

Meeting and activities of Remuneration Committee in 2022

Activities of the Committee in 2022 included:

- the periodic review of the adequacy, overall consistency and actual implementation of the Remuneration Policy implemented in 2021, in favour of Directors and Managers with strategic responsibilities;
- the review of Eni's results for 2021 in order to implement the Short-Term and Long-Term Incentive Plans using a method for the analysis of deviations specified and approved by the Committee in order to neutralise the effects, either positive or negative, of exogenous factors and to make it possible to objectively assess performance;
- the definition of 2022 Eni's performance targets relevant to the variable incentive plans;
- the finalisation of proposals for the implementation of the Short-Term Incentive Plan with deferral for the CEO and General Manager;
- the review of the Report on remuneration policy and remuneration paid 2022 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 11, 2022, called to express only a non-binding vote on the second section (remuneration and other information), in consideration of the three-year duration of the policy approved in 2020, as required by current legislation;
- the examination of the outcome of engagement activities held with leading institutional investors and proxy advisors to clarify the reasons for their vote in 2021 and to promote renewed support in 2022;
- the examination 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 2022 Shareholders' Meetings, also with regard to the results of the major Italian and European listed companies as well as Eni's peer group;
- the examination and implementation of the annual engagement plan with institutional investors and proxy advisors in light of the 2023 season of shareholders' meetings, with monitoring of the outcomes of the first round of meetings, mainly held in person in November and December 2022 and conducted by Chairman of the Committee;
- the proposal concerning the fulfilment ("2022 attribution") of the 2020-2022 Long-Term Equity based Incentive Plan for the CEO and General Manager and critical management personnel for business preparing related regulations;
- the periodic monitoring of developments in the legislative framework and market standards concerning the reporting of remuneration-related information, in order to prepare the new Remuneration Policy;
- the start of the examination of the Remuneration Policy Guidelines for the new term 2023-2026.