

ECG Policy

# Compliance Models on Corporate Administrative Liability for Eni's Subsidiaries

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The English text is a translation of the Italian. For any conflict or discrepancies between the two texts the Italian text shall prevail.

## A. FUNDAMENTAL GUIDELINES

### ■ A.1 INTRODUCTION

Pursuant to Italian Legislative Decree No. 231 of June 8, 2001, and subsequent amendments and additions (hereinafter referred to as "Italian Legislative Decree 231/2001" or "Decree 231")-on the "Discipline on the administrative liability of legal entities, companies and associations, including those without legal status, pursuant to Article 11 of Law No. 300" of 29 September 2000- entities, including corporations, can be held liable, and consequently subject to pecuniary and/or prohibitory sanctions, for certain crimes expressly provided for in the Decree (so-called predicate crimes) committed or attempted - in Italy or abroad - in the interest or to the advantage of those companies by:

- individuals who are representatives, directors or managers of the company or of one of its organizational units with financial and functional autonomy, or by individuals who are responsible for managing or controlling the company, including on a de facto basis (i.e. individuals i.e. "Top Management");
- individuals who are managed or supervised by one of the above subjects (i.e. individuals under the management of others).

Decree 231 provides that entities may adopt organizational and management models suitable for preventing offences of the kind that have occurred (so-called 'Organizational, Management and Control Models' and hereinafter also 'Model 231') in order to mitigate or exclude such penalties.

### A.1.1 Management Summary

#### ECG ISSUE IN THE STRATEGIC CONTEXT OF ENI

Eni promotes the adoption and effective implementation by all its subsidiaries of appropriate systems to prevent the risk of corporate administrative liability, in particular by raising each company's awareness of the importance of having an up-to-date internal control system suitable for preventing the commission of misconduct by its representatives, employees or senior management, partners and suppliers and all those who operate in its interest.

To this end, the rules of Eni's internal regulatory system ensure that all Italian and foreign subsidiaries adopt, in the management of their activities at risk in terms of offences relevant for the purposes of Decree 231, principles and controls consistent with those set forth in Eni's Model 231, appropriately adjusted taking into account the applicable local regulations, the entity's specific operations and its organization. In the exercise of their autonomy, the individual subsidiaries are responsible for the adoption and implementation of their respective Model 231 or compliance models.

## PURPOSE OF REFERENCE

With the adoption of this ECG Policy “Compliance Models on corporate administrative liability for Eni's subsidiaries” of Eni, Eni intends to:

- ensure compliance with the rules and principles of corporate administrative liability, with a view to reinforcing awareness of the impact on Eni of actions, behaviours and omissions in violation of the relevant regulations;
- support the Managers of the Italian subsidiaries (hereinafter, also 'ISs') and of the foreign subsidiaries (hereinafter, also 'FSs') in the adoption of instruments aimed at preventing the risk of carrying out offences provided for by Italian Legislative Decree 231/01;
- accurately define (i) the roles and responsibilities related to the implementation of the activities provided for in this document, (ii) the information flows and (iii) the tools necessary for the prevention and management of risks, in order to disseminate the culture of compliance with regard to corporate administrative liability.

## COMPLIANCE MODEL

The ECG Policy sets out the basic guidelines for:

- (i) the definition of essential elements to be incorporated into the compliance models of subsidiaries;
- (ii) the definition, by the competent unit of the Integrated Compliance Function, of administrative liability risk classification systems, hereinafter referred to as “Clustering”) in order to modulate the obligations and requirements of subsidiaries, according to the class of risk they belong to;
- (iii) the performance of activities relating to clustering, which are carried out, at least once a year, by the competent unit of the Integrated Compliance Function, in accordance with the provisions of this regulatory instrument and other applicable regulatory instruments identifying the methodology;
- (iv) the identification of the requirements for the composition, roles and functioning of the Compliance Bodies of the subsidiaries;
- (v) the provision of relevant training;
- (vi) identification of the rules to be followed in the event of violation of the compliance models (disciplinary system).

The Management of each subsidiary:

- ensures that the organisation, management and control measures are in line with the Regulatory System Policy, applicable regulations in force and the Eni SpA organisation;
- ensures the correct and effective implementation of the activities provided for in the Model 231 of the ISs and the Compliance Models of the FSs;
- is in charge of dissemination, communication and training concerning the Model 231 and FS Compliance Models, including specific training on Model 231 of Eni SpA.

The Fundamental Guidelines of this ECG Policy were approved by the Board of Directors of Eni SpA on 12 December 2024.

## A.1.2 Area of Application and Transposition Modalities

This ECG Policy is for immediate application by Eni SpA and applies to its Subsidiaries<sup>1</sup>, after transposition as described in the “Regulatory System” Policy.

In particular:

- unlisted subsidiaries and their subsidiaries ensure transposition without possible waiver no later 30<sup>th</sup> June 2025;
- subsidiaries with listed shares (hereinafter referred to as “Listed Subsidiaries”) and their subsidiaries receive this document and transpose the Fundamental Guidelines, without possible waiver<sup>2</sup>. Application modalities are transposed with the possibility of adaptation as a result of specific regulatory constraints and the need to adapt to the Company’s roles and responsibilities, after reporting to the Process Owner.

Furthermore, Eni will use its influence, according to criteria of reasonableness in the circumstances, to ensure that companies and entities (such as joint ventures, consortia) in which it does not have control and non-profit entities (such as foundations) in which Eni SpA, directly or indirectly, has the power to appoint and remove the majority of the members of the management bodies, adopt regulatory instruments consistent with the contents of this ECG Policy. Circumstances to be taken into consideration in order to correctly identify, from time to time, the concrete scope of the principle described above, include the degree of Eni's participation in the company/entity, any clauses in the articles of association or pacts or agreements with third party shareholders and the regulation applicable to the activity carried out, as well as that in force in the country in which the company or entity has its registered office or performs its activities. In any case, the representatives appointed by Eni in such companies and entities shall do everything in their power to ensure that regulatory instruments consistent with the contents of this ECG Policy are adopted, for example, by submitting to the Board of Directors, or equivalent management body, of the Company or entity proposals for the adoption of procedures consistent with this ECG Policy and ensuring, in the event of non-adoption, that the proposal and the reasons for any rejection are reported in the relevant minutes of the Board of Directors/equivalent management body.

This ECG Policy cancels and replaces the following document:

- MSG “Compliance Models regarding corporate responsibilities for Subsidiaries of Eni” issued on 28 July 2022.

With reference to the responsibility for updates to this document, document filing, storage and traceability of information and data, please refer to the standard paragraphs in the Regulatory System Policy.

<sup>1</sup> As defined in the “Regulatory System Policy”.

<sup>2</sup> Except for specific requirements for companies in regulated sectors subject to supervision by specific authorities and in the event of conflict with local regulations.

## ■ A.2 REFERENCE PRINCIPLES

The activities governed by this document must be carried out in compliance with the Code of Ethics, other ECG Policies and the general standards of transparency and specific control standards set out in Eni's Model 231, as well as the Compliance Models on corporate administrative liability for Eni's subsidiaries, the transversal reference principles set out in the "Regulatory System" Policy, and the specific reference principles and commitments undertaken by Eni, listed below:

### ETHICS AND VALUES

Promotion of ethical behaviour that is based on respect for the core values expressed in the Code of Ethics, such as integrity, protection of Human Rights, transparency, promotion of sustainable processes, operational excellence, innovation and collaboration, and provides mechanisms for reporting violations.

### RISK-BASED APPROACH

Adoption of a preventive approach to corporate administrative liability risks, through a process of identification and assessment, managing and monitoring them, with a view to putting in place, in advance, the actions and controls necessary to mitigate them and to make informed decisions. The definition and adoption of 231 risk mitigation tools is also done with a risk-based approach.

### BALANCE BETWEEN MANAGEMENT AND COORDINATION AND AUTONOMY OF SUBSIDIARIES

Promotion of a correct balance between the timely fulfilment of the powers/duties of management and coordination which, in the field of corporate administrative liability, pertain to Eni SpA, and the principle of operational and management autonomy of the subsidiaries.

### INTEGRATED RISK MANAGEMENT SYSTEM

Adoption of an integrated approach to risk management, through: (i) the rationalisation of activities, in terms of resources, people and systems; (ii) the improvement of the efficiency and effectiveness of compliance activities; (iii) the sharing of information and the definition of specific and continuous mechanisms of coordination and collaboration between the corporate entities involved.

### CENTRALITY OF MANAGEMENT

The management, within the scope of its prerogatives and functions, shall proactively ensure, to the extent of its competence, the proper functioning of and compliance with the provisions contained in this Policy, disseminating its principles, supervising their observance by its collaborators and taking the necessary measures to prevent, identify and report potential violations.

### COMPLIANCE WITH THE PRINCIPLES OF GOOD CORPORATE GOVERNANCE

Eni's subsidiaries have a Model 231 and Corporate Administrative Liability Compliance Models for FSs consistent with the good governance objectives set forth in the applicable regulations<sup>3</sup>. This choice is part of a broader corporate policy which is expressed in initiatives and actions aimed not only at achievement of strategic objectives defined by the governing bodies of each company, but also at considering the interests of stakeholders, according to the

<sup>3</sup> Including, for Italian subsidiaries, Article 2086 of the Italian Civil Code.

### COMBINED ASSURANCE

Carrying out the activities governed by this Policy with a view to maximising the effectiveness and efficiency of process controls, ensuring coordination and effective cooperation between the various actors of the same.

### CYBERSECURITY

Eni recognises Cybersecurity as an essential tool for the protection of corporate assets and the correct and continuous functioning of decision-making and operational processes. Eni's Cyber Security Management System is based on a risk-based approach and aims at preventing, detecting and managing cyber threats and attacks by valuating both the technological and human factor elements, and contributes to the achievement of process objectives.

principles of Sustainable Success.

### COMPLIANCE WITH LAW REGULATIONS AND CONSISTENCY WITH BEST PRACTICES

Eni and its subsidiaries act in compliance with the provisions of Italian Legislative Decree 231/2001, as well as with the requirements dictated by national and international Management System standards. In this regard, they comply with the CoSO Report, which is the internationally recognized framework of reference for the understanding, analysis and integrated valuation of the effectiveness of the Internal Control and Risk Management System.

## ■ A.3 ROLES AND RESPONSIBILITIES

The main roles and responsibilities of the subjects involved in the ECG Policy “Compliance Models on Corporate Administrative Liability for Eni's Subsidiaries,” in relation to the areas regulated by this document, are as follows

<p><b>Integrated Compliance Function of Eni SpA (COMP)</b></p>	<p>The competent units of the Eni SpA Integrated Compliance Function perform coordination activities on corporate administrative liability between subsidiaries and Eni SpA and provide specialist support to them, also through the other competent compliance figures<sup>4</sup>.</p> <p>The competent units of the Eni SpA Integrated Compliance Function also support the Eni Representatives in the investee companies in carrying out the required activities in the field of corporate administrative liability.</p>
<p><b>Top Management of the Subsidiary</b></p>	<p>The Top Management of the Subsidiary is responsible for arranging the updating of the Compliance Models.</p>
<p><b>Board of Directors of the Subsidiary</b></p>	<p>The Board of Directors of the Subsidiary adopts the resolutions appointing the members of the Compliance Bodies.</p> <p>The Board of Directors, in the resolutions of the appointment, also establishes the remuneration for the professional services of the External Members, as well as the remuneration of the Internal Members.</p>
<p><b>Corporate Liability Counsel</b></p>	<p>The Corporate Liability Counsel ('Counsel') is identified within the COMP Function and is foreseen in the 'high' and 'medium-high'<sup>5</sup> risk FSs, in order to support them in verifying the adequacy of the design of the controls contained in the Model.</p> <p>For the 'medium-low' and 'low' risk FSs, a Contact Person is identified by the Integrated Compliance Function to support the company in analysing relevant issues of corporate administrative liability.</p>

<sup>4</sup> For specific Subsidiaries, there are competent units of the Subsidiary Compliance Function (as at the date of this Global Procedure, Eni Plenitude). These Functions, within the Subsidiary, are responsible for the activities described in this document and in further reference regulatory instruments in coordination with the competent units of the Eni SpA Integrated Compliance Function unit.

<sup>5</sup> Subsidiaries are classified on the basis of the clustering criteria indicated in the relevant CP.

<p><b>Corporate Liability Focal Point</b></p>	<p>The Corporate Liability Focal Point is set up at all 'high' and 'medium-high' risk ISs and FSs and is identified by the CEO of the company - who communicates the name to the competent unit of the Integrated Compliance Function - as the compliance manager (where existing) or as another figure, who's a contact person for the company, with experience in control systems, organisation or corporate administrative liability<sup>6</sup>.</p>
<p><b>Competent Function Responsible for Overseeing the Internal Control System On Financial Reporting</b></p>	<p>Unit of the Eni SpA Administration and Financial Reporting Function, responsible, for the purposes of this Policy, for providing COMP and, to the extent of its competence, the Compliance Bodies, with the results of monitoring activities on the adequacy and effectiveness of controls on financial reporting in order to avoid duplications/overlaps in the planning of supervisory actions, as well as the results of the activities carried out.</p>
<p><b>Competent Functions for Third level Health, Safety and Environment</b></p>	<p>Functions of Eni SpA responsible, for the purposes of this Policy, for communicating the Health, Safety and Environment audit plan as well as the results of the activities carried out, upon request to COMP and, as far as it is concerned, to the Compliance Bodies.</p>
<p><b>Internal Audit (INAU)</b></p>	<p>Function which, for the purposes of this ECG Policy, is responsible for carrying out the supervisory actions requested by the Compliance Bodies and the related information flows to them and to the Integrated Compliance Function with reference to the tasks received and the results of the activities carried out.</p>

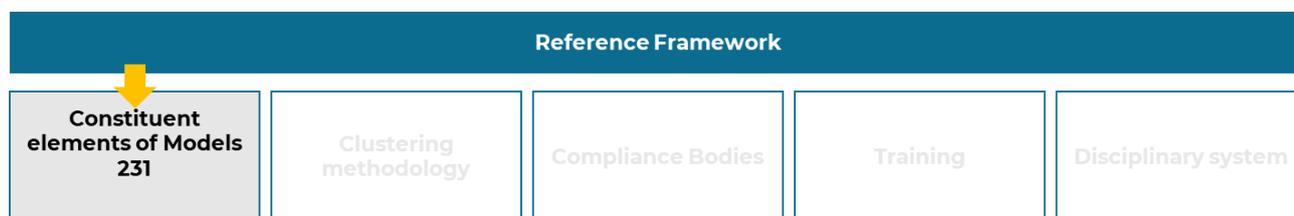
<sup>6</sup> The verification of the fulfilment of the requirements set forth in this paragraph may be certified in the notice of appointment of the Corporate Liability Focal Point.

## B. APPLICATION MODALITIES

### ■ B.1 THE FRAMEWORK OF REFERENCE



#### B.1.1 CONSTITUENT ELEMENTS OF CORPORATE ADMINISTRATIVE LIABILITY COMPLIANCE MODELS



ISs shall adopt organizational, management and control measures for the purpose of preventing the risks of corporate administrative liability in accordance with the provisions of Articles 6 and 7 of Italian Legislative Decree 231 of 2001, in particular by adopting a Model 231.

FSs shall have Compliance Models for the management and control of Sensitive Activities for the purposes of corporate administrative liability based on the specific organization and business of the FS, as well as adapted to current local legislation. These instruments are defined through a risk-based approach and provide for monitoring and control systems by the competent actors.

In any case, for the purpose of preventing the risk of corporate administrative liability:

- (i) there must be defined controls on the basis of a preventive approach to help mitigate exposure to non-compliance risks (so-called risk-based approach), and in particular be proportionate to the specific risk level of the Subsidiary, assessed according to the clustering methods set forth in the relevant regulatory instrument;
- (ii) compliance areas must be identified, using Decree 231 as the normative framework of reference, in relation to the corporate administrative liability regulations applicable in the context in which the FSs operate;

- (iii) Sensitive Activities (hereinafter also referred to as 'SAs') within which the risk of carrying out offences relevant to corporate administrative liability must be identified;
- (iv) the segregation of duties between those who execute, those who control and those who authorize and traceability of decisions must be guaranteed;
- (v) Compliance Bodies, with autonomous powers of initiative and control must be established, whose members must meet the requirements of independence, professionalism, honourableness and continuity of service;
- (vi) supervisory activities must be included, aimed at checking the adequacy and effective operation of control measures for risk prevention;
- (vii) there must be a system of monitoring and control by the relevant functions and bodies, in accordance with their respective powers and competences; to this end, in particular, provision must be made for specific information flows to and from the Compliance Bodies and for the latter to have access to all the information necessary for the performance of their activities;
- (viii) there must be, in relation to corporate administrative liability matters, professional updating for the Compliance Bodies and training for the personnel of Subsidiaries;
- (ix) an appropriate disciplinary system must be adopted to sanction non-compliance with the requirements set forth therein and an adequate reporting channel (so-called whistleblowing).

### **B.1.1.1 ORGANISATION, MANAGEMENT AND CONTROL MODELS OF THE ISs**

In the exercise of their autonomy, each IS is responsible for the adoption and implementation of their respective Model 231. In particular, in line with the Eni SpA Model 231, which is part of the general framework of reference of the Eni Regulatory System, the ISs adopt their own Models 231 and establish their own 231 Supervisory Body (231 SB) . When defining their Model 231, ISs take into account all the elements that are useful for the best characterization of the controls based on their specific organization and business.

The ISs adopt Model 231 in order to identify the areas corresponding to the Families of predicate crimes provided for in Decree 231 for which there is a potential risk of realization and in order to supervise these areas with appropriate organizational, management and control measures, identified with a risk-based approach.

In carrying out the activities of drafting and updating their Model 231, the ISs are supported by the competent units of the Integrated Compliance Function, with the assistance of the Corporate Liability Focal Point, which is responsible for coordinating the relevant information flows with the company.

The Model 231 of the IS normally consists of two separate documents:

- the General Part - drafted and updated by the Company in accordance with the methodological guidelines indicated by the competent unit of the Integrated Compliance Function of Eni SpA - which describes the architecture of the Model 231 and specifically (i) the methodology for identifying, analysing and assessing risks pursuant to Decree 231; (ii) the appointment, composition, responsibilities, information flows, including with regard to reports, of the 231 SB; (iii) the recipients of the Model and the relevant communication and training activities; (iv) the disciplinary and sanctioning system; (v) the rules for updating the Model;
- the Special Part, containing the list and description of the SAs and Specific Control Standards (hereinafter also "SdCS") and their representation by Family of Offence and/or by Process, according to the methodology prepared by the competent unit of the Eni SpA Integrated Compliance Function.

The Special Part of the IS Model 231 normally contains:

- the list of the SAs mapped by the Company with a description of them and the main sensitive sub-activities of which they are composed;
- the list of SdCS aimed at mitigating the risk of carrying out the predicate crimes; the SdCS provide for particular provisions identified to mitigate the specific offence risk and are associated with one or more SAs. The SdCS are integrated with the General Standards of Transparency<sup>7</sup> applicable across all the SAs;
- the section "Sensitive Activities and Control Standards - Representation by Family of Offence" in which, for each Family of Offence<sup>8</sup>, evidence is provided of the SAs attributable to it and the relevant applicable SdCSs;
- the section "Sensitive Activities and Control Standards - Representation by Process," in which, evidence is provided of the SAs detected in the context of each process and the related SdCSs; in particular, "transversal" SAs are highlighted, i.e. SAs that by their nature are intended to be applicable to all or many corporate processes.

### **B.1.1.2 COMPLIANCE MODELS FOR THE MANAGEMENT AND CONTROL OF RISK ACTIVITIES FOR THE PURPOSES OF CORPORATE ADMINISTRATIVE LIABILITY IN THE FS**

In exercising their autonomy, individual FSs are responsible for the adoption and implementation of compliance tools for the management and control of Sensitive

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<sup>7</sup> Reported in the General Part of Model 231.

<sup>8</sup> The association of several underlying offences ex Italian Legislative Decree no. 231/01 in the same Family of Offence is carried out on the basis of the similarity of the cases in terms of sanctioned conduct and/or the risk of the offence being committed.

Activities for the purposes of corporate administrative liability, which constitute the FS Compliance Model.

The FS, with the support of the competent units of the Integrated Compliance Function of Eni SpA and through the Corporate Liability Counsel where established, identify among the categories of underlying offences provided for by Decree 231, the Significant Cross Compliance Areas (hereinafter "SCCAs") for which a significant risk of incurring corporate administrative liability emerges, declaring the controls for the Sensitive Activities in the reference company regulatory instruments.

These specific safeguards are identified in the light of the organizational and business specificities of the FS and adapted to the peculiarities of the regulatory context of reference.

The FSs exposed to higher levels of corporate administrative liability risk also have International Supervisory Bodies (ISB) in charge of supervising the operation, compliance and adequacy of the controls put in place. A Corporate Liability Counsel is assigned to each of them.

For FSs falling into the low risk category<sup>9</sup>, supervisory actions are to be carried out according to a plan defined by the Integrated Compliance Function, in consultation with Internal Audit, in consideration of the audit plan.

For the management and control of Sensitive Activities, the FSs refer to:

- the Eni Regulatory System and all the regulatory instruments that comprise it; and
- its own autonomous organizational system, implemented by the FS according to the relevant regulatory instruments<sup>10</sup>.

The control measures aimed at preventing the risk of the underlying offences referred to in Italian Legislative Decree n. 231 of 2001 being committed are structured on two control levels:

- 1) general standards of transparency of activities-as defined in the Eni SpA Model 231-applicable to all FSs and which must always be present in all Sensitive Activities taken into consideration;
- 2) specific control standards, which include special provisions to regulate the particular aspects of Sensitive Activities and which must be contained in the relevant company regulatory instruments.

<sup>9</sup> Companies are classified on the basis of the clustering criteria indicated in the relevant CP.

<sup>10</sup> These include the "Human Resources" MSG/CP "Organisation".

The SAs and SdCSs identified in relation to Eni SpA business and on the basis of the categories of alleged offences provided for by Italian Legislative Decree no. 231 of 2001 are made available to all the FSs through the Special Part of Eni SpA's Model 231.

### **B.1.1.3 CORPORATE ADMINISTRATIVE LIABILITY WHISTLEBLOWING REPORTS SYSTEM**

The reporting management system is an integral part of the Compliance Models and is regulated in appropriate regulatory instruments<sup>11</sup>. Specific information flows are provided to the Compliance Bodies in accordance with the provisions of the appropriate regulatory instruments.

In particular, the 231 SB of the ISs are supposed to be informed of significant events that could imply liability under Decree 231 and have access to relevant company information and documents. The 231 SB of the ISs have the power to request further information from the managers of business functions and to organise meetings to discuss relevant issues.

### **B.1.1.4 RULES APPLICABLE TO INVESTEE COMPANIES**

Eni undertakes - through its Representatives appointed to the corporate bodies of the investee companies - to ensure that the companies and entities (such as joint ventures, consortia, etc.) in which it has a non-controlling interest implement the principles set out in this ECG Policy. In particular, in a risk-based logic and after coordination with the competent units of the Eni SpA Integrated Compliance Function, the Representatives promote, within their respective spheres of competence, the adoption of systems for the prevention of the risk of corporate administrative liability as well as the establishment of Compliance Bodies. In the event of the establishment of investee companies (e.g., preparation of draft Articles of Association, preparation of draft shareholders' agreements), Eni Representatives, where identified, may request the support of the competent unit of the Eni SpA Integrated Compliance Function in order to assess the adoption of corporate administrative liability risk prevention systems as well as the establishment of Compliance Bodies, in accordance with the principles set out in this ECG Policy and in compliance with applicable corporate administrative liability regulations.

COMP's support to Eni Representatives of investee companies is guaranteed, where required, also during the concrete implementation of 231 control standards (e.g.: drafting of the General Part of the Model 231 at first adoption and subsequent amendments, application of the safeguards it envisages in company regulatory instruments) and in the event of the need to update them.

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<sup>11</sup> Annex C "Management of Reports received by Eni SpA and by its Subsidiaries" to the MSG "Internal Control and Risk Management System," to the ECG Policy "Eni Risk and Internal Control Holistic framework" and subsequent amendments and additions.

## B.1.2 CLUSTERING OF SUBSIDIARIES AND BODIES



In order to modulate in a risk-based perspective the obligations and requirements set forth in this ECG Policy to be borne by Subsidiaries and other Entities subject to the regulations of Italian Legislative Decree 231/2001, the competent Integrated Compliance Function defines a classification system of corporate administrative liability risk (hereinafter referred to as “clustering”).

This methodology uses key indicators to determine risk: total assets and revenues for ISs, and significance of assets and external factors for FSs.

Entities are classified into four risk categories:

1. High,
2. Medium-high,
3. Medium-low,
4. Low.

This classification guides the structuring of Compliance Bodies and the necessary compliance activities, such as training and supervision.

Clustering is carried out at least annually and updated following significant events such as acquisitions or organizational changes.

The criteria for determining the risk class (hereinafter referred to as “cluster”), the clustering methodology, the clustering process and its reviewing are defined in appropriate regulatory instrument.

## B.1.3 COMPLIANCE BODIES



Independent and autonomous Compliance Bodies are envisaged for the subsidiaries, with the duty of supervising the functioning, compliance and adequacy of the Model 231 for ISs and the effectiveness of the controls indicated in the Compliance Models for the management and control of Sensitive Activities for the purposes of corporate administrative liability envisaged for FSs, ensuring continuity of service

Compliance Bodies have autonomous powers of initiative and control and an adequate budget to perform their activities. Their structure varies according to the risk associated with each company. In particular:

- **IS:**
  - (i) for 'high' and 'medium-high' risk ISs, the composition of the 231 SB is collegial, with at least one external member;
  - (ii) for 'medium-low' and 'low' risk ISs, the composition of the 231 SB is monocratic.
- **FS with 'high' and 'medium-high' risk:** an ISB is required, with at least one external member<sup>12</sup>.

In any case, the Board of Directors of the company may assess, on the basis of the risk category, after consulting the competent unit of the Integrated Compliance Function, the advisability of appointing Compliance Bodies with a different composition from the standard one.

The members of the Compliance Bodies are appointed by the Administrative Bodies of the Subsidiaries and must meet the requirements of independence, professionalism and honourability.

It is a condition for participation in the Compliance Bodies that no operational functions are performed within the Subsidiary.

Compliance Bodies have unrestricted access to the records and information of the Subsidiary for their own analysis, control and monitoring activities, which may be carried out directly, or through internal business functions or external suppliers.

With regard to Compliance Bodies and consistent with the above, the relevant applicable regulatory instruments identify in detail:

- their composition;
- the procedures for the selection and appointment of members;
- the requirements of professionalism, honourability and independence of the members;

<sup>12</sup> For the 'medium-low' and 'low' risk FSs, there are no plans to set up a Compliance Committee.

- their functions, powers and duties;
- the operating procedures including the determination of the budget.

### B.1.4 TRAINING IN CORPORATE ADMINISTRATIVE LIABILITY



The personnel of the Subsidiaries must be informed about the regulations in force on corporate administrative liability, the importance of compliance with these regulations and the principles contained in this Policy and in the additional regulatory instruments on the subject, so as to make them aware of the liability risks the Companies may incur and the actions to be taken to prevent them.

To this end, periodic training and refresher courses on corporate administrative liability are mandatory for all employees.

The recipients of the training programme are identified by the competent Integrated Compliance Function on the basis of a methodology for employee segmentation with a risk-based approach.

Training scheduling, after consultation with the competent Human Resources functions, is ensured by the competent unit of the Integrated Compliance function according to a risk-based logic that defines a training program that includes online courses (e-learning) and classroom/distance training events with possible learning verification tests.

The Compliance Bodies monitor the initiatives necessary for the understanding and dissemination of the regulations on corporate administrative liability and the Model 231/Compliance Models.

The competent units of the Eni SpA Integrated Compliance Function ensure that the Members of the Compliance Bodies benefit from the training activities necessary for their updating on corporate administrative liability.

## B.1.5 DISCIPLINARY SYSTEM



Within the framework of the Subsidiaries, there is provision for the application of a disciplinary system suitable for the sanction of non-compliance with the statutory limitation period indicated in the Model 231 of the ISs or in the Compliance Models for the management and control of Sensitive Activities for the purposes of corporate administrative liability of the FSs, with reference both to individuals in top positions and to individuals subject to the direction of others.

Any report of non-compliance with the provisions of the company regulatory instruments declining control standards/controls is followed by a process aimed at ascertaining alleged misconduct engaged in by the company's employees, pursuant to current internal regulatory instruments.

The disciplinary system is applied independently from the development and results of any criminal proceedings initiated by the competent Judicial Authorities.

The Subsidiary involved informs the Compliance Body of the imposition of the sanction or the decision to close the case without action.

The Compliance Bodies notify the competent functions of non-compliance with the Model 231 for ISs and the Compliance Model for FSs for the purpose of initiating disciplinary proceedings.

The Compliance Body informs the Board of Directors and the Control Bodies<sup>13</sup> of the subsidiary of the report of a violation of this Policy and the Compliance Models committed by a member of the Board of Directors or by the Compliance Committee itself, taking care of the confidentiality of the data with respect to the individuals concerned. The Administrative Body and the Compliance Body, with the abstention of the person(s) involved, carry out the necessary checks and investigations and take/promote the appropriate measures.

<sup>13</sup>For example, in ISs, the Board of Statutory Auditors.

### **B.1.5.1 DISCIPLINARY SYSTEM FOR VIOLATIONS OF THE MODEL 231 OF THE ISs**

For non-compliance with the Model 231 of the ISs and the application of the relevant sanctions, reference is made to the provisions of the Model 231 of the Subsidiaries themselves.

### **B.1.5.2 DISCIPLINARY SYSTEM FOR VIOLATIONS OF THE COMPLIANCE MODELS OF THE FSs**

Upon any report of non-compliance with this Policy and the controls on the subject of corporate administrative liability in the FSs, the process aimed at ascertaining any misconduct engaged in by the Company's employees, pursuant to the current internal regulatory instruments, is activated.

The FS communicates the imposition of the sanction or the decision to close the case without action, with the reasons therefor, to the ISB

The ISB informs the FS Administrative Body of the report of violations of the FS Model committed by a member of the Administrative Body or the ISB itself. The Administrative Body and the ISB, with the abstention of the person(s) involved, carry out the necessary checks and investigations and take/promote the appropriate measures.

## ■ B.2 EXTERNAL REGULATORY REFERENCES

- Italian Legislative Decree 231 of 8th June 2001 (Discipline on the administrative liability of legal entities, companies and associations, including those without legal status, pursuant to Article 11 of Law No. 300" of 29 September 2000);
- Confindustria Guidelines for the Construction of Organisation, Management and Control Models pursuant to Italian Legislative Decree No. 231 of 8 June 2001 (June 2021);
- Corporate Governance Code (2020);
- CoSO – Committee of Sponsoring Organizations of the Treadway Commission (2013), Internal Control, Integrated Framework;
- Italian Civil Code, with particular reference to Articles 2086, 2359, 2497, 2497-bis, 2497-ter, 2497-quater, 2497-quinquies, 2497-sexies, 2497-septies;
- Provisions of the Italian Criminal Code and special laws concerning offences constituting predicate offences to corporate administrative liability.

## ■ B.3 DEFINITIONS, ABBREVIATIONS AND ACRONYMS

### DEFINITIONS

**231 SUPERVISORY BODY (231 SB):** Compliance body established by the ISs pursuant to Italian Legislative Decree No. 231 of 2001.

**CLUSTERING: risk** classification system of corporate administrative liability of subsidiaries applied in order to modulate the obligations and requirements provided by this Policy and the relevant CP to be borne by them according to the risk class ("cluster") to which they belong.

**COMPLIANCE MODELS:** Organization, management and control models under Italian Legislative Decree 231/2001 adopted by Italian subsidiaries and Compliance Models for the management and control of Sensitive Activities for the purposes of corporate administrative liability adopted by the FSs.

**CONTROL STANDARDS:** controls of a transversal nature to be considered and applied with reference to all the Sensitive Activities contained in the General Section of the Model 231 of the ISs, and specific controls associated with one or more Sensitive Activities and aimed at mitigating certain risks/offences, i.e. potential offences which may be committed in the performance of the company activity by persons considered as recipients under the Eni SpA Model 231.

**CORPORATE ADMINISTRATIVE LIABILITY:** liability that may arise on collective entities, including corporations, in the face of the carrying out of certain offences committed in their interest or to their advantage by: (i) persons who hold positions of representation, administration or management of the entity or one of its organizational units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same; (ii) persons subject to the management or supervision of one of the persons referred to in the letter; (iii) former Italian Legislative Decree 231 of 2001.

**ENI SPA MODEL 231:** Eni SpA's organizational, management and control model in accordance with Italian Legislative Decree n. 231 of 2001.

**FOREIGN SUBSIDIARY (OR ALSO FS):** Subsidiary of Eni SpA that does not have its registered office, an operating branch or the main activity in Italy.

**FS COMPLIANCE MODELS:** controls, identified in relation to SCCAs, of the Sensitive Activities of the foreign subsidiaries, set out in the reference company regulatory instruments and identified in the light of the FS's organizational and business specificities, as well as adapted to the peculiarities of the reference regulatory context.

**ITALIAN SUBSIDIARY (OR ALSO IS):** Subsidiary of Eni SpA that is incorporated in Italy or that, although incorporated abroad, has an operating branch or its main place of business in Italy. This includes Italian companies that are controlled by Eni in accordance with Article 2359 paragraph 1, n.1, and paragraph 2 of the Italian Civil Code, provided that the application of this Policy is not precluded by clauses in the articles of association or covenants or agreements with third party shareholders concerning the regulatory system or specific matters.

**INTERNATIONAL SUPERVISORY BODY (ISB):** Independent Compliance Body of “medium-high” and “high” risk foreign subsidiaries, appointed by the Board of Directors of the foreign subsidiary and endowed with autonomous powers of initiative and control.

**ITALIAN SUBSIDIARY MODEL 231:** the Organizational, Management and Control Model(s) adopted by Italian Subsidiaries in accordance with Italian Legislative Decree n. 231 of 2001.

**MANAGEMENT BODY:** Board of Directors, Sole Director or equivalent body established in Italy or abroad, responsible for the management of the company.

**PREDICATE CRIME:** the types of offences of the relevant corporate administrative liability under Italian Legislative Decree n. 231 of 2001.

**REPORTING:** as defined by the Eni SpA regulatory instrument regarding reporting.

**RISK-BASED APPROACH:** a preventive approach that helps to mitigate exposure to risks of non-compliance, to diversify actions according to the level of risk and to adopt improvement targets.

**SENSITIVE ACTIVITIES:** corporate activities where there may be a risk of carrying out underlying offences relating to the corporate administrative liability pursuant to Italian Legislative Decree no. 231 of 2001.

**SIGNIFICANT CROSS COMPLIANCE AREAS ("SCCAs"):** areas of compliance, identified on the basis of the categories of underlying offences provided for in Italian Legislative Decree No. 231 of 2001, for which a more significant risk emerges for Foreign Subsidiaries to incur corporate administrative liability

**SUBSIDIARY:** companies directly and/or indirectly controlled solely by Eni SpA, in Italy and abroad, listed in the annex “Subsidiaries” of the latest approved consolidated financial statements, as well as in the supplementary list relating to Italian companies controlled by Eni by right, pursuant to Article 2359, paragraph 1, no. 1, and paragraph 2, of the Italian Civil Code, prepared by the competent function responsible for Corporate Affairs and Governance, having heard the competent unit of the Administration and Financial Reporting function, as well as the other competent functions identified with the support of the Organizational Function, and made available to the functions concerned for the fulfilment of obligations required by the applicable regulations.

**TOP MANAGEMENT OF THE IS OR FS:** Chief Executive Officer or a person to whom similar functions and powers are attributed pursuant to the applicable provisions of the law regulations and Articles of Association.

## ACRONYMS

**COMP:** Integrated Compliance Function of Eni SpA

**INAU:** Internal Audit Function of Eni SpA