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MINUTES OF THE ORDINARY
SHAREHOLDERS' MEETING OF
"Eni S.p.A."

HELD ON MAY 12, 2021

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THE ITALIAN REPUBLIC

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On this twenty-fifth day of the month of May of the year two thousand twenty-one in Rome, Piazzale Enrico Mattei n. 1.

Appearing before me PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia,

is:

- LUCIA CALVOSA, born in Rome on June 26, 1961, domiciled for the purposes of these minutes in Rome, Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors 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, listed in the Company Register of Rome, taxpayer ID no.00484960588, R.E.A. no. RM-756453, certified email address eni@pec.eni.com.

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 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 12, 2021 in Rome, Piazzale Enrico Mattei no. 1 from 10:00 to 10:55 am, that she chaired. These minutes are recorded in my File no. Rep. 85247/24424 dated May 12, 2021, registered with the Revenue Agency – Rome Territorial Office no. 1 on May 13, 2021 no. 13586 series 1T.

Therefore, I report as follows:

"On this twelfth day of the month of May two thousand twenty-one in Rome, Piazzale Enrico Mattei no. 1, at 10:00.

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 12, 2021 to Piazzale Enrico Mattei no. 1, Rome to attend the Ordinary Meeting of the Shareholders of the Company, called for today at the aforementioned location at 10:00 a.m. to discuss and resolve the following

AGENDA

1. Eni financial statements at December 31, 2020. Related resolutions. Eni consolidated financial statements at December 31, 2020. Reports of the Directors, of the Board of Statutory Auditors and of the audit firm.
2. Allocation of net profit.
3. Payment of the 2021 interim dividend by distribution of the available reserve.
4. Appointment of a standing auditor to restore full membership of the Board of Statutory Auditors.
5. Appointment of an Alternate Auditor to restore full membership of the Board of Statutory Auditors.
6. Authorisation to purchase treasury shares; Related and consequent resolutions.
7. Report on remuneration paid.

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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, Chairman 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, as notary, have confirmed her identity.

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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 Chairman 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 183 of December 31, 2020, as ratified with Law no. 21 of February 26, 2021, which extended the effectiveness of the measures of the aforementioned Art. 106, Shareholders can participate in Meetings held by July 31, 2021, 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.

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The Chairman 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 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.

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The notice calling the Meeting was published on April 2, 2021 in accordance with the law and regulations, on the Internet sites of the Company, and of Borsa Italiana S.p.A, on Consob's authorised central storage mechanism, denominated "Info-SDIR & Storage", as well as, in extract form, in the daily newspapers "Il Sole 24 Ore" and "Financial Times".

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

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The Chairman 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.

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

the following members of the Board of Directors:

- ADA LUCIA DE CESARIS - Director;
- FILIPPO GIANANTE - Director;
- PIETRO ANGELO MARIO ANTONIO GUINDANI - Director;
- KARINA AUDREY LITVACK - Director;
- EMANUELE PICCINNO - Director;
- NATHALIE TOCCI - Director;
- RAPHAEL LOUIS L. VERMEIR - Director;

the following members of the Board of Statutory Auditors:

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

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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.

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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** (without the possibility of taking the floor) 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 posed 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** (without the possibility of taking the floor).

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The Chairman 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 (without the possibility of taking the floor).

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

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The Chairman 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 (May 3, 2021 – the record date).

The Chairman 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 Chairman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,210 (two thousand two hundred ten) shareholders representing a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.48% (fifty-seven point forty-eight) of the entire share capital.

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

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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.

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

The Chairman 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 Chairman announces that:

- on April 27, 2021 the shareholder Ministry of Economy and Finance communicated a proposal on item 4 (Appointment of a standing auditor to restore full membership of the Board of Statutory Auditors) and item 5 (Appointment of an Alternate Auditor to restore full membership of the Board of Statutory Auditors);

the proposals were published on the Company's Internet site;

- on April 27, 2021, the Shareholders Associazione Liberiamo la Basilicata, Comitato Aria Pulita Basilicata Onlus, Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa 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;

the proposal was published on the Company's Internet site;

- on April 28, 2021 the shareholder Marco Bava presented a proposal for a derivative action with regards to the methods of conducting the Meeting. The proposal was not published on the Company's Internet site as it was filed after the deadline (April 27, 2021) provided for in the notice calling the Shareholders' Meeting; the shareholder can nonetheless present the proposal during the meeting through the Shareholders' Representative without prejudice to the admissibility assessment.

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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.

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

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The Chairman announces that as of the record date (May 3, 2021), 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 seventy-nine thousand four hundred seventy-eight) shares representing 25.96% (twenty-five point ninety-six per cent) of the share capital;

- Ministry of the Economy and Finance, holding 157,552,137 (one hundred fifty-seven million five hundred fifty-two thousand one hundred thirty-seven) shares representing 4.37% (four point thirty-seven per cent) of the share capital.

As of the record date of May 3, 2021, the Company held 33,045,197 (thirty-three million forty-five thousand one hundred ninety-seven) treasury share representing 0.92% (zero point ninety-two per cent) of the share capital.

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

- Daniela Ambruzzi, holding 775 (seven hundred seventy-five) shares;
- Marco Bava, holding 1 (one) share;
- Tommaso Marino, holding 1 (one) share;
- Re:Common, holding 5 (five) shares;
- Fondazione Finanza Etica, holding 80 (eighty) shares;
- D&C Governance Technologies, 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 8, 2021.

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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.

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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 – continues the Chairman- 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.

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

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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 first be voted upon and then, only if that proposal is rejected, will the proposal with the amendments be put to a vote.

The proposals presented by the Shareholders 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.

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The Chairman 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, "Info 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 2020 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 2020 Corporate Governance and Shareholder Structure Report; iv) the 2021 Remuneration Report and v) the English translation of the 2020 Annual Report.

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

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The Chairman moves on to the first item of the agenda.

No. 1

**ENI S.P.A. FINANCIAL STATEMENTS AT DECEMBER 31, 2020.
RELATED RESOLUTIONS. ENI CONSOLIDATED FINANCIAL
STATEMENTS AT DECEMBER 31, 2020. REPORTS OF THE
DIRECTORS, OF THE BOARD OF STATUTORY AUDITORS AND
OF THE AUDIT FIRM**

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For more information on this item, the Chairman 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 CEO was published on the Company's website, concerning the Company's energy transition path and the company's climate strategy; the Chairman requests that the text of the letter from the Chief Executive Officer shall be transcribed in the minutes.

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

"In the context of this Shareholders' Meeting 2021, I would like to reiterate the leading role that Eni has taken on the path towards carbon neutrality by 2050, pursuing the aim to create sustainable value for all our stakeholders.

Indeed, preventing and mitigating climate change, guiding the transition to a low-carbon economy, is one of the most decisive factors in the medium-long term value creation.

Awareness of the importance of ESG themes has grown in recent years and several initiatives have been implemented to foster the integration of ESG commitments as an integral part of companies' business strategies.

Eni's transition path to becoming an integrated energy company that offers a wide range of fully decarbonised energy products to customers goes precisely in this direction. Our commitment to carbon neutrality by 2050 is in line with the requirements of the Paris Agreement to limit the temperature increase to 1.5°C by the end of the century.

For us being carbon neutral is a target, not just an aspiration, reinforced by our intermediate targets at 2030 and 2040, and it covers our full life-cycle emissions (whether stemming from our own production or purchased from third parties) at full scope, therefore including all GHG emissions Scope 1, 2 and 3.

To monitor the achievement of our reduction targets, we have developed a rigorous methodology for the measurement of GHG emissions, reviewed by academic experts and an independent certifier has verified its application.

Eni's plan to achieve net zero GHG emission is concrete, detailed and economically sustainable. It leverages proprietary technologies, integration, diversification and expansion of our gas & power and renewable retail businesses, as well as bio-products and the circular economy. It also provides for a growing share of gas in the production portfolio, from the current 50% to 60% by 2030 and over 90% by 2050.

At the same time, we are committed to decarbonising all businesses, both by continuing to invest in energy efficiency and by deploying CO₂ capture and storage or use technologies (CCS, CCUS). Additional natural storage solutions (REDD + forestry projects) will offset the emissions that are still hard-to-abate with current technologies.

A key element of our strategy will be the greater focus on developing capacity from renewable sources and biofuels and the merger of our renewable energy and retail gas & power businesses, with the aim of fully exploiting synergies and scaling up from the current 10 million customers to 15 million customers and 15 GW of renewable capacity by 2030.

Notwithstanding the enormous challenges related to the pandemic, the investments envisaged in the 2021-2024 plan confirm Eni's commitment in this direction, providing for an increase in the component linked to decarbonisation and the development of green and retail activities, which now make up 20% of the entire capital expenditure plan, in a context of general reduction in investments.

Alongside the broad portfolio of technologies, research and development projects and ongoing initiatives, we also rely on a robust governance model. Our integrated risk management model – in place since 2010 - ensures the detection, consolidation and analysis of all risks and supports the Board of Directors in verifying the compatibility of the risk profile with the strategic objectives, even in the medium-long term.

Eni's risk portfolio currently consists of approximately 170 risks, of which 20 - including climate change risk - are classified as top risks. For each risk,

we investigate the potential effects on our company and the appropriate adaptation and mitigation actions.

We are aware that Eni's future results will depend on our ability to identify and address risks and seize opportunities in the energy sector. In accordance with the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD), we analyse the risks associated with climate change based on five drivers, relating to both transition risks (market scenario, regulatory and technological development, reputation) and physical risks (extreme or chronic weather events). The analysis is carried out according to an integrated and transversal approach, which considers both the short and long-term time horizon and involves specialist functions and business lines. The decarbonisation and energy transition plan and the commitment to create value in line with the UN SDGs' objectives has been central in the Board of Directors responsibilities for seven years with the support of the board committees.

The Control and Risks Committee supports the board in defining the guidelines for risks and in defining the degree of compatibility between the strategic objectives and the risk profile of the company.

The Remuneration Committee has defined an incentive plan for management in which the decarbonisation component has a sizeable weight (35% of the equity incentive).

Since its establishment in 2014, the Sustainability and Scenarios Committee has focused on the integrated view between ESG aspects and the evolution scenarios of energy, climate and technology markets. At the time, the integration between sustainability and scenarios represented an absolute

innovation in climate governance and it is still a distinctive aspect of Eni in our sector.

The commitments we are making today reflect the ongoing dialogue with our main institutional investors.

For this reason, for a number of years we have been in discussion with individual investors and their coalitions, including CA100 +, to improve climate reporting and align corporate strategy with the Paris Agreement.

Over the years, also thanks to this dialogue, we have progressively fine-tuned our strategy to the objectives of the Paris Agreement, collaborating on various tables in the development of common methodologies for the accounting of emissions and the elaboration of criteria to set objectives compatible with low-emission scenarios. Last March, the first CA100+ Net-Zero Company Benchmark indicated Eni as one of the companies most aligned with the coalition's requirements, confirming our leadership role on reporting and ambition in climate matters, as also highlighted by the score (A-) obtained by Eni in the CDP Climate Change in 2020. Furthermore, we played a pioneering role as founding members of the Task Force on Climate-related Financial Disclosure (TCFD), which has now become the voluntary reference standard for reporting on all climate change related aspects. We confirm our commitment every day in the main international partnerships in the sector on this subject.

Continuing the constructive dialogue and meeting the "Say on Climate" request made by some investors, I look forward to receiving our shareholders' view through the designated representative as part of our Annual General Meeting process.

Eni, its people and the Board of Directors have already taken numerous steps on the path towards a decarbonised world and we intend to continue to seize the opportunities created by the transition to full carbon neutrality, creating value for all our stakeholders.

Claudio Descalzi

April 21, 2021"

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The Chairman 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 pursuant to Art. 149-*duodecies* of the Issuers Regulation, for the audit of the 2020 financial statements of Eni S.p.A., the audit firm PricewaterhouseCoopers S.p.A.:

I. audited Eni S.p.A.'s financial statements, the half-year interim report and the quarterly reports, audited the consolidated financial statements, reviewed Form 20-F, audited the separate annual accounts of the Italian Regulatory Authority for electricity, gas and water (AEEGSI) for a fee of €1,700,946 (one million seven hundred thousand nine hundred forty-six);

II. audited the internal control system as it relates to financial reporting, in accordance with the U.S. law (Section 404 of the Sarbanes-Oxley Act), as well as other audit activities provided for under other regulations, including the limited review of the non-financial statement of the Eni Group, for a fee of €3,725,909 (three million seven hundred twenty-

five thousand nine hundred and nine);

III. other audit-related activities for a fee of €77,653 (seventy-seven thousand six hundred fifty-three).

These amounts include engagements and fees for additional activities paid to the audit firm in the total amount of €4,247,374 (four million two hundred forty-seven thousand three hundred seventy-four).

Overall, a total of €9,751,882 (nine million seven hundred fifty-one thousand eight hundred eighty-two), was recognised for the auditing of Eni S.p.A.'s 2020 financial statements.

The total fees recognised by Eni S.p.A., its subsidiaries and companies under joint control relevant for SEC purposes for activities performed by the PricewaterhouseCoopers network amount to €21,017,248 (twenty-one million seventeen thousand two hundred forty-eight)."

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The Chairman reports that by filing a report, published and made available to the public within the time limits prescribed by current legislation, the Chairman 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 Chairman announces that the Board of Directors proposes to approve the financial statements at December 31, 2020 of Eni S.p.A., which report a net profit amounting to €1,606,976,739.49 (one billion six hundred and six million nine hundred seventy-six thousand seven hundred thirty-nine point forty-nine).

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The printed document entitled the “**Annual Report 2020**”, comprising the integrated financial statements of Eni, consisting of, among other things, the Report on Operations, the consolidated financial statements at December 31, 2020 (financial statements, notes to the consolidated financial statements, supplemental oil and gas information required by the SEC, management’s certification, report of the audit firm), ENI S.p.A.’s financial statements at December 31, 2020 (financial statements, notes to the financial statements, proposal by the Board of Directors to the Shareholders’ Meeting, report of the Board of Statutory Auditors pursuant to Article 153 of Legislative Decree 58/1998, management’s certification, report of the audit firm), the annexes to the notes to the consolidated financial statements (Significant shareholdings of Eni S.p.A. at December 31, 2020 and Changes in the scope of consolidation during the year) and the annex to the notes of the financial statements of Eni S.p.A with fees paid for auditing and other services, is annexed to these minutes under letter “**D**”.

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The Chairman moves to the second item of the agenda.

No. 2

ALLOCATION OF NET PROFIT

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The Chairman announces that in regard to the results achieved, the Board of Directors proposes to allocate the net profit as indicated in its Report on the items on the agenda and, in particular, to allocate the net profit for the period of €1,606,976,739.49 (one billion six hundred and six million

nine hundred seventy-six thousand seven hundred thirty-nine point forty-nine), of which €1,178,270,781.37 (one billion one hundred seventy-eight million two hundred seventy thousand seven hundred eighty-one point thirty-seven) remains following the distribution of the 2020 interim dividend of €0.12 (zero point twelve) per share resolved by the Board of Directors on September 15, 2020, as follows:

1. to shareholders, in the form of a dividend. of €0.24 (zero point twenty-four) per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the 2020 interim dividend of €0.12 (zero point twelve) per share. The total dividend per share for the 2020 financial year therefore amounts to €0.36 (zero point thirty-six) per share; the payment of the balance of the 2020 dividend in the amount of €0.24 (zero point twenty-four) per share is payable on May 26, 2021, with an ex-dividend date of May 24, 2021 and a record date of May 25, 2021;
2. the amount remaining following the distribution of the proposed dividend to the available reserve.

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The Chairman then moves on to the third item on the agenda.

No. 3

PAYMENT OF THE 2021 INTERIM DIVIDEND BY DISTRIBUTION OF THE AVAILABLE RESERVE

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For the illustration of the item, the Chairman refers to the Report of the Board of Directors, made available in accordance with the law.

The Chairman reads only the proposal of the Board of Directors which

is as follows:

"to approve any use of the available reserve(s) of Eni S.p.A. for the distribution, in whole or in part, of the interim dividend for the year 2021 in accordance with the guidelines provided for in the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 18, 2021, delegating for this purpose the Board of Directors to proceed, subject to verification at the time of approval of the 2021 half-yearly report of the existence of the relevant legal conditions as well as those provided for this purpose by the Shareholders' Remuneration Policy"

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The Chairman then moves on to the fourth item on the agenda.

No. 4

APPOINTMENT OF A STANDING AUDITOR TO RESTORE FULL MEMBERSHIP OF THE BOARD OF STATUTORY AUDITORS

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The Chairman recalls that on May 13, 2020 the Shareholders' Meeting appointed Statutory Auditors, for a duration of three years and in any case until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022: Rosalba Casiraghi (Chairman), Enrico Maria Bignami, Giovanna Ceribelli, Mario Notari and Marco Seracini, Standing auditors; Roberto Maglio and Claudia Mezzabotta, Alternate auditors.

On September 1, 2020 Mario Notari, member of the Board of Statutory Auditors, drawn from the slate presented by the Ministry of Economy and Finance and voted by the majority of the shareholders who attended the Shareholders' Meeting of May 13, 2020, resigned from the office of Standing

Statutory Auditor of the Company.

Pursuant to Art. 2401, first paragraph, of the Italian civil code and Art. 28.2 of the By-laws, the Alternate Auditor Roberto Maglio, drawn from the majority slate above, took over the office of Statutory Auditor of the Company until the next Shareholders' Meeting.

It is therefore necessary to appoint a standing Statutory Auditor, who will remain in office for the duration of the term of the current Board of Auditors, with the remuneration approved by the Eni Shareholders' Meeting of May 13, 2020. It is also necessary to appoint an alternate Auditor, to restore full membership of the Board of Statutory Auditors in compliance with the law and the By-laws, and this will be the subject of the next item in the agenda.

As the provisions of the By-laws and law relating to the so-called slate voting system, applicable to the renewal of the entire Board of Statutory Auditors, pursuant to art. 28.2 of the By-laws, do not apply, the Shareholders' Meeting is called to resolve, with the majorities required by law, ensuring that the composition of the Board of Statutory Auditors complies with the law and the By-laws, as indicated in the Report of the Board of Directors (which readers are invited to consult for more information).

On April 27, 2021 the Ministry of the Economy and Finance, a shareholder with a 4.37% (four point thirty seven per cent) holding in the share capital, proposed to appoint Marcella Caradonna as standing Statutory Auditor.

No proposals have been received from other Shareholders.

The Chairman invites the shareholders to vote the proposal presented

by the Ministry of the Economy and Finance, a shareholder with a 4.37% (four point thirty seven per cent) holding in the share capital, to appoint Marcella Caradonna as standing Statutory Auditor, in accordance with Art. 28.2 of the By-laws, to remain in office for the term of the current Board of Statutory Auditors and, therefore, until the date of the Shareholders' Meeting be called to approve the financial statements for the year 2022.

The administration and control positions held in other companies are listed, pursuant to art. 2400 of the Italian civil code, paragraph 4, in the documentation submitted by the Shareholder when presenting the proposal and made available to the public on the Company website (which can be consulted for more information).

* * * * *

The Chairman then moves on to the fifth item on the agenda.

No. 5

APPOINTMENT OF AN ALTERNATE AUDITOR TO RESTORE FULL MEMBERSHIP OF THE BOARD OF STATUTORY AUDITORS

* * * * *

The Chairman notes that, as mentioned in the section on the previous item on the agenda, in order to restore full membership of the Board of Statutory Auditors, in compliance with the law and the By-laws, it is necessary to appoint a new Alternate Auditor, who will remain in office for the duration of the term of the current Board of Auditors, i.e. until the date of the Shareholders Meeting called to approve the financial statements for the year 2022. To this end, the so-called slate voting system, applicable only

to the renewal of the entire Board of Statutory Auditors, pursuant to art. 28.2 of the By-laws, does not apply. Therefore, the Shareholders' Meeting is called to resolve with the majorities required by law, based on the proposals submitted by the shareholders.

On April 27, 2021 the Ministry of the Economy and Finance, a shareholder with a 4.37% (four point thirty seven per cent) holding in the share capital, proposed the appointment of Roberto Maglio as alternate Statutory Auditor.

No proposals have been received from other Shareholders.

The Chairman invites the Shareholders to vote on the proposal presented on April 27, 2021 by the Ministry of the Economy and Finance, a shareholder with a 4.37% (four point thirty seven per cent) holding in the share capital, to appoint Roberto Maglio as alternate Statutory Auditor, in accordance with art. 28.2 of the By-laws, to remain in office for the term of the current Board of Statutory Auditors and, therefore, until the date of the Shareholders' Meeting be called to approve the financial statements for the year 2022.

The administration and control positions held in other companies are listed, pursuant to art. 2400 of the Italian civil code, paragraph 4, in the documentation submitted by the Shareholder when presenting the proposal and made available to the public on the Company website (which can be consulted for more information).

* * * * *

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

No. 6

AUTHORISATION TO PURCHASE TREASURY SHARES;

RELATED AND CONSEQUENT RESOLUTIONS

* * * * *

The Chairman notes that the 2021-2024 Strategic Plan of Eni SpA, presented to the market on February 19, 2021, provides for the launch of a new four-year stock buy-back programme with an annual amount of €300, €400 or €800 million, assuming a scenario with Brent respectively in a range of €56-60, €61-65 and over €65 per barrel, to be defined and communicated to the market in July 2021, when presenting the financial results for the first half of 2021.

Therefore, the Board of Directors proposes to authorise the Board of Directors to buy back the 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, made available to the public pursuant to law, to which reference is made. The Chairman goes on to read only 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 of eighteen months from the date of this resolution, for the purposes and in compliance with the scenario conditions 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 7% of the ordinary shares (and 7% of social capital) making up Eni S.p.A. social capital (excluding treasury shares already held, representing 0.92% of share capital), for a total outlay of up to €1,600 million. 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, including EU rules, 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 Mercato Telematico Azionario, 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, including EU rules, and (if applicable) current accepted market practices and specifically:

(i) 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;

(ii) with the procedures established by market practices accepted by Consob pursuant to Article 13 of Regulation (EU) no. 596/2014 (if applicable); and

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

2) 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 Chairman then moves on to the seventh item on the agenda.

No. 7

REPORT ON REMUNERATION PAID

* * * * *

The Chairman informs that pursuant to Article 123-ter, paragraph 4 of the T.U.F. and of Article 84-quater of the Issuers' Regulation, the Board of Directors, acting on the proposal of the Remuneration Committee, prepared the "2021 Report on remuneration paid".

As required by art. 123-ter, paragraph 3-bis, of the TUF, the Remuneration Report (Section I) approved by the Shareholders' Meeting of May 13, 2020, in the absence of changes, is not subject to a new resolution of the Shareholders.

Pursuant to Article 123-ter, paragraph 6 of the T.U.F. the Shareholders' Meeting shall resolve in favour or against the Report on remuneration paid (second section of the Remuneration Report) containing an illustration of the items making up the remuneration, highlighting their consistency with the Remuneration Policy approved by the Shareholders' Meeting as well as an illustration of the remuneration paid in 2020 to Directors, Statutory Auditors, Chief Operating Officers and, in aggregate form, to others Managers with strategic responsibilities. The resolution is not binding.

The Board of Directors invites Shareholders to vote in favour.

* * * * *

The **2021 Remuneration Report** is attached to these minutes as Annex "E" while the **2020 Corporate Governance and Shareholding Structure Report** may be found under Annex "F".

* * * * *

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

* * * * *

The Chairman 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.

The Chairman 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):

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

From the Shareholder Ministry of the Economy and Finance - entitled to vote and attend the Shareholders' Meeting for 157,552,137 ordinary shares, I declare that I have received the following declarations of vote:

(i) with reference to item 4 on the agenda (Appointment of a standing auditor to restore full membership of the Board of Statutory Auditors) the Ministry of the Economy and Finance confirms the proposal, as filed on April 27, 2021, to appoint Marcella Caradonna as standing Statutory Auditor of Eni S.p.A.;

(ii) with reference to item 5 on the agenda (Appointment of an Alternate Auditor to restore full membership of the Board of Statutory Auditors) the

Ministry of the Economy and Finance confirms the proposal, as filed on April 27, 2021, to appoint Roberto Maglio as Alternate Auditor of Eni S.p.A.;

(iii) with reference to the proposal for a derivative action against the Directors and top managers of Eni from the shareholders Associazione Liberiamo la Basilicata, the Aria Pulita Basilicata Onlus Committee, Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa – which is confirmed by the same shareholders during the meeting - the Ministry of Economy and Finance, in addition to expressing a vote against, asks me to make the following statement at the Shareholders' Meeting:

"The Ministry of Economy and Finance votes against the proposed resolution for a derivative action against the Directors and top 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.

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."

I have received other comments and declarations, in particular:

- remarks on item 1 on the agenda and questions to the Company from the Shareholder Fondazione Etica, entitled to vote and attend the Shareholders' Meeting for 80 (eighty) ordinary shares;
- questions to the Company from the Shareholder Bettini Diana – included in her remarks - entitled to vote and attend the Shareholders' Meeting for 550 (five hundred fifty) ordinary shares;
- a request for clarification regarding item 1 on the agenda from the Shareholder Re:Common, entitled to vote and attend the Shareholders'

Meeting for 5 (five) ordinary shares;

- questions to the Company from Matteo Del Giudice, acting on a proxy by the fund K+S Vermoegenstreuhaender E.V. entitled to vote and attend the Shareholders' Meeting for 58,151 (fifty-eight thousand one hundred and fifty-one) ordinary shares.

I have a request to take the floor, with several questions, from LGPS Central Authorised Contractual Scheme, entitled to vote and attend the Shareholders' Meeting for 348,700 (three hundred and forty-eight thousand seven hundred) ordinary shares.

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.

* * * * *

Declarations of vote, questions and proposals received by the Shareholders' Representative, in the proxies from shareholders as indicated above, are attached, in a single document, to these minutes under letter "**H**".

* * * * *

The Chairman takes the floor and reports that the proposals submitted by:

(i) the Ministry of Economy and Finance relating to items 4 (Appointment of a standing auditor to restore full membership of the Board of Statutory Auditors) and 5 (Appointment of an Alternate Auditor to restore full membership of the Board of Statutory Auditors) on the agenda;

(ii) the shareholders "Associazione Liberiamo la Basilicata", "Comitato Aria

Pulita Basilicata Onlus”, Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa who 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);

the proposals are admissible and will be put to the vote of the Meeting.

The answers to other questions asked by shareholders will be given after the Meeting and published on Eni’s Internet site.

* * * * *

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

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

The Chairman announces that 2,210 (two thousand two hundred ten) shareholders attending by proxy, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.48% (fifty-seven point forty-eight per cent) (precisely 57.483589%) of the share capital.

She notes that, to the best of the Company’s knowledge, none of the shareholders present by proxy are not entitled to vote.

The list setting out the results of the votes will be annexed to the minutes of the Meeting.

* * * * *

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

The Ordinary Shareholders’ Meeting

resolves

to approve the financial statements at December 31, 2019 of Eni S.p.A. which report a net profit of €1,606,976,739.49 (one billion six hundred and six million nine hundred seventy-six thousand seven hundred thirty-nine point forty-nine)."

* * * * *

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

Following the vote on item 1 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 2,210 (two thousand two hundred ten) shareholders attending by proxy, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary, announce that:

Voting in favour were

2,062,067,241 (two billion sixty-two million sixty-seven thousand two hundred forty-one) shares representing 99.490593% (ninety-nine point four hundred ninety thousand five hundred ninety-three per cent) of the votes.

Voting against were

60,118 (sixty thousand one hundred eighteen) shares, representing 0.002901% (zero point zero zero two thousand nine hundred one per cent) of the votes.

Abstaining were

10,497,973 (ten million four hundred ninety-seven thousand nine hundred seventy-three) shares, representing 0.506506% (zero point five hundred six thousand five hundred six per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None.

* * * * *

The Chairman 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 Chairman notes that the proposal for a derivative action, submitted by the shareholders "Associazione Liberiamo la Basilicata", "Comitato Aria Pulita Basilicata Onlus", Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa, relating to item 1 in the agenda, was deemed admissible and is thus put to the vote of the Meeting.

The proposal is as follows:

"derivative action against the Directors and other top management of Eni S.p.A., primarily the Chairmen, the Chief Executive Officers, the General Managers and deputy General Managers of Eni S.p.A. who have held office since the starting of operations of COVA - Centro Oli Val D'Agri in the Basilicata region in Southern Italy."

* * * * *

The Chairman invites the Shareholders' Representative to vote using

the remote voting device (radiovoter).

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 2,202 (two thousand two hundred two) shareholders attending by proxy, holding a total of 2,057,920,337 (two billion fifty-seven million nine hundred twenty thousand three hundred thirty-seven) shares with voting rights, equal to 57.075751% (fifty-seven point seventy-five thousand seven hundred fifty-one per cent) of the share capital – I, the notary, announce that:

Voting in favour were

5,694,721 (five million six hundred ninety-four thousand seven hundred twenty-one) shares, representing 0.276722% (zero point two hundred seventy six thousand seven hundred twenty-two per cent) of the votes.

Voting against were

2,036,083,992 (two billion thirty-six million eighty-three thousand nine hundred ninety-two) shares, representing 98.938912% (ninety-eight point nine hundred thirty-eight thousand nine hundred and twelve per cent) of the votes.

Abstaining were

16,141,624 (sixteen million one hundred forty-one thousand six hundred twenty-four) shares, representing 0.784366% (zero point seven hundred eighty-four thousand three hundred sixty-six per cent) of the votes.

* * * * *

Non- voting excluded from quorum

14,704,995 (fourteen million seven hundred four thousand nine hundred ninety-five) shares.

* * * * *

The Chairman announces that the proposal for a derivative action submitted by the Shareholders "Associazione Liberiamo la Basilicata", "Comitato Aria Pulita Basilicata Onlus", Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa, is rejected by a majority.

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

* * * * *

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

"The Ordinary Shareholders' Meeting,

resolves

to allocate the net profit for the period of €1,606,976,739.49 (one billion six hundred and six million nine hundred seventy-six thousand seven hundred thirty-nine point forty-nine), of which €1,178,270,781.37 (one billion one hundred seventy-eight million two hundred seventy thousand seven hundred eighty-one point thirty-seven) remains following the distribution of the 2020 interim dividend of €0.12 (zero point twelve) per share resolved by the Board of Directors on September 15, 2020, as follows:

1. to shareholders, in the form of a dividend of €0.24 (zero point twenty-four) per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, completing payment of the total dividend following the interim dividend for the 2020 financial year of €0.12 (zero point twelve) per

share. The total dividend per share for the 2020 financial year therefore amounts to €0.36 (zero point thirty-six) per share; the payment of the balance of the 2020 dividend in the amount of €0.24 (zero point twenty-four) per share is payable on May 26, 2021, with an ex-dividend date of May 24, 2021 and a record date of May 25, 2021;

2. the amount remaining following the distribution of the proposed dividend to the available reserve."

* * * * *

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

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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital –I, the notary, announce that:

Voting in favour were

2,063,207,673 (two billion sixty-three million two hundred and seven thousand six hundred seventy-three) shares, representing 99.545617% (ninety-nine point five hundred forty-five thousand six hundred seventeen per cent) of the votes.

Voting against were

9,352,126 (nine million three hundred fifty-two thousand one hundred twenty-six) shares, representing 0.451221% (zero point four hundred fifty-one thousand two hundred twenty one per cent) of the votes.

Abstaining were

65,533 (sixty-five thousand five hundred thirty-three) shares, representing 0.003162% (zero point zero zero three thousand one hundred sixty-two per cent) of the votes.

* * * * *

Non- voting excluded from quorum

none.

* * * * *

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

“The Ordinary Shareholders’ Meeting,

resolves

“to approve any use of the available reserve(s) of Eni S.p.A. for the distribution, in whole or in part, of the interim dividend for the year 2021 in accordance with the guidelines provided for in the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 18, 2021, delegating for this purpose the Board of Directors to proceed, subject to verification at the time of approval of the 2021 half-yearly

report of the existence of the relevant legal conditions as well as those provided for this purpose by the Shareholders' Remuneration Policy."

* * * * *

The Chairman 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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary, announce that:

Voting in favour were

2,053,109,805 (two billion fifty-three million one hundred nine thousand eight hundred five) shares, representing 99.058415% (ninety-nine point zero fifty-eight thousand four hundred fifteen per cent) of the votes.

Voting against were

9,614,867 (nine million six hundred fourteen thousand eight hundred sixty-seven) shares, representing 0.463898% (zero point four hundred sixty-three thousand eight hundred ninety-eight per cent) of the votes.

Abstaining were

9,900,660 (nine million nine hundred thousand six hundred sixty) shares, representing 0.477687% (zero point four hundred seventy-seven six hundred

eighty-seven per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None

* * * * *

The Chairman 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 Chairman recalls that the Shareholder Ministry of the Economy and Finance proposed to appoint Marcella Caradonna as standing Statutory Auditor of Eni S.p.A. until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022.

The Chairman calls for a vote on the proposal of the Ministry of the Economy and Finance, a shareholder holding the largest share of social capital, under **item 4** of the agenda, to appoint Marcella Caradonna as standing Statutory Auditor of Eni S.p.A. until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022. No other applications were received.

* * * * *

The Chairman 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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary, announce that:

Voting in favour were

1,984,898,230 (one billion nine hundred eighty-four million eight hundred ninety-eight thousand two hundred thirty) shares, representing 95.767344% (ninety-five point seven hundred sixty-seven thousand three hundred forty-four per cent) of the votes.

Voting against were

82,685,652 (eighty-two million six hundred eighty-five thousand six hundred fifty-two) shares, representing 3.989416% (three point nine hundred eighty-nine thousand four hundred sixteen per cent) of the votes.

Abstaining were

5,041,450 (five million forty-one thousand four hundred fifty) shares, representing 0.243240% (zero point two hundred forty-three thousand two hundred forty per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None.

* * * * *

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

* * * * *

The Chairman announces that, as a results of the votes above, MARCELLA CARADONNA, born in Stornara (FG) on May 22, 1959, taxpayer ID no. CRD MCL 59E62 I962J, Italian citizen, domiciled in Opera (MI), Via Sporting Mirasole n. 23/1, Register of Auditors no. 91274 - Ministerial Decree of October 15, 1999 - Gazzetta Ufficiale no. 87 of November 2, 1999 was appointed standing Auditor, until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022.

* * * * *

The Chairman recalls that the Shareholder Ministry of the Economy and Finance proposed to appoint Roberto Maglio as alternate Statutory Auditor of Eni S.p.A. until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022.

The Chairman calls for a vote on the proposal of the Ministry of the Economy and Finance, a shareholder holding the largest share of social capital, under **item 5** of the agenda, to appoint Roberto Maglio as alternate Statutory Auditor of Eni S.p.A. until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022.

* * * * *

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

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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary announce that:

Voting in favour were

1,984,094,771 (one billion nine hundred eighty-four million ninety-four thousand seven hundred seven) shares, representing 95.728579% (ninety-five point seven hundred twenty-eight thousand five hundred seventy-nine per cent) of the votes.

Voting against were

82,961,861 (eighty-two million nine hundred sixty-one thousand eight hundred sixty-one) shares, representing 4.002743% (four point zero zero two thousand seven hundred forty-three per cent) of the votes.

Abstaining were

5,568,700 (five million five hundred sixty-eight thousand seven hundred) shares, representing 0.268679% (zero point two hundred sixty-eight thousand six hundred seventy-nine per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None.

* * * * *

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, ROBERTO MAGLIO, born in Naples on March 9, 1972, domiciled in Naples, Via del Parco Grifeo n. 7, taxpayer ID no. MGL RRT 72C09 F839J, Italian citizen, Register of Auditors no. 96918 - Ministerial Decree of October 15, 1999 - Gazzetta Ufficiale no. 87 of November 2, 1999 is appointed alternate Auditor until the date of the Shareholders' Meeting called to approve the financial statements for the year 2022.

* * * * *

The Chairman calls for a vote on the proposal under **item 6** 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 of eighteen months from the date of this resolution, for the purposes and in compliance with the scenario conditions 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 7% of the ordinary shares (and 7% of social capital) making up Eni S.p.A. social capital (excluding treasury shares already held, representing 0.92% of share capital), for a total outlay of up to €1,600 million. 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, including EU rules, 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 Mercato Telematico Azionario, organised and operated by Borsa Italiana SpA, on the day before each individual transaction;

- the 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, including EU rules, and (if applicable) current accepted market practices and specifically:

- (i) 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;

- (ii) with the procedures established by market practices accepted by Consob pursuant to Article 13 of Regulation (EU) no. 596/2014 (if applicable); and

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

2) 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 Chairman invites the Shareholders' Representative to vote using the remote voting device (radiovoter).

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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary, announce that:

Voting in favour were

2,062,540,843 (two billion sixty-two million five hundred forty thousand eight hundred forty-three) shares, representing 99.513444% (ninety-nine point five hundred thirteen thousand four hundred forty-four per cent) of the votes.

Voting against were

9,430,562 (nine million four hundred thirty thousand five hundred sixty-two)

shares, representing 0.455006% (zero point four hundred fifty-five thousand and six per cent) of the votes.

Abstaining were

653,927 (six hundred fifty-three thousand nine hundred twenty-seven) shares, representing 0.031551% (zero point zero thirty-one thousand five hundred and fifty-one per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None.

* * * * *

The Chairman 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 "Q".

* * * * *

The Chairman calls for a vote on the proposal under item 7 of the agenda as follows:

“The Ordinary Shareholders’ Meeting,

resolves

in favour of the Report on compensation paid pursuant to Art. 123-ter, paragraph 4, of the T.U.F. (second section of the Remuneration Report).”

* * * * *

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

Following the vote on item 7 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 2,210 (two thousand two hundred ten) shareholders, holding a total of 2,072,625,332 (two billion seventy-two million six hundred twenty-five thousand three hundred thirty-two) shares with voting rights, equal to 57.483589% (fifty-seven point four thousand eighty-three thousand five hundred eighty-nine per cent) of the share capital – I, the notary, announce that:

Voting in favour were

1,288,488,303 (one billion two hundred eighty-eight million four hundred eighty-eight thousand three hundred and three) shares, representing 62.166967% (sixty-two point one hundred sixty-six thousand nine hundred sixty-seven per cent) of the votes.

Voting against were

780,471,913 (seven hundred eighty million four hundred seventy-one thousand nine hundred thirteen) shares, representing 37.656199% (thirty-seven point six hundred fifty-six thousand one hundred ninety-nine per cent) of the votes.

Abstaining were

3,665,116 (three million six hundred sixty-five thousand one hundred sixteen) shares, representing 0.176834% (zero point one hundred seventy-six thousand eight hundred thirty-four per cent) of the votes.

* * * * *

Non- voting excluded from quorum

None.

* * * * *

The Chairman 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**".

* * * * *

The Chairman - after first thanking the notary, all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings - as nothing is left to be discussed, declares that the agenda has been completed and adjourns the Meeting.

The time is 10:55 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 fourteen sheets of which it consists, written in part by a person known to me and in part by me, notary, covering fifty-two full pages and four lines of this page.

[signed] Lucia Calvosa

[signed] Paolo Castellini, Notary