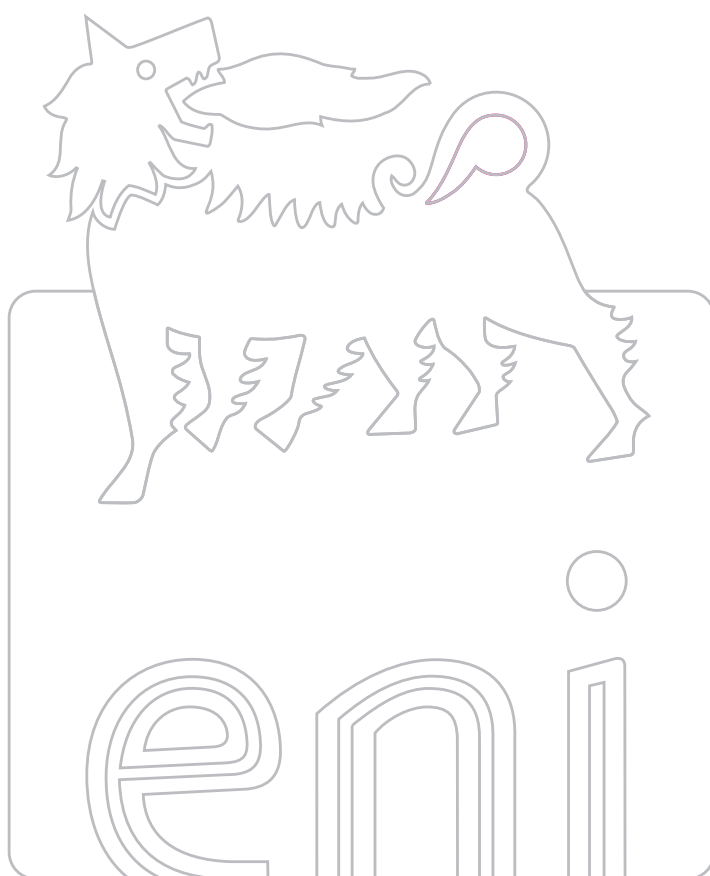

Advice to shareholders
of Board of Directors





Eni Shareholders' meeting of 13 May 2020

Advice to shareholders on the composition of the Board

In accordance with the recommendations of the Italian Corporate Governance Code, prior to the appointment of Eni's corporate bodies, Eni's Board of Directors, having received the opinion of the Nomination Committee and having considered the results of the Board Review, has developed this advice on the future size and composition of the Board to be submitted to shareholders prior to the Shareholders' Meeting called for 13 May 2020.

The advice was published on the Company's website on 2 March 2020.

Size of the Board of Directors

With reference to corporate governance best practices, the number of members of the Board must be adequate both to the size and complexity of a company and to the number and composition of Board committees.

In light of this premise, the Board considers the current number of directors, equal to nine, to be appropriate. It is the maximum established by the By-laws.

Composition of the Board of Directors

The composition of the Board needs take account of Eni's current and future needs, as well as the necessity of maintaining a substantial presence of independent Directors, with a level of diversity that takes account of regulatory requirements and the recommendations of the Corporate Governance Code.

The mix of skills on the Board should be well balanced and reinforced by an understanding of Eni's business and the experience gained in the current term, given the complexity of the business and the need to complete the transformation process started by the current Board.

More specifically, in its 2020-2023 Strategic Plan Eni laid out its transformation path and announced challenging energy transition goals. Consequently, we deem it appropriate that the new Board should be made up of professionals with adequate know-how and experience to fully support the decarbonisation process as well as to support and implement, with the speed required by the market, industrial and technological transformations and the associated strategic drivers, in order to protect and safeguard value for all stakeholders.

Eni's Board appreciates the current skill profile. In view of the appointment of the new Board, considering Eni's future challenges and evaluating the possibility of further enhancing the skills and experience represented on the Board, the Board suggests the following elements should be taken into consideration:

- sector-specific experiences and skills;
- technological skills;
- strategic orientation.

With specific reference to the issue of the energy transition and its centrality in Eni's strategic plan, the Board underlines the importance that the new body should be made up of professionals with experience in environments undergoing strategic change of similar complexity on a global scale.



With regard to diversity, also in relation to the criteria referred to in Article 2 of the Corporate Governance Code, the Board believes that diversification in terms of age, training and professional experience and geographical diversity are important for the future Board.

The topic of "soft skills" was also the subject of a specific reflection, prompting the Board to recommend considering the characteristics indicated below:

- *independence of thought and integrity;*
- *adequate availability of time and energy consistent with other commitments;*
- *ability to integrate sustainability issues into the business vision;*
- *ability to strike a balance with the views of other directors and manage conflicts constructively;*
- *agreement with the energy transition path outlined in Eni's strategic plan, and supporting the CEO in its implementation;*
- *ability to work in a team.*

With regards to the availability of adequate time and energy, the Board refers to the guidance approved on 13 April 2017 (published on the Company website) on the maximum number of other positions compatible with the effective performance of the office of Director.

Main officers

Chairman

In addition to the qualifications applying to all Directors, the Chairman should also possess:

- authority in independently representing all shareholders;
- previous experience on chairing Boards of complex listed companies;
- specific knowledge of corporate governance issues;
- international standing and in-depth knowledge of investors, including foreign investors;
- general knowledge of Eni's current business;
- leadership and balance to ensure the proper functioning of the Board, fostering internal dialogue;
- ability to maintain a constructive relationship with the CEO;
- listening, mediation, synthesis and communication skills;
- ability to involve and motivate the Board to support the CEO in Eni's energy transition path.

Chief Executive Officer

In addition to the qualifications applying to all Directors, the CEO should possess:

- strong knowledge and authority in Eni's traditional business in order to ensure the continuation of the efficiency improvement effort and generate resources to invest in Eni's strategic future;
- an ability to inspire management and to involve and guide all Eni people in the energy transition;
- consolidated top level network in key countries for Eni;
- a strong propensity for technological innovation and change management to guide cultural change throughout Eni;
- previous experience in top positions of listed companies of comparable complexity;



- high standing on international markets and in the business sectors relevant for Eni;
- sensitivity to the issues connected with sustainability and the circular economy;
- a track record of success in managing an operating company with complex local and international stakeholders in key markets.

With reference to the relationship between the Chairman and the CEO, the Board underlines the need for them to have complementary relationship in order to ensure the effective functioning of the Board and, more generally, the governance of the Company.

Board Committees

With reference to the committees, the Board considers it appropriate to retain the current framework and structure, including their duties and size.



Eni SpA

Headquarters: Rome, Piazzale Enrico Mattei, 1

Capital Stock as of December 31, 2019:

€4,005,358,876 fully paid

Tax identification number: 00484960588

Branches:

San Donato Milanese (Milan) - Via Emilia, 1

San Donato Milanese (Milan) - Piazza Ezio Vanoni, 1