



## **Eni SpA Shareholders' Meeting Rules**

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### **Article 1 – Scope of application**

- 1) Ordinary and Extraordinary Shareholders' Meetings of Eni SpA, a company having its registered office at Piazzale Enrico Mattei, No. 1, Rome, are held in accordance with these Rules.
- 2) Shareholders may obtain a copy of the Rules, approved by the Ordinary Shareholders' Meeting held on 4 December 1998, at the Company's registered office and at the venues where the Shareholders' Meetings are held.

### **Article 2 – Meeting participation**

- 1) Participation in Meetings is governed by the provisions of law, the Eni By-laws and the notice calling the Shareholders' Meeting.
- 2) Subject to a request to be delivered to Eni's Corporate Secretariat in accordance with the provisions set forth in the Notice at least two days prior the Meeting, and subject to the consent of the Chairman of the Meeting, financial analysts, experts, journalists and representatives of the audit firm may attend the Meeting.
- 3) If deemed useful by the Chairman for the proper conduct of the Meeting or in relation to items on the agenda, employees of the Company and its subsidiaries may attend the Meeting.

### **Article 3 – Verifying the Right to Participate in Meetings**

- 1) Procedures for identifying persons wishing to participate in the Meeting and verifying whether persons are entitled to participate shall be performed at the Meeting venue and shall begin an hour before the Meeting itself.
- 2) In order to facilitate the process of verifying the powers of those who participate as legal or voluntary representatives of shareholders or any other persons entitled to participate, such persons are requested to deliver documentation demonstrating that they possess such powers to the Corporate Secretariat at least two days before the date of the Meeting as instructed in the notice calling the Meeting.

### **Article 4 - Admittance to the Meeting**

- 1) Access to the Meeting venue is subject to the performance of the identification and verification procedures. As soon as the identification procedures are completed, each shareholder and the persons indicated in Article 2 are given a badge to be worn until they leave the Meeting.
- 2) Shareholders or their representatives wishing to leave the Meeting venue for any reason must first notify the Meeting staff.

- 3) Unless otherwise provided for by the Chairman, and without prejudice to the provisions applicable pursuant to Article 5 of the Rules, the use of recorders, cameras and similar instruments is not allowed at the Meeting.

### **Article 5 - Constitution of the Meeting and opening of the proceedings**

- 1) The minutes of the Meeting are recorded by a secretary, not necessarily chosen from among the shareholders, if a notary public is not appointed. The secretary is appointed by the shareholders acting upon a proposal of the Chairman. The secretary or the notary may be assisted by persons of their choice and recording equipment.
- 2) The Chairman may appoint one or more scrutineers, not necessarily chosen from among the shareholders, and a Meeting secretariat.
- 3) The Chairman may appoint auxiliary personnel charged with ensuring order in the Meeting. They shall be identified with special identification.
- 4) Pursuant to Article 14 of the By-laws, the Chairman, who may do so through the scrutineers and the Meeting secretariat, shall check the validity of proxies and entitlement to participate in the Meeting.
- 5) If the majority of the share capital representing a quorum is not present, the Chairman shall adjourn the Meeting until the next call, at least an hour after the time set in the notice for the beginning of the Meeting.
- 6) Once it has been ascertained that the Meeting is duly constituted, the Chairman shall open the proceedings.

### **Article 6 - Interruption and Adjournment of the Meeting**

- 1) The Meeting normally takes place in a single day. Except as provided for in Article 7, paragraph 4, of the Rules, the Chairman may, if necessary and if the shareholders do not object, interrupt the Meeting for periods of no more than two hours.
- 2) Without prejudice to Article 2374 of the Italian Civil Code, the Meeting may resolve, with the majority of the share capital represented, to adjourn the Meeting, specifying the new location, date and time for its continuation. The date for continuation of the Meeting shall be set in consideration of the cause of the interruption, but shall not in any case exceed thirty days.

### **Article 7 - Discussion**

- 1) The Chairman shall explain the items on the agenda and may invite the Directors, Statutory Auditors and employees of the Company to assist him in doing so. The order of the items on the agenda may be modified by a majority vote of the share capital represented in the Meeting.
- 2) The Chairman directs the Meeting and guarantees the propriety of the discussion and the right to speak of the shareholders. To this end, at the beginning of the Meeting, the Chairman sets the maximum duration of remarks, which may not ordinarily exceed

fifteen minutes. The Chairman may ask speakers to finish their comments if they exceed the time limit or are not addressing the items on the agenda and shall prevent obvious abuses of speaking privileges by shareholders, including by interrupting their comments or, in extreme circumstances, ordering that the shareholder engaging in such behaviour be removed from the Meeting for the remainder of the discussion .

- 3) Requests to speak on items on the agenda may be presented to the Meeting secretariat from the beginning of the Meeting until the Chairman opens the discussion on the relevant item. The Chairman normally invites those entitled to speak in the order their requests are submitted. Each Shareholder may speak only once on each item in the agenda.
- 4) Normally, the Chairman or those Directors, Statutory Auditors and employees of the Company or its subsidiaries invited by him to do so, responds to the shareholders' comments once all the shareholders have finished speaking on each item in the Agenda. The Chairman may interrupt the Meeting for no more than two hours in order to respond to the comments. Once the response is completed, the Chairman declares the discussion at an end. Shareholders may not reply to the responses received. Once the discussion has ended, only brief declarations of vote are allowed.

#### **Article 8 - Voting process**

- 1) The Chairman shall decide whether votes on each item in the agenda will take place after the discussion on one item only or after the discussion on more than one item.
- 2) Before the beginning of the voting process, the Chairman shall readmit to the Meeting those shareholders who left the meeting room during the discussion.
- 3) Voting is by open ballot.
- 4) The Chairman regulates the voting process and may set a time limit for voting. At the end of the voting, the votes are counted. Once this is completed, the Chairman himself, or the secretary or the notary, announces the results to the Meeting.
- 5) Votes expressed in a manner that differs from the procedure established by the Chairman are considered void.
- 6) Shareholders who vote against or who abstain from voting on an item on the agenda shall give their name to the staff specifically appointed for this purpose. Once voting for all items on the agenda is completed, the Chairman shall declare the Meeting at an end.

#### **Article 9 - Final provisions**

- 1) For matters not expressly regulated by these Rules, the Italian Civil Code and specific laws concerning these matters and the By-laws shall apply.



**eni spa**

Registered office

Piazzale Enrico Mattei, 1

00144 Rome, Italy

Secondary offices

Via Emilia, 1 & Piazza Ezio Vanoni, 1

20097 San Donato Milanese, Milan

Company share capital

€4,005,358,876 fully paid up

Rome Company Register

Tax identification number

00484960588