



Ordinary and Extraordinary Shareholders' Meeting – May 13, 2020

Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree n. 58 of February 24, 1998

(ordinary part)

Item 1 of the agenda: 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.

Resolution: Shareholders' Meeting resolved to approve the financial statements at December 31, 2019 of Eni S.p.A. which report a net profit amounting to 2,977,726,123.99 euro.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,048,947,966	56.379843	99.541538
Against	5,622,613	0.154715	0.273157
Abstentions	3,814,300	0.104956	0.185305
Shares on which a vote was not expressed ¹	14,956,712		

¹ Ignored for the purposes of calculating quorum.

Liability action presented by shareholders Liberiamo la Basilicata, Aria Pulita Basilicata Onlus, Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa related to item 1 of the agenda.

Resolution: Shareholders' Meeting resolved against the liability action

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	1,983,486,897	54.578584	100.000000
In favour	87	0.000002	0.000004
Against	888,374,746	24.444949	44.788536
Abstentions	1,095,112,064	30.133633	55.211459
Shares on which a vote was not expressed ²	89,854,694		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of 2,977,726,123.99 euro, of which 1,435,896,390.07 euro remains following the distribution of the 2019 interim dividend of 0.43 euro per share, resolved by the Board of Directors on September 19, 2019, as follows:

- the amount of 856,000 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
- to Shareholders in the form of a dividend of 0.43 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2019 of 0.43 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2019 therefore amounts to 0.86 euro per share;
- the payment of the balance of the 2019 dividend in the amount of 0.43 euro, payable on May 20, 2020, with an ex-dividend date of May 18, 2020 and a record date of May 19, 2020.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,023,946,017	55.691877	98.326899
Against	32,820,669	0.903109	1.594486
Abstentions	1,618,193	0.044527	0.078615
Shares on which a vote was not expressed ³	14,956,712		

² Ignored for the purposes of calculating quorum.

³ Ignored for the purposes of calculating quorum.

Item 3 of the agenda: Determination of the number of members of the Board of Directors.

Resolution: Shareholders' Meeting set the number of the Directors at nine.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,066,853,332	56.872535	100.000000
In favour	2,064,869,300	56.817942	99.904007
Against	360,511	0.009920	0.017443
Abstentions	1,623,521	0.044674	0.078550
Shares on which a vote was not expressed ⁴	6,488,259		

Item 4 of the agenda: Determination of the Directors' term of office.

Resolution: Shareholders' Meeting set the term of the office of the Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. Financial Statements at December 31, 2022.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,060,823,567	56.706617	100.000000
In favour	2,056,125,588	56.577345	99.772034
Against	3,083,056	0.084835	0.149603
Abstentions	1,614,923	0.044437	0.078363
Shares on which a vote was not expressed ⁵	12,518,024		

⁴ Ignored for the purposes of calculating quorum.

⁵ Ignored for the purposes of calculating quorum.

Item 5 of the agenda: Appointment of the Directors.

Resolution: Shareholders' Meeting appointed as Directors:

- Lucia Calvosa^{(1)*};
- Claudio Descalzi⁽¹⁾;
- Ada Lucia De Cesaris^{(1)*};
- Filippo Giansante⁽¹⁾;
- Pietro Angelo Mario Antonio Guindani^{(2)*};
- Karina Audrey Litvack^{(2)*};
- Emanuele Piccinno⁽¹⁾;
- Nathalie Tocci^{(1)*};
- Raphael Louis L. Vermeir^{(2)*}.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.34% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(*) Candidate who declared to hold the independence requirements provided by the law (Articles 147- ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance), as cited in the By-Laws.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,073,118,719	57.044937	100.00000
Votes in favour to the slate filed by the Ministry of Economy and Finance	1,744,646,651	48.006540	84.155656
Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other Institutional Investors	298,713,830	8.219554	14.408911
Against all the slates	10,416,353	0.286621	0.502448
Abstentions	19,341,885	0.532221	0.932985
Shares on which a vote was not expressed ⁶	222,872		

⁶ Ignored for the purposes of calculating quorum.

Item 6 of the agenda: Appointment of the Chairman of the Board of Directors.

Resolution: Shareholders' Meeting appointed Lucia Calvosa as Chairwoman of the Board of Directors.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,029,546,602	55.845985	98.598985
Against	8,717,697	0.239880	0.423521
Abstentions	20,120,580	0.553648	0.977494
Shares on which a vote was not expressed ⁷	14,956,712		

Item 7 of the agenda: Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.

Resolution: Shareholders' Meeting set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,054,424,613	56.530541	99.807603
Against	1,958,114	0.053880	0.095129
Abstentions	2,002,152	0.055092	0.097268
Shares on which a vote was not expressed ⁸	14,956,712		

⁷ Ignored for the purposes of calculating quorum.

⁸ Ignored for the purposes of calculating quorum.

Item 8 of the agenda: Appointment of the Statutory Auditors.

Resolution: Shareholders' Meeting appointed the Statutory Auditors. The term of office of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2022 Financial Statements. The Statutory Auditors are:

- Rosalba Casiraghi, Effective Auditor ^{(2)*};
- Enrico Maria Bignami, Effective Auditor ^{(2)*};
- Giovanna Ceribelli, Effective Auditor ^{(1)*};
- Mario Notari, Effective Auditor ^{(1)*};
- Marco Seracini, Effective Auditor ^{(1)*};
- Roberto Maglio, Effective Auditor ^{(1)*};
- Claudia Mezzabotta, Effective Auditor ^{(2)*}.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.34% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(*) Candidate who declared to hold the independence requirements provided by the law (Articles 147- ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance), as cited in the By-Laws.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,961,750	57.040617	100.00000
Votes in favour to the slate filed by the Ministry of Economy and Finance	1,883,031,886	51.814415	90.837754
Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other Institutional Investors	160,981,792	4.429653	7.765787
Against all the slates	10,415,041	0.286585	0.502423
Abstentions	18,533,031	0.509964	0.894036
Shares on which a vote was not expressed ⁹	379,841		

⁹ Ignored for the purposes of calculating quorum.

Item 9 of the agenda: Appointment of the Chairman of the Board of Statutory Auditors.

Resolution: Shareholders' Meeting appointed as Chairman of the Board of Statutory Auditors Rosalba Casiraghi, effective auditor drawn from the minority list.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	979,609,976	26.955422	100.000000
In favour	952,420,959	26.207275	97.224506
Against	7,755,401	0.213401	0.791683
Abstentions	19,433,616	0.534745	1.983812
Shares on which a vote was not expressed ¹⁰	1,093,731,615		

Item 10 of the agenda: Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.

Resolution: Shareholders' Meeting set the Chairman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 85,000 euro and 75,000 euro pre-tax, respectively.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,060,823,567	56.706617	100.000000
In favour	2,050,537,954	56.423593	99.500898
Against	8,289,231	0.228090	0.402229
Abstentions	1,996,382	0.054933	0.096873
Shares on which a vote was not expressed ¹¹	12,518,024		

¹⁰ Ignored for the purposes of calculating quorum.

¹¹ Ignored for the purposes of calculating quorum.

Item 11 of the agenda: Long term incentive Plan 2020-2022 and disposal of Eni treasury shares to serve the Plan.

Resolution: Shareholders' Meeting, pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Finance "T.U.F." and of Art. 2357-ter of the Italian Civil Code, resolved:

- to approve the Long-Term Incentive Plan 2020-2022, under the terms and conditions set forth in the Informative 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 20 million treasury shares to serve the implementation of the Plan.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,043,442,197	56.228343	99.274058
Against	6,051,316	0.166511	0.293984
Abstentions	8,891,366	0.244659	0.431958
Shares on which a vote was not expressed ¹²	14,956,712		

Item 12 of the agenda: Report on remuneration policy and remuneration paid (Section I): policy on remuneration.

Resolution: Shareholders' Meeting approved the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree 58/98.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	1,961,165,800	53.964386	95.276924
Against	81,293,249	2.236904	3.949371
Abstentions	15,925,830	0.438223	0.773705
Shares on which a vote was not expressed ¹³	14,956,712		

¹² Ignored for the purposes of calculating quorum.

¹³ Ignored for the purposes of calculating quorum.

Item 13 of the agenda: Report on remuneration policy and remuneration paid (Section II): compensation paid.

Resolution: Shareholders' Meeting resolved in favour of the second section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree 58/98.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	1,980,713,350	54.502266	96.226579
Against	55,517,100	1.527635	2.697120
Abstentions	22,154,429	0.609612	1.076302
Shares on which a vote was not expressed ¹⁴	14,956,712		

(extraordinary part)

Item 14 of the agenda: 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.

Resolution: Shareholders' Meeting resolved to cancel 28,590,482 treasury shares with no par value without changing the amount of the share capital and reducing the related reserve by the amount of € 399,999,994.58 (equal to the carrying value of the cancelled shares) and related amendment of Article 5.1 of the By-laws.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,058,384,879	56.639513	100.000000
In favour	2,033,666,191	55.959342	98.799122
Against	8,326,354	0.229112	0.404509
Abstentions	16,392,334	0.451059	0.796369
Shares on which a vote was not expressed ¹⁵	14,956,712		

¹⁴ Ignored for the purposes of calculating quorum.

¹⁵ Ignored for the purposes of calculating quorum.