee, the Secretary of the Board or another person who reports to the latter to keep the minutes. The draft of the minutes shall be presented to the Chairman of the Committee and to the other members for their comments; if no comments are forthcoming, the minutes are normally considered approved fifteen calendar days after the date they are sent for comment. The minutes shall be signed by the Chairman of the meeting and by the Secretary (or by the substitute who acted as the secretary of the meeting) and are sent to the members of the Committee, as well as to the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary of the Board of Directors and, for matters within the competence of the Board of Statutory Auditors, to the Chairman of the Board of Statutory Auditors (or his designated substitute who took part in the meeting).

Article 3 - Duties

- 3.1 In accordance with the By-laws, the Committee provides recommendations and advice to the Board of Directors. More specifically, the Committee:
- a) assists the Board of Directors in formulating any criteria for the appointment of those persons indicated in letter b) below, and of the members of the other boards and bodies of Eni's subsidiaries and associated companies;
 - b) provides evaluations to the Board of Directors on the appointment of executives and members of the boards and bodies of the Company and of its subsidiaries, proposed by the Chief Executive Officer and/or the Chairman of the Board of Directors, whose appointment falls under the Board's responsibilities and oversees the associated succession plans. Where possible and appropriate, and with due regard to the shareholding structure, the Committee proposes the CEO succession plan to the Board of Directors;
 - c) acting upon a proposal of the Chief Executive Officer, examines and evaluates criteria governing the succession planning for the Company's managers with strategic responsibilities;
 - d) proposes candidates to serve as Directors to the Board of Directors in the event one or more positions need to be filled during the course of the year (Article 2386, first paragraph, of the Italian Civil Code), ensuring compliance with the requirements regarding the minimum number of independent Directors and the percentage reserved for the less represented gender;
 - e) proposes to the Board of Directors candidates for the position of Director to be submitted to the Shareholders' Meeting of the Company, taking account of any recommendations received from shareholders, in the event it is not possible to draw the required number of Directors from the slates presented by shareholders;
 - f) oversees the annual self-assessment program on the performance of the Board of Directors and its Committees, in compliance with the Corporate Governance Code, and deals with

the preliminary activity for appointing an external consultant for such self-assessment. On the basis of the results of the self-assessment, the Committee provides its opinions to the Board of Directors regarding the size and composition of the Board or its Committees, as well as, the skills and managerial and professional qualifications it feels should be represented within the same Board and Committees so that the Board itself can give its opinion to the shareholders prior to the appointment of the new Board;

- g) proposes to the Board of Directors the slate of candidates for the position of Director to be submitted to the Shareholders' Meeting if the Board decides to opt for the process envisaged in Article 17.3, first period, of the By-laws;
- h) in compliance with the Corporate Governance Code, proposes to the Board of Directors guidelines regarding the maximum number of positions of Director or Statutory Auditor that a Company Director may hold and performs the preliminary activity for the associated periodic checks and evaluations for submission to the Board;
- i) periodically verifies that the Directors satisfy the independence and integrity requirements, and ascertains the absence of circumstances that would render them incompatible or ineligible;
- j) provides its opinion to the Board of Directors on any activities carried out by the Directors in competition with the Company;
- k) through the Chairman of the Committee, informs the Board of Directors on the main issues examined by the Committee thereof during the first available meeting of the Board; furthermore, the Committee reports to the Board of Directors, at least once every six months and no later than the deadline for the approval of the annual and semi-annual financial report, on the activity carried out as well as on the adequacy of the appointment system, at the Board meeting indicated by the Chairman of the Board of Directors.

3.2 The preliminary examination of corporate affairs or governance issues is carried out jointly with the Senior Executive Vice President Corporate Affairs and Governance who, in this case, participates in the Committee meetings.

Article 4 – Powers and resources

In carrying out its duties, the Committee may access the information and Company functions necessary to perform its duties and can avail itself of external consultants, within the terms established by the Board of Directors. On an annual basis, the Committee drafts an expenditure budget that it submits to the Board of Directors on the occasion of the report at December 31. The Company shall provide the Committee with the financial resources necessary to perform its duties, within the budget approved by the Board.

Article 5 – Final provisions

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



Eni SpA

Headquarters: Rome, Piazzale Enrico Mattei, 1

Capital Stock as of December 31, 2019:

€4,005,358,876 fully paid

Tax identification number: 00484960588

Branches:

San Donato Milanese (Milan) - Via Emilia, 1

San Donato Milanese (Milan) - Piazza Ezio Vanoni, 1