



## Notice of ordinary and extraordinary shareholders' meeting 2024

### Notice of Ordinary and Extraordinary Shareholders' Meeting

Shareholders of Eni S.p.A. (hereinafter «Eni» or «Company») are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, on **May 15, 2024 at 10:00 am**, on single call, to discuss and decide on the following

#### Agenda

##### (ordinary part)

1. Eni S.p.A. financial statements at December 31, 2023. Related resolutions. Presentation of consolidated financial statements at December 31, 2023. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.
2. Allocation of net profit.
3. Employee Stock Ownership Plan 2024-2026 and disposal of Eni treasury shares to serve the plan.
4. Report on remuneration policy and remuneration paid: Section I - 2024 remuneration policy.
5. Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2023.
6. Authorisation for the purchase and disposal of treasury shares; related and consequent resolutions.
7. Use of available reserves for and in place of the 2024 dividend.

##### (extraordinary part)

8. Cancellation of any treasury shares to be purchased under the terms of the authorisation pursuant to item 6 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.

#### 1. Procedures for holding the Shareholders' Meeting

In accordance with Article 11 of Law no. 21 of 5 March 2024, which extended the effectiveness of the measures contained in the art. 106, fourth paragraph, second sentence, of Decree Law no. 18, ratified by Law no. 27 to the Shareholders' Meetings held by December 31, 2024, participation in the Shareholders' Meeting shall take place solely through the Shareholders' representative designated pursuant to Article 135-undecies of Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance, hereinafter «T.U.F.») as identified in paragraph 5 below (hereinafter «Shareholders' Representative»). The

Shareholders' Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of T.U.F., in derogation from the provisions of Article 135-*undecies*, paragraph 4, of that decree, as indicated in paragraph 5 below. In accordance with the provisions of Article 106, paragraph 2, of the aforementioned decree, without prejudice to the foregoing, the other persons whose participation in the Shareholders' Meeting is required in order to guarantee the regular conduct of the Meeting may also participate by telecommunication systems that guarantee their identification, without it in any case being necessary that the Chairman, the Secretary and the notary are in the same location.

#### 2. Right to attend and to vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the T.U.F. and Article 13.2 of the By-laws and in accordance with the provisions of Article 106 of Decree Law no. 18/2020, those entitled to attend and to vote at the Shareholders' Meeting, exclusively through the Shareholders' Representative, are those on behalf of whom the intermediary authorized pursuant to applicable regulations has sent to the Company the statement certifying entitlement to the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (**May 6, 2024** – the record date). The statement must be received by Eni by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (**May 10, 2024**). The right to attend and to vote in the Shareholders' Meeting, exercised exclusively through the Shareholders' Representative, is ensured even if the statement is received by the Company after the deadline indicated above, as long as it is received by the opening of the Shareholders' Meeting. Those who become Shareholders only after the record date shall not be entitled to exercise the right to participate and to vote in the Shareholders' Meeting and, therefore, shall not grant a proxy to the Shareholders' Representative. Please note that the statement is sent to Eni by the intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the intermediary that keeps the related accounts to send the aforementioned statement to the Company. Any requests for prior notice or fees requested at fulfilling the duties of the intermediary are not ascribable to the Company. In order to attend the Shareholders' Meeting, those holding shares not yet in dematerialized form shall first deliver these shares to an authorised intermediary, who will have them dematerialised in the Central Depository System, and shall



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then request the above-mentioned statement of attendance. The right to attend and vote in the Shareholders' Meeting is subject to the applicable regulatory provisions and is allowed within the limits of any sanctions and restrictive measures, adopted at national and international level, *pro tempore* in force.

### 3. Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the T.U.F., those entitled to vote for which the Company has received within the third day following the record date (**May 9**), according to the procedures indicated on the website, the statement provided by the authorised intermediary attesting ownership of Eni shares pursuant to applicable legislation (see paragraph 2 above), may ask questions on items on the agenda prior to the Shareholders' Meeting: the questions must be received by the Company no later than **May 6, 2024**; the Company does not guarantee an answer to the questions received after that deadline. The questions may be sent a) by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) through the appropriate section of the Company's website dedicated to the Shareholders' Meeting. Questions received by the above deadline will be answered by **May 12, 2024**, through publication of the answer in the appropriate section of the Company's website devoted to the Shareholders' Meeting. Eni has decided to bring the time limit for providing answers forward with respect to the legal deadline in order to give Shareholders the time necessary to make an informed decision in granting any proxy to the Shareholders' Representative.

The Company shall provide a single answer to questions having the same content. No reply is due when the requested information is available in "question and answer" form in the appropriate section of the Company's website or when the answer has already been published in that section.

Further information is available on the Company's website.

### 4. Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on the items on the agenda

#### 4.1 Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on

#### the items on the agenda by Shareholders holding at least 2.5% of the share capital

Pursuant to Article 126-bis, first paragraph, first sentence, of the T.U.F. and in accordance with the provisions of Article 13.1 of the By-laws, Shareholders who, severally or jointly, represent at least 2.5% of Eni's share capital, may ask, **within ten days from the date of publication of this notice**, to add other items to the agenda, specifying the additional proposed items in their request or presenting proposed resolutions on items already on the agenda. Matters upon which, according to law, the Shareholders' Meeting must resolve upon a proposal of the Board of Directors, or on the basis of a project or report of the Board of Directors other than the report on the items in the agenda, may not be added to the agenda. Requests, together with the statement provided by the intermediary authorised attesting the ownership of Eni's shares, are submitted (1) in writing to the Company's registered office by registered letter with return receipt to the address "Eni S.p.A. (Eni S.p.A. Corporate Secretariat), Piazzale Enrico Mattei, 1, 00144 Rome or (2) by certified e-mail to the address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com). Moreover, a report on the proposed issues must be sent to the Company's Board of Directors by Shareholders requesting the addition of items, in the same manner and within the same deadline.

Any additions to the agenda or the presentation of further proposed resolutions on items already on the agenda will be communicated as prescribed by law at least fifteen days before the Shareholders' Meeting (by **30 April 2024**).

#### 4.2. Resolution proposals made by holders of voting rights

Each person entitled to vote may individually present resolution proposals on the items on the agenda or proposals whose presentation is otherwise permitted by law. Shareholders entitled to submit these proposals may send them to the Company by **April 30, 2024** only by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com).

The Company will publish these proposals on its website by **May 2, 2024** after verifying their eligibility and reserving the right to verify the proposers' entitlement to present them. In particular, for the purpose of their publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with the applicable legislation and the entitlement of the requesting Shareholders to submit the proposals certified by a



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communication of an intermediary or according to the results of the Shareholders' register.

Entitlement to submit proposals shall be in any case confirmed by the communication provided by Article 83-sexies of the T.U.F., issued by the intermediary for the purpose of attending the Shareholders' Meeting and exercising the voting right.

Shareholders' right to use the means of communication available to them to inform other Shareholders of the proposals they intend to submit at the Shareholders' Meeting shall be unaffected.

In the event of proposals for resolutions on the items on the agenda as alternatives to those submitted by the Board, the Board proposal will be put to a vote (unless it is withdrawn) and, only if this proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, even without a proposal from the Board, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders who represent the largest percentage of share capital. Only if the proposal put to a vote is rejected will the next proposal in order of amount of capital represented be put to a vote.

Further information will be available on the Company's website.

### 5. Proxies conferred on the Shareholders' Representative designated by the Company

**5.1.** Pursuant to Article 135-undecies of the T.U.F. and Article 14.5 of the By-laws, the Company has designated Studio Legale Trevisan & Associati, in the person of Mr. Dario Trevisan (or his substitutes in case of impediment), as the representative to whom Shareholders may confer their proxy free of charge, with voting instructions on all or part of the proposals on the agenda. In this case, the proxy pursuant to Article 135-undecies of the T.U.F. must be conferred by signing the related proxy form to the Shareholders' Representative in accordance with the procedures specified therein, which will be available on the Company's website dedicated to the Shareholders' Meeting, or, in compliance with applicable regulations, at the Company's registered office. The form must be received by the end of the second trading day prior to the date scheduled for the Shareholders' meeting (**no later than 23:59 on May 13, 2024**), using one of the following alternative procedures: (i) for proxies signed in the original, sent by courier or registered mail with return receipt, at the following address:

*Studio Legale Trevisan & Associati*  
*Viale Majno, 45*  
*20122 - Milan - Italy*

or (ii) for proxies signed with a qualifying electronic signature or digital signature, at the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

The proxy and related voting instructions pursuant to Article 135-undecies of the T.U.F. can always be revoked by the above deadline. The proxy shall not be valid for proposals on the agenda for which no voting instructions have been provided.

**5.2.** In accordance with the provisions of Decree Law no. 18/2020, the Shareholders' Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the T.U.F., by those who have the voting right. Proxies or sub-proxies - which shall be conferred by signing the related proxy form to the Shareholders' Representative in accordance with the procedures specified therein, which will be available on the Company's website dedicated to the Shareholders' Meeting - must be received, for organisational reasons, **by 12:00 noon on May 14, 2024** to Studio Legale Trevisan, & Associati, using one of the following alternative procedures: (i) by post at the address indicated in point 5.1 or (ii) by certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or to the e-mail address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

Proxies and sub-proxies must be also notified, without voting instructions, for organisational reasons, to the Company, **by 12:00 noon on May 14, 2024**: a) by certified e-mail at the following address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) through the appropriate section of the Company's website dedicated to the Shareholders' Meeting, in accordance with the procedures specified therein.

The proxy and sub-proxy and related voting instructions given to the Shareholders' Representative may always be revoked in the same procedures specified for the conferment. A proxy and sub-proxy form will be available on the Company's website dedicated to the Shareholders' Meeting or, in compliance with applicable regulations, at the Company's registered office. The proxy and the sub-proxy shall not be valid for proposals on the agenda for which no voting instructions have been provided.

The right to grant the proxies referred to in points 5.1 and 5.2 shall be certified by the notice provided for in Article 83-sexies of the T.U.F. issued by the intermediary for the



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purpose of attending the Shareholders' Meeting and exercising the right to vote (see paragraph 2 above).

Further information will be available on the Company's website.

The Shareholders' Representative is available to Shareholders for further clarifications at the toll-free number 800 134 679 (during business hours) and at the certified e-mail address [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

current regulations are changed or additional measures are issued by the competent authorities that are in effect on the date of the Shareholders' Meeting. Any changes will be promptly disclosed in the same manner used for the publication of this notice.

*The Chairman of the Board of Directors  
Giuseppe Zafarana*

### 6. Holders of ADRs

The owners of ADRs, listed on the New York Stock Exchange, with each ADR representing two Eni ordinary shares, who are recorded in the Eni ADRs register of Citibank N.A., the ADR Depositary as at **April 8, 2024**, shall be entitled to exercise of their voting rights in accordance with the deposit and registration requirements contained in the "ADR Deposit Agreement", without prejudice to the provisions of paragraph 1 of this notice.

### 7. Request for information and the website of the Company

Any further information related to the Shareholders' Meeting, in particular concerning the procedures for exercising rights, can be obtained by visiting the Company's website - [www.eni.com](http://www.eni.com) - or by writing to the e-mail address [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com). In addition, the following numbers may be called (during business hours):

- Toll-Free Number: 800 940 924 – from Italy only;
- Toll-Free Number: + 800 112 234 56 - from outside Italy.

### 8. Information documents

The documentation concerning the items on the agenda, the full texts of the resolution proposals, together with the explanatory reports requested by the applicable law, will be available to the public - in accordance with the legal time limits - at the Company's registered office, at Borsa Italiana S.p.A., at the centralized storage device authorised by Consob called "Info" – which can be consulted on the website [www.info.it](http://www.info.it), and on the Company's website [www.eni.com](http://www.eni.com), in the section "Shareholders' Meeting 2024". The documentation may be consulted at the registered office only if so permitted by applicable regulations.

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We inform you that the date, place and/or procedures for holding the Shareholders' Meeting indicated in this notice calling the Meeting may be changed or clarified if the