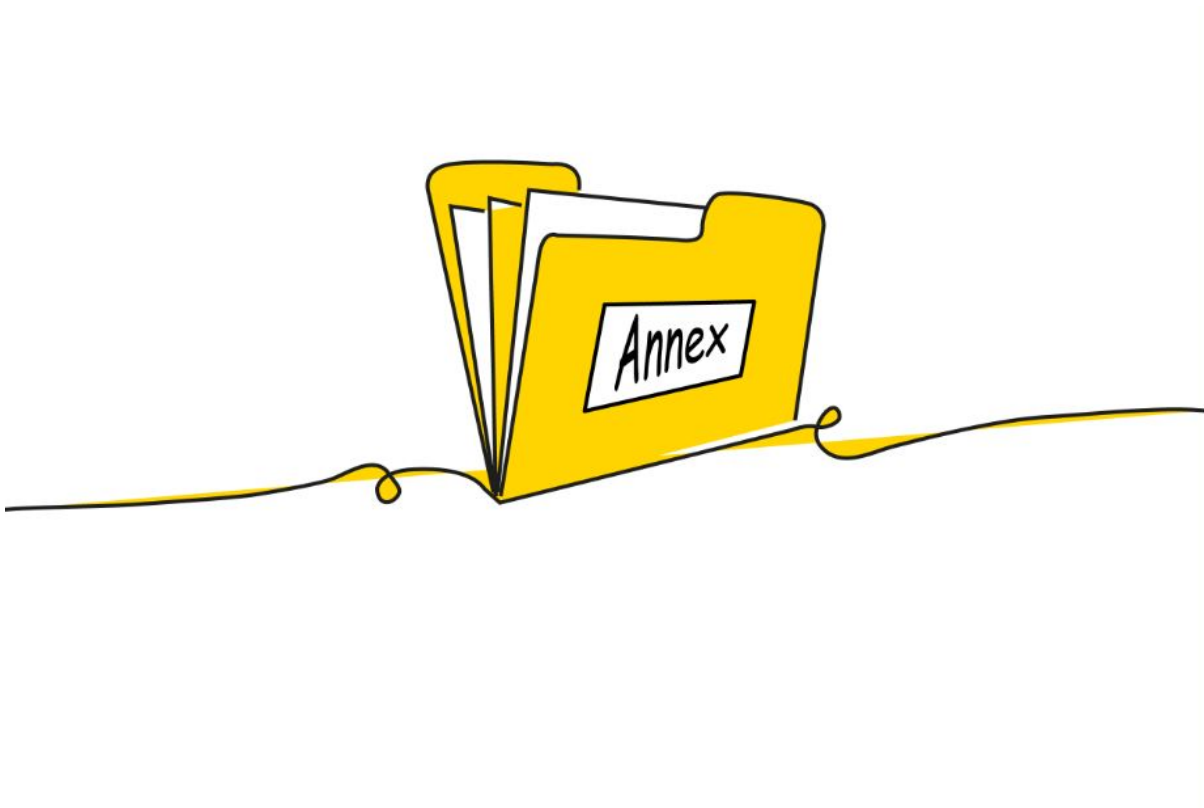


Management System Guideline

Internal Control and Risk Management System

Annex C | Whistleblowing reports management received by Eni SpA and by its Subsidiaries



18th April 2024

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Approved on 6th March 2024 by the Board of Statutory Auditors, as Audit Committee pursuant to the SOA regulations



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1. INTRODUCTION

1.1 Purpose of the document

In compliance with the provisions of Directive (EU) 2019/1937¹ and its transposing laws, the Sarbanes - Oxley Act of 2002, Model 231 and the Internal Anti-Corruption Regulatory Instruments, Eni has adopted a system aimed at encouraging the reporting of misconduct and guaranteeing the confidentiality of the Whistleblower and other protected persons, thus protecting them from retaliatory consequences.

Whistleblowing reports, made in good faith and in the interest of Eni, may indeed make it possible to promptly intercept and remedy misconduct or other non-compliances that represent violations of legislation, ethical values or corporate rules and which may harm Eni and its stakeholders.

Therefore, this regulatory instrument regulates the process for receiving, analysing and processing Whistleblowing reports².

1.2 Area of application

This annex applies to:

- Eni SpA;
- Subsidiaries³, following transposition according to the methods described below in paragraph 1.3.

1.3 Transposition modalities

This Annex is for immediate application by Eni SpA.

The Subsidiaries must adopt this Annex as soon as possible and in any case no later than 31st July 2024, in accordance with what defined in the "Anti-Corruption" MSG and the "Regulatory System" Policy⁴.

Furthermore, Eni shall act, as far as is reasonable under the circumstances⁵, to ensure that companies and entities in which Eni holds a non-controlling interest meet the standards set forth in this Annex, by adopting and maintaining an adequate internal control system consistent with the requirements established by Anti-Corruption Laws. In any case, the representatives in these companies and entities designated by Eni will do everything they can to ensure that the anti-corruption standards set forth in this Annex are adopted.

This Annex cancels and replaces the following document:

- Annex C "Whistleblowing reports received, including anonymously, by Eni SpA and by its subsidiaries in Italy and abroad" issued by Eni SpA on 8 May 2020.

¹ It is understood that the specific provisions laid down in the local regulations implementing Directive (EU) 2019/1937 (e.g., on confidentiality, protection measures, processing of personal data and document storage, external reporting channels, etc.) apply in the cases expressly contemplated and under the conditions laid down therein.

² This regulatory instrument is part of Eni's Anti-Corruption Regulatory Instruments as required by the Eni SpA "Anti-Corruption" MSG.

³ As defined in the "Regulatory System" Policy issued by Eni SpA.

⁴ In accordance with the provisions of the "Management of the transitional period" chapter of the "Regulatory System" Policy issued by Eni SpA on 28 February 2023: for management and coordination documents issued in the transitional period, the process for the transposition by subsidiaries follows the procedure described in the previous "Regulatory System" MSG r02 of 21 September 2016.

⁵ Particularly considering the percentage of Eni's shareholding in the company or institution (for example, joint ventures, consortia) and the laws and regulations governing business transactions in the country in which the company or institution is established, or where it bases its activities.

2. DEFINITIONS, ABBREVIATIONS AND ACRONYMS

The terms defined in the "Anti-Corruption" MSG have the same meaning in this Annex. In addition, the terms below are defined as follows:

ACKNOWLEDGEMENT OF RECEIPT: informing the Whistleblower - within seven days of receipt of the communication - that the communication has been acknowledged.

PRIVACY CODE: Italian Legislative Decree no. 196 of 30 June 2003 and subsequent changes and integrations.

BOARD OF STATUTORY AUDITORS: the Board of Statutory Auditors of Eni SpA, also as the *Audit Committee* under the Sarbanes-Oxley Act (SOX), approves the procedures concerning the receipt, filing and processing of reports concerning accounting, internal control system or statutory audit matters, as well as the confidential or anonymous submission of reports concerning accounting or audit matters. It is the body identified to supervise the reporting channels and their management, as well as called upon to assess proposals for the filing or substantiation of reports.

WHISTLEBLOWING COMMITTEE: it is a dedicated service with the requirements of competence, independence and absence of conflict of interest, invested with the tasks and roles better described in paragraphs 4.2.2. et seq. and formed by the head of the following functions of Eni SpA: (i) integrated compliance, (ii) legal affairs, (iii) human resources and organization, (iv) internal audit. For Whistleblowing Reports with a Potentially Serious Impact, the Whistleblowing Committee is joined by the head of Eni SpA's Administration and Financial Reporting function.

ENI: Eni SpA and its Subsidiaries.

WHISTLEBLOWING FILE: it is a document summarizing the investigations carried out on the Whistleblowing Report(s) which contains a summary of the preliminary process carried out on the facts of the Whistleblowing Report, the outcome of the investigations carried out and any action plans that were identified.

GDPR (GENERAL DATA PROTECTION REGULATION): Regulation (EU) 2016/679, concerning the protection of individuals with regard to the processing of personal data and on the free movement of such data, and abrogates Directive 95/46/EC.

LOCAL COMPLIANCE COMMITTEE (ALSO LCC): committee formed locally by Foreign Subsidiaries in the cases provided for and regulated in the "Compliance models on corporate administrative liability for Eni's subsidiaries" MSG and subsequent amendments or additions.

POSTER: a document, published on Eni's Intranet and Internet site and affixed at the subsidiaries and operating sites, which provides a concise guide about the methods for presenting a Whistleblowing Report as well as a list of receiving channels in Italy and abroad.

MODEL 231: the Organisation, Management and Control Model of Eni SpA and its Subsidiaries in accordance with Italian Legislative Decree No. 231 of 2001.

231 SUPERVISORY BODY ("231 SB"): the Supervisory Body of Eni SpA and the Italian Subsidiaries in accordance with Article 6 of Italian Legislative Decree no. 231 of 2001.

INTERNATIONAL SUPERVISORY BODY ("ISB"): an independent collegial body, endowed with autonomous powers of initiative and control, set up locally for Foreign Subsidiaries in the cases provided for and regulated in the "Compliance Models on corporate administrative liability for Eni's subsidiaries" MSG and subsequent amendments or additions.

CONTROL BODY(IES): the Board of Statutory Auditors of Eni SpA (also in its capacity as *Audit Committee* under the Sarbanes-Oxley Act) and the Italian Subsidiaries and similar bodies, in compliance with applicable foreign law as circumstances require.

ENI PEOPLE: members of Eni's management and control bodies and employees.⁶

QUARTERLY WHISTLEBLOWING REPORT: contains the Reporting Files opened in the reporting quarter and those for which the verification activity has been completed.

ACKNOWLEDGEMENT: communication to the Whistleblower of the action taken on the report. Acknowledgement is given within three months of receipt of the report, unless - due to the particular complexity of the matter reported - the verification activities require further investigation. In these cases, the Whistleblower is nevertheless notified of the status of the verification activities.

RETALIATION: any conduct, act or omission, even if only attempted or threatened, engaged in by reason of the Whistleblowing Report and which causes or may cause the Whistleblower, directly or indirectly, unjust harm. By way of example, the following conduct constitutes retaliatory acts: (i) dismissal, suspension or equivalent measures; (ii) downgrading or non-promotion; (iii) change of duties, change of workplace, reduction of salary, change of working hours; (iv) suspension of training or any restriction on access to it; (v) negative merit notes or references; (vi) the adoption of disciplinary measures or any other sanction, including financial penalties; (vii) coercion, intimidation, harassment or ostracism; (viii) discrimination or otherwise unfavourable treatment; (ix) failure to convert a fixed-term employment contract to a permanent employment contract where the employee had a legitimate expectation of such conversion; (x) the non-renewal or early termination of a fixed-term employment contract; (xi) damage, including to a person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income; (xii) placement on improper lists on the basis of a formal or informal sector or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future; (xiii) cancellation of a licence or permit; (xiv) a request for submission to psychiatric or medical examinations.

WHISTLEBLOWER(S) People of Eni - as well as all those who operate or have operated in Italy and abroad in the name of or on behalf of or in the interest of Eni, each within the scope of their functions and responsibilities (e.g. non-employee third parties, such as business partners, shareholders, customers, suppliers of products or services, independent auditing companies, consultants, agents, collaborators, volunteers, trainees, paid and unpaid interns, people working under the supervision and direction of contractors, subcontractors and suppliers, etc.) - who report information on violations acquired in the context of their work.

WHISTLEBLOWING REPORT: any communication received by Eni concerning conduct – referable to Eni's People or to all those who operate or have operated in Italy and abroad in the name of or on behalf of or in the interest of Eni - that has occurred or that is very likely to occur – including, therefore, well-founded and concrete suspicions, as well as attempts to conceal such conduct – in violation of laws and regulations, provisions of the Authorities, Code of Ethics, Model 231 or Compliance Models for Foreign Subsidiaries⁷ and internal regulations (such as, "Anti-corruption" MSG, etc.), in compliance with the locally applicable implementing legislation of Directive (EU) 2019/1937. In order to be considered a Whistleblowing Report, the communication must be circumstantiated, i.e. it must contain the narration by the Whistleblower of facts, events or circumstances that constitute the founding elements of the alleged violation (e.g. type of offence committed, reference period, value, causes and purposes of the offence, company/areas/person/units/entities concerned or involved, anomaly in the internal control system, etc.) and be

⁶ With a permanent or non-permanent contract and, in general, individuals in top positions and their subordinates.

⁷ See "Compliance Models on Corporate Administrative Liability for Eni's Subsidiaries" MSG.

carried out with a sufficient degree of detail to enable the competent business functions to verify the validity or otherwise of the facts or circumstances reported.

Communications other than those described above are not treated as Whistleblowing Reports for the purposes of this Annex, and in particular:

- objections, claims or demands linked to an interest of a personal nature of the Whistleblower that pertain exclusively to their individual employment relationships or inherent in individual employment relationships with hierarchical superior persons figures;
- reports of violations already mandatorily regulated by European Union or national acts specified in Part II of the Annex to Directive (EU) 2019/1937, or by national legislation implementing such acts (e.g. on market abuse, credit institutions and investment firms, banking sector, etc.);
- reports of national security violations as well as procurement related to defence or national security aspects;
- reports referring to requests, complaints or grievances concerning possible inefficiencies related to activities of a commercial nature that do not involve violations of European Union acts on consumer protection (e.g. complaints about bills, invoicing, etc.).

These communications will be forwarded to the competent business functions responsible for receiving and handling them based on the relevant regulations.

CORPORATE ADMINISTRATIVE RESPONSIBILITY WHISTLEBLOWING REPORT (AR): Whistleblowing Report concerning possible illegitimate conduct under Italian Legislative Decree 231 of 2001 and/or violations/non – compliance of an intentional and/or fraudulent nature of 231 Model and/or the Compliance Models for Foreign Subsidiaries⁸.

ANONYMOUS WHISTLEBLOWING REPORT: Report that comes from an individual whose personal details are unknown or not clearly identifiable or confirmed. Without prejudice to the specificities of the locally applicable legislation transposing Directive (EU) 2019/1937, Anonymous Whistleblowing Reports shall be treated in accordance with this Annex – but the timeframes and guarantees governed therein as well as provided for in Italian Legislative Decree No. 24/2023 and its implementing and/or detailing provisions shall not apply. Notwithstanding, in cases of Anonymous Whistleblowing Reports, if the Whistleblower is subsequently identified and retaliated against, the protection measures set forth in this Annex shall apply.

ILLICIT WHISTLEBLOWING REPORT: Report with respect to which the concrete circumstances established during the verification activities make it possible to believe that it was made in bad faith or with serious negligence.

UNSUBSTANTIATED WHISTLEBLOWING REPORT: Report which from the results of verification activities prove to be unfounded based on objective elements.

WHISTLEBLOWING REPORT(S) WITH A POTENTIALLY SERIOUS IMPACT: Whistleblowing Report:

- which would entail an estimated impact on the financial statements for Eni SpA and/or Subsidiaries (in matters concerning accounting, statutory audits, internal controls on financial reporting) of quantitative and qualitative importance. The impact is quantitatively significant if it is equal to or greater than 20% of the "materiality threshold" defined by the "Eni's internal control system on financial reporting" MSG with reference to the parameters of Eni SpA consolidated and statutory financial statements for the previous year. The impact is significant in qualitative terms if the operational faults and/or fraud can influence the financial and investment decisions of potential addressees of the financial reporting; and/or

⁸ See "Compliance Models on Corporate Administrative Liability for Eni's Subsidiaries" MSG.

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- concerning members of the corporate bodies of Eni SpA, reporting directly to the Chairman of the Board of Directors and the Chief Executive Officer of Eni SpA or the Chairmen and Chief Executive Officers of the Subsidiaries having strategic relevance, as identified by the Board of Directors of Eni; and/or
- that one or more members of the "Whistleblowing Committee" (within the framework of Whistleblowing Reports submitted to it by the Whistleblowing Team) believes it may have a significant impact on the Internal Control and Risk Management System.

FOLLOW-UP: the action taken by Eni for the purpose of assessing the existence of the reported facts and, where appropriate, remedying the reported violation.

STAKEHOLDER: all people having a legitimate interest in the corporate business.

WHISTLEBLOWING TEAM: it is a dedicated service endowed with the requirements of competence, independence and absence of conflict of interest, vested with the tasks and roles described in greater detail in paragraphs 4 et seq. formed by heads of units, identified by the respective Heads who are members of the Whistleblowing Committee, of the following functions: (i) integrated compliance, (ii) legal affairs, (iii) human resources and organization, (iv) internal audit and (v) Administration and Financial Reporting of Eni SpA. In the management of whistleblowing reports relating to EU Subsidiaries of Eni SpA with more than 249 employees, the Team is integrated in its composition by the Chairman of the Board of Directors (or equivalent figure) of the Subsidiary concerned, or by a contact person indicated and appointed by the same.

3. GENERAL PRINCIPLES

The general principles with regard to the process of managing Whistleblowing Reports are as follows:

INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (SCIGR): *“The SCIGR is the set of rules, procedures and organizational structures aimed at allowing the identification, measurement, management and monitoring of the main risks, as well as the structuring of adequate information flows that guarantee the dissemination of information and the coordination among the various actors of SCIGR. This system is integrated into general organizational and Corporate Governance structures, and it is consistent with reference models and relevant national and international best practices. An effective SCIGR contributes to running the Company in line with company's objectives as defined by the Board of Directors, encouraging informed decision-making process and ensuring the safeguarding of company assets, the efficiency and effectiveness of corporate processes, the reliability of information provided to the corporate bodies and to the market, compliance with laws and regulations, the Eni By-Laws and internal regulations.”*⁹.

INDEPENDENCE AND PROFESSIONALISM OF THE ACTIVITIES OF THE SUBJECTS INVOLVED IN THE HANDLING OF WHISTLEBLOWING REPORTS: the functions involved in the Whistleblowing Reports management process shall ensure the maintenance of the necessary conditions of independence and absence of conflict of interest, as well as the due objectivity, competence and professional diligence, laid down in international standards, as well as in Eni's Code of Ethics.

GUARANTEE OF CONFIDENTIALITY AND ANONYMITY AND PROHIBITION OF RETALIATORY OR DISCRIMINATORY ACTS TOWARDS THE WHISTLEBLOWER: All Eni people who receive a Report and/or who are involved, in any capacity whatsoever, in the investigation and processing of the Report, are required to ensure the utmost confidentiality of the Whistleblower, of the person(s) involved and of the person(s) mentioned in the Report, as well as of the content of the Report and of the relevant documentation, in compliance with the "need to know"¹⁰ criterion, using, to this end, criteria and methods of communication suitable to protect the identity and honourableness of the persons mentioned in the Reports, as well as the utmost confidentiality of the identification data (the so-called "confidentiality principle"), avoiding in any case the communication of the acquired data to parties unrelated to the process of investigation and processing of the Reports regulated by this Eni regulatory instrument.

The identity of the Whistleblower and any other information from which that identity may be inferred, directly or indirectly, cannot be disclosed, without the Whistleblower's express consent, to persons other than those competent to receive and follow up the Whistleblowing Report, except in the cases provided for by law.

Without prejudice to the principle of confidentiality mentioned above, the disclosure of such information for the purposes of the Whistleblowing Report's verification activities is permitted:

- to the Board of Statutory Auditors and, for the Reports falling within their respective competences, to the 231 SB and the ISB;
- to the Whistleblowing Committee/Whistleblowing Team and the units appointed by the Whistleblowing Team to investigate on the Report.

All Eni People are also absolutely prohibited from carrying out any retaliatory or discriminatory act, directly or indirectly, towards the Whistleblower for reasons connected directly or indirectly to the Report (see paragraph 7.1).

If the measures that protect the Whistleblower are violated, the sanctions specified below in paragraph 8 “Disciplinary and other measures” shall apply.

⁹ “Internal control and risk management system” MSG.

¹⁰ Access to information and data consistent with the responsibilities held and activities performed.

PROTECTION AGAINST ILLICIT WHISTLEBLOWING REPORTS AND PROTECTION OF THE REPORTED PERSON: The reporting system described in this regulatory instrument shall not be used to offend or harm the personal and/or professional honour and/or decorum of the person(s) to whom the reported facts are reported or to knowingly spread unfounded accusations. Without prejudice to further liability profiles in accordance with the applicable legislation, in order to protect the image and reputation of people who were unjustly reported, in the case of illicit Whistleblowing Reports, Eni will ensure the activation of disciplinary proceedings and the adoption of other applicable provisions pursuant to Paragraph 8 also against the Whistleblower, as well as against anyone who recklessly uses the information contained in the Report in violation of the principle of confidentiality.

4. OPERATING METHODS

The process of managing Whistleblowing Reports is described in the following paragraphs.

4.1. Channels for receiving Whistleblowing Reports

In order to facilitate the receipt of Whistleblowing Reports in an IT tool that guarantees the confidentiality of the Whistleblower, as well as the content of the Whistleblowing Report, including the identity of the reported person, a special platform is available, provided by a leading external provider, which Reporting Parties are invited to use preferably¹¹.

The platform, duly publicised on corporate websites, ensures the management of autonomous channels for Eni SpA and Subsidiaries with more than 249 employees¹², to ensure proximity to the Whistleblower, in line with the applicable regulations.

Alternative means of collecting Whistleblowing Reports are also in place (e.g. dedicated mailboxes/boxes¹³ and voicemail, managed through dedicated platform features)¹⁴.

Access to the communication channels is allowed to: (i) Whistleblowing Team (which may also appoint one of its members and/or other Eni People identified by the latter within the relevant unit) - in its integrated composition for Subsidiaries based in the European Union with more than 249 employees - (ii) Whistleblowing Committee, (iii) Board of Statutory Auditors of Eni SpA (due to its role as *Audit Committee* under the SOX regulations), (iv) the 231 SB and ISB for the aspects of competence relating to the company concerned.

In compliance with applicable regulations, regardless of the subject of the Report and the Eni entity concerned by it, everyone is always guaranteed the possibility of sending Whistleblowing Reports directly to Eni SpA.

Without prejudice to the preferential use of the internal reporting channels described above, each EU-based Subsidiary ensures the publication of the terms and conditions for using external reporting channels made available by the competent local authorities, bodies or institutions in accordance with locally applicable laws and regulations.

4.1.1. Whistleblowing Report Requirements

Whistleblowing Reports must be substantiated and based on precise and concordant facts. The Whistleblower must provide all the elements of which they are aware, useful to enable the addressee to carry out the due and appropriate checks and verifications to ascertain whether the facts reported are well-founded.

To this end, communications, in order to be considered Whistleblowing Reports, must necessarily state:

- except in the case of Anonymous Whistleblowing Reports, the particulars of the person making the Report, with an indication of the position that qualifies them as a Whistleblower;

¹¹ On the page <https://whistleblowing.eni.com/#/>. In line with regulations in force, this channel guarantees, using an IT tool, the confidentiality of the Whistleblower. The same platform allows the Whistleblower to monitor and update the report after it has been sent, as well as to receive feedback on take-up and follow-up. When the message is taken up, the platform provides the Whistleblower with a KEY-CODE (16-digit code), which the Whistleblower should take care to save and keep, in order to access the report after submission. In this code is lost, it will not be possible to recover it.

¹² For Subsidiaries with fewer than 249 employees, in accordance with the provisions of Directive (EU) 2019/1937, Eni S.p.A. resources for receiving Reports are shared.

¹³ Mailboxes/boxes - in which the Whistleblower may insert paper documents to forward the report - are set up where necessary by the individual Subsidiaries in relation to the circumstances of the concrete case (e.g., difficulties in accessing the Internet, etc.).

¹⁴ The same channels are also used for activating the fraud communication flow specified by "Eni's internal control system for financial reporting" MSG.

- a clear and complete description of the facts that are the subject of the Whistleblowing Report, so that they can be verified and ascertained;
- the circumstances of time and place in which the event that is the subject of the Whistleblowing Report occurred;
- personal details or other elements enabling the person(s) to whom the reported facts are allegedly attributable to be identified (e.g. the job title or the sector in which the activity is carried out, etc.).

In addition, for the purposes of appropriate Follow-up, the Whistleblowing Reports must state, where available:

- an indication of any other persons who may formally account for the facts that are the subject of the Whistleblowing Report;
- documentary support that can confirm the facts reported;
- any other information that can provide objective evidence about the existence of the reported facts.

Moreover - to guarantee the efficiency, effectiveness and lawfulness of the reporting system described by this regulatory instrument as well as to protect the honour, decorum and reputation of the reported person - it is prohibited (by way of example):

- to use insulting or otherwise unlawful expressions in the Whistleblowing Reports;
- to send Whistleblowing Reports of a purely defamatory or slanderous nature or purpose;
- to send Whistleblowing Reports of a discriminatory nature or purpose (e.g. referring to gender, sexual orientation, religious or political beliefs, language, racial or ethnic origin or personal or social conditions of the reported person, etc.);
- to send Whistleblowing Reports made for the sole purpose of damaging the reported person in any way, including from a reputational point of view.

4.1.2. Acknowledgement of Receipt of the Whistleblowing Report

Within seven days of receipt, the Whistleblower shall be informed (i) that the Whistleblowing Report has been taken over as well as (ii) of the possibility, during verification activity, to send further information/elements of knowledge and/or of which the sender will become aware, for the purposes of integration/updating the facts relevant to the initial Whistleblowing Report.

4.1.3. Whistleblowing Reports received outside the designated channels

Whistleblowing Reports received by means other than the channels indicated in Paragraph 4.1. are not subject to the deadlines and guarantees governed therein, unless the Whistleblower, if identified in a certain manner, expressly declares that they wish to benefit from the aforementioned guarantees.

Eni people who receive a Whistleblowing Report that has passed outside the channels provided must forward it without delay and, in any case, within seven days, with any attachments, to the Internal Audit function, which coordinates with the Whistleblowing Team for the purpose of appropriate Follow-up, in compliance with criteria of utmost confidentiality and in such a way as to protect the Whistleblower and the identity and honourableness of the persons reported, without prejudice to the effectiveness of subsequent investigation activities.

If the Whistleblower identifies themselves with certainty and expressly declares that they wish to benefit from the aforementioned guarantees, the Whistleblowing Team, instructing one of its members and/or other Eni People they identify within the relevant unit, shall inform the Whistleblower of the transmission to the dedicated service. Eni people receiving a Whistleblowing Report which has been sent outside the established channels shall, in any case, explain to

the Whistleblower the opportunity of forwarding the Whistleblowing Report using the dedicated channels established by the present procedure.

Failure to disclose a Whistleblowing Report received by a person other than the dedicated service within the terms described above, as well as breach of the duty of confidentiality, constitutes a violation of this procedure, which may lead to the application of possible disciplinary sanctions under Paragraph 8.

4.2. Follow-up on the Whistleblowing Report

In accordance with the law, the Follow-up activity of Whistleblowing Reports consists of carrying out the checks on the reported facts with the available tools, carried out in the shortest possible time and in compliance with the principles of objectivity, competence and professional diligence, also ensuring that the Whistleblower is informed of the progress of the handling of the Whistleblowing Report¹⁵. All Follow-up activities are carried out by the Whistleblowing Team, which may appoint one of its members and/or other Eni People identified within the relevant unit.

Appropriate arrangements are in place to ensure transparency and fairness in the handling of Whistleblowing Reports, even where the Whistleblowing Report relates to a member of the Whistleblowing Team and/or Whistleblowing Committee involved in the Follow-up activity. If the Whistleblowing Report concerns a member of the Whistleblowing Team, they shall refrain from carrying out the relevant activities. If it concerns more than one member, the activities of the Whistleblowing Team are performed by the Whistleblowing Committee. If the Whistleblowing Report concerns one of the members of the Whistleblowing Committee, they shall refrain from carrying out the relevant activities. If it concerns more than one member, the activities of the Whistleblowing Committee are performed by the Board of Statutory Auditors.

The Board of Statutory Auditors and, for Whistleblowing Reports falling under their respective competences, the 231 SB or ISB exercise their prerogatives of supervision and assessment of Whistleblowing Reports, pursuant to internal and external regulations.

4.2.1. Preliminary investigation

The objective of the preliminary investigation is to proceed with the classification of communications received in order to identify the Whistleblowing Reports that must be processed as established by this regulatory instrument, as well as to assess the presence of the necessary conditions in order to activate the subsequent verification phase.

In carrying out the individual activities falling within its competence, the Whistleblowing Team – which may appoint one of its members and/or other Eni People identified by the latter within the relevant unit or functions of the Subsidiary concerned – upon receipt of the communication through the channels referred to in Paragraph 4.1, performs the following activities:

- a) carries out preliminary checks, also involving the relevant structures, and, in the event of possible security¹⁶ threats, forwards the communication to Eni's security function for the relevant activities;
- b) assesses whether the communication is in the nature of a Whistleblowing Report, in accordance with Paragraph 4.1.1;

¹⁵ Subject to locally applicable legislation, the identity of the Whistleblower and/or information on the content of the Report from which the identity of the Whistleblower may potentially be inferred may be shared with parties other than the bodies competent to follow up Reports under this Annex with the express consent of the Whistleblower.

¹⁶ For the definition of a security threat, refer to the "Security" MSG.

- c) in the event of Whistleblowing Reports of Potentially Serious Impact events, promptly notifies the Chairman of the Board of Statutory Auditors of Eni¹⁷, so that they may, if necessary, identify specific procedures for handling the Whistleblowing Report due to special confidentiality requirements;
- d) carries out a preliminary analysis, at the end of which, by means of a reasoned memorandum, it proposes the filing of the communications: (i) not qualifying as Whistleblowing Reports for the purposes of this Annex C; (ii) clearly unfounded and/or unlawful¹⁸; (iii) containing facts already the subject of specific preliminary activities in the past and already archived, where no new information emerges from the preliminary verifications carried out such as to make further verification activities necessary;
- e) provides the Whistleblower with a follow – up within three months from the acknowledgement of receipt of the communication, or informs it of the need for further time to complete the verifications due to the complexity of the activities to be performed and/or the specific requirements of the case;
- f) informs the Whistleblowing Committee, as well as the Board of Statutory Auditors and, to the extent of its competence, the 231 SB or ISB of the company concerned, of the filings related to the communications referred to in point d).

Upon completion of the examination, the Whistleblowing Team, also by appointing one of its members and/or other Eni People identified by them within the relevant unit:

- a) informs (i) the Whistleblowing Committee and (ii) the Heads of the competent functions of Eni on the opening of Whistleblowing files;
- b) updates the dedicated system for the management, monitoring and presentation of Whistleblowing Reports with the information contained in the "Whistleblowing Files" specifically for each Eni company.

4.2.2. Verification activities

Once the preliminary screening has been passed, the purpose of the verification activities on the Whistleblowing Reports is to proceed with carrying out in-depth investigations, analyses and specific assessments regarding the validity or otherwise of the reported facts – also through internal specialised structures and/or specifically appointed and authorised external consultants, in compliance with the obligations of confidentiality and secrecy of the information referred to in the Whistleblowing Report – as well as to formulate any recommendations on the adoption of the necessary corrective actions on the corporate areas and processes concerned by the Whistleblowing Report aimed at strengthening the Internal Control and Risk Management System and ensuring compliance with the Code of Ethics¹⁹, against which the managers draw up a specific action plan.

The Whistleblowing Team ensures that the necessary verifications are carried out, by assigning one of its members or other Eni People identified by them within their unit or functions of the Subsidiary concerned.

Upon completion of the verification activity, the Whistleblowing Team may:

- propose the filing with a reasoned note - as described in the next paragraph;
- consider further investigations/details necessary²⁰; or
- considers the Whistleblowing Report to be well-founded.

¹⁷ If the Report concerns the Chairman of the Board of Statutory Auditors, the communication will be made to the oldest Statutory Auditor.

¹⁸ Notwithstanding, for the latter, the actions described in paragraph 8 "Disciplinary and other measures".

¹⁹ Corrective actions following Whistleblowing Reports, in addition to improving the internal control system, may include managerial/disciplinary measures taken against employees and/or provisions taken against suppliers.

²⁰ Once further investigations/details have been carried out, the flow of activities resumes from paragraph 4.2.2

4.2.2.1. Filing subsequent to the verification activity

If the results of the verification activities reveal that the Whistleblowing Report is unfounded or unlawful, the Whistleblowing Team proposes that it be filed.

The proposal to file Whistleblowing Reports is forwarded to the Whistleblowing Committee, which may in turn:

- approve the inclusion of the filing proposals in the Quarterly Whistleblowing Report to be submitted for approval of the Board of Statutory Auditors; or
- request further investigation/information.

Once the Whistleblowing Committee has obtained a positive opinion on the filing proposals, the Whistleblowing Team enters the Whistleblowing Reports into the Quarterly Whistleblowing Report and submits it:

- to the Board of Statutory Auditors, which approves the proposals to file the Whistleblowing Reports contained in the Quarterly Whistleblowing Report itself or, if it deems it necessary, requests the Whistleblowing Team to carry out further investigations²¹;
- to the 231 SB or ISB of the company concerned, which, if it considers it necessary, requests the Whistleblowing Team to carry out further investigations.

If the Quarterly Whistleblowing Report is first examined by the Board of Statutory Auditors and only afterwards by the 231 SB or ISB, where the latter require further investigation, the Whistleblowing Team reports it to the Board of Statutory Auditors. The Whistleblowing Team proceeds equally if, in the case of AR Reports, the 231 SB or ISB expresses an opinion before the same Report is examined by the Board of Statutory Auditors.

The Board of Statutory Auditors provides, if the prerequisites are met, for the communications to Consob under Article 149, Paragraph 3, of the Consolidated Law on Finance and inform the Control and Risk Committee about the files founded on Potentially Serious Impact Events or in any case deemed significant for the purposes of assessing the adequacy of the Internal Control and Risk Management System.

4.2.2.2. Substantiation of the Whistleblowing Report following verification activity

If it is established that the reported facts are well-founded, the Whistleblowing Team forwards the relevant file to the Whistleblowing Committee, which may in turn express an opinion on whether the Whistleblowing Report is well-founded or not.

After obtaining a positive opinion from the Whistleblowing Committee, the Whistleblowing Team enters the Whistleblowing Report and the related File into the Quarterly Whistleblowing Report and submits it:

- to the Board of Statutory Auditors for the necessary evaluation and decisions for the purposes of its prerogatives;
- to the 231 SB or ISB of the company concerned for assessments and decisions for the purposes of its prerogatives.

²¹ The Board of Statutory Auditors may engage, through the agency of company structures, independent consultants or other experts, as it deems fit to pursue its tasks (see Regulation for functions assigned to the Eni SpA Board of Statutory Auditors, in compliance with US regulations).

5. MONITORING OF CORRECTIVE ACTIONS

If the verification activities reveal the need for corrective actions on the Internal Control and Risk Management System, it is the responsibility of the management of the areas/processes involved to draw up a corrective action plan for the removal of critical issues identified.

Upon indication of the Board of Statutory Auditors, the Whistleblowing Team monitors the status of implementation of corrective actions through follow-ups.

6. REPORTING

The Whistleblowing Team, also by appointing one of its members and/or other Eni People identified by the latter within the relevant unit, ensures the preparation of the Quarterly Whistleblowing Report subject to subsequent examination by the Board of Statutory Auditors and, for AR Reports, by the 231 SB or ISB of the company concerned. Following the examination by the Board of Statutory Auditors of Eni SpA, the Whistleblowing Team, also by appointing one of its members and/or other Eni People identified by the latter within the relevant unit, transmits the Whistleblowing Files pertaining to each Subsidiary to the respective Control Bodies, where present.

7. PROTECTIVE MEASURES

The protective measures apply when the Whistleblowing Report has been made on the basis of the provisions of this Annex C and, at the time of the Whistleblowing Report, the Whistleblower had reasonable grounds to believe that the information on the reported violations was true and fell within the area of application of this Annex C.

The measures for the protection of the Whistleblower set out below apply equally to the:

- a) facilitator (an individual who assists the Whistleblower in the Whistleblowing reporting process, operating within the same work context and whose assistance must be kept confidential);
- b) persons in the same work environment as the Whistleblower and who are linked to them by a stable emotional or family relationship up to the fourth degree;
- c) co-workers of the Whistleblower who work in the same work environment as the Whistleblower and who have a regular and current relationship with the Whistleblower;
- d) entities owned by the Whistleblower or for which the Whistleblower works, as well as entities operating in the same work environment as the Whistleblower.

In cases of Anonymous Whistleblowing Reports, if the Whistleblower is subsequently identified and retaliated against, the protection measures set out in this regulatory instrument apply.

7.1. Prohibition of retaliation

The Whistleblower is protected against any act of retaliation or discrimination, direct or indirect, for reasons directly or indirectly linked to the Whistleblowing Report.

No person within Eni may be dismissed, demoted, suspended, threatened, harassed, discriminated against, in any way whatsoever, or otherwise retaliated against for having made a Whistleblowing Report under this Annex C.

This protection is also guaranteed when the Whistleblowing Report, although unfounded, is based on proven grounds that led the Whistleblower to believe that the information reported was true at the time of the Whistleblowing Report.

To this end, Eni monitors possible retaliation, misconduct, and discriminatory behaviour against Whistleblowers, through the analysis and overall assessment of specific suspected situations.

Any violation of the prohibition against retaliatory and discriminatory conduct may result in the initiation of disciplinary proceedings against the individual who engaged in such conduct and the adoption of appropriate disciplinary/supportive measures against any parties involved, in compliance with applicable current legislation and national collective labour contracts.

This is without prejudice to the right of the Whistleblower to inform the competent local authorities, bodies, or institutions of the retaliation they believe they have suffered, in accordance with locally applicable laws and regulations.

8. DISCIPLINARY SANCTIONS AND OTHER MEASURES

With reference to the application of this regulatory instrument, if the results of the Follow-up activity and the examination by the competent bodies reveal that the reported facts are justified, Eni will take steps to sanction any misconduct attributable to Eni People and to all those who operate or have operated in Italy and abroad in the name of or on behalf of or in the interest of Eni.

Eni will take suitable disciplinary measures, in accordance with the provisions of 231 Model and the collective labour agreement or other applicable national laws with regard to Eni people that: (i) as a result of the verification of Whistleblowing Reports, is responsible for violating Anti-Corruption laws, the “Anti-Corruption” MSG and/or other internal or external regulations relevant to the Whistleblowing Reports; (ii) intentionally fails to detect or report any violations or threatens or takes reprisals against others who report violations.

Eni will also take appropriate disciplinary measures against those who violate the Whistleblower's protection measures and those who take retaliatory or discriminatory measures against the Whistleblower.

Furthermore, in the event of a confirmed Illicit Whistleblowing Report, Eni shall assess – also to protect the image and reputation of people who were unjustly reported – the activation of disciplinary proceedings and/or the adoption of other measures also applicable to the Whistleblower or other initiatives to protect the persons concerned.

Disciplinary measures, as provided for by law and applicable collective labour agreement, will be proportionate to the extent and severity of the misconduct ascertained and may go as far as the termination of employment.

9. CONTROLS, FILING AND DOCUMENT STORAGE, TRACEABILITY

All the units and functions involved in the activities falling under this regulatory instrument, each for the relevant area under their responsibility and by using IT systems, ensure the traceability of the information and data and are responsible for filing and storing all documents produced, whether on paper or in electronic format, so that every step in the process may be properly tracked.

To ensure management and traceability of Whistleblowing Reports and their preliminary activities, the Whistleblowing Team provides and updates the system for management, monitoring and presentation of Whistleblowing Reports, in which the Whistleblowing Files are recorded, ensuring that all related support documentation is archived.

To that end, the Whistleblowing Team ensures storage of the original documentation of the Whistleblowing Reports, as well as of the Whistleblowing Files and of the audit working papers related to the Whistleblowing Reports, in special paper/electronic archives with the highest Eni security/confidentiality standards in line with regulatory provisions and according to specific internal rules defined in coordination with the competent integrated compliance function.

Particularly, personal data will be retained for two years, from receipt of the communication, in the event of a negative outcome of the assessment regarding its eligibility. Conversely, where the outcome of the assessment of the admissibility of the report is positive, and therefore the communication is classified as a Whistleblowing Report, the personal data contained therein are retained for five years after the verification procedure is closed. This is without prejudice to the case in which the retention of the Whistleblowing Report (and of the personal data contained therein) for a later period is necessary for the purposes of litigation, requests by the relevant authorities or under applicable law. At the end of the retention period, the Whistleblowing Reports and the personal data included therein are deleted or irreversibly anonymised.

The privacy and processing of personal details of persons involved in and/or referred to in Whistleblowing Reports are protected in accordance with current legislation and company procedures on privacy.

10. PROCESSING OF PERSONAL DATA

The processing of personal data²² within the framework of the Whistleblowing Reports is carried out in compliance with the GDPR and the Privacy Code, as well as any other applicable laws and/or regulations to the extent compatible with the GDPR and the Privacy Code themselves, including Italian Legislative Decree No. 24 of 2023.

The methods and purposes of the Processing are described in the specific disclosures published on Eni's website at <https://www.eni.com/en-IT/governance/management-reports.html> and on Eni's intranet, which are deemed to be referred to in full in this document. Within the scope of the management of Whistleblowing Reports, both the personal data of the Whistleblower will be processed, where the Whistleblowing Report is nominative or where it is in any case indirectly possible to identify the Whistleblower, and the personal data of the Whistleblower and/or of any third party subjects involved in the Whistleblowing Report, as well as any further information collected in the context of the investigation that is necessary and adequate to ascertain and verify the merits or otherwise of the Whistleblowing Report.

Processing is carried out by Eni SpA and its Subsidiaries and/or Associated Companies that have adopted the same reporting management procedure. Each company acts as an autonomous Data Controller of the personal data collected and processed for the exercise of its activity, including those of its employees within the scope of the employment relationship.

Therefore, Eni SpA, when managing Whistleblowing Reports concerning Subsidiaries and/or Associates of Eni, acts as Data Processor of the personal data included in the Whistleblowing Reports received from individual Group Companies, other than Eni S.p.A., pursuant to Article 28 of the GDPR, operating also on behalf of the subsidiaries in compliance with the provisions of applicable laws, therein including, in particular, the principles of necessity, proportionality and lawfulness of the processing as provided in the GDPR, and in line with the Privacy Code.

It is understood that the processing of personal data is carried out by the various Eni functions, Control Bodies, Supervisory Bodies and Supervisory Boards/LCCs involved in the reporting management process for their respective areas in compliance with the provisions of the law, with the rules dictated by the "Privacy and Data Protection" Policy and in compliance with the provisions of this regulatory instrument. Access to personal data is restricted exclusively to persons who need to process such data for the performance of their work. To this end, Eni has identified the Eni People authorised to manage the Whistleblowing Reports and process the personal data contained therein, by virtue of their experience, capacity and reliability in relation to personal data processing activities (including the security profile), also providing the specific instructions to be followed by them in processing personal data in the context of this procedure, so that such persons act in compliance with the provisions of this document, as well as any other internal procedure or policy adopted by Eni on the matter.

Data subjects are also guaranteed the rights provided for by the GDPR, which they may exercise by sending a communication by e-mail to the group company acting as Data Controller or by writing to Eni's Data Protection Officer dpo@eni.com.

Where, however, there is a risk that exercising the rights recognised by the GDPR may result in a real and concrete prejudice to the confidentiality of the identity of the Whistleblower and that may compromise the ability to effectively verify the merits of the Whistleblowing Report or to gather the necessary evidence, Eni may limit or delay the exercising of such rights, giving prior notice to the person concerned and stating the reasons, in accordance with the applicable legal provisions.

²² For the definitions of personal data processing (or Processing) as well as the "Data controller of personal data" (or also the Data Controller), "Processor of personal data" (or Data processor) and of the "concerned party", see the "Privacy and Data Protection" Policy.

In any case, the process of managing the Whistleblowing Reports is based on the Principle of “guaranteeing confidentiality” and the “principle of the confidentiality of the Whistleblower”, and therefore while awaiting the internal investigation process, maximum confidentiality will be guaranteed.

11. DISSEMINATION

This regulatory instrument must be distributed to all those concerned.

This regulatory instrument can be viewed on the Intranet and Internet sites of Eni SpA and its Subsidiaries, if present. Furthermore, each subsidiary will translate this regulatory instrument into its local language to improve the dissemination and understanding of the document.

The Human Resources function of Eni SpA and the Subsidiaries ensure, where pertinent, the delivery of this regulatory instrument to employees upon hiring with acknowledgement that they have read it.

Each Subsidiary and the heads of the operational sites will affix this regulatory instrument and the poster, published on the Eni website <https://www.eni.com/en-IT/governance/management-reports.html> in places where it is visible to Eni People and, where possible, to Stakeholders, and ensure that it is translated into the local language for the purpose of better dissemination and understanding of the document.

Where required by local regulations, more rigorous measures can be defined by Foreign Subsidiaries, prior to consultation with the Internal Audit function, which will involve the other relevant support functions, where necessary.