



## Ordinary and Extraordinary Shareholders' Meeting Resolutions

Eni S.p.A. Ordinary and Extraordinary Shareholders' Meeting held on May 13, 2020 resolved:

(ordinary part)

- to approve the financial statements at December 31, 2019 of Eni S.p.A. which report a net profit amounting to 2,977,726,123.99 euro;
- to allocate the net profit for the period of 2,977,726,123.99 euro, of which 1,435,896,390.07 euro remains following the distribution of the 2019 interim dividend of 0.43 euro per share, resolved by the Board of Directors on September 19, 2019, as follows:
  - the amount of 856,000 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
  - to Shareholders in the form of a dividend of 0.43 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2019 of 0.43 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2019 therefore amounts to 0.86 euro per share;
  - the payment of the balance of the 2019 dividend in the amount of 0.43 euro, payable on May 20, 2020, with an ex-dividend date of May 18, 2020 and a record date of May 19, 2020;
- to set the number of the Directors at nine, set the term of the office of the Directors and of the Chairman of the Board so appointed to three financial years, with this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2022 financial statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:
  - Lucia Calvosa, Chairwoman<sup>(1)\*</sup>;
  - Claudio Descalzi, Director<sup>(0)</sup>;
  - Ada Lucia De Cesaris, Director<sup>(0)\*</sup>;
  - Filippo Giansante, Director<sup>(0)</sup>;
  - Pietro Angelo Mario Antonio Guindani, Director<sup>(2)\*</sup>;
  - Karina Audrey Litvack, Director<sup>(2)\*</sup>;
  - Emanuele Piccino, Director<sup>(0)</sup>;
  - Nathalia Tocci, Director<sup>(0)\*</sup>;
  - Raphael Louis L. Vermeir, Director<sup>(2)\*</sup>;
- to set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively;
- to appoint the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The term of office of the Board of Statutory Auditors and of the Chairman of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2022 financial statements. The Statutory Auditors are:
  - Rosalba Casiraghi, Chairwoman<sup>(0)\*</sup>;
  - Enrico Maria Bignami, Effective Auditor<sup>(2)\*</sup>;
  - Giovanna Ceribelli, Effective Auditor<sup>(0)\*</sup>;
  - Mario Notari, Effective Auditor<sup>(0)\*</sup>;
  - Marco Seracini, Effective Auditor<sup>(0)\*</sup>;
  - Roberto Maglio, Alternate Auditor<sup>(0)\*</sup>;
  - Claudia Mezzabotta, Alternate Auditor<sup>(2)\*</sup>;
- to set the Chairwoman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 85,000 euro and 75,000 euro pre-tax, respectively;
- pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation and of Art. 2357-ter of the Italian Civil Code:
  - to approve the Long-Term Incentive Plan 2020-2022, under the terms and conditions set forth in the Informative Document made available along with the Explanatory Report of the Board of Directors to the Shareholders' Meeting, granting the Board of Directors all the powers needed to implement the Plan;
  - to authorize the Board to dispose of up to 20 million treasury shares to serve the implementation of the Plan;

(extraordinary part)

- to cancel 28,590,482 treasury shares with no par value without changing the amount of the share capital and reducing the related reserve by the amount of €399,999,994.58 (equal to the carrying value of the cancelled shares) and related amendment of Article 51 of the By-laws.

In addition Eni's Shareholders Meeting approved the first section and resolved in favour of the second section of the Report on remuneration policy and remuneration paid pursuant to Article 123-ter of the Legislative Decree 58/98.

Finally, the Shareholders' Meeting rejected the proposed liability action presented by any shareholders.

The curricula of the Directors and Statutory Auditors appointed are available on [www.eni.com](http://www.eni.com).

### DOCUMENTS TO BE DISTRIBUTED

Eni's Annual Report 2019 (Italian edition) including the financial statements of the parent company at December 31, 2019, approved by the Shareholders' Meeting, the consolidated financial statements at December 31, 2019, the management's report- which includes a section on the consolidated non financial statement drafted pursuant to Legislative Decree 254/2016 (transposing Directive 2014/95/EU) - the certification pursuant to article 154-bis, paragraph 5, of Legislative Decree 58/1998, the report of the statutory auditors and the report of the external auditors is available at the company's registered office in Rome, Piazzale Enrico Mattei, 1, at Borsa Italiana S.p.A. (Italian stock exchange) and at the centralized storage device authorised by Consob called "linfo" - which can be consulted on the website [www.linfo.it](http://www.linfo.it). The documentation may be consulted at the registered office only if so permitted by applicable regulations.

The minutes of the Meeting will be available under law provisions.

The Report on corporate governance and shareholding structure and the Remuneration report are also available at Eni S.p.A. registered office, Borsa Italiana S.p.A. (Italian Stock Exchange) and at the centralized storage device authorised by Consob called "linfo" - which can be consulted on the website [www.linfo.it](http://www.linfo.it).

The above-mentioned documents are also available free of charge on the Company website ([www.eni.com](http://www.eni.com)) and may be requested by e-mail at [segreteriasocietaria.azionisti@eni.com](mailto:segreteriasocietaria.azionisti@eni.com) or by calling the Toll-Free number 800940924 for calls from Italy and 80011223456 for calls from outside Italy, after dialling the international access code.

### PAYMENT OF YEAR 2019 FINAL DIVIDEND

Eni S.p.A. Shareholders' Meeting resolved to pay 2019 final dividends on May 20, 2020, coupon No. 34, being the ex-dividend date May 18, 2020 and the record date May 19, 2020. Dividends are not entitled to tax credit and, depending on the receiver, are subject to a withholding tax on distribution or are partially cumulated to the receiver's taxable income.

In order to exercise the rights incorporated in the shares owned, Shareholders holding shares not yet in dematerialized form shall first deliver these shares to an authorized intermediary, who will have them dematerialized in the Central Depository System.

The payment of dividends to Beneficial Owners of ADRs, each of them representing two Eni shares, listed on the New York Stock Exchange, will be executed through Citibank N.A.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.34% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(\*) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance) and Article 3 of the Corporate Governance Code for listed companies.