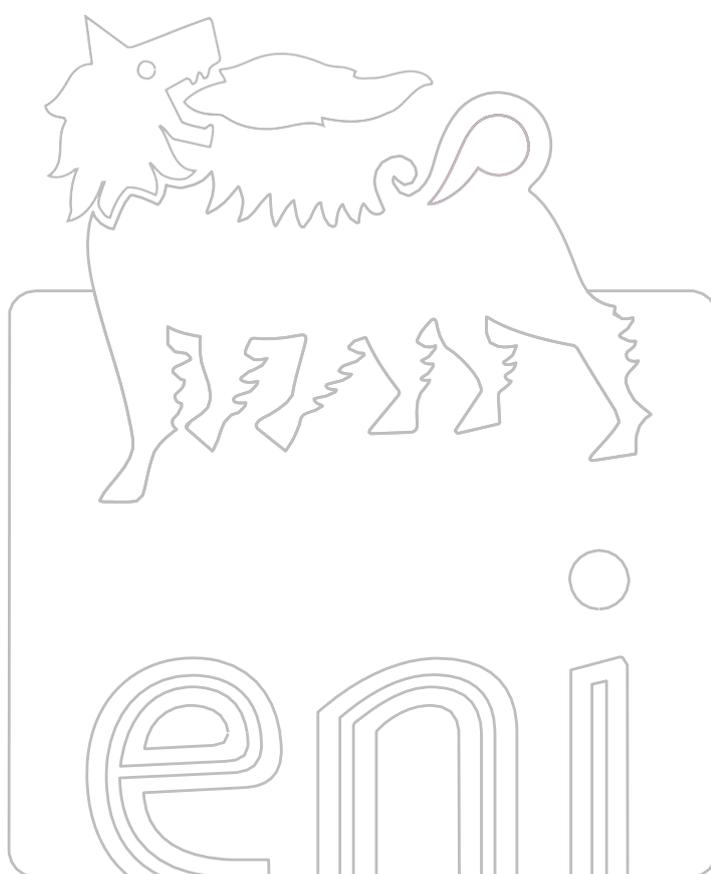


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Rules of the Sustainability and  
Scenarios Committee of Eni SpA



*The Italian text prevails over the English translation.*

## **Rules of the Sustainability and Scenarios Committee**

These Rules, approved by the Board of Directors on June 4, 2020, govern the composition and appointment, as well as the operational procedures, duties, powers and resources of the Sustainability and Scenarios Committee of Eni SpA (hereinafter, the "Committee")<sup>1</sup>.

### **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.
- 1.2 The Committee is made up of four to five non-executive Directors, the majority of whom are independent as defined by the law and the Corporate Governance Code for listed companies, which has been adopted by Eni SpA.
- 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 with the assistance of the Committee's Secretary, 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 Senior Vice President Scenarios, Positioning and Medium - Long Term Plan or, in the event of his absence, someone designated by him with the prior approval of the Chairman of the Committee, shall act as the Committee's Secretary. The Committee's Secretary is assisted by the Executive Vice President Responsible and Sustainable Enterprise, who coordinates the functions involved in matters of sustainability. The Committee's Secretary assists the Committee and its Chairman in carrying out the associated activities.
- 2.3 The notice of the meeting – indicating the location, date and time of the meeting as well as the items on the agenda – shall be sent by the Secretary upon request of the Chairman of the Committee, via email, mail or fax to the address specified by each recipient, normally at least three working days prior to the date of the meeting. When necessary

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<sup>1</sup> These Rules have been drawn up in accordance with Article 4 of the Corporate Governance Code, which has been adopted by Eni SpA.

and urgent, this notice may be sent at least twenty-four 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 Secretary of the Board of Directors and to the Chairman of the Board of Statutory Auditors.

- 2.4 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 and as well as for the purposes of coordination provided for in the Rules of the Board of Directors.
- 2.5 The Committee may also meet as follows: (i) video conference from the company's offices; (ii) in particular cases, with the approval of the Chairman of the Committee, on corporate mobile devices via VidyoMobile system operated by Eni or other system 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 meeting not scheduled in the calendar year; in cases (ii) and (iii) it must be taken into account of any confidentiality requirements related to items on the agenda to be discussed and 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.

- 2.6 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 working days prior to the date of 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.
- 2.7 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 shall have the casting vote.
- 2.8 In the event of the Chairman's absence or impediment, the meeting shall be chaired by the eldest member of the Committee in attendance.
- 2.9 The Chairman of the Board of Directors and the CEO may participate in Committee's meetings.

The Chairman of the Board of Statutory Auditors, or a Statutory Auditor designated by her, may also attend the meetings. Other persons, including other members of the Board of Directors or of the Company structure, may be invited by the Chairman of Committee on behalf of the Committee itself to attend the meetings in relation to individual items on the agenda.

2.10 The Secretary shall keep the minutes of the meetings and may be assisted in this task by the personnel of the Competitive Analysis and Strategic Positioning unit and of the unit Corporate Responsibility and Sustainability. For specific and well-grounded reasons, the Chairman of the Committee may ask a member of the Committee, the Secretary of the Board of Directors 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 and by the Secretary of the meeting and are sent to the members of the Committee, to the Chairman of the Board of Directors, the CEO, the Secretary of the Board of Directors as well as to the Chairman of the Board of Statutory Auditors and to her designated substitute at the meeting, as the case may be.

### **Article 3 - Duties**

In accordance with the By-laws, the Committee provides recommendations and advice to the Board of Directors on scenarios and sustainability issues, i.e. the processes, projects and activities aimed at ensuring the Company's commitment to sustainable development along the value chain, particularly with regard to: health, well-being and safety of people and communities; respect and protection of rights, particularly of the human rights; local development; access to energy, energy sustainability and climate change; environment and efficient use of resources; integrity and transparency; and innovation.

More specifically, the Committee, in providing recommendations and advice to the Board of Directors:

- a. examines scenarios for the preparation of the Strategic Plan, giving its opinion to the Board of Directors;
- b. examines and evaluates the sustainability policy aimed at ensuring the creation of value over time for shareholders and all the other stakeholders in accordance with the principles of sustainable development, as well as sustainability strategies and objectives and the sustainability report submitted annually to the Board of Directors;
- c. examines how the sustainability policy is implemented in business initiatives, on the basis of indications provided by the Board of Directors;
- d. monitors the Company's position in terms of sustainability with regard to financial markets, particularly with regard to the Company's inclusion in the leading sustainability indexes;
- e. monitors international sustainability projects as part of global governance processes and the Company's participation in such projects, designed to strengthen the Company's international reputation;

- f. examines and assesses sustainability initiatives, including in relation to individual projects, provided for in agreements with producer countries, submitted by the CEO for presentation to the Board;
- g. examines the Company's non-profit strategy and its implementation, including in relation to individual projects, through the non-profit plan submitted each year to the Board, as well as non-profit initiatives submitted to the Board;
- h. at the request of the Board, gives its opinion on other sustainability issues;
- i. 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, at least once every six months, reports to the Board of Directors on its activities, by the date of the approval of the annual and semi-annual financial reports, during the meeting of the Board of Directors indicated by the Chairman of the Board of Directors.

#### **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