



Notice of ordinary shareholders' meeting 2021

Notice of Ordinary Shareholder' Meeting

Shareholders' of Eni S.p.A. (hereinafter «Eni» or «Company») are hereby invited to attend the Ordinary Shareholders' Meeting which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, on **May 12, 2021 at 10:00 am**, on single call, to discuss and decide on the following

Agenda

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, the Board of Statutory Auditors and 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 Statutory Auditor, to restore full membership of the Board of Statutory Auditors.
5. Appointment of an alternate Statutory 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.

1. Procedures for holding the Shareholders' Meeting

In accordance with Article 106, fourth paragraph, 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”, ratified by Law no. 27 of April 24, 2020, and Decree Law no. 183 of December 31, 2020, ratified by Law no. 21 of **February 26, 2021**, extending the measures of Art. 106 to the Shareholders' Meetings held by July 31, 2021, 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 3, 2021** – 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 7, 2021**). The right to attend and to vote in the Shareholders' Meeting, exercised exclusively through the Shareholders' Representative, is ensured 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 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 authorised intermediary, who will have them dematerialised in the Central Depository System, and shall then request the above-mentioned statement of attendance.



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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 within the third day following the record date (**May 6**), according to the procedures indicated on the website, 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 3, 2021**; 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 9, 2021**, 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 authorised 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 27, 2021** 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 4**, 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 4** and certifying the right to vote as at the record date (**May 3**).

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



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proposal in order of amount of capital represented be put to a vote.

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 to the Shareholders' Representative in accordance with the procedures specified therein, 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 10, 2021**), using one of the following alternative procedures: (i) for proxies signed in the original, sent by courier or registered mail with return receipt, at the following address:

*Studio Legale Trevisan & Associati
Viale Majno, 45
20122 - Milan - Italy*

or (ii) for proxies signed with a qualifying electronic signature or digital signature, 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 - which shall be conferred by signing the related proxy form to the Shareholders' Representative in accordance with the procedures specified therein, which will be available on the Company's website dedicated to the Shareholders' Meeting - must be received, for organisational reasons, **by 12:00 noon on May 11** to Studio Legale Trevisan, & Associati, using one of the following alternative procedures: (i) by post at the address indicated in point 5.1 or (ii) by certified e-mail to: rappresentante-designato@pec.it or to the e-mail address: rappresentante-designato@trevisanlaw.it.

Proxies or sub-proxies must be also notified, without voting instructions, for organisational 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 in the same procedures specified for the conferment. 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 rappresentante-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 Depositary as at **April 5, 2021**, shall be entitled to exercise of their voting rights in



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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 a Standing Auditor and of an Alternate Auditor to restore full membership of the Board of Statutory Auditors

The Shareholders' Meeting will be called to resolve on the appointment of new Auditors to restore full membership of the Board of Statutory Auditors following the resignation, on September 1, 2020, of a standing Statutory Auditor drawn from the slate presented by the Ministry of the Economy and Finance (the so-called “majority slate”), and the interim appointment, pursuant to Art. 2401 of the Civil Code, of the alternate Auditor belonging to the same slate, who remains in office until the Shareholders' Meeting called with this notice.

In particular, the Shareholders will be called upon to appoint a standing Statutory Auditor and an alternate Auditor who will remain in office for the duration of the term of the Board in office (therefore to the date of the Shareholders' Meeting called to approve the Financial Statements at December 31, 2022).

As the provisions of the By-laws and law relating to the so-called slate voting system, applicable for the renewal of the entire Board of Statutory Auditors pursuant to art. 28.2 of the By-laws, do not apply here, the Shareholders' Meeting will be called to resolve with the majorities required by law, to ensure that the composition of the Board of Statutory Auditors complies with the law and the By-laws.

Shareholders are invited to submit any proposed appointments they intend to submit to the Shareholders' Meeting well in advance, in accordance with the procedures and deadlines set out in paragraph 4.

In particular, the Shareholders may inform the Company of their intention to submit proposed appointments to the Shareholders' Meeting, sending them by April 27, 2021, together with the additional documentation required by law and regulations in force.

Applications must be accompanied by: i) acceptance of nomination; ii) exhaustive information on the personal and professional characteristics of the candidates, as well as iii) a declaration of the same certifying the compliance with the requirements provided for by the law and the By-laws, also with reference to the rules relating to the maximum number of positions held as statutory auditors of listed companies.

Article 28.2 of the By-laws contains specific provisions in relation to the composition of the Board of Statutory Auditors. In particular, in accordance with law and the By-laws, at least two fifths of the positions of Statutory Auditors, ie two, are reserved to the less represented gender. At the moment, considering the composition of the Board of Statutory Auditors, candidates of both genders may be proposed for both the office of Standing Auditor and Alternate Auditor.

For the submission of nomination proposals please refer to the provisions of Article 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. For further information can be obtained writing to: segreteria societaria.azionisti@eni.com or calling the toll-free number 800 940 924.

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 “Info” – which can be consulted on the website www.info.it, and on the Company's website www.eni.com, in the section “Shareholders' Meeting 2021”. The documentation may be consulted at the registered office only if so permitted by applicable regulations.

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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



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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
Lucia Calvosa*