

Eni S.p.A.

Registered Office: Rome, Piazzale Enrico Mattei, 1 - Italy
Company Share capital euro 4,005,358,876.00 fully paid up
Rome Companies Register - Tax Identification Number 00484960588
VAT Number 00905811006, R.E.A. Rome No. 756453



Ordinary and Extraordinary Shareholders' Meeting Resolutions

Eni S.p.A. Ordinary and Extraordinary Shareholders' Meeting held on May 10, 2023, resolved:

(ordinary part)

♦ to approve the financial statements at December 31, 2022 of Eni S.p.A. which report a net profit amounting €5,403,018,837.87;
♦ to allocate the net profit for the period of €5,403,018,837.87 to the available reserve 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. 2025 financial statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:

- Giuseppe Zafarana, Chairman^{(1)*};
- Claudio Descalzi, Director^{(1)*};
- Elisa Baroncini, Director^{(1)*};
- Massimo Belcredi, Director^{(2)*};
- Roberto Ciciani, Director^{(1)*};
- Carolyn Adele Dittmeier, Director^{(2)*};
- Federica Seganti, Director^{(1)*};
- Cristina Sgubin, Director^{(1)*};
- Raphael Louis L. Vermeir, Director^{(2)*}.

♦ to set the annual remuneration of the Chairman of the Board and of the other Directors at 90,000 euro and 80,000 euro pre-tax, respectively, in addition to the reimbursement of expenses incurred in the performance of the assignment;

♦ 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. 2025 financial statements. The Statutory Auditors are:

- Rosalba Casiraghi, Chairwoman^{(2)*};
- Enrico Maria Bignami, Standing Auditor^{(2)*};
- Marcella Caradonna, Standing Auditor^{(1)*};
- Giulio Palazzo, Standing Auditor^{(1)*};
- Andrea Parolini, Standing Auditor^{(1)*};
- Giulia De Martino, Alternate Auditor^{(1)*};
- Giovanna Villa, Alternate Auditor^{(2)*}.

♦ to set the annual remuneration of the Chairwoman of the Board of Statutory Auditors and of the Standing Statutory Auditors at 85,000 euro and 75,000 euro pre-tax, respectively, in addition to the reimbursement of expenses incurred in the performance of the assignment;

♦ 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 2023-2025, under the 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 16 million treasury shares to serve the implementation of the Plan, also authorising for this purpose the disposal of the treasury shares originally allocated to the previous 2020-2022 share-based LTI Plan for the part related to the shares not used, approximately 6.7 million shares.

♦ to authorise the Board of Directors pursuant to and for the purposes of Art. 2357 of the Italian Civil Code to proceed with the purchase of shares of the Company, in multiple tranches, for a period up to the end of April 2024 for the purposes referred to in the Explanatory Report of the Board of Directors, within the terms and on the conditions set out below:

- the maximum number of shares to be purchased is equal to no. 337,000,000 ordinary shares, for a total outlay of up to €3.5 billion, of which:

- up to a maximum of 275,000,000 shares for the purchase of treasury shares for the purpose of remunerating Shareholders;
- up to a maximum of 62,000,000 shares for establishment of the so-called stock store.

The purchases shall be carried out within the limits of distributable profit and available reserves as reported in the most recent regularly approved financial statements. An equal amount of the available reserves or distributable profits will be allocated to a specific restricted reserve as long as the treasury shares are held.

- the purchases shall be made at a price to be determined on a case-by-case basis, having regard to the procedures selected to execute the transaction and in compliance with any regulatory requirements and (if applicable) current accepted market practices, which shall not be more than 10% greater or lower than the official price registered by the Eni S.p.A. stock in the trading session of the Euronext Milan, organised and operated by Borsa Italiana S.p.A., on the day before each individual transaction;

- purchases of treasury shares shall be executed in such a manner as to ensure equal treatment of shareholders and in compliance with any regulatory requirements and (if applicable) current accepted market practices and specifically:

- on regulated markets in accordance with the operating procedures established in the rules on the organisation and operation of the markets themselves, which do not permit the direct matching of bids with predetermined offers;
- with the procedures established by market practices accepted by Consob pursuant to Art. 13 of Regulation (EU) no. 596/2014 (if applicable); and
- under the conditions specified in Art. 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution.

♦ to authorise the Board of Directors - under the terms and for the purposes of Art. 2357 of the Italian Civil Code - to proceed with the disposal, at one or more times, of all or part of the treasury shares in the portfolio other than those purchased for the purpose of remunerating the Shareholders, without time limits, also before arriving at the maximum number of purchasable shares. The sale and/or the actions of disposal and/or use of the treasury shares in the portfolio may occur for the purposes indicated above:

- with the methods considered most appropriate and in line with the Company's interests and in compliance with current regulations and, if applicable, current accepted market practices;
- according to the terms and conditions established each time by the Board of Directors, in accordance with the purposes pursuant to this authorisation, complying with any limits provided for in the current regulations and in any applicable accepted market practices.

♦ with reference to the authorisation to purchase and disposal of treasury shares, to grant the Board of Directors with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate all powers necessary to execute the resolutions referred to in the previous points, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions, as well as to provide the market disclosure required by legislation, including EU rules, and (if applicable) current accepted market practices;

♦ in accordance with the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 22, 2023:

- to approve the distribution by way of and in place of the payment of the dividend for the year 2023 of € 0.94 per share in tranches in September 2023 (for an amount equal to € 0.24 per share), November 2023 (for an amount equal to € 0.23 per share), March 2024 (for an amount equal to € 0.24) and May 2024 (for an amount equal to € 0.23)⁽³⁾;

- to approve the use of available reserves i) for the payment of the € 0.24 tranche in September 2023 - also using for this purpose the residual amount (€188,978,048.40) of the reserve pursuant to Law 342/2000, the use of which was resolved by the Shareholders' Meeting of May 11, 2022 - and ii) if necessary for following tranches;

- to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the reserve.

(extraordinary part)

♦ according to the aforementioned Shareholders' Remuneration Policy:

- to approve the reduction - with the methods and terms set out in Art. 2445 of the Italian Civil Code, as referred to in Art. 13 of Law 342/2000 - of the "Revaluation reserve pursuant to Law 342/2000" in the amount of € 2,300,000,000;

- to approve, for the aforementioned purpose, the use of € 2,300,000,000 or, subordinately - if compliance with the legal provisions required for the completion of the procedure pursuant to art. 2445 of the Italian Civil Code does not allow completion of the procedure in good time for payment of subsequent tranches or the interests of shareholders, it is considered necessary or appropriate to proceed in another way for these purposes - the use of other available reserves of Eni S.p.A.;

- to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the reserve.

♦ to cancel 195,550,084 treasury shares with no par value without changing the amount of the share capital and reducing the related reserve by the amount of € 2,399,992,593 (equal to the carrying value of the cancelled shares) and related amendment of Art. 5.1 of the By-laws granting to the Board of Directors - with the authority to delegate to the Chief Executive Officer - and for the latter to sub-delegate - all powers necessary to execute the resolutions referred to;

♦ to authorise the Board of Directors to cancel up to a maximum of 275,000,000 treasury shares with no nominal value, which will possibly be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session today for the purpose of remunerating the Shareholders and consequent amendment of Art. 5 of the By-laws, granting the Board of Directors - with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate - all powers necessary to execute the resolution.

In addition, Eni's Shareholders Meeting also approved the first section and resolved in favour of the second section of the Report on remuneration policy 2023-2026 and remuneration paid in 2022 provided by Art. 123-ter, of the Legislative Decree No. 58/1998 (Consolidated Law on Financial Intermediation).

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

The curricula of the Directors and Statutory Auditors appointed are available on www.eni.com.

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

(1) Drawn from the slate of candidates submitted by the shareholder Ministry of Economy and Finance, owning, directly, the 4.41% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting, equal to 76.96%.

(2) Drawn from the slate of candidates submitted by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 0.76% 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 Financial Intermediation) recalled by the By-law, at the time of the candidacy or in any case of the appointment, as well as by the Corporate Governance Code for listed companies.

(3) The payment of the first tranche will be paid on September 20, 2023 (ex-dividend date: September 18, 2023; record date: September 19, 2023) and the second tranche will be paid on November 22, 2023 (ex-dividend date: November 20, 2023; record date: November 21, 2023).