Ordinary and Extraordinary Shareholders’ Meetings Resolution

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

- to approve the financial statements at December 31, 2022 of Eni S.p.A. which report a net profit amounting €5,481,018,877.20.
- to allocate the net profit for the year of €5,481,018,877.20 to the available reserves in the number of the Directors at the date of the meeting, to the net amount of the funds of the Directors and to the Chairman of the Board so appointed to three financial years, with this term expiring on the date of the Shareholders’ Meeting convened to approve Eni S.p.A. 2023 financial statements and appoint the Directors of the Board and the Chairman of the Board.
- to re-elect:
  - Giuseppe Zaffaroni, Chairman,
  - Enrico Pinzani, Director,
  - Elsa Basconcilis, Director,
  - Massimo Bedin, Director,
  - Roberto Ciampi, Director,
  - Corvino Filippo, Director,
  - Federica Giordani, Director,
  - Cristiana Sigismondi, Director,
  - Raphael Lewis, Vicerector, Director.
- to set the annual remuneration of the Chairman of the Board of Directors and of the other Directors at €90,000 euros and €60,000 euros, respectively, in addition to reimbursement of expenses incurred in the performance of the assignment;
- to appoint the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The term of office of the Board of Statutory Auditors and of the Chairman of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders’ Meeting to approve Eni S.p.A. 2023 financial statements;
- to authorize:
  - Rosalia Carrafiello, Chairman,
  - Enrico Pinzani, Director,
  - Marcello Cavalliero, Auditor;
  - Andrea Panariello, Auditor;
  - Silvia De Marchi, Auditor.
- to set the annual remuneration of the Chairman of the Board of Auditors and of the Statutory Auditors at €50,000 euros and €75,000 euros, respectively, in addition to reimbursement of expenses incurred in the performance of the assignment.
- pursuant to and for the purposes of Article 196 of the Consolidation Law on Financial Intermediation and of Article 2577 of the Italian Civil Code:
  - to approve the Long-Term Incentive Plan 2021-2023, under the conditions set forth in the Information Document made available along with the explanatory Report of the Board of Directors to the Shareholders’ Meeting, granting the Board of Directors all the powers needed to implement the Plan;
  - to authorize the Board to dispose of up to 6 million treasury shares to finance the implementation of the Plan, also authorizing the purchase of treasury shares originally acquired before the period 2022-2023 the Board (1) for the purpose to be sold to the shareholders of Eni S.p.A. for an aggregate amount of approximately €4.5 billion, or
  - to authorize the Board of Directors pursuant to and for the purposes of Article 2577 of the Italian Civil Code to conclude with the purchase of shares of the Company, in multiple transactions, for a period up to the end of April 2024 for the purposes referred to in the explanatory Report of the Board of Directors, with the terms and conditions set out below, the maximum number of shares to be purchased in equal tranches of 37,000,000 ordinary shares for a total of up to €3.5 billion, or
  - to purchase in a maximum of 70,000,000 ordinary shares for the purpose of remanaging Shareholders;
  - to purchase in a maximum of 14,300,000 ordinary shares for the purpose of establishing the so-called stock pool.
- to authorize the Board of Directors to use the proceeds in the form of securities in order to
- to authorize the Board of Directors to issue, when the terms and conditions established by the Board of Directors, in accordance with the purposes stated in this authorization, complying with any limits provided for in the current legislation and in any applicable management practices.
- to authorize the Board of Directors to dispose of treasury shares, to grant the Board of Directors with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate all powers necessary to execute the resolutions in the prorogation points, taking all actions required, organizational and/or operational and in accordance with the successful execution of these resolutions, as well as to provide the market disclosure required by legislation, including EU rules, and if applicable, current accepted market practices;
- in accordance with the Shareholders’ Representative Policy approved by the Board of Directors of Eni S.p.A. on February 15, 2023;
- to approve the distribution by way of and in place of the payment of the dividend for the year 2022 of €0.936 per share in shares in September 2022 (for an amount equal to €2.941 per share, March 2023) for an amount equal to €2.941 per share, May 2024 (for an amount equal to €3.050 per share);
- to approve the use of available reserves for the payment of the €0.246 tranche in September 2022 - also using for this purpose the residual amount 10,289,773,570 euros of the reserve pursuant to Law 562/2020, the use of which was resolved by the Shareholders’ Meeting of May 11, 2022 - and if necessary for following tranches;
- to delegate the Board of Directors to implement the above resolutions, vesting from time to time the exercise of the legal conditions for the purposes of distributing the reserve.

In addition, Eni’s Shareholders’ Meeting also approved the first section and received in favour of the second section of the Report on remuneration policy 2017-2019 and remuneration paid in 2020 provided by Art. 127, of the Legislative Decree No. 541/2000 (Consolidated Law on Financial Intermediation).

Finally, the Shareholders’ Meeting proposed the proposal liability action pursuant to some shareholders.

The regulations of the Directors and Statutory Auditors approved are available on www.eni.com.

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