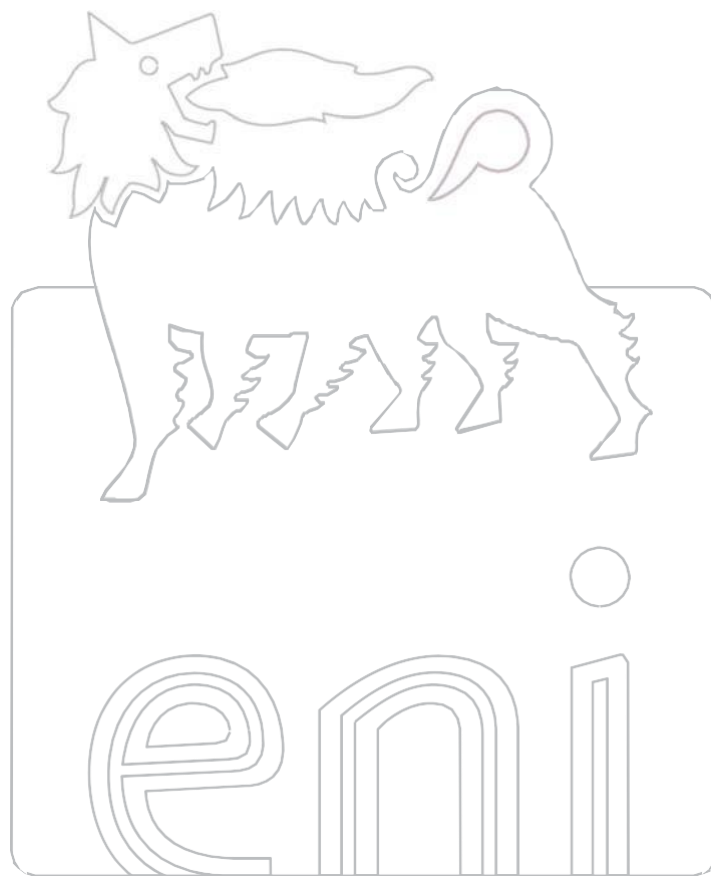


Rules of the Sustainability and  
Scenarios Committee of Eni SpA



*The Italian text prevails over the English translation*



## Rules of the Sustainability and Scenarios Committee

These Rules, approved by the Board of Directors on May 11, 2023, govern the composition, appointment, 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, with preparatory, consultative and advisory functions, in line with the provisions of the 2020 Corporate Governance Code, which has been adopted by Eni SpA (hereinafter also referred to as the Company).
- 1.2 The Committee is made up of three to four non-executive Directors, the majority of whom are independent.
- 1.3 The members of the Committee shall have expertise that is consistent with the duties they are required to perform, to be evaluated by the Board of Directors at the time of the appointment.
- 1.4 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, and, insofar as possible, 48 hours before the succeeding meeting of the Board of Directors. 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 Head of Scenarios, Strategic Options and Climate Change shall act as the Committee's Secretary. The Committee's Secretary is assisted by the Head of Sustainable Development, 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

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<sup>1</sup> These Rules have been drawn up in accordance with the recommendations provided for by Article 3 on Board Committees of the Corporate Governance Code, which has been adopted by Eni SpA.

the items on the agenda – shall be sent by the Secretary upon request of the Chairman of the Committee, via email, to the addresses with eni.com domain, or via mail or fax to the address specified by each recipient, at least three working days prior to the date of the meeting, except in exceptional cases of necessity and urgency. A copy of the notice shall be sent to the Chairman of the Board of Directors, to the Chief Executive Officer (CEO), to the Secretary of the Board of Directors, to the Chairman and members of the Board of Statutory Auditors and to the Magistrate of the Court of Auditors (“Corte dei Conti”).

Prior to the transmission, the notice of the meeting is sent by the Secretary of the Committee to the Secretary of the Board of Directors so that the latter can verify the inclusion in the agenda of the meeting of the issues to be discussed in relation to the meetings of the Board of Directors, as well as for the purposes of coordination provided for in the Rules of the Board of Directors.

**2.4** 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<sup>2</sup>, at the same time the notice calling the meeting is sent (cfr. 2.3), except for requirements related to the prior examination by the Management Committee or in exceptional cases of necessity and urgency. In case of problems accessing the above reserved section, the documentation may be sent, upon request by the individual members of the Committee, by e-mail to the addresses with eni.com domain of each Committee member, taking into account any confidentiality requirements related to information contained therein.

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.

**2.5** The meetings are held at the company’s registered office or at one of the company’s secondary offices, or, depending on the needs of the Board of Directors or related to the specific nature of the topics to be discussed, at other offices of the Company. The Committee may also meet as follows: (i) video conference from the company’s offices; (ii) by means of corporate mobile devices system operated by Eni that ensures the same level of security of the videoconference from the company’s offices; (iii) telephone audioconference through corporate devices. In such cases, the meeting shall be deemed to be held in the place where the Committee Secretary is located. In any case, even when meetings are carried out by video/audioconference, any confidentiality requirements related to items on the agenda to be discussed shall be taken into account and it shall be ensured that each of the participants can be identified and can follow and take part in the discussion in real time.

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

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<sup>2</sup> Access to the website section reserved to the Committee is also ensured to the Chairman of the Board, the Chief Executive Officer, the Board Secretary, as well as the Statutory Auditors and the Magistrate of the Court of Auditors.

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 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.
- 2.7 In the event of the Chairman's absence or impediment, the meeting shall be chaired by the eldest member of the Committee in attendance.
- 2.8 The members of the Board of Statutory Auditors and the Magistrate of the Court of Auditors may attend Committee's meetings. Upon invitation of the Chairman of the Committee, the Chairman of the Board of Directors and/or the Chief Executive Officer may attend specific meetings, as well as other Directors, after having heard the Chairman of the Board. Moreover, upon invitation of the Chairman of the Committee, and having informed the Chief Executive Officer, as a rule by sending the notice of meeting, other members of the Company structure, for their own competence, may be invited to participate in the meeting on specific items of the agenda.
- 2.9 The Secretary shall keep the minutes of the meetings and may be assisted in this task by the Scenarios, Strategic Options and Climate Change staff. 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 recording of the meeting is permitted for the sole purpose of drawing up the minutes, with the obligation for the Secretary or persons appointed by the same to destroy the recording (and any related transcripts) after the approval of 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 ten 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 (or his designated substitute) and are made available in the reserved section of Eni Intranet site.

The Chairman of the Committee shall inform the Board of Directors on the main issues examined by the Committee thereof during the first available meeting of the Board. To this end, within the terms provided for in the Rules of the Board of Directors for the provision of the pre-meeting documentation, the Secretary of the Committee sends the Secretary of the Board of Directors a summary document (so-called "Outcomes") of the most relevant issues examined during the Committee meetings held after the previous Board.

### **Article 3 – Duties**

The Committee assists the Board of Directors with preparatory, consultative and advisory functions 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: climate transition and technological innovation; access to energy,

energy sustainability; environment and energy efficiency; local development, particularly economic diversification, health, well-being and safety of people and communities; respect and protection of rights, particularly of the human rights; integrity and transparency; diversity and inclusion.

More specifically, in its preparatory, consultative and advisory function towards the Board of Directors, the Committee:

- a. examines scenarios for the preparation of the Strategic Plan, giving its opinion to the Board of Directors;
- b. examines and evaluates climate transition issues, i.e. decarbonisation at both operational and product portfolio level, technological innovation, green chemistry and circular economy, aimed at ensuring the creation of value over time for shareholders and all other stakeholders;
- c. examines and evaluates other aspects of the sustainability policy, in accordance with the principles of sustainable development, as well as sustainability strategies and objectives;
- d. monitors the Company's position in terms of sustainability with regard to financial markets, particularly with regard to annual reporting on new sustainable finance tools, as well as the Company's inclusion in the leading sustainability indexes;
- e. examines and evaluates the sustainability report submitted annually to the Board of Directors;
- f. 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 leadership;
- g. examines and assesses local sustainability initiatives, including in relation to individual projects, provided for in agreements with producer countries, submitted by the CEO for presentation to the Board;
- h. examines how the local sustainability policy is implemented in business initiatives, on the basis of indications provided by the Board of Directors;
- i. 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;
- j. at the request of the Board, gives its opinion on other sustainability issues;
- k. in agreement with the Chief Executive Officer, evaluates the opportunity of organizing open Committee meetings, possibly including other directors, with institutional stakeholders, to listen to their point of view with reference to the issues falling within the competence of the Committee;
- l. 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;

- m. coordinates with the Control and Risk Committee in assessing the suitability of periodic non-financial information, to correctly represent the business model, the strategies of the company, the impact of its activity and the performance achieved.

#### **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. The engagement of external consultants will take place, in agreement with the Board, in the event that the Committee determines it is not appropriate to exclusively rely on the support of the corporate functions due to the nature of the matter, or it is appropriate to have independent external support on the solutions that the Company intends to adopt. The formalization of the assignment will be handled by the competent corporate functions in relation to the subject matter of the consultancy in compliance with the Company selection and engagement procedures.

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. If additional resources beyond those budgeted are required to perform the duties, the Committee shall notify this to the Board of Directors, for its evaluations and decisions.

#### **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

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delle Imprese di Roma,

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