



Notice of Ordinary and Extraordinary Shareholders' Meeting 2020

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 13, 2020 at 10:00 a.m. (CET)** on single call, to discuss and decide on the following

Agenda

(ordinary part)

1. Eni S.p.A. financial statements at December 31, 2019. Related resolutions. Eni consolidated financial statements at December 31, 2019. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.
2. Allocation of net profit.
3. Determination of the number of members of the Board of Directors.
4. Determination of the Directors' term of office.
5. Appointment of the Directors.
6. Appointment of the Chairman of the Board of Directors.
7. Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.
8. Appointment of the Statutory Auditors.
9. Appointment of the Chairman of the Board of Statutory Auditors.
10. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.
11. Long term incentive Plan 2020-2022 and disposal of Eni treasury shares to serve the Plan.
12. Report on remuneration policy and remuneration paid (Section I): policy on remuneration.
13. Report on remuneration policy and remuneration paid (Section II): compensation paid.

(extraordinary part)

14. Cancellation of Eni treasury shares in portfolio, without reduction of the share capital and consequent amendments to article 5.1 of the By-laws; related and consequent resolutions.

1. Procedures for holding the Shareholders' Meeting

In accordance with Article 106, paragraph 4, second sentence, 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", 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 4, 2020** – 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 8, 2020**). The right to attend and to vote in the Shareholders' Meeting, exercised exclusively through the Shareholders' Representative, remains 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 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



Notice of Ordinary and Extraordinary Shareholders' Meeting 2020

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 authorized intermediary, who will have them dematerialized in the Central Depository System, and shall then request the above-mentioned statement of attendance.

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 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 on **May 4, 2020**; the Company does not guarantee an answer to the questions received after that deadline. The questions may be sent a) by e-mail at the address segreteria societaria.azionisti@eni.com, b) by certified e-mail at the address corporate_sesocorp@pec.eni.com or c) 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 10, 2020**, 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

Pursuant to Article 126-bis 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 one fortieth of the Eni 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 authorized attesting ownership of Eni shares, are submitted in writing to the Company's registered office by registered letter with return receipt or by certified e-mail to the address: corporate_sesocorp@pec.eni.com. Moreover, a report on the proposed issues must be sent to the Company's Board of Directors by the Shareholders requesting the addition of items, in the same manner and within the same deadline. In any case, proposed resolutions on the items in the agenda may be presented individually and solely, through a proxy granted to the Shareholders' Representative, to the Shareholders' Meeting by persons entitled to vote. Shareholders entitled to submit these proposals may inform the Company of their intention to present them in the Meeting by **April 28, 2020 only by a)** e-mail at the address segreteria societaria.azionisti@eni.com, or b) by certified e-mail at the address corporate_sesocorp@pec.eni.com. The Company will publish these proposals on its website by **May 5**, to allow all Shareholders to evaluate them and give the related voting instructions to the Shareholders' Representative. Entitlement to submit proposals shall be certified by the communication provided for by Article 83-sexies of the T.U.F. issued by the intermediary for the purpose of attending the Shareholders' Meeting and exercising the right to vote, which must be received by **6:00 p.m. (CET) on May 5** and certifying the right to vote as at the record date (**May 4**).

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.



Notice of Ordinary and Extraordinary Shareholders' Meeting 2020

For the purposes of its publication, as well as in relation to the holding of the Shareholders' Meeting, 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.

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, 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 (**May 11, 2020**) at the following address:

*Studio Legale Trevisan & Associati
Corso Monforte, 36
20122 Milano – Italy*

or at the certified e-mail address 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 right to vote. Proxies or sub-proxies must be received, for organizational reasons, **by 12:00 noon on May 11** to Studio Legale Trevisan, & Associati, in accordance with the procedures specified in paragraph 5.1 or to the e-mail address: rappresentante-designato@trevisanlaw.it.

Proxies or sub-proxies must be also notified, for organizational reasons, to the Company, **by 12:00 noon on May 11**: a) by certified e-mail at the following address:

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 before the above deadline. A 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 or 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 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 and at the certified e-mail address representative-designato@pec.it.

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 Depository as at **April 3, 2020**, 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. Appointment of the Directors and the Statutory Auditors

Pursuant to Articles 147-*ter* and 148 of the T.U.F. and Articles 17.3 and 28.2 of the By-laws, the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of slates presented by the Shareholders. Only those Shareholders who, severally or jointly, represent at least 0.5% of the share capital are entitled to submit a slate. Ownership of the minimum holding needed to submit slates is determined with regard to the shares registered to the Shareholder on the date on which the slates are filed with the Company. The related statement provided by the authorized intermediary may be submitted to the Company, with the same procedures indicated below, after the filing provided that it is sent by **6:00 p.m. (CET) on April 22, 2020**.



Notice of Ordinary and Extraordinary Shareholders' Meeting 2020

The slates must be filed at the Company's registered office in compliance with applicable regulations by **April 18, 2020**, together with the additional documentation required by applicable law and regulations. Slates may be filed by certified e-mail at the address corporate_sesocorp@pec.eni.com.

For further information, please contact the Corporate Secretary's Office at the e-mail address segreteriaassociativa.azionisti@eni.com or call the toll-free number 800 940 924.

For the submission, filing and publication of slates, please refer to the provisions of Articles 17 and 28 of the By-laws, the Company's website and the report of the Board on the items on the agenda of the Shareholder's Meeting, which will be available on the aforementioned website as provided by law.

With regard to the appointment of the Statutory Auditors, if as of the deadline noted above (**April 18, 2020**) only one slate, or only slates presented by Shareholders who are affiliated pursuant to Article 144-*quinquies* of the Consob Issuers Regulation, have been deposited, the deadline for presenting slates pursuant to Article 144-*sexies*, paragraph 5, of the Consob Issuers Regulation shall be postponed until the third day following that date (i.e. **April 21, 2020**). In such case, the threshold established for the presentation of slates is reduced by half (i.e. 0.25% of the share capital). Articles 17.3 and 28.2 of the By-laws – as amended by the Board of Directors on February 27, 2020 to adjust their language in accordance with the provisions of Law 160 of December 27, 2019 to ensure compliance with the rules on gender balance on company boards - contain specific provisions on the composition of the slates. In particular, with regard to the appointment of the Board of Directors, Article 17.3 of the By-laws provides that at least two-fifths of the Board shall be made up of Directors of the less represented gender, rounding up to the next whole number, except in the case where the number of members of the Board is equal to three, in which case the number of positions shall be rounded down to the next whole number, as indicated by Consob. Slates with a number of candidates for Director equal to or greater than three must include candidates of different genders. Slates seeking to participate in the appointment of the majority of the members of the Board, made up of more than three candidates, must reserve two-fifths of the positions to the less represented gender, rounding up to the next whole number.

If the number of members of the Board is nine, in accordance with the proposal of the Board to the Shareholders' Meeting, the number of members belonging to the less represented gender must be equal to four.

Accordingly, Shareholders who intend to present a slate seeking to participate in the appointment of the majority of the members of the Board shall include three candidates of different gender from that of the other candidates if there are six candidates on the slate, and two candidates of the less represented gender if there are five candidates on the slate. If the Shareholders' Meeting decides that the number of members of the Board shall be fewer than nine, the Directors to be elected shall be drawn from the slates in the progressive order in which they are listed.

With regard to the appointment of the Board of Statutory Auditors, Article 28.2 of the By-laws establishes that two of the positions of standing Statutory Auditor shall be reserved for the less represented gender. Shareholders that intend to submit a slate containing three or more candidates for the positions of standing and alternate Statutory Auditor shall include candidates of different gender in the section for standing Statutory Auditors. If two candidates are indicated in the section for alternate Statutory Auditors, they must be of different genders.

The Board of Directors and the Board of Statutory Auditors have expressed their advice on the composition of the new Board of Directors and Board of Auditors to the Shareholders, which has been made public and will be attached to the report of the Board on the items on the agenda of the Shareholder's Meeting on the items on the agenda of the Shareholder's Meeting. The Corporate Governance Code, which the Company adopts, encourages Shareholders to consider their choices in the light of this advice in submitting their slates. Recall also that the Italian Corporate Governance Committee, in its latest annual report of December 2019, recommends that those who present slates for the appointment of the management body should give an account of how the selection of candidates reflected the advice and policies of the outgoing Board on its optimal composition.

The slates will be available to the public by **April 22, 2020**, at the registered office, at Borsa Italiana S.p.A. and on the Company's website.

Furthermore, without prejudice for the provisions of section 4. above, the Corporate Governance Code emphasises that it is good practice for Shareholders controlling the issuer (or, if there are none, Shareholders who have a significant influence on it) to inform the public with appropriate advance notice of any proposal to be submitted to the Shareholders' Meeting concerning issues for which the Directors did not formulate a specific proposal if such Shareholders do not plan to or cannot formulate in advance such proposals pursuant to Article 126-*bis* of the T.U.F.



Notice of Ordinary and Extraordinary Shareholders' Meeting 2020

The slates shall be made available to the public by **April 22, 2020** at the Company's registered office, through Borsa Italiana S.p.A. and on the Company's website.

8. 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 - or by writing to the e-mail address segreteria societaria.azionisti@eni.com. In addition, the following numbers may be called:

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

9. 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 "IInfo" – which can be consulted on the website www.linfo.it, and on the Company's website www.eni.com, in the section "Shareholders' Meeting 2020". The documentation may be consulted at the registered office only if so permitted by applicable regulations.

* * *

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 current regulations are changed or additional measures are issued by the competent authorities with regard to the current emergency 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
Emma Marcegaglia*