

Meeting and activities of Remuneration Committee in 2024

During 2024, the Remuneration Committee met a total of 9 times, with 100% participation of the members and an average meeting time of 2 hours and 7 minutes.

The documentation supporting the meetings was sent to the members of the Committee within the deadlines set by the Rules. All Committee meetings were attended by at least one member of the Board of Statutory Auditors. At the invitation of the Chair of the Committee, Company executives and advisors also took part in specific meetings to provide information and clarification considered necessary by the Committee to perform its enquiries. For 2025, as at March 18, 2025, the Committee has met 4 times and is scheduled to meet another 4 times before the end of the year.

The Committee's main activities during the year 2024 concerned:

- periodic assessment of the adequacy, overall consistency and concrete application of the Remuneration Policy implemented in 2023, in favour of Directors and management personnel strategic responsibilities;
- an in-depth session on the methodology for accounting for performance results;
- the reporting of the 2023 corporate results for the implementation of the existing Short and LongTerm Incentive Plans, using a performance assessment methodology;
- the definition of 2024 Eni's performance targets relevant to the variable incentive plans;
- the finalisation of the Employee Stock Ownership Plan (SOP) for the purpose of subsequent Board approval and presentation to the Shareholders' Meeting on May 15, 2024;
- the review of the Report on the 2024 Remuneration Policy and remuneration paid 2023 prepared in line with Art. 123-ter of the Consolidated Law on Financial Intermediation and Art. 84-quater of the Consob Issuers Regulation, to be approved by the Board and presented to the Shareholders' Meeting of May 15, 2024, called to express a binding vote on the first section (remuneration policy) and a not binding vote on the second section (compensation and other information), as required by current law;
- the finalisation of proposals for the implementation of the Short-Term Incentive Plan with deferral for the CEO and General Manager;
- verification of the results of the meetings held with the main institutional investors and proxy advisors in view of the Shareholders' Meeting, to maximise the consensus of the Shareholders' Meeting on the Remuneration Policy and the Employee Stock Ownership Plan; the Committee Chair participates in the above meetings, as evidence of the importance the Committee gives to dialogue with shareholders;
- the review of the voting recommendations issued by the leading proxy advisors and the analysis of the voting projections prepared with the support of leading consulting firms.
- the analysis of the results of the 2024 Shareholders' Meetings, also with regard to the results of the major Italian and European listed companies as well as Eni's peer group;
- the definition of the proposal concerning the fulfilment ("2024 award") of the 2023-2025 Long-Term Equity based Incentive Plan for the CEO and General

Manager and critical management personnel for business preparing related regulations;

- the proposed implementation (2024 grant) of the Employee Stock Ownership Plan, opening it to all employees;
- the updating of the methodological note for the calculation of performance of variable incentive plans, in accordance with simplification and rationalisation criteria;
- the examination of in-depth studies on the Remuneration Policy, with a view to possible adjustments, given the proposals to be presented at the 2025 Shareholders' Meeting;
- the definition of the annual plan for engagement with institutional investors and proxy advisors in view of the 2025 shareholders' meeting period.