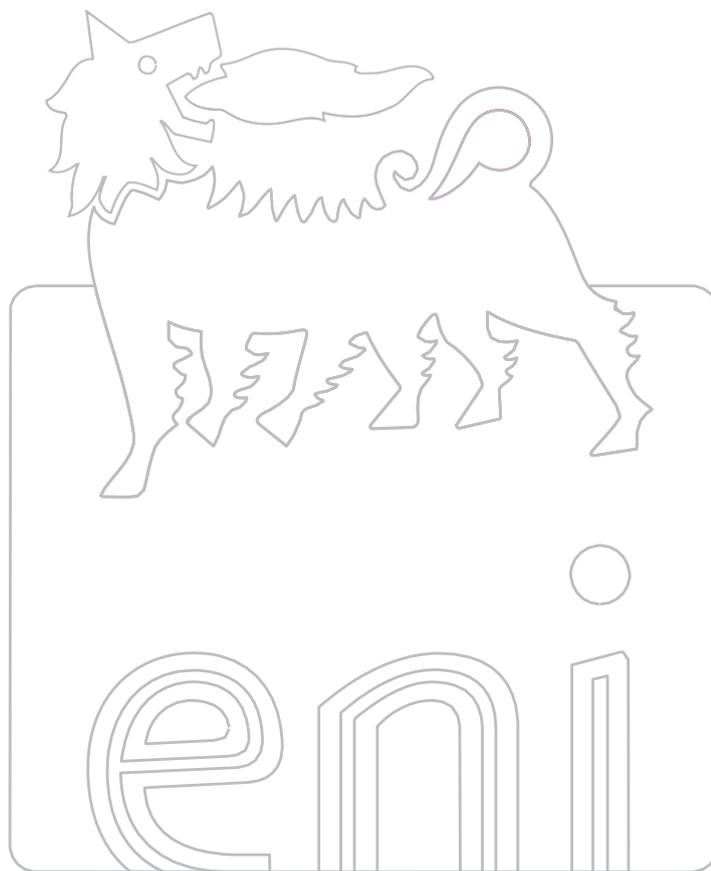

Rules of the Remuneration
Committee of Eni SpA



The Italian text prevails over the English translation.

Rules of the Remuneration Committee

These Rules, approved by the Board of Directors on June 4, 2020, govern the composition, appointment, duties and operational procedures of the Remuneration Committee (hereinafter, the "Committee"), established within the Board of Directors of Eni SpA¹.

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, which has been adopted by Eni SpA.
- 1.2 The Committee is made up of three to four non-executive Directors, all of whom are independent or, alternatively, a majority of whom are independent. In the latter case, the Chairman of the Committee shall be chosen from among the independent Directors.
- 1.3 The Board of Directors appoints and removes the members and the Chairman of the Committee.
- 1.4 At least one member of the Committee shall have an adequate knowledge of and experience with financial matters or compensation policies, to be evaluated by the Board of Directors at the time of his appointment.
- 1.5 The Chief Services & Stakeholder Relations Officer or, on his behalf, the Executive Vice President Compensation & Benefits shall act as the Committee's Secretary. The Committee's Secretary assists the Committee and its Chairman in carrying out the associated activities

Article 2 - Operational procedures

- 2.1 The Committee meets 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 registered office or at one of the 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 with the assistance of the Committee's Secretary, or when requested by at least two members for the purposes of discussing a specific topic they deem to be of particular importance.
- 2.2 The notice of the meeting shall be sent by the Secretary (or, on his behalf, by the Executive Vice President Compensation & Benefits) upon the request of the Chairman of the Committee, via email, via mail or fax to the address specified by each recipient, normally at least five days prior to the date of the meeting. When necessary and urgent, this notice may be sent at least 24 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 Executive Officer, the

¹ The Remuneration Committee was set up within the Board of Directors for the first time in 1996.

Secretary of the Board of Directors and to the Chairman of the Board of Statutory Auditors. The notice shall indicate the location, normally the company's offices, date and time of the meeting, as well as the items on the agenda.

Prior to sending the notice of the meeting, the Committee's Secretary shall submit it to the Secretary of the Board of Directors in order to allow him to verify if the agenda of the meeting also includes the issues 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.

- 2.3 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 by other system operated by Eni that ensures the same level of security of the videoconference from the company's offices; (iii) telephone audioconference through corporate devices, usually only for extraordinary meetings not scheduled in the annual calendar; in cases (ii) and (iii) it shall be taken account of any confidentiality requirements related to the items on the agenda and it shall be provided that each of the participants can be identified and can follow the discussion and 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.

- 2.4 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 the 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.
- 2.5 The meetings of the Committee shall be deemed valid if at least 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.
- 2.6 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.
- 2.7 The Chairman of the Board of Statutory Auditors, or a Statutory Auditor designated by him/her, participate in Committee's meetings. The other Statutory Auditors may also attend meetings. The Chairman of the Board of Directors and the Chief Executive Officer may, at the invitation of the Chairman of the Committee, on behalf of the Committee itself, take part in the meetings, subject to the provisions of the following Article. Company managers or

other persons (including other members of the Board of Directors) 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 may also attend the meetings.

- 2.8 No Director and, in particular, no Director with delegated powers may take part in meetings of the Committee during which Board proposals regarding his remuneration are being discussed, unless are deemed proposals on all the members of the Committees established within the Board of Directors.

The provisions applicable to the composition of the Committee shall also remain in force if the Committee itself is called upon to perform the tasks required by the procedure governing related parties transactions adopted by the Company.

- 2.9 The Secretary shall keep the minutes of the meetings and may be assisted in this task by the Executive Vice President Compensation & Benefits. 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, normally within fifteen calendar days after the date of the meeting, the minutes are normally considered approved seven 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 and are sent to the members of the Committee, the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary of the Board of Directors and to the Chairman of the Board of Statutory Auditors (or his/her designated substitute).

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) submits to the Board of Directors for its approval the "Report on remuneration policy and remuneration paid" and, in particular, the remuneration policy for members of corporate bodies, General Managers and managers with strategic responsibilities, without prejudice to provisions of Art. 2402 of Italian Civil Code, to be presented to the Shareholders' Meeting called to approve the financial statements, as provided for by the applicable law;
 - b) presents proposals for the remuneration of the Chairman of the Board of Directors and the Chief Executive Officer, covering the various forms of compensation and benefits awarded;
 - c) presents proposals for the remuneration of members of the Board's internal committees;
 - d) examines the CEO's indications and presents proposals for:
 - general criteria for the remuneration of managers with strategic responsibilities;
 - annual and long-term incentive plans, including equity-based plans;
 - establishing performance targets and assessing results for performance plans in connection with the determination of the variable portion of the remuneration for Directors with delegated powers and with the implementation of incentive plans;
 - e) monitors the execution of Board resolutions;

- f) periodically evaluates the adequacy, overall consistency and actual implementation of the adopted policy, as described in letter a) above, formulating proposals on the topic for the Board of Directors;
- g) performs the tasks required under the Company's procedures for handling related party transactions;
- h) 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, at least once every six months and no later than the deadline for the approval of the annual and semi-annual financial report, on its activities at the Board meeting indicated by the Chairman of the Board of Directors;
- i) reports through its Chairman or another Committee member designated by the Chairman on its operational procedures to the Shareholders' Meeting called to approve the financial statements.

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 who are not in positions that might compromise their independence of judgment, 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 on 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:

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