

*The Italian text prevails over the English translation*

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MINUTES OF THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING OF  
“Eni S.p.A.”

HELD ON MAY 10, 2023

\* \* \* \* \*

THE ITALIAN REPUBLIC

\* \* \* \* \*

On this nineteen of the month of  
May of the year two thousand twenty-three in  
Rome, Via delle Quattro Fontane n.  
161,

Appearing before me PAOLO CASTELLINI, Notary, registered with the  
Unified Notary District of Rome, Velletri and Civitavecchia, with office at  
Via Orazio no. 31

is:

- LUCIA CALVOSA, born in Rome on June 26, 1961, domiciled for the  
purposes of the position in Rome, Piazzale Enrico Mattei no. 1.

Ms Calvosa, whose identity and position I have confirmed, has asked  
me to prepare, in accordance with Article 2375 of the Italian Civil Code,  
the minutes to the Ordinary and Extraordinary Meeting of the Shareholders  
of “Eni S.p.A.”, registered office in Rome at Piazzale Enrico Mattei no. 1,

with share capital of €4,005,358,876.00, fully paid up, listed in the Company Register of Rome, taxpayer ID no.00484960588, R.E.A. no. RM-756453, certified email address eni@pec.eni.com, held on May 10, 2023 in Rome, Piazzale Enrico Mattei no. 1 from 10:02 to 11:32 am, that she chaired in her capacity as Chairwoman of the Board of Directors. These minutes are recorded in my File no. Rep. 87438/25477, dated May 10, 2023, registered with the Revenue Agency – Rome Territorial Office no. 1 on 18 May 2023 no. 13812 series 1T.

Therefore, I, the Notary, report as follows:

“On this tenth day of the month of May, two thousand twenty-three in Rome, Piazzale Enrico Mattei no. 1, at 10:02.

At the request of:

- **“Eni S.p.A.”**, having its registered office in Rome at Piazzale Enrico Mattei no. 1, with share capital of €4,005,358,876.00, fully paid up, R.E.A. no. RM-756453, listed in the Company Register of Rome, taxpayer ID no. 00484960588, certified email address eni@pec.eni.com. (hereinafter also “Eni” or the “Company”).

I, PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia, with my office at Via Orazio no. 31, Rome, for the purposes of preparing the minutes have come on this day, May 10, 2023 to Piazzale Enrico Mattei no. 1, Rome to attend the Ordinary and Extraordinary Meeting of the Shareholders of the Company, called for today at the aforementioned location at 10:02 a.m. to discuss and resolve on the following

## **AGENDA**

*(ordinary part)*

1. Eni financial statements at December 31, 2022. Related resolutions. Eni consolidated financial statements at December 31, 2022. Reports of the Directors, of the Board of Statutory Auditors and of the audit firm
2. Allocation of net profit.
3. Determination of the number of members of the Board of Directors.
4. Determination of the Directors' term of office.
5. Appointment of the Directors.
6. Appointment of the Chairman of the Board of Directors.
7. Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.
8. Appointment of the Statutory Auditors.
9. Appointment of the Chairman of the Board of Statutory Auditors.
10. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.
11. Long-term Incentive Plan (2023-2025) and disposal of Eni treasury shares to serve the plan.
12. Remuneration report (Section I): policy on remuneration for the 2023-2026 term.
13. Remuneration report (Section II): remuneration paid in 2022.
14. Authorisation to purchase treasury shares; Related and consequent resolutions.
15. Use of available reserves for the distribution of the 2023 dividend.

*(extraordinary part)*

16. Reduction and use of the reserve pursuant to Law 342/2000 for and in place of the 2023 dividend.

17. Cancellation of Eni treasury shares, without reduction of the share capital, amendment of Article 5.1 of the By-laws; related and consequent resolutions.

18. Cancellation of any treasury shares to be purchased under the terms of the authorisation pursuant to item 14 of the agenda of the ordinary part, without reduction of the share capital and consequent amendment of Article 5 of the By-laws; related and consequent resolutions.

\* \* \* \*

Entering the meeting hall, I note that LUCIA CALVOSA, born in Rome on June 26, 1961, domiciled for the purposes of her position in Rome at Piazzale Enrico Mattei no. 1, Chairwoman of the Board of Directors of the Company, is present and that, by virtue of her position and pursuant to Article 15.1 of the By-laws, will be chairing today's Meeting, held in Rome, Piazzale Enrico Mattei no. 1.

I, the Notary, confirm the identity and position of LUCIA CALVOSA.

\* \* \* \* \*

Ms Calvosa asks me to prepare the minutes of today's Meeting, in accordance with Article. 2371, paragraph 2, of the Italian Civil Code and Article 5.1 of the Meeting Rules.

The Chairwoman announces that, pursuant to Article 106, paragraph 4, of Decree-law no. 18 of March 17, 2020, containing "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses connected with the COVID-19

epidemiological emergency,” as ratified with Law no. 27/2020 (“Decreto Cura Italia”) and to Decree-law no. 198 of December 29, 2022, ratified with Law no. 14 of February 24, 2023, which extended the effectiveness of the measures of the aforementioned Art. 106, Shareholders can participate in Meetings held by July 31, 2023, only by means of a proxy granted to a Shareholders’ Representative pursuant to Article 135-*undecies* of Legislative decree no. 58 of February 24 1998 (Consolidated Law on Financial Intermediation or TUF), (“the Shareholders’ Representative”), indicated by the Company in the Trevisan & Associati law firm, as the subject to whom the Shareholders were able to grant their proxy free of charge, with voting instructions. Shareholders were able to grant proxies or sub-proxies to the aforementioned Shareholders’ Representative also pursuant to Article 135-*novies* of the TUF.

\* \* \* \* \*

The Chairwoman notes that the contents of the minutes of the Shareholders’ Meeting and its attachments are governed by the Civil Code and the Consob Issuers’ Regulation (“Issuers’ Regulation” or “RE”).

In particular, Art. 2375 of the civil code, provides that the minutes must include a summary, at the request of the shareholders, of their declarations relevant to the items on the agenda.

The Issuers’ Regulation (Annex 3 E) provides that the minutes of the shareholders’ meeting should include “the summary of the interventions with indication of the names of those intervening, the answers given and any declarations commenting on the same”. The answers, unless voting instructions to the Shareholders’ Representative were explicitly and

objectively conditioned on them, will be provided by the Company after the Meeting and published on the Company's website.

Content or documents other than that referred to in these regulations are therefore not included in the minutes or the attachments, unless so specifically requested by the notary.

\* \* \* \* \*

The notice calling the Meeting was published on March 30, 2023 in accordance with the law and regulations, on the Internet site of the Company, on Consob's authorised central storage mechanism, denominated "1Info-SDIR & Storage", and of Borsa Italiana S.p.A, as well as, in extract form, in the daily newspapers "Il Sole 24 Ore" and "Financial Times".

\* \* \* \* \*

The notices calling the Meeting published on the Internet site of the Company are attached to these minutes under letter "A".

\* \* \* \* \*

The Chairwoman announces that the Shareholder's Meeting was therefore properly convened.

She also announces that, in addition to herself, the following members of the Board of Directors are present:

- CLAUDIO DESCALZI - Chief Executive Officer;
- the Board Secretary, LUCA FRANCESCHINI, Director Integrated Compliance;
- ROBERTO ULISSI, Director Corporate Affairs and Governance.

\* \* \* \* \*

In accordance with the provisions of Article 106, paragraph 2, of Decree Law no. 18/2020, participating by **videoconference**:

the following members of the Board of Directors:

- ADA LUCIA DE CESARIS - Director;
- FILIPPO GIANSANTE - Director;
- PIETRO ANGELO MARIO ANTONIO GUINDANI - Director
- EMANUELE PICCINNO - Director;
- RAPHAEL LOUIS L. VERMEIR - Director;

the following members of the Board of Statutory Auditors:

- ROSALBA CASIRAGHI - Chairwoman of the Board of Statutory Auditors;
- ENRICO MARIA BIGNAMI - Auditor;
- MARCELLA CARADONNA - Auditor
- GIOVANNA CERIBELLI - Auditor
- MARCO SERACINI - Auditor
- the Magistrate of the State Audit Court responsible for overseeing the financial management of Eni, MANUELA ARRIGUCCI.

\* \* \* \* \*

Director NATHALIE TOCCI announced that she could not attend.

\* \* \* \* \*

The Chairwoman reports that Dr. KARINA AUDREY LITVACK has resigned from her position of Director of Eni S.p.A. as from May 9, 2023, and, therefore, will not participate in today's meeting.

\* \* \* \* \*

The Shareholders' Representative, pursuant to Article 135-*undecies* of

the TUF, DARIO TREVISAN, owner of the Trevisan & Associati law firm, is present in person in the meeting room.

\* \* \* \* \*

As allowed by Article 2 of the Meeting Rules, in accordance with the provisions of the Decree law no. 18/2020, the Shareholders' Meeting is being **streamed live** to: representatives of the audit firm PricewaterhouseCoopers S.p.A., the notary's assistants as well as employees of the Company and its subsidiaries to help prepare responses to the questions asked by shareholders and to ensure that the Meeting is conducted in an orderly fashion.

Several top executives of the Company and its main subsidiaries are also following the **live stream**.

\* \* \* \* \*

The Chairwoman announces that, in accordance with Article 5.2 of the Meeting Rules, the Chairman's Bureau has been appointed, composed of personnel from the Corporate Secretariat, who are following the **live stream**, from a room adjacent to the meeting room.

\* \* \*

The Chairwoman announces that the Ordinary and Extraordinary Shareholders' Meeting is being held after a single call in accordance with Article 16.2 of the By-laws.

\* \* \* \* \*

The Chairwoman notes that, pursuant to applicable law and the By-laws, to attend and to vote at the Shareholders' Meeting, exclusively through the Shareholders' Representative, Shareholders must have filed a certificate of

entitlement to the relative right by the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (April 28, 2023 – the record date).

The Chairwoman asks the Bureau for the list of shareholders in attendance by proxy.

Having verified the identity and entitlement to vote of those in attendance, having examined the notices issued by authorised intermediaries and having verified the compliance of the proxies submitted, the Chairwoman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,930 (two thousand nine hundred thirty) shareholders representing a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital.

The Chairwoman states that she will provide updated information on the number of shareholders present at a later stage and prior to each vote.

\* \* \* \* \*

**The final list of the names** of those present at the Meeting, all by proxy to Dario Trevisan (Shareholders' Representative), is contained in Annex “B” to the minutes of the Meeting.

\* \* \* \* \*

The Chairwoman states that, before each vote, the number of shareholders present, by proxy, and the number of shares represented will be verified.

The Chairwoman declares the Ordinary Shareholders' Meeting in single call duly constituted and empowered to resolve the agenda items listed in the notice calling the Meeting; she informs that the Company did not receive any request to amend the agenda pursuant to Article 126-bis of the Consolidated Law on Financial Intermediation (TUF) and Article 13.1 of the By-laws.

The Chairwoman announces that:

- on April 12, 2023 the shareholder Ministry of the Economy and Finance communicated its proposals on items 6 (Appointment of the Chairman of the Board of Directors), 7 (Determination of the remuneration of the Chairman of the Board of Directors and of the Directors) and 10 (Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors) of the agenda;
- on April 14, 2023 a group of shareholders composed by asset managers and other investors communicated their proposal on item 9 (Appointment of the Chairman of the Board of Statutory Auditors) of the agenda;
- on April 24, 2023, the shareholders "Associazione Liberiamo la Basilicata", Comitato "Aria Pulita Basilicata Onlus" presented a proposal for a derivative action, pursuant to Article 2392 of the Italian Civil Code, on item 1 (Eni financial statements) of the agenda, which will be put to a vote if presented through the Shareholders' Representative, without prejudice to the admissibility assessment.

The proposals were published on the Company's Internet site.

She also informs that:

- on April 24, 2023 the shareholder Giuseppe Valoppi presented a proposal

relating to the shareholder remuneration policy (also in relation to the buy-back plan). The proposal has not been published on the Company's website and will not be submitted to the vote of the Shareholders' Meeting because it concerns issues within the Board responsibility (shareholder remuneration policy in a multi-year perspective);

- on April 28, 2023 the shareholder Marco Bava presented a proposal for a derivative action with regards to the methods of conducting the Meeting.

The proposal has not been published on the Company's website because it was submitted beyond the deadline indicated in the notice calling the Shareholders' Meeting (April 24, 2023). Yet the proposal will be put to a vote if presented through the Shareholders' Representative, without prejudice to the admissibility assessment.

\* \* \* \* \*

She notes that, to the best of the Company's knowledge, none of the shareholders present by proxy are not entitled to vote and no shareholders' agreements involving Eni shares exist.

She therefore requests the Shareholders' Representative to declare in accordance with applicable law and the By-laws, if any attendees by proxy are not entitled to vote or are party to a shareholders' agreement.

The Shareholders' Representative, Dario Trevisan, declares that none of the attendees by proxy are not entitled to vote or are party to a shareholders' agreement, in accordance with applicable law and the By-laws. He also declares that he received voting instructions for all the shares for which he was given a proxy, unless otherwise indicated.

\* \* \* \* \*

The Chairwoman notes that no one has indicated, through the Shareholders' Representative, that they are not entitled to vote or are party to a shareholders' agreement.

\* \* \* \* \*

The Chairwoman announces that as of the record date (April 28, 2023), based on the contents of the Shareholders' Register and information received pursuant to Article 120 TUF and other information available to the Company, shareholders holding voting shares representing more than 3% (three per cent) of the total shares issued are:

- Cassa depositi e prestiti società per azioni, holding 936,179,478 (nine hundred thirty-six million one hundred and seventy-nine thousand four hundred seventy-eight) shares representing 26.21% (twenty-six point twenty one percent) of the share capital;
- Ministry of the Economy and Finance, holding 157,552,137 (one hundred and fifty-seven million five hundred and fifty-two thousand one hundred and thirty-seven) shares representing 4.41% (four point forty-one percent) of the share capital.

As of the record date of April 28, 2023, the company held 226,097,834 (two hundred twenty-six million ninety-seven thousand eight hundred thirty-four) treasury shares representing 6.33% (six point thirty-three per cent) of the share capital, for which the right to vote is suspended.

\* \* \* \* \*

The Chairwoman announces that, pursuant to Article 127-ter of the TUF, the following shareholders duly submitted questions prior to the Shareholders' Meeting:

- Giuseppe Valoppi, holding 20,000 (twenty thousand) shares;
- Marco Bava, holding 1 (one) share;
- Fondazione Finanza Etica, holding 80 (eighty) shares;
- Re:Common, holding 5 (five) shares;
- Associazione “Liberiamo la Basilicata” and Comitato “Aria Pulita Basilicata Onlus”, each holding 1 (one) share.

As provided for in the notice calling the Meeting, answers were made available in the relevant section of the Company's Internet site on May 6, 2023 and, as specified by the Chairwoman, will be attached to the minutes.

\* \* \* \* \*

The document entitled **“Questions and answers prior to the Shareholders’ Meeting (Article 127-ter TUF)”** is contained in Annex **“C”** to the minutes of the Meeting.

\* \* \* \* \*

Questions to which no answer was given prior to the Meeting since they relate to situations that could only be addressed during the Meeting, as well as questions presented through the Shareholders’ Representative during the Meeting will be answered after the Meeting, and published together with the document “Questions and answers prior to the Shareholders’ Meeting” in the relevant section of the Company Internet site.

Only in the event that the Shareholder, in asking the question in the proxy to the Shareholders’ Representative, conditioned their vote explicitly and objectively to the answer to the question, the answer will be given during the Shareholders’ Meeting.

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After any answer to be provided during the Meeting has been given, the Meeting will vote on the items on the agenda. I, notary will announce the results of each vote.

\* \* \*

As indicated in the notice calling the Meeting, if an alternative to the Board's proposals on the agenda is presented through the Shareholders' Representative, the Board's proposal will be voted upon first and then, only if that proposal is rejected, will the alternative proposal be put to a vote.

The proposals presented by the Shareholders on the same subject through the Shareholders' Representative will be put to a vote, starting with the proposal presented by the shareholders representing the largest percentage of share capital. The other proposals are put to a vote, in the order of the amount of share capital represented by their sponsors, only if this proposal is rejected.

Proposed resolutions on items not indicated in the agenda cannot be presented during the Shareholders' Meeting.

\* \* \*

The Chairwoman reminds the shareholders that all documents related to the Shareholders' Meeting were filed and made available to the public at the Company's registered office, Borsa Italiana S.p.A., on Eni's Internet site and through Consob's authorised central storage mechanism, "1Info SDIR & Storage" as required by law and regulations.

These include: i) the Report of the Board of Directors on the items on the agenda; ii) the 2022 Annual Report including the separate financial statements, the consolidated financial statements, including the Directors'

Report on Operations, the certification referred to in Article 154-bis, paragraph 5 of the TUF, the Report of the Board of Statutory Auditors and the Report of the Audit firm; iii) the 2022 Corporate Governance and Shareholder Structure Report; iv) the Report on 2023-2026 remuneration policy and remuneration paid in 2022 e v) the English translation of the 2022 Annual Report.

The Chairwoman recalls that the Directors' Report on Operations includes the consolidated non-financial statement ("NFS"), prepared pursuant to Legislative Decree no. 254/2016 (in implementation of the European Directive 2014/95/EU).

These documents were also sent to anyone who requested a copy prior to the Shareholders' Meeting.

As mentioned, the document containing the answers to the questions received before the Shareholders' Meeting was also made available to the Shareholders on the Company's website, pursuant to art. 127-ter of the TUF.

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The Chairwoman briefly presents, in sequence, all the items on the agenda.

\* \* \* \* \*

The Chairwoman moves on to the first item of the agenda

### **ORDINARY PART**

#### **No. 1**

**ENI S.P.A. FINANCIAL STATEMENTS AT DECEMBER 31, 2022.**

**RELATED RESOLUTIONS. ENI CONSOLIDATED FINANCIAL**

**STATEMENTS AT DECEMBER 31, 2022. REPORTS OF THE  
DIRECTORS, OF THE BOARD OF STATUTORY AUDITORS AND  
OF THE AUDIT FIRM**

\* \* \* \* \*

For more information on this item, the Chairwoman refers the shareholders to the Report of the Board of Directors, made available to the public as required by law.

In relation to this item, on April 21, a letter from the Chairwoman and CEO was published on the Company's website, concerning the company's climate strategy; the Chairwoman requests that the text of the letter shall be transcribed in the minutes.

**TRANSCRIPT OF THE MESSAGE OF THE CHAIRWOMAN AND  
THE CHIEF EXECUTIVE OFFICER**

“Dear Shareholders,

We are pleased to share with you an outline of our climate transition strategy to 2050. Our commitment to reaching Net-Zero carbon emissions by 2050, aligned with the Paris Agreement target of a 1.5°C maximum temperature increase, remains unchanged, and enjoys the full support of our Board of Directors, whose oversight role and that of its key committees is core to Eni's strategic transformation. The targets that are critical to delivering this outcome are embedded in executive remuneration and key performance indicators are also contained in our Sustainability-Linked borrowing.

The continued impact of the war in Ukraine, the aftermath of the global pandemic including high inflationary conditions and the legacy effects of a

prolonged period of underinvestment into the global energy system have each contributed to market volatility and uncertainty. Amid these challenging conditions it is clear that achieving a socially and economically viable path to Net Zero by 2050 can only be achieved if delivered alongside energy security and affordability. Eni is responding to the complexity of the Energy Trilemma (security- sustainability-affordability) by building a geographically and technologically diverse portfolio of energy sources, shifting over time to a different energy mix with a combination of lower carbon, renewable and breakthrough technologies. Continued strong demand for gas confirms its crucial role on the decarbonisation path and Eni strategies for meeting that demand and reducing time to market have proved to be even more relevant in the currently challenging scenario.

Our pathway to Net Zero is unfolding on two tracks: firstly addressing Scope 3 emissions by offering progressively decarbonised services and products to our customers, contributing to their emissions reductions and securing Eni's long-term competitive resilience in a decarbonising economy; and second, focusing on Scopes 1 and 2 emissions, reducing both our direct operational emissions and the emissions related to purchased energy.

Our business model seeks to leverage proprietary and breakthrough technology to decarbonise our activities and products. We also innovate by developing new business models to accelerate our transformation while sustaining shareholder remuneration and build stakeholder alliances for a Just Transition that includes our people, suppliers, clients, institutions, producing nations and industrial partners. Our strategic progress is backed

by our strong financial position and cash neutrality at a low Brent price.

Over the years we have developed proprietary technologies and know-how that have significantly improved both safety and operational performance.

In the Upstream this is very evident in our exploration activities which are consistently high performing and a highly differentiating feature of Eni.

Furthermore, our exploration is predominantly directed towards areas of existing activity infrastructure and gas. This is complemented by our shift towards a focus on delivering efficient projects in terms of incremental investment, time to market and, crucially, environmental sustainability. Our existing infrastructure and sub-surface competencies are also crucial to the emerging and economically viable technology of Carbon Capture and Storage (CCS) that will be important in both reducing our own emissions but also responding to the hard to abate decarbonization challenges of our clients.

In a further example of our technology leadership, in 2014 Eni was also the first in the world to convert traditional refineries into refineries for biofuels production thanks to the proprietary technology Ecofining. This innovation now places the company as a leader in the shift towards the use of sustainable biofuels. Furthermore, in 2022 Eni received the first delivery of feedstock from its new agri-hub in Kenya to its biorefineries in Italy. Our agri-hubs, operated in partnership with independent local farmers, are under development across eight countries in Africa, and represent a unique, vertically integrated, supply source producing certified sustainable vegetable oil. These hubs promote the valorisation and regeneration of land without the risk of competition with food production or other land uses,

including forests, and provide new employment opportunities and economic diversification in the communities where we operate. The agri-hubs enable these countries to progress against their national development plans and Sustainable Development Goals (SDGs), which Eni is committed to supporting through its core business activities. The Board's Sustainability and Scenarios Committee, created in 2014 and the first of its kind in the industry, plays a lead role in ensuring that a Just Transition is embedded into Eni's overall strategy, creating value for all stakeholders through integration along the entire energy value chain.

In terms of breakthrough technologies, we are particularly excited by the prospect of developing magnetic fusion, initially with the SPARC experimental plant designed to generate net energy that is currently under construction near Boston and targeting a 2025 start-up, followed by the first industrial plant, ARC, expected in the 2030s. This initiative, called CFS, is the result of collaboration between MIT and Eni as a main partner, and could potentially open up a route for a virtually limitless source of clean energy.

A further defining characteristic of Eni's strategy is the development of new business models to support growth through dedicated entities focused on their customers and with independent access to capital markets. These offer Eni greater capital flexibility in existing business and in developing new opportunities and competencies as the energy market evolves. We continue to make meaningful progress in this area.

In the Upstream we now have two examples of the new model – Vår Energi, successfully listed in Norway in February 2022, and Azule Energy,

our combination with BP in Angola, which was formally launched in August 2022. In our Energy Evolution division, we are also making significant progress in delivering the initiatives that will support the transformation of Eni, with two further examples of the satellite concept. Plenitude is our dedicated company for the supply of green power to more than 10 million clients in Europe. It combines our retail and renewable businesses together with e-mobility. We are committed to further unlocking and growing the value in Plenitude by way of an IPO or sale to a strategic investor, or both, of a minority stake when market conditions allow. In addition, in January 2023 we announced the creation of Eni Sustainable Mobility company, combining our growing biorefining with our mobility product marketing operations.

In the context of our pathway to 2050, intermediate targets are in place to allow our stakeholders to track progress in the execution of our decarbonisation strategy. In particular in 2030 we expect to be Net Zero Scope 1+2 in upstream and to cut by 35% our Scope 1-2-3 emissions for the entire company. In 2022, our Net Zero emission KPIs (Scope 1+2+3) registered a reduction trend, both in absolute and intensity terms, in line with our decarbonisation strategy and intermediate targets. Our operational emissions (Scope 1+2, equity) also decreased in 2022 and, regarding Upstream operations, we confirm our intermediate target to reduce the Net Carbon Footprint by 65% by 2025 and reach Net Zero for the Upstream by 2030.

Eni has long been committed to reducing methane emissions, keeping Upstream methane emissions intensity well below 0.2% and helping to

deliver the Global Methane Pledge launched at COP 26. Indeed, following our success in drastically curbing our methane emissions, in order to improve accuracy and transparency of methane emissions reporting, we are progressing with a detection campaign on our main operated assets with a third party that will be finalised this year facilitating the setting of a new methane emissions target.

In the context of our operations, Upstream production will plateau in the second part of this decade, with the share of gas progressively rising to 60% in 2030 and to more than 90% beyond 2040 from the current 50% - helping to drive a significant reduction in Scope 3 emissions over that period. Hydrocarbons volumes will reduce in the medium-long term primarily contributing to our full decarbonisation target. The second most important lever of our emissions reduction will come from Midstream and Downstream with actions focused, respectively, on equity gas and LNG and the conversion of traditional refineries into bio refineries and circular economy hubs. We will expand our offer to a complete range of decarbonised energy products and services for our customers, thus reducing the Scope 3 emissions associated to the use of our products. These will be complemented by rising bio-refining capacity, biogas and hydrogen production. Carbon Capture and Storage projects will be needed to reduce hard-to-abate emissions, with only a residual 5% of emissions in 2050 to be compensated for using high quality offsets. In order to align interests in delivering these decarbonisation targets a weighting 35% of executives' equity incentive is ascribed to the transition and decarbonization component.

In our Natural Resources division, our strategy emphasizes reducing GHG emissions from operations including flaring, methane emissions and CCS projects, shifting towards a greater gas portfolio weighting and building out a pipeline of offset projects through Natural Climate Solutions. In the past year the shift of our future production portfolio towards gas has been evident with, for instance, the start-up of Coral South FLNG in Mozambique, the investment in Congo LNG and the A&E Structures in Libya and the entry in the North Field LNG in Qatar. These projects are also key to addressing the energy security issue in Italy and Europe. Indeed, the depth and quality of our gas portfolio with the integration of our Upstream and Midstream operations was crucial in 2022 in our success in replacing 50% of the gas we would normally import from Russia. In CCS we are advancing material new projects with Ravenna Phase 1 in Italy sanctioned in 2022 for a start-up in 2024 and HyNet based around Liverpool Bay in the UK on track for a 2025 start-up. We are maturing additional projects in the UK, North Africa and the Middle East all of which use depleted reservoirs and existing infrastructure with well-defined economics through which we aim to be storing 30 million tonnes per year of CO2 by 2030 (equity Eni), both on our own behalf and for customers.

In the past year, within Energy Evolution, we have also made meaningful progress in our biorefining growth ambitions. We announced a new biorefinery under study at our Livorno site, a new biorefinery to be built in Malaysia also under study, and the acquisition of a 50% stake in a new biorefinery joint venture in Louisiana. As a result, we have raised our target to reach over 3 million tonnes of capacity by 2025 and more than 5 million

tonnes by 2030.

Furthermore, after the first deliveries of sustainable bio-feedstock from our agri-hubs in 2022 we expect this supply to build to around 700 thousand tonnes by 2026. Eni biojet fuel is already in use for commercial flights from Milan and Rome and earlier this year we began to market the first biodiesel with 100% renewable raw materials. Plenitude is executing well on its pipeline of renewable projects, doubling installed capacity to over 2 Giga Watts in 2022. The pace of growth is expected to be very strong with capacity expanding to over 7 Giga Watts by 2026, to more than 15 Giga Watts by 2030 and 60 Giga Watts by 2050.

Eni's financial strength is a critical enabler in the execution of business strategy, providing flexibility across the cycle, funding our growth and transformation investments, and delivering returns to our investors. The financial model funds both capital investment and our dividend at between \$50 and \$55 per barrel.

Capital allocation in our plan is aligned to our decarbonisation strategy by progressively expanding the share of investments in gas projects to deliver the Upstream portfolio shift and raising investment to expand low and zero carbon activities, renewable generation, circular economy, and new energy vectors. Our capital allocated to these low and zero carbon activities is expected to total 30% of investment in 2026, 70% by 2030 and 85% by 2040. We apply a rigorous methodology in investment selection, both in terms of emission profile and CO2 costs, to ensure that each significant investment decision is compatible with emissions reduction plan and the objectives of the Paris Agreement. A sensitivity analysis on the lowest

carbon scenarios, including the IEA Net Zero “NZE 2050”, is also performed on assets’ value in use versus book value to stress test their resilience even under these aggressive scenarios, and we can confirm that we retain comfortable headroom.

Our financial strength and liquidity allow us to pursue our investment plans through the cycle and we have progressively de-levered our balance sheet meaning that we anticipate leverage of between 0.1 and 0.2 through our 2023-2026 plan. We have also aligned our funding needs to our decarbonisation targets and in January of 2023 we issued our first sustainability-linked bond to Italian retail investors with very significant success, recording demand over 5 times larger than the €2 billion offering.

Thanks to the ambition of these targets and the rigorousness of our methodology, our pathway towards Net-Zero is recognized by Transition Pathway Initiative as in line with a 1.5°C scenario in the long term. The latest CA100+ Net Zero Benchmark has likewise cited Eni, for the third consecutive year, as one of the companies most aligned with the investor coalition requirements. Eni also maintained its A- score by CDP and was ranked first among Integrated Energy Companies by Carbon Tracker in its 2022 Absolute Impact Research report.

In conclusion, even amid the extreme volatility, we have been successful in meeting the challenge of the Energy Trilemma, continuing to supply affordable and reliable energy to our customers and progressing on our de-carbonisation pathway towards Net Zero Scope 1-2-3 emissions by 2050.

With the backdrop of persistent and significant energy market uncertainty, our decarbonisation strategy is informed by continuous engagement and in-

depth dialogue with our stakeholders, including CA100+ shareholders, government, civil society and customers. In this volatile context, we believe that this is the most appropriate and effective approach to gather feedback as we continue to monitor the development of the scenario.

Lucia Calvosa

Claudio Descalzi

April 21, 2023”

\* \* \* \* \*

The Chairwoman provides me, the Notary, with the information on the fees paid to the audit firm PricewaterhouseCoopers S.p.A. to be included in these minutes; the information is as follows:

“as presented in the attachment to the separate financial statements, for the audit of the 2022 financial statements of Eni S.p.A., the audit firm PricewaterhouseCoopers S.p.A.: (i) audited Eni S.p.A.’s financial statements, including the limited review of the half-year interim report, periodic checks on the regular keeping of the accounts, the auditing of the consolidated financial statements, the limited review of the consolidated Non-Financial Statement (“NFS”), the auditing of the separate annual accounts of the Italian Regulatory Authority for electricity, gas and water for a fee of €3,423,538 (three million four hundred twenty-three thousand five hundred thirty-eight); (ii) audited the internal control system as it relates to financial reporting and Form 20-F, in accordance with the U.S. law, for a fee of €5,545,694 (five million five hundred and forty-five thousand six hundred and ninety-four); (iii) other audit-related activities for a fee of €1,294,969 (one million two hundred ninety four thousand nine

hundred sixty nine).

Overall, a total of €10,264,201 (ten million two hundred and sixty-four thousand two hundred and one) was recognised for the auditing of Eni S.p.A. 2022 financial statements by PwC Italia.

The total fees recognised by Eni S.p.A. and its subsidiaries for activities performed by the PricewaterhouseCoopers network amount to €27,200,007 (twenty-seven million two hundred thousand seven)."

\* \* \* \* \*

The Chairwoman reports that by filing a report, published and made available to the public within the time limits prescribed by current legislation, the Chairwoman of the Board of Statutory Auditors, Rosalba Casiraghi, informed the Meeting in accordance with Article 153 of the TUF, on the oversight activities provided by the Board of Statutory Auditors and on any omissions or censurable facts uncovered.

The Chairwoman announces that the Board of Directors proposes to approve the financial statements at December 31, 2022 of Eni S.p.A., which report a net profit amounting to €5,403,018,837.87 (five billion four hundred three million eighteen thousand eight hundred thirty-seven point eighty-seven).

\* \* \* \* \*

The printed document entitled the "**Annual Report 2022**", comprising the integrated financial statements of Eni, consisting of, among other things, the Report on Operations, the consolidated financial statements at December 31, 2022 (financial statements, notes to the consolidated financial statements, supplemental oil and gas information required by the

SEC, management's certification), ENI S.p.A.'s financial statements at December 31, 2022 (financial statements, notes to the financial statements, proposal by the Board of Directors to the Shareholders' Meeting, management's certification), the annexes to the notes (annexes to the notes to the Eni S.p.A. consolidated financial statements at December 31, 2022, Significant shareholdings of Eni S.p.A. at December 31, 2022 and Changes in the scope of consolidation during the year, fees paid for auditing and other services), Report of the Audit firm on the consolidated Non-Financial Statement, Report of the Audit firm on the consolidated financial statements, Report of the Audit firm on the separate financial statements, Report of the Board of Statutory Auditors to the Shareholders' Meeting - is annexed to these minutes under letter "D".

\* \* \* \* \*

The Chairwoman moves to the second item of the agenda

**No. 2**

**ALLOCATION OF NET PROFIT**

\* \* \* \* \*

The Chairwoman announces that, since the distribution of the dividend for the year 2022 took place using the available reserves of Eni S.p.A. based on the results achieved, the Board of Directors proposes to allocate the net profit as indicated in the Board of Directors Report on the items on the agenda and, in particular, to allocate the net profit for the period of €5,403,018,837.87 (five billion four hundred three million eighteen thousand eight hundred thirty seven point eighty seven) to the available reserve.

\* \* \* \* \*

The Chairwoman then moves on to the third item on the agenda

**No. 3**

**DETERMINATION OF THE NUMBER OF MEMBERS OF THE  
BOARD OF DIRECTORS**

\* \* \* \* \*

The Chairwoman announces that the Shareholders' Meeting has been called to appoint the members of the Board of Directors, as the term of office of the present directors, appointed by the Shareholders' Meeting held on May 13, 2020, draws to an end.

The Board of Directors proposes to maintain the number of directors to be appointed by the Shareholders' Meeting at nine.

The Chairwoman reads out the proposed resolution.

"Dear Shareholders,

You are invited to vote on the Board's proposal to maintain the number of directors to be appointed by the Shareholders' Meeting at nine."

\* \* \* \* \*

The Chairwoman then moves on to the fourth item on the agenda

**No. 4**

**DETERMINATION OF THE DIRECTORS' TERM OF OFFICE**

\* \* \* \* \*

The Chairwoman announces that the Board proposes to set the term of the office of the Directors to be appointed to three financial years, this term expiring on the date of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2025.

The Chairwoman reads out the proposed resolution.

“ Dear Shareholders,

You are invited to vote on the Board’s proposal to set the term of the office of the Directors to be appointed to three financial years, this term expiring on the date of the Shareholders’ Meeting called to approve the financial statements for the year ended December 31, 2025.”

\* \* \* \* \*

The Chairwoman then moves on to the fifth item on the agenda

**No. 5**

**APPOINTMENT OF THE DIRECTORS**

\* \* \* \* \*

The Chairwoman announces that, pursuant to Article 17.3 of the By-laws, the Board of Directors is appointed by the Shareholders’ Meeting on the basis of the slates presented by the shareholders, and that:

- on April 12, 2023 the Ministry of the Economy and Finance filed its own slate of candidates;
- on April 14, 2023 a group of shareholders composed by asset managers and other investors submitted their own slate.

The slate presented by the **Ministry of the Economy and Finance**, a shareholder with a 4.41% (four point forty-onepercent) of the share capital at the time the slate was filed, contains the following names in the order shown:

1. Giuseppe Zafarana;
2. Claudio Descalzi;
3. Cristina Sgubin;

4. Elisa Baroncini;

5. Federica Seganti;

6. Roberto Ciciani.

The candidates Giuseppe Zafarana, Cristina Sgubin, Elisa Baroncini e Federica Seganti have declared that they meet the independence requirements established by law (Article 147-*ter* and Article 148(3) of Legislative decree no. 58 of February 24 1998), referred to in the By-laws, upon their presentation or in any case the appointment, and by the Corporate Governance Code of Listed Companies.

The slate presented by a **group of shareholders composed of asset managers and other investors**, jointly holding about 0.76% (zero point seventy-six percent) of the share capital at the time the slate was filed, contains the following names in the order shown:

1. Raphael Louis L. Vermeir;

2. Carolyn Adele Dittmeier;

3. Massimo Belcredi

All of the candidates have declared that they meet the independence requirements established by law and by the Corporate Governance Code of Listed Companies.

The Chairwoman reads out the proposed resolution.

“Dear shareholders

you are invited to vote for one of the slates submitted”.

\* \* \* \* \*

The Chairwoman then moves on to the sixth item on the agenda.

**No. 6**

**APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF  
DIRECTORS**

\* \* \* \* \*

The Chairwoman announces that the shareholders were invited to propose and appoint one of the Directors, previously nominated in the slates presented for the appointment of the Board of Directors under item 5 of the agenda, as Chairman of the Board of Directors.

She reminds that, on April 12, 2023, the Ministry of the Economy and Finance announced the intention to propose the appointment of Giuseppe Zafarana as Chairman of the Board of Directors.

The Chairwoman reads out the proposed resolution.

“Dear Shareholders,

You are invited to propose and appoint one of the Directors, previously nominated in the slates presented for the appointment of the Board of Directors under item 5 of the agenda, as Chairman of the Board of Directors.”

\* \* \* \* \*

The Chairwoman moves on to the seventh item on the agenda.

**No. 7**

**DETERMINATION OF THE REMUNERATION OF THE  
CHAIRMAN OF THE BOARD OF DIRECTORS AND OF THE  
DIRECTORS**

\* \* \* \* \*

The Chairwoman announces that, pursuant to Article 26.1 of the By-

laws, the Shareholders' Meeting determines the remuneration of the Chairman and the members of the Board of Directors.

The same article provides that, if the Shareholders' Meeting does not set the remuneration, the most recently approved remuneration shall remain valid until decided otherwise by the Shareholders' Meeting.

The Chairwoman reminds that on May 25, 2006 the Shareholders Meeting authorised the Board to extend to Eni S.p.A. Directors and Statutory Auditors the D&O insurance policy introduced for Eni S.p.A. managers, with a maximum coverage of US\$200,000,000.00 (two hundred million point zero zero).

The policy, entered into by the Company, also covers the new bodies to be appointed; the related aggregate maximum amount of coverage dedicated to all Eni's management, Directors and Statutory Auditors is US\$200,000,000 (two hundred million point zero zero).

The Chairwoman announces that Shareholders were invited to submit their proposals on this item on the agenda and approve one of them and that on April 12, 2023, the Ministry of the Economy and Finance put forward the following remuneration proposals, published on the Internet site of the Company on April 13, 2023:

“- gross annual compensation of €90,000.00 (ninety thousand point zero zero) for the Chairman of the Board of Directors;

- gross annual compensation of €80,000.00 (eighty thousand point zero zero) for each Directors;

plus expenses for performance of the office”.

The Chairwoman then reads out the proposed resolution.

“Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and approve one of them.”

\* \* \* \* \*

The Chairwoman then moves on to the eighth item on the agenda.

## **No. 8**

### **APPOINTMENT OF THE STATUTORY AUDITORS**

\* \* \* \* \*

The Shareholders’ Meeting has been called to appoint the members of the Board of Statutory Auditors, as the term of office the current Board, appointed by the Shareholders Meeting of May 13, 2020, has expired.

The Chairwoman reminds that, pursuant to Article 28.2 of the By-laws, the Shareholders’ Meeting is called upon to appoint the Board of Statutory Auditors based on the slates presented by Shareholders and that:

- on April 12, 2023 the Ministry of the Economy and Finance filed a slate of candidates;
- on April 14, 2023 a group of shareholders composed by asset managers and other investors submitted its own slate.

The slate presented by the **Ministry of the Economy and Finance**, a shareholder with a 4.41% (four point forty-one percent) of the share capital at the time the slate was filed, contains the following names in the order shown:

Section 1 – Standing auditors:

1. Marcella Caradonna;
2. Giulio Palazzo;

3. Andrea Parolini.

Section II - Alternate Auditors:

1. Giulia De Martino;

2. Riccardo Bonuccelli.

The slate presented by **a group of shareholders composed by asset managers and other investors**, jointly holding about 0.76% (zero point seventy-six percent) of the share capital at the time the slate was filed, contains the following names in the order shown:

Section 1 – Standing Auditors

1. Rosalba Casiraghi;

2. Enrico Maria Bignami.

Section 2 – Alternate Auditors

1. Giovanna Villa.

She reads out the proposed resolution:

“Dear Shareholders,

You are invited to vote for one of the slates filed and published in compliance with the provisions of the By-laws.”

\* \* \* \* \*

The Chairwoman then moves on to the ninth item on the agenda

## **No. 9**

### **APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS**

\* \* \* \* \*

The Chairwoman reminds that, in compliance with Article 148, paragraph 2-bis of the TUF e Article 28.2 of the By-laws, Shareholders

should nominate and vote the Chair of the Board of Statutory Auditors among the standing auditors elected from the minority slate.

On April 14, 2023, the group of shareholders composed of asset managers and other investors announced their intention to propose the appointment of Rosalba Casiraghi as Chairman of the Board of Statutory Auditors.

The Chairwoman then reads out the proposed resolution.

“Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and approve one of them.”

\* \* \* \* \*

The Chairwoman reminds the Meeting that, in electing the Board of Directors and the Board of Statutory Auditors, if for any reason the entire Board of Directors or entire Board of Statutory Auditors cannot be elected through slate voting, as provided for by the By-laws, the Shareholders’ Meeting shall elect persons to fill the vacant director and standing auditor positions by majorities required by law, acting upon proposals submitted by the shareholders, in such a manner as to ensure that the composition of such boards comply with the law and the By-laws.

She notes that the candidates nominated in such a case by the shareholders must meet any requirements set out in the law and the By-laws, including those on gender balance.

\* \* \* \* \*

The Chairwoman then moves on to the tenth item on the agenda

## **No. 10**

### **DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND OF THE STANDING AUDITORS**

\* \* \* \* \*

The Chairwoman announces that, pursuant to Article 2402 of the Italian Civil Code the Shareholders' Meeting determines the annual remuneration of the Chairman and the members of the Board of Statutory Auditors.

The outgoing Board of Directors did not present any proposals on this item.

The Chairwoman reminds that on May 25, 2006 the Shareholders Meeting authorised the Board to extend to Eni S.p.A. Directors and Statutory Auditors the D&O insurance policy introduced for Eni S.p.A. managers, with a maximum coverage of US\$200,000,000.00 (two hundred million point zero zero).

The policy, entered into by the Company, also covers the new bodies to be appointed; the related aggregate maximum amount of coverage dedicated to all Eni's management, Directors and Statutory Auditors is USD 200,000,000 (two hundred million point zero zero).

The Chairwoman announces that Shareholders were invited to submit their proposals on this item on the agenda and approve one of them and that on April 12, 2023, the Ministry of the Economy and Finance put forward the following remuneration proposals, published on the Internet site of the Company on April 13, 2023:

“- gross annual compensation of €85,000.00 (eighty-five thousand point

zero zero) for the Chairman of the Board of Statutory Auditors  
- gross annual compensation of €75,000.00 (seventy-five thousand point  
zero zero) for each other Standing Auditors  
plus expenses for performance of the office.”

The Chairwoman then reads out the proposed resolution.

“Dear Shareholders,

You are invited to submit your proposals on this item on the agenda and  
approve one of them.”

\* \* \* \* \*

The Chairwoman then moves on to the eleventh item on the agenda

**No. 11**

**LONG-TERM INCENTIVE PLAN 2023-2025 AND DISPOSAL OF  
ENI TREASURY SHARES TO SERVE THE PLAN**

\* \* \* \* \*

The Chairwoman announces that the Board of Directors of Eni S.p.A., in  
relation to the expiration of the Long-Term Shareholders Incentive Plan  
2020-2022, approved by the Shareholders’ Meeting of May 13, 2020, has  
resolved to submit the adoption of a new share-based Long-Term Incentive  
Plan 2023-2025 (the “Plan”) to the Shareholders’ Meeting for approval,  
prepared on the basis of a proposal of the Remuneration Committee,  
comprised entirely of independent, non-executive directors, as a tool to  
incentivize and promote the loyalty of the Company’s most critical  
managers.

The Chairwoman then reads out the proposed resolution.

“Dear Shareholders,

You are invited to vote on the proposal of the Board of Directors to approve the Plan under the terms described in the Report of the Board of Directors and, in particular:

- to approve the Long-Term Incentive Plan 2023-2025, under the terms and conditions set forth in the Informative Document attached to the Board of Directors Report and made available within the time limits prescribed by current legislation, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, including the powers to: i) annually award Eni Shares to the Chief Executive Officer; ii) approve, on the proposal of the Remuneration Committee, the Regulation and the absolute targets for each annual award; iii) identify the Beneficiaries on the basis of the defined criteria; iv) decide any other terms and conditions for implementation provided they do not conflict with this resolutions;
- to authorise the Board to dispose of up to 16 (sixteen) 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 share.”

\* \* \* \* \*

The Chairwoman then moves on to the twelfth item on the agenda.

**No. 12**

**REMUNERATION REPORT (SECTION 1): POLICY ON  
REMUNERATION FOR 2023-2026**

\* \* \* \* \*

The Chairwoman explains that the first section of the Report on the remuneration policy for 2023-2026 and remuneration paid in 2022, prepared on the basis of Article 123-ter, *paragraph 3* of the T.U.F. and of Article 84-*quater* of the Issuers' Regulation, illustrates the policy approved by the Board of Directors, upon proposal of the Remuneration Committee, for the 2023-2026 term, on the remuneration of the Directors, the Chief Operating Officers and other managers with strategic responsibilities, as well as, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, the Statutory Auditors, and the procedures used to adopt and implement this policy.

Pursuant to Article 123-ter, paragraph three, of the T.U.F., the Shareholders' Meeting shall resolve in favour or against the first section of the Report. The resolution is binding.

The Chairwoman reads out the proposed resolution.

"Dear Shareholders,

You are invited to vote on the proposal submitted by the Board of Directors to approve the first section of the Report on the remuneration policy for 2023-2026 on the remuneration of the Directors, the Chief Operating Officers and other managers with strategic responsibilities, as well as, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, the Statutory Auditors, and the procedures used to adopt and implement this policy."

\* \* \* \* \*

**The Report on the remuneration policy for 2023-2026 and remuneration paid in 2022** is attached to these minutes as Annex "E"

while the **2022 Corporate Governance and Shareholding Structure Report** may be found under Annex “F”.

\* \* \* \* \*

The Chairwoman then moves on to the thirteenth item on the agenda

**No. 13**

**REMUNERATION REPORT (SECTION 2):**

**COMPENSATION PAID IN 2022.**

\* \* \* \* \*

The Chairwoman informs that the second section of the Remuneration Report, prepared on the basis of Article 123-ter, paragraph 4 of the T.U.F. and of Article 84-quater of the Issuers’ Regulation, illustrates the compensation paid during 2022 to the Board of Directors and the Statutory Auditors and, in aggregate form, other managers with strategic responsibilities. Pursuant to Article 123-ter, paragraph 6 of the T.U.F. the Shareholders’ Meeting shall resolve in favour or against the second section of the Report. The resolution is not binding.

The Board of Directors invites Shareholders to vote in favour.

\* \* \* \* \*

The Chairwoman then moves on to the fourteenth item on the agenda.

**No. 14**

**AUTHORISATION TO PURCHASE AND SELL TREASURY SHARES; RELATED AND CONSEQUENT RESOLUTIONS**

\* \* \* \* \*

The Chairwoman notes that the 2023-2026 Strategic Plan of Eni S.p.A., presented to the market on February 23, 2023, Eni intends to distribute

between 25% (twenty-five percent) and 30% (thirty percent) of its annual Cash Flow From Operations through a combination of dividends (as better detailed under items 15 and 16 of the agenda) and buyback. In the presence of CFFO upsides with respect to what is envisaged in the Plan, the Company intends to allocate 35% (thirty-five percent) of the incremental CFFO to remuneration.

In line with the Plan 2023-2026, also considering Eni's expectations for the scenario and performance of the businesses, Eni intends to launch in 2023 a new buyback programme for €2.2 (two point two) billion, which might be increased up to a total maximum of €3.5 billion (three point five) billion.

She also reminds that the shares purchased in execution of the authorisation granted by the Shareholders' Meeting of May 11, 2022, are supposed to be canceled in execution of the resolution referred to under item 17 of the agenda of this Shareholders' Meeting, (extraordinary part).

Therefore, the Board of Directors proposes to authorise the purchase and disposal of shares of the Company, in accordance with the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the Consolidated Law on Financial Intermediation, Article 144-bis of the Issuers Regulation, for the purposes, within the time limits and in accordance with the procedures specified in the Report of the Board of Directors.

The Chairwoman goes on to read the proposed resolution.

“ Dear Shareholders,

You are invited to resolve as follows:

1) to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, in multiple tranches, for a period until April 30 2024, for the purposes referred to in the explanatory report of the Board of Directors, within the time limits and on the conditions set out below:

- the maximum number of shares to be purchased is equal to 337,000,000 (three hundred thirty seven million) ordinary shares for a total outlay of up to €3.5 (three point five) billion, of which:
  - up to a maximum of 275,000,000 (two hundred and seventy-five million) shares for the purchase of treasury shares for the purpose of remunerating shareholders;
  - up to a maximum of 62,000,000 (sixty-two million) shares for the 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. In connection with purchases of treasury shares, 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 SpA stock in the trading session of the Euronext Milan organised and operated by

Borsa Italiana SpA, 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 Article 13 of Regulation (EU) no. 596/2014 (if applicable);

- under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution;

**2)** to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the disposal, in multiple tranches, of any or all 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;

**3) 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.”**

\* \* \* \* \*

The Chairwoman then moves on to the fifteenth item on the agenda

### **No. 15**

#### **USE OF AVAILABLE RESERVES FOR THE DISTRIBUTION OF THE 2023 DIVIDEND**

\* \* \* \* \*

The Chairwoman refers to the Board of Directors Report, made available to the public as required by law.

The Chairwoman reads the proposed resolution.

“ Dear Shareholders,  
taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 22, 2023 which provides for a 2023 dividend of €0.94 (zero point ninety-four) per share, to be distributed in four tranches in: (i) September 2023, in the amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero

point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share, we invite you to resolve as follows:

- i)** to approve, in accordance with the Shareholders Remuneration Policy adopted by the Board of Directors, the distribution, by way of and in place of the payment of the dividend for the year 2023, of €0.94 (zero point ninety-four) per share, to be distributed in four tranches in: (i) September 2023, in the amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share;
- ii)** to approve the use of available reserves: i) for the payment of the €0.24 (zero point twenty-four) tranche in September 2023 – also using the residual amount [of €188,978,048.40 (one hundred eighty-eight million nine hundred seventy-eight thousand forty-eight point forty)] of the reserve pursuant to Law 342/2000, the use of which was approved by the Shareholders' Meeting of May 11, 2022 – and ii) if necessary or appropriate, in the interest of shareholders, for the payment of following tranches;
- iii)** 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.”

\* \* \* \* \*

The Chairwoman moves on to the sixteenth item of the agenda

**EXTRAORDINARY PART**

**No. 16**

**REDUCTION AND USE OF THE RESERVE PURSUANT TO LAW**

**342/2000 FOR AND IN PLACE OF THE 2023 DIVIDEND**

\* \* \* \* \*

The Chairwoman refers to the Board of Directors Report, made available to the public as required by law.

The Chairwoman reads the proposed resolution.

“ Dear Shareholders,  
taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 22, 2023 which provides for a 2023 dividend of €0.94 (zero point ninety-four) per share, to be distributed in four tranches in: (i) September 2023, in the amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share, we invite you to resolve as follows:

**(i)** to approve, for the further implementation of the Remuneration Policy, the reduction - with the methods and terms set out in art. 2445 of the 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 €2,300,000,000.00 (two billion three hundred million point zero zero);

**(ii)** to approve, for the aforementioned purpose, the use of

€2,300,000,000.00 (two billion three hundred million point zero zero) resulting from the reduction of the “Revaluation reserve pursuant to law 342/2000” or, in the alternative – should formal requirements referred to in art. 2445 of the civil code do not allow the completion of procedures in time for the payment of subsequent tranches or in 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 SpA;

**(iii)** 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.”

\* \* \* \* \*

The Chairwoman moves on to the seventeenth item of the agenda

**No. 17**

**CANCELLATION OF ENI TREASURY SHARES, WITHOUT  
REDUCTION OF THE SHARE CAPITAL, AMENDMENT OF  
ARTICLE 5.1 OF THE BY-LAWS; RELATED AND CONSEQUENT  
RESOLUTIONS**

\* \* \* \* \*

The Chairwoman notes that on the occasion of the Shareholders' Meeting of May 11, 2022, the Board of Directors announced the intention to submit to the Shareholders' Meeting called to approve the financial statements at December 31, 2022, a proposal to cancel the treasury shares purchased up to the date of the Meeting, in execution of the authorisation granted in the Meeting of May 11, 2022.

In execution of the resolution of the Shareholders' Meeting of May 11,

2022, the Company purchased, until November 29, 2022 (date on which the Company's buy-back programme for 2022 ended), a total of 195,550,084 (one hundred ninety-five million five hundred and fifty thousand eighty-four) treasury shares representing 5.48% (five point forty-eight percent) of the Company's capital, for a total value of €2,399,992,593 (two billion three hundred and ninety-nine million nine hundred and ninety-two thousand five hundred and ninety-three).

That said, in line with what was announced at the above Shareholders' Meeting, the Board of Directors proposes to proceed with the cancellation of 195,550,084 (one hundred ninety-five million five hundred and fifty thousand eighty-four) treasury shares.

The Chairwoman refers to the Report of the Board of Directors concerning this item on the agenda made available in the terms provided by law and reads the Board's proposal.

“ Dear Shareholders,

you are invited to vote on the Board's proposal as follows:

**1)** to cancel 195,550,084 (one hundred ninety-five million five hundred and fifty thousand eighty-four) treasury shares with no par value, leaving unchanged share capital and decreasing the related reserve in the amount of €2,399,992,593 (two billion three hundred and ninety-nine million nine hundred and ninety-two thousand five hundred and ninety-three) (equal to the carrying amount of the cancelled shares);

**2)** to amend Article 5.1 of the By-laws as follows:

“5.1 The Company's share capital is equal to €4,005,358,876.00 (four billion five million three hundred fifty-eight thousand eight hundred and

seventy-six point zero zero) represented by 3,375,937,893 (three billion three hundred and seventy-five million nine hundred and thirty-seven thousand eight hundred and ninety-three) ordinary shares with no indication of par value”;

**3) 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 this resolution, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions as well as to make, where necessary, any formal additions, amendments and deletions for registration in the Register of Companies and to do whatever else necessary and appropriate for the successful execution of the transaction.”**

\* \* \* \* \*

The Chairwoman moves on to the eighteenth item of the agenda

**No. 18**

**CANCELLATION OF ANY TREASURY SHARES TO BE PURCHASED UNDER THE TERMS OF THE AUTHORISATION PURSUANT TO ITEM 14 ON THE AGENDA OF THE ORDINARY PART, WITHOUT REDUCTION OF THE SHARE CAPITAL, AND CONSEQUENT AMENDMENTS TO ARTICLE 5 OF THE BY-LAWS; RELATED AND CONSEQUENT RESOLUTIONS.**

\* \* \* \* \*

The Chairwoman reminds that, with reference to the purchase of Eni ordinary shares submitted for authorisation pursuant to item 14 on the agenda of the Shareholders’ Meeting in ordinary session, the Board of

Directors has called an extraordinary session to resolve on the proposal to cancel any treasury shares that will be purchased on the basis of the aforesaid authorisation for the purpose of paying to Shareholders further remuneration for the distribution of dividends, for a maximum number of 275,000,000 treasury shares, representing approximately 8.15% (eight point fifteen) of the Company's share capital following the cancellation of the treasury shares pursuant to item 17 on the agenda.

The cancellation — the execution of which is entrusted to the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same — may be made also through several actions, including before the purchase of the maximum number of shares authorised today by the Shareholders' Meeting in ordinary session under the terms of item no. 14 on the agenda and by no later than July 2024.

The cancellation will be followed by the amendment of Art. 5.1 of the By-laws in the part in which they indicate the number of shares into which the share capital is divided.

It is proposed therefore to add a last paragraph to the current Art. 5 of the By-laws, which will subsequently be annulled once the cancellation has been completed.

The Chairwoman refers to the Report of the Board of Directors and reads the Board's proposal.

“Dear Shareholders,  
you are invited to vote on the Board's proposal as follows:  
**1)** to authorise the Board of Directors, with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate, 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. The cancellation will occur keeping the amount of the share capital unchanged and through the reduction of the related specific reserve (equal to the carrying amount of the shares cancelled);

**2)** to approve, as of now, after the treasury share cancellation pursuant to point 1 has been completed, the amendment of Art. 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A. share capital is divided, indicating in the same paragraph the number of shares that will effectively exist as a consequence of the execution of this cancellation;

**3)** to add a final paragraph in Article 5 of the By-Laws as follows: The Extraordinary Shareholders' Meeting of May 10, 2023 authorised the cancellation of a maximum of 275,000,000 Eni treasury shares purchased in execution of the Plan approved by the Shareholders' Meeting of May 10, 2023, conferring delegated powers on the Board of Directors – with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate – to perform this cancellation, with several actions or at one time, by July 2024, to change, as a consequence, the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those effectively cancelled, and to proceed, after completing the cancellation, to annul this paragraph";

**4)** 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 this resolution, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions as well as to make, where necessary, any formal additions, amendments and deletions for registration in the Register of Companies and to do whatever else necessary and appropriate for the successful execution of the transaction.”

\* \* \* \* \*

**The Report of the Board of Directors on the items on the agenda** is attached to these minutes under the letter “G”.

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to declare:

- a) if there are any shareholders who asked in their proxy to make a comment or a vote declaration on the items on the agenda and, if so, to deliver the related texts to the notary, which will not be read but transcribed/attached to the minutes;
- b) if there are any shareholders who asked in their proxy to submit proposals of resolutions on the items on the agenda and, if so, to deliver them to the notary for transcription or attachment to the minutes.

She notes that, as indicated in the notice calling the Meeting, proposed resolutions submitted by shareholders and published on the Company Internet site will not be put to a vote unless they were formally submitted in the proxy to the Shareholders’ Representative.

- c) if there are any shareholders who conditioned their vote explicitly and objectively to questions asked in the proxy, and, if so, to read them to the

Meeting.

\* \* \* \* \*

Taking the floor is:

**DARIO TREVISAN (STUDIO LEGALE TREVISAN E ASSOCIATI -  
SHAREHOLDERS' REPRESENTATIVE):**

Thank you, Ms. Chairwoman,

in my capacity as Shareholders' Representative, I declare that I have received requests to take the floor and declarations of vote on some items of the agenda, the full text of which I will give to the Notary to be attached to the minutes of this meeting.

In particular:

(i) - the shareholders "Associazione Liberiamo la Basilicata" and Comitato "Aria Pulita Basilicata Onlus", entitled to vote and attend the Shareholders' Meeting each for 1 (one) ordinary share, submitted a proposal for a derivative action, pursuant to Article 2392 of the Italian Civil Code, relating to item 1 of the agenda (Eni Financial Statements). Following the proposal, I declare that I have received from the shareholders "Comitato "Aria Pulita Basilicata Onlus" and "Associazione Liberiamo la Basilicata" a further declaration of vote, with reference to the proposal for a derivative action against the Directors and Managers of Eni S.p.A. which reads as follows:

"As per the certified e-mail transmission of this form signed for the Eni Shareholders' Meeting called for May 10, 2023 in Rome (for the fourth consecutive year after the 2020, 2021 and 2022 meetings) "behind closed doors" in view of the ban imposed on shareholders to participate in person, the Shareholders' Meeting will once again be held with the physical

presence of only one person, the appointed representative of the Trevisan & Associati law firm designated by Eni's top management and executives, to whom all the shareholders are required to grant their proxy. This prohibition was imposed (for the fourth consecutive time) following the option exercised by Eni's top management as an exception to the long-standing applicable law requiring the meeting to be held in the physical presence of shareholders and without informing the shareholders and the general public in the notice calling the meeting of the motivation for the adoption of this optional restriction ("behind closed doors") on the basis of clear and explicit criteria. Eni's top management and executives were able to exercise (for the fourth consecutive year) the optional restriction banning the presence of shareholders thanks to the amendment submitted (at the last minute) by the corporate consultant Senator Massimo Garavaglia of the the Salvini Premier League during ratification of Decree Law 198/2022 (the "Milleproroghe" omnibus extension act). The amendment was published on February 14, 2023 and approved the following day (February 15, 2023) directly by the Senate during its 38th session, thus avoiding examination of the text in the competent standing committees of the Senate. After subsequent examination and approval by the other branch of Parliament (as the deadline for ratification expired), the amendment entered law in Article 3, paragraph 10-undecies of Law 14 of February 24, 2023";

(ii) - the shareholders "Associazione Liberiamo la Basilicata" and Comitato "Aria Pulita Basilicata Onlus", entitled to vote and attend the Shareholders' Meeting each for 1 (one) ordinary share, and the shareholder Elmann Rosania, entitled to vote and attend the Shareholders' Meeting each for 2

(two) ordinary shares, submitted further questions while the shareholder Fondazione Finanza Etica, entitled to vote and attend the Shareholders' Meeting for 80 (eighty) ordinary shares, submitted further questions that I submit to be attached to the minutes only for transparency, without the related attachments;

(iii) – the shareholder Giuseppe Valoppi, entitled to vote and attend the Shareholders' Meeting for 20,000 (twenty thousand) ordinary shares, submitted a request for intervention regarding the shareholder remuneration policy (also in relation to the buyback plan) which I submit, requesting its attachment to the minutes, only for transparency's sake;

(iv) - from the shareholder Ministry of the Economy and Finance, holding 157,552,137 shares representing 4.41% of share capital, with reference to item 12 of the agenda (Report on the remuneration policy and remuneration paid (I Sez.): Remuneration policy for 2023-2026), I received the following declarations: "The Ministry approves the first section of the report on remuneration policy, requiring the Board of Directors appointed by this Meeting to make the necessary adjustment of the remuneration policy to comply with the recent regulatory changes referred to in Article 43 of Decree Law 48 of May 4, 2023, with particular regard to the need to adopt remuneration policies aimed at: a) containing operating costs; b) give preference to variable the components of remuneration directly linked to corporate and individual performance over fixed components; c) exclude or in any case limit the cases and size of identities and emoluments however denominated granted as a result of or on the occasion of the termination of employment relationships at the request of the employees involved or at the

end of their term.”

(v) - from the shareholder Ministry of the Economy and Finance, holding 157,552,137 shares representing 4.41% of share capital, I have received the following declarations of vote with reference to the proposal for a derivative action against the Directors and Managers of Eni S.p.A., promoted by the shareholders “Associazione Liberiamo la Basilicata” and Comitato “Aria Pulita Basilicata Onlus”: “The Ministry of Economy and Finance, in expressing a vote against the proposed resolution of derivative action against the Directors and senior Managers of Eni S.p.A. who have held office in the period since the entry into operation of the Centro Oil Val D’Agri extraction site as on the issues covered by the request for action, at present, there is no final conviction sentence. The Ministry of Economy and Finance reserves the right to reassess its position regarding possible actions to protect the Company and its shareholding in relation to the evolution of pending court proceedings”.

Moreover, I would like to inform you that:

- a) – the shareholder Ministry of the Economy and Finance, holding 157,552,137 shares representing 4.41% of share capital, submitted proposals of resolutions with reference to item 6 (Appointment of the Chairman of the Board of Directors), 7 (Determination of remuneration of the Chairman of the Board of Directors and the Directors) and 10 (Determination of the remuneration of the Chairman of the Board of Statutory Auditors and the standing Statutory Auditors);
- b) – a group of shareholders made up of asset managers and investors, holding a total of about 0.76% of the share capital, submitted a proposal of

resolution with reference to item 9 of the agenda (Appointment of the Chairman of the Board of Statutory Auditors).

Finally, I would like to point out that I have not received voting instructions explicitly and objectively conditioned on questions expressed in the proxy.

Thank you.

\* \* \* \* \*

**The proposal for derivative action as well as the questions received by the Shareholders' Representative, in proxies from the shareholders** as indicated above, are attached in a single document to these minutes under letter "H".

\* \* \* \* \*

The Chairwoman takes the floor and reports:

(i) the proposal submitted by the shareholders "Associazione Liberiamo la Basilicata" and Comitato "Aria Pulita Basilicata Onlus", relating to a derivative action pursuant to Article 2392 of the Italian Civil Code, relating to item 1 of the agenda (Eni Financial Statements) is admissible since it relates to "facts occurring in the reporting period" and will be put to the vote of the Meeting;

(ii) since the Shareholders' Representative has not received any proxy containing questions where the voting instruction were explicitly and objectively conditioned to the answers, the answers asked by Shareholders will be given after the Shareholders' Meeting and published on the Internet site of the Company.

\* \* \* \* \*

The Chairwoman puts the individual items on the agenda to the vote using the remote voting device.

The Chairwoman asks the Bureau for the list of shareholders in attendance by proxy.

There are 2,930 (two thousand nine hundred thirty) Shareholders representing a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital.

She states that she did not receive any communication concerning situations of lack of entitlement to vote. The list setting out the results of the votes will be annexed to the minutes of the Meeting.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal of the Board of Directors under **item 1** of the agenda, as follows:

“ Approval of the financial statements at December 31, 2022 of Eni S.p.A. which report a net profit of €5,403,018,837.87 (five billion four hundred three million eighteen thousand eight hundred thirty seven point eighty seven).”

\* \* \* \* \*

The Chairman puts the individual items on the agenda to the vote using the remote voting device.

The outcome of the vote on item 1 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance

and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital - is as follows:

Voting in favour were

2,264,491,686 (two billion two hundred and sixty-four million four hundred and ninety-one thousand six hundred and eighty-six) shares, representing a 99.741774% (ninety-nine point seven hundred forty-one thousand seven hundred seventy-four percent) of the votes.

Voting against were

3,705,553 (three million seven hundred five thousand five hundred fifty three) shares, representing 0.163215% (zero point one hundred sixty-three thousand two hundred fifteen percent) of the votes.

Abstaining were

2,157,102 (two million one hundred fifty-seven thousand one hundred and two) shares, representing 0.095012% (zero point zero ninety five thousand twelve percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “I”.

\* \* \* \* \*

The Chairwoman notes that the proposal for a derivative action, submitted by the shareholders “Associazione Liberiamo la Basilicata” and Comitato “Aria Pulita Basilicata Onlus”, relating to item 1 in the agenda, was deemed admissible and is thus put to the vote of the Meeting.

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote using the remote voting device.

Following the vote on the proposed derivative action - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices by the Shareholders’ Representative - and having voted 2,886 (two thousand eight hundred eighty-six) shareholders, holding a total of 2,210,360,868 (two billion two hundred ten million three hundred and sixty thousand eight hundred and sixty-eight) shares with voting rights, equal to 61.889075% (sixty-one point eight hundred eighty-nine thousand seventy-five percent) of the entire share capital - is as follows:

Voting in favour were

9,570,917 (nine million five hundred seventy thousand nine hundred seventeen) shares representing 0.433002% (zero point four hundred thirty three thousand two percent) of the votes.

Voting against were

2,191,485,677 (two billion one hundred ninety-one million four hundred

eighty-five thousand six hundred seventy-seven) shares representing 99.146058% (ninety-nine point one hundred forty-six thousand fifty-eight percent) of the votes.

Abstaining were

9,304,274 (nine million three hundred four thousand two hundred seventy-four) shares representing 0.420939% (zero point four hundred twenty thousand nine hundred thirty nine percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

59,993,473 (fifty-nine million nine hundred ninety-three thousand four hundred seventy-three) shares.

\* \* \* \* \*

The Chairwoman announces that the proposal for a derivative action submitted by the Shareholders “Associazione Liberiamo la Basilicata” and Comitato “Aria Pulita Basilicata Onlus” is rejected by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “L”.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal of the Board of Directors under **item 2** of the agenda as follows:

“ Allocation of the net profit for the period of €5,403,018,837.87 (five billion four hundred three million eighteen thousand eight hundred thirty seven point eighty seven) to the available reserves.”

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote

using the remote voting device.

Following the vote on item 2 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices by the Shareholders' Representative - and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital - is as follows:

Voting in favour were

2,269,892,698 (two billion two hundred sixty-nine million eight hundred and ninety-two thousand six hundred and ninety-eight) shares representing 99.979666% (ninety-nine point nine hundred seventy-nine thousand six hundred sixty-six percent) of the votes.

Voting against were

43,750 (forty three thousand seven hundred fifty) shares representing 0.001927% (zero point zero zero one thousand nine hundred twenty seven percent) of the votes.

Abstaining were

417,893 (four hundred seventeen thousand eight hundred ninety-three) shares representing 0.018407% (zero point zero eighteen thousand four hundred seven percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “M”.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal of the Board under **item 3** of the agenda as follows:

“To maintain the number of directors to be appointed by the Shareholders’ Meeting at nine.”

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote using the remote voting device (radiovoter).

Following the vote on item 3 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and outcome of the use of remote voting devices by the Shareholders Representative - and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital - is as follows:

Voting in favour were

2,269,938,228 (two billion two hundred sixty-nine million nine hundred thirty-eight thousand two hundred twenty-eight) shares representing

99.981672% (ninety-nine point nine hundred eighty-one thousand six hundred seventy-two percent) of the votes.

Voting against were

55,098 (fifty five thousand ninety eight) shares representing 0.002427% (zero point zero zero two thousand four hundred twenty seven percent) of the votes.

Abstaining were

361,015 (three hundred sixty-one thousand fifteen) shares representing 0.015901% (zero point zero fifteen thousand nine hundred one percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “N”.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal of the Board under item **4** of the agenda which is as follows:

“To set the term of the office of the Directors to be appointed to three financial years, this term expiring on the date of the Shareholders’ Meeting called to approve the financial statements for the year ended December 31, 2025.”

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

Following the vote on item 4 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and outcome of the use of remote voting devices by the Shareholders Representative - and having voted 2,930 (two thousand nine hundred and thirty) holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital - is as follows:

Voting in favour were

2,256,211,955 (two billion two hundred and fifty-six million two hundred and eleven thousand nine hundred and fifty-five) shares representing 99.377085% (ninety-nine point three hundred seventy-seven thousand eighty-five percent) of the votes.

Voting against were

13,783,879 (thirteen million seven hundred eighty-three thousand eight hundred seventy-nine) shares representing 0.607125% (zero point six hundred seven thousand one hundred twenty five percent) of the votes.

Abstaining were

358,507 (three hundred fifty-eight thousand five hundred and seven) shares representing 0.015791% (zero point zero fifteen thousand seven hundred ninety-one percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “O”.

\* \* \* \* \*

The Chairwoman calls for a vote on **item 5** of the agenda relating to the appointment of Directors and puts to a vote slate no. 1 (presented by the Ministry of Economy and Finance) and slate no. 2 (presented by a group of shareholders made up of asset managers and investors).

The slate presented by the **Ministry of the Economy and Finance**, representing 4.41% (four point forty-one percent) of the share capital at the time the slate was filed, contains the following names in the order shown:

1. Giuseppe Zafarana;
2. Claudio Descalzi;
3. Cristina Sgubin;
4. Elisa Baroncini;
5. Federica Seganti;
6. Roberto Ciciani.

The slate presented by **a group of shareholders made up of asset managers and investors**, jointly holding about 0.76% (zero point seventy-six percent) of the share capital at the time the slate was filed, contains the following names in the order shown:

1. Raphael Louis L. Vermeir;

2. Carolyn Adele Dittmeier;

3. Massimo Belcredi

\* \* \* \* \*

The Chairman invites the Shareholders' Representative to vote using the remote voting device.

Following the vote on item 5 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and outcome of the use of remote voting devices by the Shareholders Representative - and having voted 2,924 (two thousand nine hundred twenty four) shareholders holding a total 2,269,085,567 (two billion two hundred and sixty-nine million eighty-five thousand five hundred and sixty-seven) shares with voting rights, equal to 63.533339% (sixty-three point five hundred thirty-three thousand three hundred thirty-nine percent) of the entire share capital - is as follows:

Voting in favour of slate 1 were

1,746,350,705 (one billion seven hundred forty million three hundred fifty thousand seven hundred and five) shares representing 76.962752% (seventy-six point nine hundred sixty-two thousand seven hundred fifty-two percent) of the votes.

Voting in favour of slate 2 were

508,798,329 (five hundred eight million seven hundred ninety-eight thousand three hundred twenty-nine) shares representing 22.423056% (twenty two point four hundred twenty three thousand fifty six percent) of the votes.

Voting against both slates were

2,682,573 (two million six hundred eighty-two thousand five hundred seventy-three) shares representing 0.118223% (zero point one hundred eighteen thousand two hundred twenty three percent) of the votes.

Abstaining were

11,253,960 (eleven million two hundred and fifty-eight thousand nine hundred and sixty) shares representing 0.495969% (zero point four hundred ninety-five thousand nine hundred sixty-nine percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

1,268,774 (one million two hundred and sixty-eight thousand seven hundred and seventy-four) shares.

\* \* \* \* \*

**The list setting out the results of the vote** is attached to these minutes as Annex “P”.

\* \* \* \* \*

The Chairman announces that, as a results of the votes above, the following persons shall serve as directors until the Shareholders’ Meeting called to approve the 2025 financial statements:

1. Giuseppe Zafarana;
2. Claudio Descalzi;
3. Cristina Sgubin;
4. Elisa Baroncini;
5. Federica Seganti;
6. Roberto Ciciani.

from the slate (slate no.1) presented by the **Ministry of the Economy and**

**Finance**, which received the majority of the votes

and:

1. Raphael Louis L. Vermeir;
2. Carolyn Adele Dittmeier;
3. Massimo Belcredi

from the slate (slate no. 2) submitted by the **group of shareholders composed of asset managers and institutional investors.**

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal under **item 6 of the agenda** of the Ministry of the Economy and Finance to appoint Giuseppe Zafarana Chairman of the Board of Directors.

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

Following the vote on item 6 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and outcome of the use of remote voting devices by the Shareholders Representative - and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

n. 2,194,206,630 (two billion one hundred and ninety-four million two

hundred thousand six hundred and thirty) shares representing 96.645999% (ninety-six point six hundred forty-five thousand nine hundred and ninety-nine percent) of the votes.

Voting against were

71,906,414 (seventy-one million nine hundred six thousand four hundred fourteen) shares representing 3.167189% (three point one hundred sixty-seven thousand one hundred and eighty-nine percent) of the votes.

Abstaining were

4,241,297 (four million two hundred and forty-one thousand two hundred and ninety-seven) shares representing 0.186812% (zero point one hundred eighty-six thousand eight hundred and twelve percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**Giuseppe Zafarana**, the first candidate listed on slate no. 1, which received the highest number of votes, is appointed Chairman of the Board of Directors.

**The list setting out the results of the vote** is attached to these minutes as Annex “Q”.

\* \* \* \* \*

As a result of the votes on items 5 and 6 of the agenda for this Meeting, the Board of Directors, which will serve a term of office of three financial years ending with the Shareholders’ Meeting call to approve the 2025

financial statements, is composed as follows:

- GIUSEPPE ZAFARANA, born in Piacenza on May 2 1963, taxpayer ID no. ZFR GPP 63E02 G535X, Italian citizen - Presidente;
- CLAUDIO DESCALZI, born in Milan on February 27, 1955, taxpayer ID no. DSC CLD 55B27 F205V, Italian citizen;
- CRISTINA SGUBIN, born in Frosinone on August 7, 1980, taxpayer ID no. SGB CST 80M47 D810D, Italian citizen;
- ELISA BARONCINI, born in Castel San Pietro Terme (BO) on August 16 1966, taxpayer ID no. BRN LSE 66M56 C265T, Italian citizen;
- FEDERICA SEGANTI, born in Trieste on May 29, 1966, taxpayer ID no. SGN FRC 66E69 L424L, Italian citizen;
- ROBERTO CICIANI, born in Rome on May 26, 1972, taxpayer ID no. CCN RRT 72E26 H501G, Italian citizen;
- CAROLYN ADELE DITTMEIER, born in Salem - Massachusetts (USA) on November 6, 1956, taxpayer ID no. DTT CLY 56S46 Z404H, Italian and US citizen;
- MASSIMO BELCREDI, born in Brindisi on February 24, 1962, taxpayer ID no. BLC MSM 62B24 B180M, Italian citizen;
- RAPHAEL LOUIS L. VERMEIR, born in Merchtem (Belgio) on March 23, 1955, taxpayer ID no. VRM RHL 55C23 Z103Y, Belgian citizen;

all domiciled for the purposes of their position in Rome at Piazzale Enrico Mattei no. 1.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal on the remuneration of the Chairman of the Board of Directors and of the Directors, under **item 7**

of the agenda, as proposed by the representative of the Ministry of the Economy and Finance.

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 7 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,929 (two thousand nine hundred twenty nine) shareholders holding a total of 2,270,334,341 (two billion two hundred and seventy million three hundred and thirty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568304% (sixty-three point five hundred sixty-eight thousand three hundred and four percent) of the entire share capital – is as follows:

Voting in favour were

2,261,854,585 (two billion two hundred and sixty-one million eight hundred and fifty-four thousand five hundred and eighty-five) shares representing 99.626497% (ninety-nine point six hundred twenty thousand four hundred eighty-seven percent) of the votes.

Voting against were

6,642,653 (six million six hundred and forty-two thousand six hundred and fifty-three) shares representing 0.292585% (zero point two hundred ninety-two thousand five hundred eighty-five percent) of the votes.

Abstaining were

1,837,103 (one million eight hundred thirty-seven thousand one hundred

and three) shares representing 0.080918% (zero point zero eighty thousand nine hundred eighteen percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

20,000 (twenty thousand) shares.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote is attached to these minutes as Annex “R”.**

\* \* \* \* \*

Therefore the remuneration of the Chairman of the Board of Directors and of the Directors is as follows:

- gross annual compensation of €90,000.00 (ninety thousand point zero zero) for the Chairman of the Board of Directors;
- gross annual compensation of €80,000.00 (eighty thousand point zero zero) for each Directors;

plus expenses for performance of the office.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal relating to **item 8** of the agenda relating to the appointment of the members of the Board Auditors and therefore put slate no. 1 (submitted by the Ministry of the Economy and Finance) and slate no. 2 (submitted by the group of shareholders composed of asset managers and other investors) to a vote.

The slate presented by the **Ministry of the Economy and Finance**, a shareholder with a 4.41% (four point thirty-four percent) of the share

capital at the time the slate was filed, contains the following names in the order shown:

Section 1 – Standing Auditors:

1. Marcella Caradonna;
2. Giulio Palazzo;
3. Andrea Parolini.

Section 2 – Alternate Auditors:

1. Giulia De Martino;

The slate presented by the **group of shareholders composed of asset managers and other investors**, jointly holding about 0.76% (zero point settantaseventy-six percent) of share capital at the time the slate was filed, contains the following names in the order shown:

Section 1 – Standing Auditors

1. Rosalba Casiraghi;
2. Enrico Maria Bignami.

Section 2 – Alternate Auditors

1. Giovanna Villa.

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 8 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,924 (two thousand nine hundred and twenty-four) shareholders holding a total of 2,268,957,909 (two

billion two hundred and sixty-eight million nine hundred fifty-seven thousand nine hundred and nine) shares with voting rights, equal to 63.529765% (sixty three point five hundred twenty nine thousand seven hundred sixty five percent) of the entire share capital – is as follows:

Voting in favour of slate no. 1 were

2,065,868,429 (two billion sixty five million eight hundred sixty eight thousand four hundred twenty nine) shares representing 91.049218% (ninety-one point zero forty-nine thousand two hundred and eighteen percent) of the votes.

Voting in favour pf slate no. 2 were

194,697,020 (one hundred ninety-four million six hundred ninety-seven thousand twenty) shares representing 8.580900% (eight point five hundred eighty thousand nine hundred percent) of the votes.

Voting against both slates were

536,536 (five hundred thirty-six thousand five hundred thirty-six) shares representing 0.023647% (zero point zero twenty-three thousand six hundred and forty-seven percent) of the votes.

Abstaining were

7,855,924 (seven million eight hundred fifty-five thousand nine hundred and twenty-four) shares representing 0.346235% (zero point three hundred and forty-six thousand two hundred thirty-five percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

1,396,432 (one million three hundred ninety-six thousand four hundred thirty-two) shares.

\* \* \* \* \*

**The list setting out the results of the vote** is attached to these minutes as Annex “S”.

\* \* \* \* \*

As a results of the vote above, the following persons shall serve as members of the Board of Auditors until the Shareholders’ Meeting called to approve the 2025 financial statements:

- Marcella Caradonna - Standing Auditor;
- Giulio Palazzo- Standing Auditor;
- Andrea Parolini - Standing Auditor;
- Giulia De Martino - Alternate Auditor;

from the slate (slate on.1) submitted by the **Ministry of the Economy and Finance** which received the majority of the votes, and:

- Rosalba Casiraghi - Standing Auditor;
- Enrico Maria Bignami - Standing Auditor;
- Giovanna Villa - Alternate Auditor;

from the slate (slate no. 2) submitted by the **group of shareholders made up of asset managers and investors**.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 9** of the agenda presented by **a group of shareholders made up of asset managers and investors** to appoint Rosalba Casiraghi as Chairwoman of the Board of Statutory Auditors.

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote

using the remote voting device.

The outcome of the vote on item 9 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,928 (two thousand nine hundred twenty eight) shareholders holding a total of 1,176,622,726 (one billion one hundred and seventy-six million six hundred and twenty-two thousand seven hundred and twenty-six) shares with voting rights, equal to 32.944888% (thirty two point nine hundred forty four thousand eight hundred eighty eight percent) of the entire share capital – is as follows:

Voting in favour were

1,164,499,686 (one billion one hundred and sixty-four million four hundred and ninety-nine thousand six hundred and eighty-six) shares representing 98.969675% (ninety eight point nine hundred sixty nine thousand six hundred seventy five percent) of the votes.

Voting against were

3,642,510 (three million six hundred and forty-two thousand five hundred ten) shares representing 0.309573% (zero point three hundred nine thousand five hundred seventy-three percent) of the votes.

Abstaining were

8,480,530 (eight million four hundred eighty thousand five hundred thirty) shares representing 0.720752% (zero point seven hundred twenty thousand seven hundred fifty two percent) of the votes.

\* \* \* \* \*

The “Ministry of the Economy and Finance” and “Cassa depositi e prestiti

società per azioni” did not vote.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “T”.

\* \* \* \* \*

The Chairwoman announces that as a consequence of the vote **Rosalba Casiraghi** is appointed Chairwoman of the Board of Statutory Auditors.

\* \* \* \* \*

As a result of the votes on items 8 and 9 of the agenda for this Meeting, the Board of Statutory Auditors, which will serve a term of office of three financial years ending with the Shareholders’ Meeting called to approve the 2025 financial statements, is composed as follows:

**STANDING AUDITORS:**

- ROSALBA CASIRAGHI, born in Milan on June 17, 1950, domiciled in Fino Mornasco (CO) Via Garibaldi 2, taxpayer ID no. CSR RLB 50H57 F205Y, Italian citizen, Register of Auditors no. 11897 - Ministerial Decree of April 12, 1995 - Gazzetta Ufficiale no. 31-bis of April 21, 1995; -

Chairman;

- ENRICO MARIA BIGNAMI, born in Milan on May 7, 1957, domiciled in Milan, Via Leone XIII 14, taxpayer ID no. BGN NCM 57E07 F205V, Italian citizen, Register of Auditors no. 6086 - Ministerial Decree of April 12, 1995 - Gazzetta Ufficiale no. 31-bis of April 21, 1995;

- MARCELLA CARADONNA, born in Stornara (FG) on May 22, 1959, domiciled in Opera (MI), Via Sporting Mirasole 23/1, taxpayer ID no. CRD

MCL 59E62 I962J, Italian citizen, Register of Auditors no. 91274 - Ministerial Decree of October 15, 1999 - Gazzetta Ufficiale no. 87 of November 2, 1999.

- GIULIO PALAZZO, born in Potenza on March 27, 1969, domiciled in Via Giovanni Battista Martini 2, taxpayer ID no. PLZ GLI 69C27 G942J, Italian citizen, Register of Auditors no. 101808 - Ministerial Decree of November 15, 1999 - Gazzetta Ufficiale no. 17 dicembre 1999 n. 100;

- ANDREA PAROLINI, born in Lecco on December 29, 1967, domiciled in Milan, Piazzetta Bossi Maurilio 1, taxpayer ID no. PRL NDR 67T29 E507Y, Italian citizen, Register of Auditors no. 93107 - Ministerial Decree of October 15, 1999 - Gazzetta Ufficiale no. 87 of November 2, 1999;

**ALTERNATE AUDITORS:**

- GIOVANNA VILLA, born in Monza (MI) on January 16, 1966, domiciled in Carimate (CO), Via strada privata del golf 14/A, taxpayer ID no. VLL GNN 66A56 F704H, Italian citizen, Register of Auditors no. 125722 - Ministerial Decree of May 28, 2002 - Gazzetta Ufficiale no. 47 of June 14, 2002;

- GIULIA DE MARTINO, born in Rome on June 2, 1978, domiciled in Roma, Via Archimede, taxpayer ID no. DMR GLI 78H42 H501M, Italian citizen, Register of Auditors no. 139123 - Ministerial Decree of January 26, 2006 - Gazzetta Ufficiale no. 9 of February 3, 2006.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal on the determination of the remuneration of the Chairwoman of the Board of Statutory Auditors and the standing auditors under **item 10** of the agenda, as proposed by the

Ministry of the Economy and Finance.

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 10 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,269,450,905 (two billion two hundred and sixty-nine million four hundred and fifty thousand nine hundred and five) shares representing 99.960207% (ninety-nine point nine hundred sixty thousand two hundred and seven percent) of the votes.

Voting against were

99,071 (ninety-nine thousand seventy-one) shares representing 0.004364% (zero point zero zero four thousand three hundred and sixty-four percent) of the votes.

Abstaining were

804,365 (eight hundred and four thousand, three hundred and sixty-five) shares representing 0.035429% (zero point zero thirty five thousand four

hundred twenty nine percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “U”.

\* \* \* \* \*

Therefore the remuneration of the Chairwoman of the Board of Statutory Auditors and of the standing auditors is as follows:

- \* gross annual compensation of €85,000.00 (eighty-five thousand point zero zero) for the Chairman of the Board of Statutory Auditors;
- \* gross annual compensation of €75,000.00 (seventy-five thousand point zero zero) for each standing auditor

Plus expenses for performance of the office.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal under **item 11** of the agenda, as follows:

“The Ordinary Shareholders’ Meeting,

resolves

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 terms and conditions set forth in the Informative Document made available within the

time limits prescribed by current legislation, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, including the powers to: i) annually award Eni Shares to the Chief Executive Officer; ii) approve, on the proposal of the Remuneration Committee, the Regulation and the absolute targets for each annual award; iii) identify the Beneficiaries on the basis of the defined criteria; iv) decide any other terms and conditions for implementation provided they do not conflict with this resolutions;

- to authorise the Board to dispose of up to 16 (sixteen) 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.”

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote using the remote voting device.

The outcome of the vote on item 11 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,224,068,895 (two billion two hundred twenty-four million sixty-eight thousand three hundred and ninety-five) shares representing 97.961312% (ninety-seven point nine hundred sixty-one thousand three hundred and twelve percent) of the votes.

Voting against were

26,317,301 (twenty-six million three hundred seventeen thousand three hundred one) shares representing 1.159172% (one point one hundred fifty-nine thousand one hundred and seventy-two percent) of the votes.

Abstaining were

19,968,145 (nineteen million nine hundred sixty-eight thousand one hundred and forty-five) shares representing 0.879517% (zero point eight hundred seventy-nine thousand five hundred seventeen percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “V”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 12** of the agenda, as follows:

“The Ordinary Shareholders’ Meeting,

resolves

in favour of the first section of the Remuneration Report regarding the Company's policy on the remuneration of Directors, Chief Operating Officers and other managers with strategic responsibilities for the 2023-2026 term and, without prejudice to the provisions of Art.2402 of the Italian Civil Code, of the standing auditors, as well as the procedures used to adopt and implement this policy.”

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 12 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,103,220,628 (two billion one hundred three million two hundred twenty thousand six hundred twenty eight) shares representing 92.638430% (ninety-two point six hundred thirty-eight thousand four hundred and thirty percent) of the votes.

Voting against were

121,627,252 (one hundred twenty-one million six hundred twenty-seven thousand two hundred fifty-two) shares representing 5.357192% (five point three hundred fifty seven thousand one hundred and ninety-two percent) of the votes.

Abstaining were

45,506,461 (forty-five million five hundred six thousand four hundred sixty-one) shares representing 2.004377% (two point zero zero four thousand three hundred seventy seven percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “Z”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 13** of the agenda, as follows:

“The Ordinary Shareholders’ Meeting,

resolves

in favour of the second section of the Remuneration Report regarding the, the compensation paid during 2019 to the Board of Directors, the Chief Operating Officers and the Statutory Auditors, and, in aggregate form, other managers with strategic responsibilities (for whom the description is provided for).”

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 13 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

1,778,262,444 (one billion seven hundred and seventy-eight million two hundred and sixty-two thousand four hundred and forty-four) shares representing 78.325326% (seventy eight point three hundred twenty five thousand three hundred twenty six percent) of the votes.

Voting against were

444,531,540 (four hundred forty-four million five hundred thirty-one thousand five hundred forty) shares representing 19.579831% (nineteen point five hundred seventy nine thousand eight hundred thirty one percent) of the votes.

Abstaining were

47,560,357 (forty-seven million five hundred and sixty thousand three hundred fifty-seven) shares representing 2.094843% (dew point zero ninety

four thousand eight hundred and forty three percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “AA”.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal under **item 14 of the agenda** as follows:

“ The Ordinary Shareholders’ Meeting

resolves

1) to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, in multiple tranches, for a period until April 30 2024, for the purposes referred to in the explanatory report of the Board of Directors, within the time limits and on the conditions set out below:

- the maximum number of shares to be purchased is equal to 337,000,000 (three hundred thirty seven million) ordinary shares for a total outlay of up to €3.5 (three point five) billion, of which:

- up to a maximum of 275,000,000 (two hundred and seventy-five million) shares for the purchase of treasury shares for the purpose of remunerating Shareholders;

- up to a maximum of 62,000,000 (sixty-two million) shares for the

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. In connection with purchases of treasury shares, 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 SpA stock in the trading session of the Euronext Milan organised and operated by Borsa Italiana SpA, 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 Article 13 of Regulation (EU) no. 596/2014 (if applicable);

- under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution;

**2)** to authorise the Board of Directors - pursuant to and for the purposes of Article 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;

**3)** 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.”

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote

using the remote voting device.

The outcome of the vote on item 14 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,253,270,643 (two billion two hundred and fifty-three million two hundred and seventy thousand six hundred and forty-three) shares representing 99.247532% (ninety-nine point two hundred forty-seven thousand five hundred thirty-two percent) of the votes.

Voting against were

16,634,931 (sixteen million six hundred thirty-four thousand nine hundred thirty-one) shares representing 0.732702% (zero point seven hundred thirty-two thousand seven hundred two percent) of the votes.

Abstaining were

448,767 (four hundred forty-eight thousand seven hundred sixty-seven) shares representing 0.019766% (zero point zero nineteen thousand seven hundred sixty six percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**BB**”.

\* \* \* \* \*

The Chairwoman calls for a vote on the proposal under **item 15** of the agenda as follows:

“Dear Shareholders, taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 22, 2023 which provides for a 2023 dividend of €0.94 (zero point ninety-four) per share to be distributed in four tranches in: (i) (i) September 2023, in the amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share, we invite you to resolve as follows:

i) to approve, in line with the Shareholders Remuneration Policy adopted by the Board of Directors, the distribution, by way of and in place of the payment of the dividend for the year 2023, of €0.94 (zero point ninety-four) per share, to be distributed in four tranches in: (i) September 2023, in the amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share;

ii) to approve the use of available reserves: i) for the payment of the €0.24 (zero point twenty-four) tranche in September 2023 - also using for this purpose the residual amount [€188,978,048.40 (one hundred eighty-eight million nine hundred seventy-eight thousand forty-eight point forty)] 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 or appropriate, in the interests of the shareholders, for the payment of the following tranches;

iii) 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.”

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 15 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,259,349,945 (two billion two hundred and fifty-nine million three

hundred and forty-nine thousand nine hundred and forty-five) shares representing 99.515301% (ninety-nine point five hundred fifteen thousand three hundred one percent) of the votes.

Voting against were

n. 1,615,369 (one million six hundred fifteen thousand three hundred sixty-nine) shares representing 0.071151% (zero point zero seventy-one thousand one hundred fifty-one percent) of the votes.

Abstaining were

9,389,027 (nine million three hundred eighty-nine thousand twenty-seven) shares representing 0.413549% (zero point four hundred thirteen thousand five hundred forty-nine percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “CC”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 16 of the agenda** as follows:

“Dear Shareholders, taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 22, 2023 which provides for a 2023 dividend of €0.94 (zero point ninety-four) per share to be distributed in four tranches in: (i) September 2023, in the

amount of €0.24 (zero point twenty-four) per share; (ii) November 2023, in the amount of €0.23 (zero point twenty-three) per share; (iii) March 2024, in the amount of €0.24 (zero point twenty-four) per share and (iv) May 2024, in the amount of €0.23 (zero point twenty-three) per share, we invite you to resolve as follows:

- i)** to approve, for the further implementation of the Remuneration Policy, the reduction with the methods and terms set out in art. 2445 of the civil code as referred to in Article 13 of Law 342/2000 - of the “Revaluation reserve pursuant to law 342/2000” in the amount of €2,300,000,000.00 (two billion three hundred million point zero zero);
- ii)** to approve, for the above purpose, the use of the aforesaid amount of €2,300,000,000.00 (two billion three hundred million point zero zero), made available following the reduction of the “Revaluation reserve pursuant to Law 342/2000” 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 in 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.;
- iii)** 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.”

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote

using the remote voting device.

\* \* \* \* \*

The Chairwoman asks the Bureau for the list of shareholders in attendance by proxy to verify the quorum relating to the Extraordinary part of the Shareholders' Meeting.

the Chairwoman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty-four thousand three hundred and forty-one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred and sixty-four percent) of the entire share capital.

\* \* \* \* \*

The outcome of the vote on item 16 of the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,259,344,545 (two billion two hundred and fifty-nine million three hundred and forty-four thousand five hundred and forty-five) shares

representing 99.515063% (ninety-nine point five hundred fifteen thousand sixty-three percent) of the votes.

Voting against were

1,610,393 (one million six hundred and ten thousand three hundred and ninety-three) shares representing 0.070931% (zero point zero seventy thousand nine hundred thirty one percent) of the votes.

Abstaining were

9,399,403 (nine million three hundred and ninety-nine thousand four hundred and three) shares representing 0.414006% (zero point four hundred fourteen thousand six percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “DD”.

\* \* \* \* \*

The Chairwoman puts to vote the proposal relating to **item 17** of the agenda, which is as follows:

“ The Extraordinary Shareholders' Meeting, having seen the Report of the Board of Directors,

resolves

**1)** to cancel 195,550,084 (one hundred ninety-five million five hundred fifty thousand eighty-four) treasury shares with no par value, leaving unchanged

share capital and decreasing the related reserve in the amount of €2,399,992,593 (two billion three hundred and ninety-nine million nine hundred and ninety two thousand five hundred and ninety-three) (equal to the carrying amount of the cancelled shares);

**2)** to amend Article 5.1 of the By-laws as follows:

“5.1 The Company’s share capital is equal to €4,005,358,876.00 (four billion five million three hundred fifty-eight thousand eight hundred and seventy-six point zero zero) represented by 3,375,937,893 (three billion three hundred and seventy-five million nine hundred thirty-seven thousand eight hundred and ninety-eight) ordinary shares with no par value”;

**3)** 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 make, where necessary, any formal additions, amendments and deletions for registration in the Register of Companies and to do whatever else necessary and appropriate for the successful execution of the transaction”.

\* \* \* \* \*

The Chairwoman invites the Shareholders’ Representative to vote using the remote voting device.

The outcome of the vote on item 17 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,930 (two thousand nine

hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,262,032,781 (two billion two hundred and sixty-two million thirty-two thousand seven hundred and eighty-one) shares representing 99.633469% (ninety-nine point six hundred thirty-three thousand four hundred and sixty-nine percent) of the votes.

Voting against were

7,886,227 (seven million eight hundred and eighty-six thousand two hundred and twenty-seven) shares representing 0.347357% (zero point three hundred forty-seven thousand three hundred fifty-seven percent) of the votes.

Abstaining were

435,333 (four hundred thirty-five thousand three hundred and thirty-three) shares representing 0.019175% (zero point zero nineteen thousand one hundred and seventy-five percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes

as Annex "EE".

\* \* \* \* \*

The Chairwoman puts to vote the proposal relating to **item 18** of the agenda, which is as follows:

" The Extraordinary Shareholders' Meeting, having seen the Report of the Board of Directors,

resolves

**1)** to authorise the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same, 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. The cancellation will occur keeping the amount of the share capital unchanged and through the reduction of the related specific reserve (equal to the carrying amount of the shares cancelled);

**2)** to approve, as of now, after the treasury share cancellation pursuant to point 1 has been completed, the amendment of Art. 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A. share capital is divided, indicating in the same paragraph the number of shares that will effectively exist as a consequence of the execution of this cancellation;

**3)** to add a final paragraph in Article 5 of the By-Laws as follows: The Extraordinary Shareholders' Meeting of May 10, 2023 authorised the cancellation of a maximum of 275,000,000 Eni treasury shares purchased in

execution of the Plan approved by the Shareholders' Meeting of May 10, 2023, conferring delegated powers on the Board of Directors – with the option of delegation to the Chief Executive Officer and sub-delegation by the same – to perform this cancellation, with several actions or at one time, by July 2024, to change, as a consequence, the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those effectively cancelled, and to proceed, after completing the cancellation, to annul this paragraph”;

**4) 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 make, where necessary, any formal additions, amendments and deletions for registration in the Register of Companies and to do whatever else necessary and appropriate for the successful execution of the transaction.”**

\* \* \* \* \*

The Chairwoman invites the Shareholders' Representative to vote using the remote voting device.

The outcome of the vote on item 18 - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,930 (two thousand nine hundred and thirty) shareholders holding a total of 2,270,354,341 (two billion two hundred and seventy million three hundred fifty four thousand

three hundred and forty one) shares with voting rights, equal to 63.568864% (sixty-three point five hundred sixty-eight thousand eight hundred sixty-four percent) of the entire share capital – is as follows:

Voting in favour were

2,262,042,139 (two billion two hundred and sixty-two million forty-two thousand one hundred and thirty-nine) shares representing 99.633881% (ninety-nine point six hundred thirty-three thousand eight hundred eighty-one percent) of the votes.

Voting against were

7,885,271 (seven million eight hundred and eighty-five thousand two hundred and seventy-one) shares representing 0.347315% (zero point three hundred forty-seven thousand three hundred fifteen percent) of the votes.

Abstaining were

426,931 (four hundred twenty-six thousand nine hundred thirty-one) shares representing 0.018805% (zero point zero eighteen thousand eight hundred and five percent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairwoman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “FF”.

\* \* \* \* \*

The **amended text of the By-laws** is attached to these minutes as Annex

“GG”.

\* \* \* \* \*

The Chairwoman expresses her heartfelt thanks to the myself the Notary, the Shareholders’ Representative and all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings.

The Chairwoman also thanks the entire outgoing Board of Directors and the Chief Executive Officer who has made it possible to achieve excellent results, particularly in the last three years, also in consideration of the situation, and to the Board of Statutory Auditors, the Magistrate of the Court of Auditors and to all management. She expresses her best wishes to the new Board of Directors and Board of Statutory Auditors and a particular “ad maiora always” to Eni.

As nothing is left to be discussed, the Chairwoman declares that the agenda has been completed and adjourns the Meeting.

The time is 11:32 am.

Of which these are the minutes “.

\* \* \* \* \*

I, notary, am exempted from reading the attachments.

As further requested, I have completed and received this document and  
read it to the party here before me, who, when asked, approves it, declaring  
that it represents her intentions, and signs it with me in the twenty-seven  
sheets of which it consists, written in part by a person known to me and  
in part by me, notary, covering one- hundred and four full pages  
and six lines of this page.

Signed LUCIA CALVOSA      Signed PAOLO CASTELLINI, the Notary