



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

*Rome, 7 May 2026* – 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 role of the Chairman of the Board of Directors, Giuseppina Di Foggia, in internal controls system, specifically, through the management of the relationship of the Head of Internal Audit with the Board of Directors in connection with the Chief Executive Officer in charge of establishing and maintaining the internal control and risk management system.

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 of the Board Giuseppina Di Foggia and the Directors Stefano Cappiello, Carolyn Adele Dittmeier, Benedetta Fiorini, Emma Marcegaglia, Matteo Petrella, Cristina Sgubin and Raphael Louis L. Vermeir have the independence requirements set by law.

With reference to the independence requirements recommended by the Corporate Governance Code, which Eni applies, the Board has preliminarily confirmed the evaluation criteria adopted by the previous Board and described in the 2025 Corporate Governance and Shareholding Structure Report, and assessed as independent the Chairman of the Board Di Foggia and the Directors Cappiello, Dittmeier, Fiorini, Marcegaglia, Petrella, Sgubin and Vermeir.

With reference to the Chairman of the Board Di Foggia and the Directors Fiorini and Sgubin, in relation to executive roles or employment relationships currently held, held in the last three financial years or to be hold in companies subject to common control, also indirect, with Eni by the Ministry of Economy and Finance (Terna, Ita Airways, and Telespazio, respectively), and, with reference to Director Cappiello, in relation to its role as Director General of the Ministry of Economy and Finance, the Board has deemed, based on a substantive assessment, as recommended by the Corporate Governance Code, that such relationships do not jeopardise their independence pursuant to the Corporate Governance Code. This is taking into account the public nature of the shareholder exercising common control, enhanced by authentic interpretation of Article 148 of the Consolidated Law on Finance contained in Article 13, paragraph 1-bis, of Decree-Law no. 95/2025 (ratified with amendments by Law no. 118/2025) and the fact that the Ministry, by law, does not exercise management and coordination over its investees and, with reference to Terna, that the latter, as a listed company, is subject to a special legal regime that enhances the independence and autonomy of management with respect to the ownership.

The Board's assessments were deemed correct by the Board of Statutory Auditors.

The Board of Directors, in compliance with 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, Benedetta Fiorini and Matteo Petrella as members, all non-executive and independent; Directors Vermeir, Dittmeier and Petrella have adequate knowledge and experience in the area of accounting and finance or risk management, as requested by the Corporate Governance Code;
- Nomination and Remuneration Committee: Cristina Sgubin as Chairman and Directors Stefano Cappiello, Emma Marcegaglia and Matteo Petrella as members, all non-executive and independent; Directors Sgubin, Cappiello and Marcegaglia have adequate knowledge and experience in financial matters or remuneration policies, as requested by the Corporate Governance Code;
- Sustainability and Scenarios Committee: Carolyn Adele Dittmeier as Chairman and Directors Benedetta Fiorini, Cristina Sgubin and Raphael Louis L. Vermeir as members, all non-executive and the majority of whom independent.

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 assessment carried out by the Board of Statutory Auditors that the Statutory Auditors meet the independence requirements provided by the Corporate Governance Code<sup>1</sup>, 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](http://www.eni.com).

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<sup>1</sup> 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.