



Governance

The governance system, alongside the business strategy, is aimed at supporting the relationship of trust between Eni and its stakeholders and contributing to the achievement of business results, creating sustainable value. Eni is committed to creating a Corporate Governance system¹ inspired by criteria of excellence in open dialogue with the market and all stakeholders. As of January 1, 2021, Eni applies the recommendations of the Corporate Governance Code (Governance Code), which Eni's Board of Directors (BoD) adhered to on December 23, 2020. The Governance Code identifies "sustainable success" as the objective that must guide the action of the administrative body and which is substantiated in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company. Moreover, since 2006 Eni has considered the interest of stakeholders other than shareholders as one of the necessary references that the Directors must evaluate in making informed decisions.

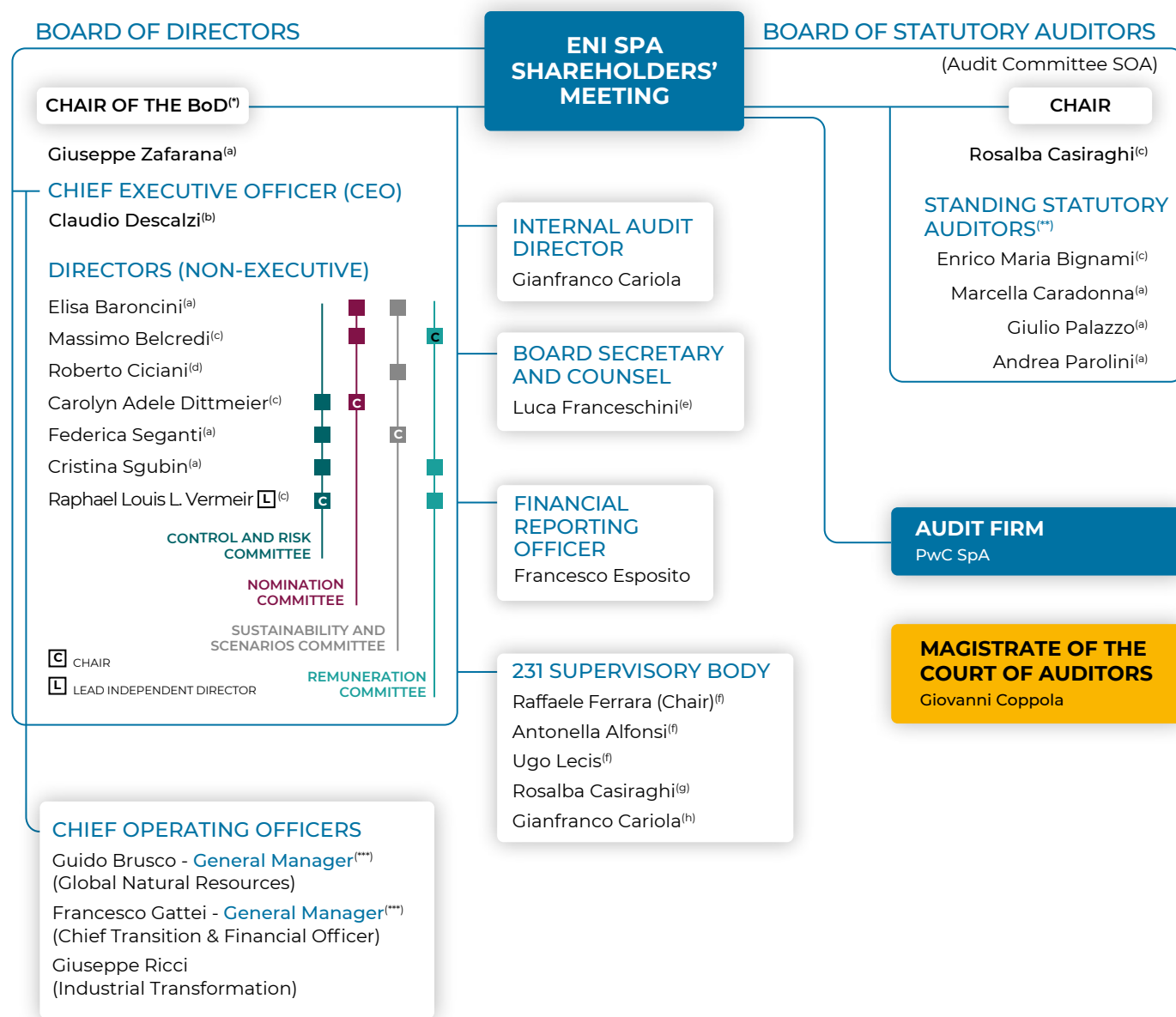
ENI'S GOVERNANCE MODEL

Eni's Corporate Governance is based on the traditional Italian model, which – without prejudice to the tasks of the Shareholders' Meeting – assigns responsibility for management to the Board of Directors, supervisory functions to the Board of Statutory Auditors (BoSA) and those of statutory audit to the Independent Auditors. The Board has entrusted the management of the Company to the Chief Executive Officer (CEO), who was last appointed on May 11, 2023, reserving the most significant strategic, operational and organizational responsibilities, in particular in the areas of governance, sustainability, internal control and risk management. The Board of Directors has set up four internal committees, with preparatory, consultative and advisory functions: the Control and Risk Committee, the Remuneration Committee, the Nomination Committee and the Sustainability and Scenarios Committee, which report, through their respective Chairmen, at each meeting of the Board on the main issues examined. The Board also confirmed the attribution to the Chairman of the Board of Directors of a significant role in internal controls, in particular with reference to the Internal Audit function, of which it proposes to the Board of Directors, in agreement with the CEO, appointment, dismissal, remuneration and resources, directly managing the relationship on behalf of the Board (without prejudice to the functional dependence from the Control and Risk Committee and the CEO, responsible for establishing and maintaining the internal control and risk management system); the Chairman of the Board of Directors is also involved in the appointment processes of the other main Eni persons in charge of internal controls and risk management, such as the Officer in Charge of preparing the Company's financial reports, the members of the Supervisory Body, the Head of Integrated Risk Management and the Head of Integrated Compliance. Finally, the Board, on the proposal of the Chairman of the Board of Directors, appoints the Secretary of the Board, with the task of providing impartial and independent assistance and advice to the Chairman himself, the individual Directors and the Board as a whole. Because of this role, the Secretary – who reports hierarchically and functionally to the Board itself and, on its behalf, to the Chairman of the Board of Directors – must meet the requirements of professionalism, as required by the Governance Code, and the Chairman of the Board of Directors monitors his independence.

(1) For further information on Eni's Corporate Governance system, please refer to the Eni's Corporate Governance and Shareholding Structure Report, drafted in accordance with Article 123-bis of Legislative Decree 58/1998, which is also published on the Company's website, in the Governance section.

Below is a summary graphic representation of the Corporate Governance structure of the Company as of December 31, 2025, which, during the 2025 financial year, did not see the appointment of new Directors and Statutory Auditors:

COMPANY'S CORPORATE GOVERNANCE STRUCTURE



(a) Member appointed from the majority list, independent pursuant to law and the Corporate Governance Code.
 (b) Member appointed from the majority list.
 (c) Member appointed from the minority list, independent pursuant to law and the Corporate Governance Code.
 (d) Member appointed from the majority list, non-executive. Assessed as independent pursuant to law as of February 25, 2026.
 (e) Also Integrated Compliance Director.
 (f) External member.
 (g) Chair of the Board of Statutory Auditors.
 (h) Internal Audit Director.

(*) Non-executive.

(**) Alternate Statutory Auditors:

- Giulia De Martino, member appointed from the majority list;
- Giovanna Villa, member appointed from the minority list.

(***) Appointed by the Board of Directors, upon proposal of the Chief Executive Officer in agreement with the Chairman of the Board of Directors and after consulting the Nomination Committee. The General Manager is subject to the provisions of Italian law governing the liability of the BoD members.

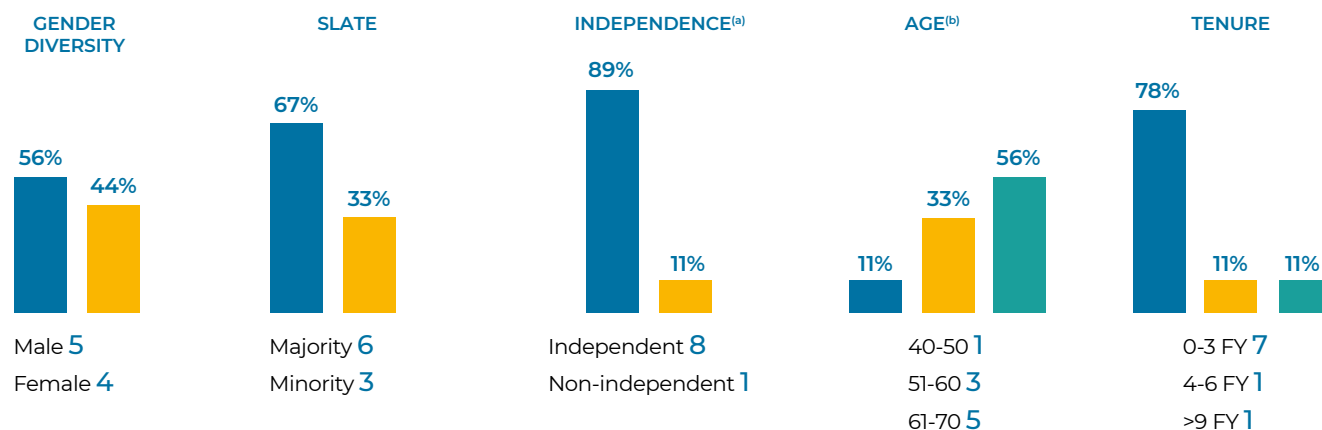


APPOINTMENT AND COMPOSITION OF THE CORPORATE BODIES

THE BOARD OF DIRECTORS

The Board of Directors and the Chairman of the Board of Directors are appointed by the Shareholders' Meeting. In order to allow the presence of Directors designated by minority shareholders, the appointment of Directors takes place through the slate voting system. The current Board of Directors, appointed in May 2023 until the Shareholders' Meeting called to approve the 2025 financial statement, is composed of 9 members. Three Directors were appointed by shareholders other than the controlling one, thus guaranteeing minorities a higher number of representatives than required by law. The Shareholders' Meeting of May 2023, in appointing the new Board of Directors for the three-year period 2024-2026, was able to take into account the guidelines expressed to the market before the Shareholders' Meeting by the outgoing Board of Directors on the qualitative and quantitative composition considered optimal. The guideline highlighted the centrality of skills in the field of sustainability, ESG and energy transition, also underlining the importance of ensuring that Eni's Directors have knowledge of issues relating to sustainability and the control of climate and environmental risks, developed in managerial or entrepreneurial roles and acquired in industrial contexts comparable to those in which the Company operates. The result was, therefore, a balanced and diversified Board, as also confirmed by the selfassessment exercise conducted by the Board in the first year of its mandate, which revealed a positive opinion on the professionalism within the Board in terms of knowledge, experience and skills, and on the individual contribution that the individual Directors believe they can bring to the Board of Directors, based on their preparation, motivation and sense of belonging. The Directors' skills on ESG and sustainability, among others, have been further strengthened through a structured induction program launched at the beginning of the mandate and developed throughout the three-year period, with a strong focus on energy transition and sustainability issues. The guidelines relating to recommendations to shareholders on the optimal composition of the new Board, in view of the renewal scheduled at the Shareholders' Meeting in May 2026, provide that the individual and collective experience and skills of the Directors should continue to be functional to understanding the fundamentals of the Company and its management and control, also from a strategic perspective, and in particular that, among the combination of skills and knowledge required, those relating to sustainability and the control of climate and environmental risks are appropriately emphasised. The composition of the Board is also diversified in gender terms, in accordance with the provisions of applicable law and the By-laws, which were amended in February 2020 in view of the renewal of the corporate bodies. In particular, for 6 consecutive terms, the administrative and supervisory bodies must be composed of at least 2/5 of the less represented gender. In addition, on the basis of the assessments of the Board of Directors, carried out after the appointment and, after preliminary investigation by the Nomination Committee, periodically, most recently on February 25, 2026, the number of independent Directors present on the Board is confirmed to be higher than the provisions of the By-laws and the Governance Code: in particular, as of February 25, 2026, 8 non-executive Directors out of the 9 Directors in office are independent pursuant to law; moreover, of these, 7 Directors, including the Chairman of the Board of Directors, are also independent pursuant to the Governance Code. In addition, the Board, on the occasion of the aforementioned assessments, ascertained that all the Directors meet the integrity requirements prescribed by current legislation, do not fall into any situation of incompatibility, ineligibility and forfeiture and comply with the policy on the maximum number of offices held resolved by the Board of Directors on May 11, 2023.

COMPOSITION OF THE BOARD OF DIRECTORS (%)



(a) It refers to independence as defined by applicable law. Pursuant to the Corporate Governance Code: 78% independent, 22% non-independent.

(b) Figures as at December 31, 2025.

THE BOARD OF STATUTORY AUDITORS

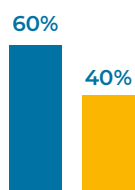
The BoSA and its Chairman are appointed by the Shareholders’ Meeting through slate voting, in order to allow the presence of Statutory Auditors designated by minority shareholders. The Board of Statutory Auditors in office, appointed in May 2023 until the Shareholders’ Meeting to approve the 2025 financial statements, is composed of 5 standing members and 2 alternates. Two Standing Auditors, including the Chairman, were appointed by shareholders other than the controlling shareholder, thus guaranteeing minorities (i.e. shareholders other than the controlling ones) a higher number of representatives than required by law.

In February 2026, in view of the renewal of the Supervisory Body by the Shareholders’ Meeting called to approve the financial statements as at December 31, 2025, the Board of Statutory Auditors expressed its orientation on the composition of the body to shareholders, reconfirming the importance of skills and/or experience on these issues. The composition of the Board is diversified in relation to gender, in accordance with the law and the Statute. Pursuant to the law, Statutory Auditors must meet specific requirements of independence, professionalism and integrity. The Governance Code also recommends that all members of the Board of Statutory Auditors meet the independence requirements set out in the same Code for directors. The assessment of independence is carried out by the Board of Statutory Auditors, on the basis of the information provided by each member of the body and transmitted to the Board of Directors.

The BoSA, as the “Internal Control and Audit Committee” pursuant to Legislative Decree No. 39/2010, must also meet the requirements set out in Art. 19 of the same Decree according to which “The members of the Internal Control and Audit Committee, as a whole, are competent in the sector in which the audited entity operates” and verify the possession of the requirement of “Audit Committee financial experts”, for the purposes of US legislation. The BoSA in office has verified the possession of these requirements after the appointment and periodically during the mandate.

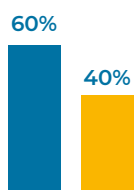
COMPOSITION OF THE BOARD OF STATUTORY AUDITORS (%)

GENDER DIVERSITY



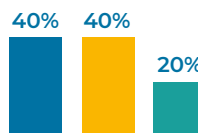
Male 3
Female 2

SLATE



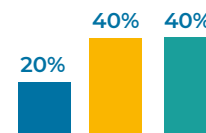
Majority 3
Minority 2

AGE^(a)



50- 60 2
61-70 2
>70 1

TENURE



0-3 FY 1
4-6 FY 2
7-9 FY 2

(a) Figures as at December 31, 2025.

THE MANAGEMENT

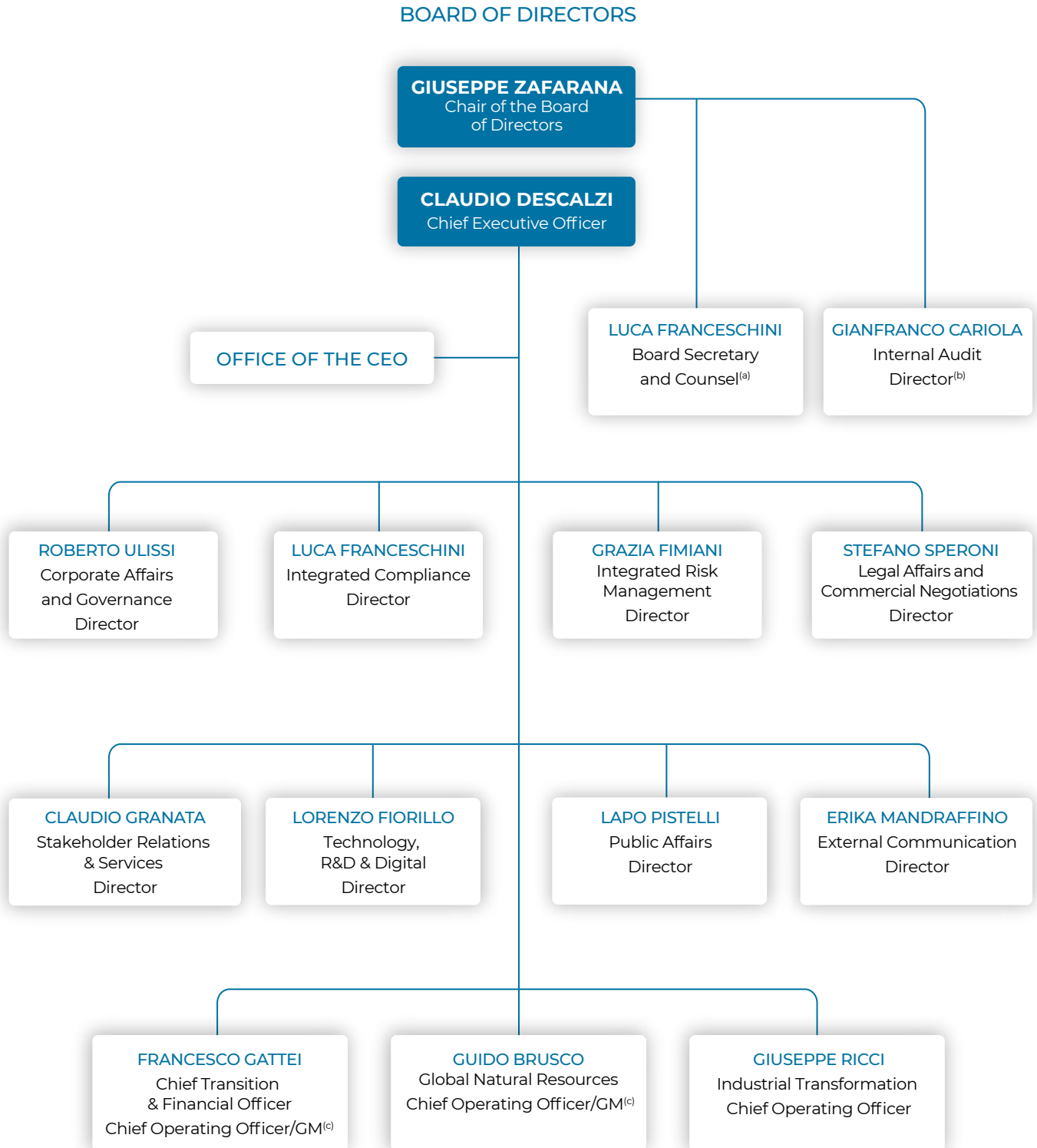
In recent years, the Board has paid particular attention to the Company’s organizational structures, with significant changes in the internal control, risk management and compliance system, placing the Integrated Risk Management function and a new Integrated Compliance function reporting directly to the CEO. In September 2024, the Board updated the organizational structure, reorganising business activities into three structures headed by three Chief Operating Officers² reporting to the CEO: “Global Natural Resources”, “Industrial Transformation” and “Chief Transition & Financial Officer”, to ensure effectiveness and achieve the objectives of decarbonization, value creation and industrial transformation. In terms of gender, the % of women as the first report of the CEO stands at 25%. The CEO and the General Managers, in the exercise of their powers, are responsible for the implementation of the strategies defined by the Board in the context of strategic planning, as well as for risk management with the support of the Company’s specialist functions responsible for sustainable development, health, safety, the environment and human resources.

(2) The Chief Operating Officer “Global Natural Resources” and the Chief Operating Officer “Chief Transition & Financial Officer” were appointed by the Board of Directors, upon proposal of the CEO, in agreement with the Chairman of the Board of Directors and after consulting the Nomination Committee, as General Managers, with the consequent application also of the provisions of Italian law governing the liability of directors.



A graphical representation of the organizational macrostructure of Eni SpA as of December 31, 2025, is provided below:

MACRO-ORGANIZATIONAL STRUCTURE OF ENI SPA



(a) The Board Secretary and Counsel reports hierarchically and functionally to the Board of Directors and, on its behalf, to the Chair of the Board of Directors.

(b) The Internal Audit Director reports hierarchically to the Board and, on its behalf, to the Chair of the Board of Directors, without prejudice to its functional reporting to the Control and Risk Committee and the CEO, and without prejudice to the provisions concerning the appointment, revocation, remuneration and allocation of resources.

(c) Francesco Gattei and Guido Brusco are appointed by the Board of Directors, upon proposal of the Chief Executive Officer in agreement with the Chair of the Board of Directors and after consulting the Nomination Committee, as General Managers, with the consequent application also of the provisions of Italian law governing the liability of the BoD members.



EXPERIENCE AND TRAINING OF CORPORATE BODIES ON SUSTAINABILITY ISSUES

On an annual basis, the Board, supported by an external consultant, carries out its own self-assessment ("Board Review"), of which a comparison with national and international best practices and a reflection on Board's dynamics are essential elements. Following the Board Review, the Board, if necessary, shares an action plan with a view to the continuous improvement of its functioning and that of its Committees. With reference to the 2025 financial year, the self-assessment process – carried out through questionnaires and individual interviews – focused on the size and composition of the Board and the Committees, also from a prospective perspective, in view of the elaboration, in the third and final year of the mandate, of the Shareholder Orientation on the optimal composition of the future Board. In continuity with the previous year, the Board's dynamics were also analysed, as well as the priorities relating to ESG/sustainability issues, which have already emerged as an area of excellence, also in relation to the impacts, risks and opportunities identified by Eni.

As a result of the process, a positive opinion on professionalism within the Board of Directors was therefore confirmed, generally considered in line with the indications provided for in the Guidance to shareholders on the optimal composition document published in 2023. The skills of the Directors were also supported in 2025 by the continuous training program (so-called "board induction") for directors and statutory auditors. The identification of the topics to be discussed was carried out taking into account the results of the previous self-assessment as well as the further indications provided by the independent directors, with particular attention to issues of strategic interest – also examined with the support of authoritative external testimonies – such as the impact of geopolitical dynamics on scenarios and strategies, the developments taking place in the energy sector, Eni's satellite model, the energy transition, the technological evolution in the oil&gas sector. The planning was also defined in coordination with the Board Committees which – as part of their meetings – held further induction sessions open to the participation of all Directors and Statutory Auditors on issues of general interest of a technical/specialized nature, such as the enhancement of human capital, talent attraction and management incentive systems to support the achievement of corporate objectives, and the process of appointing the corporate bodies of Eni's subsidiaries. The program was then enriched by two off-site sessions of the Board, the first concerning the visit to the industrial sites of Porto Marghera (Enilive Biorefinery and Versalis plant), for the in-depth analysis of the issues of technological development with respect to the evolution of the business. The second off-site session, organized in London at the Eni UK offices, provided an opportunity to deepen the theme of Eni's management and commitment to CO₂ capture and abatement projects.

Below is a mapping of the overall knowledge, skills and experience of the Board of Directors, drawn up taking into account the results of the self-assessment carried out in 2025 and the training sessions held since the beginning of the term of office. The impact of these initiatives on the progressive consolidation of the Board's overall knowledge and skills in the areas mentioned in the table below was verified through a structured analysis of the training sessions carried out, together with the accurate monitoring of the Directors' participation in these sessions. In particular, during the term of office, an average of 10 training sessions were held per year, focusing on in-depth analysis of issues concerning the energy sector and corporate strategies, the path to decarbonization and energy transition, and sustainability as a lever for value creation.

SELF-ASSESSMENT OF THE OVERALL SKILLS, KNOWLEDGE AND EXPERIENCE OF THE BOARD OF DIRECTORS (%)





In accordance with the provisions of the BoSA Rules of Conduct issued by the National Council of Italian Professional Accountants and in line with the recommendations of the Governance Code, the BoSA conducts an annual self-assessment process on its composition and operations. In 2023-2025, this process concerned, among others, the evaluation of the skills and experience of the members also in terms of sustainability. In addition, the Board of Statutory Auditors participates in the “board induction” training programme for Directors and Statutory Auditors. The results of the self-assessment process are reported in the Board of Statutory Auditors’ Report to the Shareholders’ Meeting.

ROLES AND RESPONSIBILITIES ON SUSTAINABILITY ISSUES

INTEGRATION OF SUSTAINABILITY INTO THE STRATEGY

Eni’s governance structure integrates sustainability, including in the form of “sustainable success”, into Eni’s business model. The Board of Directors has defined Eni’s mission (most recently in 2019), inspired by the goals of the United Nations 2030 Agenda. In addition, the Board of Directors has the role of defining, upon proposal of the CEO, the strategic guidelines and objectives of the Company and the Group, pursuing their sustainable success and monitoring their implementation, as expressly provided for in the resolution on the reserved powers of the Board³, adopted on May 11, 2023 and last modified January 29, 2026. Furthermore, with a view to pursuing sustainable success, the Board of Directors, in line with the Governance Code, promotes dialogue with shareholders and other stakeholders relevant to the Company. In particular, the Board, upon proposal of the Chairman of the Board of Directors, in agreement with the CEO, has adopted the policy for managing dialogue with all shareholders, also in order to ensure orderly and consistent communication. The Chairman of the Board of Directors, with the support of the Secretary of the Board, ensures that the Board of Directors is informed about the development and significant contents of the dialogue, giving an account of the assessments expressed by the various types of investors.

THE ROLE OF THE BOARD OF DIRECTORS IN STRATEGIC PLANNING AND RELATED INFORMATION FLOWS

Eni’s BoD, in the exercise of the powers it has reserved for itself, approves the Strategic Plan, which includes industrial business targets, economic and financial results and sustainability targets, including medium long term emission targets, testifying to how the decarbonization strategy is an integral part of Eni’s business strategy. In this context, the strategy aimed at creating value along the entire plan horizon assumes primary importance, in a synergistic process that sees the active involvement of the Company as a whole and, in particular, of the BoD, as the top management body. The Strategic Plan 2025-2028 was examined and approved by the BoD during the meeting of February 26, 2025. A similar examination process was followed for the new Strategic Plan 2026-2030 approved by the BoD on March 18, 2026.

In these assessments, the BoD is supported by a specific Board Committee, the **Sustainability and Scenarios Committee**, established in 2014 by the Board itself, with investigative, advisory and propositional functions on the processes, initiatives and activities aimed at overseeing the commitment, discussion and training relating to sustainable development along the entire value chain⁴. The BoD also plays an active role in the implementation of Eni’s strategy, including through the approval of the investment projects and portfolio transactions included in the Strategic Plan, in accordance with the provisions of the resolution on the powers reserved to it, and annually monitors their progress and compliance with requirements and targets, which also include the results of the risk analysis and any assessments of the ESG impacts associated with the aforementioned transactions. The internal control and risk management system is fundamental for the sound and correct conduct of the Company, including the economic, environmental and personal impacts of the Company’s activities, the general guidelines of which are defined by the BoD, in line with the Company’s strategies, with the support of the Control and Risk Committee and after consulting the Chairman for the part relating to Internal Audit activities. In addition, again with the support of the Control and Risk Committee, the BoD has the power to: (i) examine the main corporate risks, identified by the CEO, taking into account the characteristics of the activities carried out by the Company and its subsidiaries, and submitted by the same to the BoD at least quarterly and (ii) assess, on a half-yearly basis, the adequacy and effectiveness of the internal control and risk management system with respect to Eni’s characteristics and the profile of risk assumed, in particular on the basis of the Reports prepared by the Manager responsible for preparing the Company’s financial reports, the Control and Risk Committee, the Risk Management and Integrated Compliance functions; (iii) annually assess the adequacy of the organizational structure of the internal control and risk management system with respect to the characteristics of the

(3) The reserved powers of the Board are precisely set out in the [resolution](#) adopted on May 11, 2023 and last amended on January 29, 2026, available on Eni’s website, in the Governance section.

(4) For further information on the functions of the Sustainability and Scenarios Committee, please refer to the [Regulation of the Board of Directors and Board Committees](#), available on Eni’s website in the Governance section and to the paragraph Board Committees.



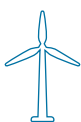
Company and the risk profile assumed, as well as its effectiveness, except for changes that make it necessary to update every six months. The BoD also plays a central role in **approving and revising the fundamental lines of the internal regulatory system and the policies on Ethics, Compliance & Governance**, also in terms of risk management and in the receipt of information flows (such as, for example, the regulatory instruments on transactions involving the interests of Directors and Statutory Auditors and transactions with related parties, anti-corruption and internal audit, as well as the guidelines of the ICRMS). In its role of strategic guidance, the BoD, as part of the resolution on the powers that it has reserved for itself, has the task of **approving the Management, Supervision and Control Model of the Company's Health, Safety and Environment, Security and Public Safety risks** and its substantial amendments, annually examining the HSE Report, prepared by the Head of the competent corporate function and included in the flows relating to the assessment of adequacy of the ICRMS. Another central issue for Eni is that of human rights, whose commitment was reaffirmed in the "Respect for Human Rights at Eni" policy approved in 2023 by the BoD and which was followed during the year by suitable actions to further strengthen the management controls that configure Eni's human rights management model in line with the provisions of the United Nations Guiding Principles on Business and Human Rights (UNGP), OECD Guidelines for Multinational Enterprises and in consideration of the regulatory developments underway on the subject. In particular, during 2024, a process was carried out to update Eni's so-called salient human rights issues, i.e. the human rights issues considered most significant for Eni and with respect to which the company's management model and activities on human rights must be developed as a priority, which saw the involvement of Eni people and some authoritative external stakeholders. In this context, a Compliance Risk Assessment Specific was also carried out aimed at identifying and assessing specific Risk Activities and identifying, from a risk-based perspective, any Risk Treatment actions.

In 2025, specific in-depth risk assessments were conducted in the field of human rights on M&A, Joint Ventures, management of mining rights, Agri-feedstock and Carbon Offset agreements in order to optimize the related prevention measures, also through the application of a risk-based approach. The standard Business Integrity clauses have also been updated, which include specific provisions in the field of human rights, and the detailed regulatory instrument on Human Rights Due Diligence is being defined.

Below is a summary of the main Sustainability issues addressed by the BoD during 2025:

MAIN SUSTAINABILITY TOPICS ADDRESSED BY THE BOARD OF DIRECTORS WITH THE SUPPORT OF THE BOARD COMMITTEES

STRATEGY AND ENERGY TRANSITION



- Medium-long-term plan, including sustainability objectives and short- and long-term incentive plans to support strategic sustainability objectives.
- In-depth analysis of topics of strategic interest relating to scenarios, strategies and developments taking place in the energy sector, also in relation to geopolitical and market dynamics (Board Induction).

HUMAN RIGHTS AND SOCIAL ISSUE



- Approval of Eni's "Slavery and Human Trafficking Statement" pursuant to the "Modern Slavery Act".
- Investment plan for local development and No Profit.

REPORTING AND MONITORING



- Materiality analysis 2025.
- Approval of the Sustainability Statement 2024.
- Approval of the 2024 Voluntary Sustainability Report ("Eni For").
- Report of the Manager in charge of preparing the company's financial reports on the 2024 sustainability report.
- Suggestions in the Management Letter of the Independent Auditors regarding Sustainability Reporting 2024.
- Eni's HSE model with an in-depth analysis of HSE results.
- ESG Rating 2024: positioning of Eni and Peers.



THE BOARD COMMITTEES

The Board also avails itself of the support of the Board Committees, each within its scope of competence, by virtue of the investigative, propositional and advisory functions assigned to them. In particular, with reference to sustainability aspects⁵:

- **Eni's Control and Risk Committee**⁶ assesses the suitability of periodic financial and non-financial information to correctly represent the business model, the Company's strategies, the impact of its activities and the performance achieved, expressing an opinion to the Board in this regard and coordinating with the Sustainability and Scenarios Committee with regard to mandatory periodic non-financial/sustainability disclosures. In addition, in this context, it examines the content of periodic non-financial/mandatory sustainability information relevant for the purposes of the internal control and risk management system. Also in relation to these tasks, it meets with the Company management responsible for these matters on an appropriate basis, examining, among other things: (i) the main issues with a view to the preparation of the annual and half-yearly Financial Reports as well as their essential connotations and the contents of the Sustainability Report; (ii) the main results achieved by Eni in the areas of safety, health and the environment, and the initiatives developed for the continuous improvement of their performance, including through the use of new technologies; (iii) security and cyber security issues; (iv) activities to safeguard Asset Integrity; (v) climate change risk and specific aspects related to it;
- the **Sustainability and Scenarios Committee** carries out investigative, advisory and propositional functions towards the BoD on scenarios and sustainability, meaning the processes, initiatives and activities aimed at overseeing the Company's commitment to sustainable development along the value chain, with particular reference to: climate transition issues and technological innovation; access to energy and energy sustainability; environment and efficiency energy; local development, in particular economic diversification, health, well-being and safety of people and communities; respect for and protection of rights, in particular human rights; integrity and transparency; and Diversity & Inclusion. To this end, it receives information from the heads of the corporate functions involved in these processes, who may be invited to participate in Committee meetings. The Sustainability and Scenarios Committee also coordinates with the Control and Risk Committee in assessing the suitability of periodic non-financial information, as indicated above;
- the **Remuneration Committee**⁷ carries out investigative, propositional and advisory functions to the BoD on remuneration issues, and in this context proposes annual and long-term incentive systems, defining their objectives, also in support of the guidelines taken on sustainability issues;
- the **Nomination Committee** carries out preparatory, advisory and propositional functions with regard to the BoD by supporting the Board of Directors in (i) the appointment of managers and members of the bodies and agencies of the Company and its subsidiaries whose appointment is the responsibility of the Board, (ii) in the supervision of the related succession plans, in the periodic assessment of the requirements of the directors and in the self-assessment process, formulating opinions to the BoD on its composition and its Committees, also on the necessary skills, and (iii) in the review and evaluation of the criteria that oversee the succession plans of the Company's executives with strategic responsibilities.

THE BOARD OF STATUTORY AUDITORS

The BoSA carries out the functions attributed to it by law and in particular, in addition to the provisions of Art. 149 of the Consolidated Law on Finance, supervises the financial reporting and mandatory sustainability reporting process and the effectiveness of internal control and risk management systems, also in its capacity as "Internal Control and Audit Committee" and "Audit Committee" for the purposes of US legislation. In addition, it monitors compliance with the provisions of Legislative Decree No. 125 of September 6, 2024, on sustainability reporting and reports on it in the annual report to the Shareholders' Meeting. Supervisory activities are carried out through meetings with the heads of the main business and functional areas, participation in meetings of the BoD and Board Committees as well as through the exchange of information with the Independent Auditors. In particular, the BoSA receives the information flows necessary for the performance of its duties and the reports and opinions expressed by the corporate bodies and functions responsible for financial reporting, mandatory sustainability and the internal control and risk management system. The results of the activities carried out by the BoSA are described in the Report to the Shareholders' Meeting.

(5) For details on the composition, tasks and Regulations of the Board Committees, please refer to the [website Eni](#).

(6) With reference to the composition of the Control and Risk Committee, Eni requires that at least 2 members possess adequate knowledge and experience in accounting, financial or risk management matters, reinforcing the Recommendation of the Governance Code which recommends only one. In this regard, on May 11, 2023, the Board of Directors assessed that 3 of the 4 members of the Committee, including the Chairman, possess the experience indicated above. The composition of the Committee in terms of knowledge and experience is therefore an improvement compared to the provisions of the Governance Code.

(7) With reference to the composition of the Remuneration Committee, Eni provides, in line with the Recommendation of the Governance Code, that at least one member possesses adequate knowledge and experience in financial matters or remuneration policies, assessed by the Board at the time of appointment. In this regard, on May 11, 2023, the Board of Directors assessed that 2 out of 3 members of the Committee possess the knowledge and experience indicated above. The composition of the Committee in terms of knowledge and experience is therefore an improvement compared to the provisions of the Governance Code.



THE REMUNERATION POLICY OF THE CORPORATE BODIES

Eni's Remuneration Policy provides that the remuneration of Directors, members of the Board of Statutory Auditors, General Managers and other Executives with strategic responsibility is functional to the pursuit of the corporate mission and the sustainable success of the Company. Taking into account the need to dispose, retain and motivate people with the competence and professionalism required by the role held (Principle XV of the Corporate Governance Code). The Remuneration Policy for Directors and top management also contributes to the corporate strategy, through incentive systems linked to economic, financial and equity objectives, social and environmental sustainability and energy transition, from a longterm perspective, taking into account the prospects of interest of shareholders and other stakeholders. To this end, the remuneration of top management is defined by considering the applicable market references for positions or roles of similar level of responsibility and complexity, within the Peer Group made up of European companies operating in the energy and utilities sectors, as well as in other comparable industries. The Remuneration Policy for all Eni employees also supports: (i) the promotion of actions and behaviours that meet the values and culture of the Company, in compliance with the principles of plurality, equal opportunities, enhancement of people's knowledge and professionalism, equity, non-discrimination and integrity provided for by the Code of Ethics⁸; and by the ECG Policies Respect for Human Rights at Eni and Diversity & Inclusion, in line with the objectives of the United Nations, according to the principle of "equal pay for equal work"; (ii) the enhancement of the roles and responsibilities assigned, the results achieved and the quality of the professional contribution, according to fair and competitive market references capable of supporting a decent standard of living. With regard to social and environmental sustainability, the Policy defined for 2026 provides:

- in the Short-Term Incentive Plan with deferral, an environmental sustainability and human capital objective (weight 35%), focused on safety issues and the reduction of net Upstream GHG emissions (Scope 1+2);
- in the 2026-2028 Share-based Long-Term Incentive Plan, an objective relating to environmental sustainability and energy transition issues (total weight 35%), articulated on goals related to decarbonization and energy transition processes.

The Remuneration Policy described in the first section of the "Report on the Remuneration Policy and Compensation Paid", available on the Company's website, is prepared taking into account the guidelines of shareholders and institutional investors, through the implementation of annual engagement plans, and is subject to the binding vote of the shareholders at the Shareholders' Meeting, with the frequency required by its duration, and in any case at least every three years or on the occasion of changes to the same⁹. The results of the Shareholders' Meeting vote are reported in the Summary of the aforementioned Report.

THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM¹⁰

Eni adopts an Internal Control and Risk Management System (ICRMS), an expression of the Company's culture and values, consisting of a coordinated set of tools, rules, procedures, organizational structures, data, systems, information flows and behaviours aimed at effectively and efficiently identifying, measuring, managing and monitoring the main risks, thus contributing to the sustainable success of the Company and the enhancement of business opportunities. The Internal Control and Risk Management System contributes to the sound conduct of activities consistent with strategic objectives and is integrated into the Company's operations according to a risk-based and synergistic approach between the various players in the System, able to seize opportunities to adapt the control structure with respect to the reference context, with equal effectiveness. The internal control and risk management system (enrich) is also based on Eni's Code of Ethics, which prescribes the correct conduct for the correct management of the business, which the members of the BoD, as well as the members of the other corporate bodies and any third party who collaborates or works in the name or on behalf of or in the interest of Eni, are required to comply with.

In addition, Eni has adopted a regulatory instrument for the integrated regulation of the Internal Control and Risk Management System, the guidelines of which have been approved by the BoD. In addition, by adhering to the Governance Code, the BoD has established various adaptation actions and methods of application and improvement relating to the recommendations on the Internal Control and Risk

(8) For more information on the Code of Ethics, please refer to the 2025 Report on Corporate Governance and Ownership Structure, available in the Governance section of the Company's website.

(9) Pursuant to the provisions of Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/98.

(10) For more information, please refer to the [Corporate Governance and Shareholding Structure Report 2025](#) available on the Company website.



Management System, already recognized in line with the best practices of corporate governance¹¹. Among these, in preparation for the approval of the 2026-2030 Strategic Plan, the process of defining the new annual SCIGR guidelines and that of assessing the implementation of the SCIGR guidelines for 2025 have been streamlined and incorporated into existing processes that provide for the examination of strategic risk de-risking actions during the board approval process for the Strategic Plan and the examination of the presentation of the fourth quarter results and the preliminary results for the year.

Eni has also adopted an Integrated Compliance model, which, together with Model 231 and the Code of Ethics, is aimed at ensuring that all people who contribute to the achievement of business objectives operate in full compliance with the rules of integrity, applicable laws and regulations, through an articulated process, developed with a risk-based approach, for the management of non-compliance prevention activities. With this in mind, risk assessment methodologies have been developed aimed at modulating controls, calibrating monitoring activities and planning training and communication activities according to the compliance risk underlying the various cases, to maximize their effectiveness and efficiency. The Integrated Compliance process has been designed to stimulate integration between those who work in business activities and the corporate functions responsible for overseeing the various compliance risks. In addition, acting on the proposal of the CEO having obtained a favourable opinion from the Control and Risk Committee, the BoD approved the internal rules concerning the Market Information Abuse (Issuers). The internal rules lay down principles of conduct for the protection of the confidentiality of corporate information in general, to promote maximum compliance, as also required by Eni's Code of Ethics and corporate security measures. Eni recognises, in fact, that information is a strategic asset, which must be managed in such a way as to ensure the protection of the interests of the Company, shareholders and the market. In order to ensure the protection of corporate assets, of the interests of shareholders and the market, as well as the transparency and integrity of conduct, Eni has adopted – in compliance with Consob regulatory provisions – rules on transactions involving the interests of Directors and Statutory Auditors and transactions with related parties. These rules were updated in 2023 by the BoD, with the unanimous and favourable opinion of the Control and Risk Committee, and last reissued in 2025.

The issue of prevention, identification and management of conflicts of interest is also regulated in the Company's Code of Ethics, in the regulatory instrument on the identification and management of conflicts of interest as well as in the aforementioned regulatory instrument on transactions with the interests of Directors and Statutory Auditors and transactions with related parties. In these documents, Eni's people are asked to promote the interests of the Company by making decisions objectively and avoiding situations in which conflicts of interest could arise. In addition, the Regulations on the functioning and organization of the BoD and of the Board Committees approved at the meeting of January 29, 2026 replacing the previous one adopted May 11, 2023, provide, in line with the provisions of Art. 2391 of the Italian Civil Code, that before the discussion of each item on the agenda of the Board meeting, each Director and Statutory Auditor is required to indicate any interests, on their own behalf or on behalf of third parties, that they have in relation to the matters or issues to be discussed, specifying their nature, terms, origin and scope. The aforementioned Regulations also require that, at the time of the Board resolution, the Directors concerned do not normally take part in the discussion and resolution on the relevant issues, leaving the meeting room. An integral part of Eni's internal control system is the internal control system for financial reporting, which aims to provide reasonable certainty on the reliability of the financial information itself and on the ability of the financial statement preparation process to produce such information in accordance with generally accepted international accounting standards. The responsibility for designing, establishing and maintaining the internal control system for financial reporting over time is entrusted to the CEO and the Officer in Charge for preparing the Company's financial reports, who makes use of the structure of the Chief Transition & Financial Officer.

Following the evolution of the regulatory framework, these responsibilities have been supplemented by also providing for the periodic certification, by the CEO and the Financial Reporting Officer, that the sustainability reporting included in the management report has been prepared in accordance with Legislative Decree 125/2024 and the European Sustainability Reporting Standards (ESRS), including the disclosure obligations provided by Article 8 of EU Regulation 852/2020 (European Taxonomy).

(11) For more information, please refer to the [Corporate Governance Report 2025](#) available on the Company's website in the Governance section.



A central role in the Company's internal control and risk management system is played by the BoSA which, in addition to the supervisory and control functions provided for by the Consolidated Law on Finance, is responsible, among others, for monitoring the financial reporting process and sustainability reporting. In addition, it monitors the effectiveness of the Company's internal control and risk management systems, in accordance with Governance Code, also in its capacity as "Internal Control and Audit Committee", pursuant to Italian law, and as "Audit Committee" for the purposes of US law.

The responsibilities assigned, as well as the regulatory and information tools defined as part of Eni's internal control and risk management system, in particular for the purposes of assessing the adequacy and effectiveness of the latter, also allow the identification of the so-called "critical concerns", understood as any complaints with potential impacts on the Company's stakeholders. Among the tools in the Internal Control and Risk Management System, it should be noted that Eni, since 2006, has adopted regulations (published on the Company's website) that govern the process of receiving, analysing and processing reports (so-called whistleblowing) sent to Eni SpA and its subsidiaries in order to allow anyone, employees and third parties, to report conduct – referable to members of the corporate bodies of administration and control and employees of Eni, or to all those who operate or have operated in Italy and abroad in the name or on behalf or in the interest of Eni – that is in violation of laws and regulations, provisions of the Authorities, Code of Ethics, Eni's Model 231 as well as Compliance Models on Corporate Administrative Liability for Eni's Subsidiaries and internal regulations.

THE INTERNAL CONTROL SYSTEM ON MANDATORY SUSTAINABILITY REPORTING

With the introduction of the Corporate Sustainability Reporting Directive (CSRD) and in light of the related regulatory developments, Eni has redefined the internal organization, with the attribution of responsibility for the process of drafting and approving mandatory sustainability reporting to the Financial Reporting Officer¹². This was followed by a necessary internal regulatory adaptation and the issuance, in 2025, of the ECG Policy "Eni's internal control system on mandatory financial and sustainability reporting" which defines roles, responsibilities, processes and timelines, enhancing the integration between mandatory financial and sustainability reporting. The main objective of the internal control system on mandatory sustainability reporting, as part of Eni's broader internal control and risk management system, is to provide reasonable certainty that sustainability reporting is prepared in compliance with applicable standards. The system has been implemented in line with the main international reference frameworks, such as COSO "Achieving Effective Internal Control Over Sustainability Reporting", and is divided into the following phases: (i) integrated definition of the control environment with the provisions for financial reporting; (ii) risk assessment; (iii) establishment of control activities to monitor the identified risks; (iv) monitoring; (v) information flows. The risk assessment activity is a systematic process aimed at identifying, analyzing and managing risks that could compromise disclosure and involves the use of a model, based on a risk-based approach, which takes into account quantitative and qualitative criteria to identify the indicators on which to implement specific control measures. Each indicator is assigned a score that determines its classification into risk categories, defined on the basis of a statistical analysis of the distribution of scores and a qualitative analysis. Inspired by Eni's internal control and risk management system and in line with the provisions of the internal regulatory system, the regulatory and organizational tools governing the application methods, risk control and monitoring activities, as well as Eni SpA's guidance, coordination and control activities are analysed in order to identify risks and the related control measures. In addition, the types of controls¹³ to be implemented are modulated in order to find the best combination of controls that, with the same effectiveness, maximizes their efficiency. The results of the internal control system on sustainability reporting are reported to the administrative, management and control bodies. In particular, the process makes use of flows of attestation from the heads of department on the adequacy and effective operation of the control controls envisaged for the relevant indicators and also takes into account the results of the independent monitoring activities carried out by the Internal Audit function, in line with what happens for the internal control system on financial reporting. This process is aimed at allowing the Financial Reporting Officer and the Chief Executive Officer to issue the certificate of compliance with sustainability reporting, as required by current legislation.

(12) The ultimate responsibility for ensuring compliance with the provisions of Decree No. 125/2024 lies with the directors.

(13) There are three types of controls: (i) Entity Level Control (controls that operate across Eni and/or entities; (ii) General Computer Control (pervasive controls aimed at reducing the risk of incorrect functioning of information systems to an acceptable level); (iii) Process Level Control (specific controls integrated and carried out as part of business operational processes aimed at preventing, detecting and correcting significant errors and/or fraud).