

Eni S.p.A.

Ordinary Shareholders' Meeting
called for 12 May 2021 at 10:00 a.m., on single call
in Rome, Piazzale Enrico Mattei, 1

**FORM FOR GRANTING A PROXY AND ISSUING VOTING INSTRUCTIONS TO THE SHAREHOLDERS' REPRESENTATIVE
STUDIO LEGALE TREVISAN & ASSOCIATI**

pursuant to Article 135-undecies of the Consolidated Law on Finance (Legislative Decree 58/98)

Part 1 of 2

Studio Legale Trevisan & Associati, Viale Majno 45 Milan (VAT reg. no. 07271340965), in the person of Dario Trevisan, attorney, born in Milan on 4 May 1964 (Tax ID no. TRVDRA64E04F205I), or his replacements, in his capacity as Representative Designated by Eni S.p.A. (hereinafter the “Company”), hereinafter one or the others also referred to as “**Shareholders' Representative**”) pursuant to Article 135-undecies of Legislative Decree 58/1998 (“Consolidated Law”), may receive proxies for the Ordinary Shareholders' Meeting of Eni S.p.A. called in Rome, Piazzale Enrico Mattei no. 1, for **Wednesday 12 May 2021**, at 10:00 a.m., on single call, in accordance with the procedures and time limits indicated in the Notice calling the Shareholders' Meeting published on 2 April 2021 on the Eni website at www.eni.com, in the section “2021 Shareholders' Meeting”, on the centralised storage mechanism authorised by Consob called “1Info” – which can be consulted at www.linfo.it, with Borsa Italiana S.p.A. and, in summary form, in the daily newspapers *Il Sole 24 Ore* and the *Financial Times*,

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, 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 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

The proxy form with the associated voting instructions must be received, in original, by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (10 May 2021), together with:

- a copy of a valid ID of the person granting the proxy; or
- if the person granting the proxy is a legal person, a copy of a valid ID of the legal representative or other person with appropriate powers, together with documentation demonstrating that person's status and powers;

using one of the following alternative procedures:

- (i) for proxies signed in the original, sent by courier or registered mail with return receipt to Studio Legale Trevisan & Associati, Viale Majno, 45,- 20122 Milan (Ref. "Proxy Eni 2021 Shareholders' Meeting");
- (ii) for proxies signed with a qualifying electronic signature or digital signature, sent by certified e-mail to: rappresentante-designato@pec.it.

The proxy and related voting instructions can be revoked by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (i.e. by 11:59 p.m. on 10 May 2021), using the same procedures as indicated above.

The conferral of the proxy and the voting instructions with this form is free of charge to the person granting the proxy (with the exception of any mailing costs).

Please note that in order to exercise voting rights by proxy through the Shareholders' Representative designated by the Company, the person entitled to vote must issue instructions to the intermediary who keeps the related accounts so that it can issue the notification to the Company certifying possession of the right at the end of 3 May 2021 (the record date). Note also that the validity of the proxy form is subject to receipt by Eni S.p.A. of the notice of the authorised intermediary.

Declaration of the Shareholders' Representative

*Studio Legale Trevisan & Associati, declares not to have any interest on our own behalf in respect of the proposed resolutions. Nevertheless, in view of the contractual relationship with the Company, for all statutory purposes **expressly declares that if unknown circumstances should arise or changes or additions made to the items submitted to the Shareholders Meeting, he and/or his replacements will not vote differently from the voting instructions received.***

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PROXY FORM FOR THE SHAREHOLDERS' REPRESENTATIVE

(Section to be notified to Eni S.p.A. through the Shareholders' Representative – *Complete form with requested information*)

The undersigned (*Company name /name and surname of the person holding voting rights*) * _____
born in * _____ on * _____ resident in * (*town*) _____
at * (*address*) _____ (*in the case of a legal person*) registered office * (*address*) _____
Tax ID no. * _____ Telephone no. _____ E-mail _____

(*) Mandatory

Information to be provided at the discretion of the person granting the proxy:

- notice no. _____ (notice of the intermediary to Eni S.p.A.) - any identifying code numbers _____

DELEGATES

the Shareholders' Representative to participate and vote in the Shareholders' Meeting of Eni S.p.A. of 12 May 2021 indicated above in accordance with the instructions provided to the Representative in respect of * _____ Eni S.p.A. shares, ISIN IT0003132476, registered in securities account no. * _____ held with (*depository institution*) * _____ ABI _____ CAB _____

DECLARES that he/she is aware:

(i) of the fact that the proxy granted to the Shareholders' Representative may contain voting instructions for only some of the proposed resolutions on the agenda and that, in this case, the vote shall be exercised only for those proposals for which voting instructions are given;

(ii) of the fact that the Designated Representative, when unknown circumstances occur or when there are changes or additions to the proposals presented at the Meeting, will not vote in a manner other than that indicated in the instructions;

(iii) of the fact that in any case the shares for which the proxy has been granted, even partially, are calculated for the purposes of determining the due constitution of the meeting and, in relation to proposals for which no voting instructions have been conferred or which have been revoked, the shares of the shareholder are not counted in the calculation of the majority and the share of capital required for the approval of the resolutions;

ATTACHES to this proxy form a copy of a valid identity document.

AUTHORISES the Shareholders' Representative to process the personal data of the person granting the proxy for the purposes and on the terms and conditions indicated in the information document prepared by the Shareholders' Representative.

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno 45 , in the person of Dario Trevisan, attorney, born in Milan on 4 May 1964 (Tax ID no. TRVDRA64E04F205I), who **may be replaced by** Camilla Clerici, attorney, born in Genoa on 19 January 1973 (Tax ID no. CLRCLL73A59D969J), or bay Giulio Tonelli, attorney, born in La Spezia on 27 February 1979 (Tax ID no. TNLGLI79B27E463Q), or by Valeria Proli, attorney, born in Novara on 24 October 1984 (Tax ID no. PRLVLR84R64F952S), or by Raffaella Cortellino, born in Barletta (BA) on 4 June 1989 (Tax ID no. CRTRFL89H44A669V), or by Andrea Ferrero, attorney, born in Torino on 5 May 1987 (Tax ID no. FRRNDR87E05L219F), or by Tania Scatamacchia born in Melfi (PZ) on 28 February 1987 (Tax ID no. SCTTNA87B68F104C), or by Beatrice Maria Mero born in Milan on 22 June 1987 (Tax ID no. MREBRC87H62F205C), or by Marco Esposito born in Monza on 30 August 1992 (Tax ID no. SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdagno (VI) on 03 February 1976 (Tax ID no. BVLCHR76B43L551U), or by Cristina Sofia Barracchia born in Trani (BT) on 05 February 1991 (Tax ID no. BRRCST91B45L328G), all domiciled for the purposes of this proxy at Studio Legale Trevisan & Associati, Viale Majno n. 45, 20122 – Milan.

<i>Where the signatory of the form differs from the shareholder</i>			
The undersigned _____ signs this proxy form in the capacity of (<i>check the appropriate box</i>):			
<input type="checkbox"/> pledgee	<input type="checkbox"/> custodian	<input type="checkbox"/> asset manager	<input type="checkbox"/> legal representative or attorney with sub-proxy
<input type="checkbox"/> stock borrower	<input type="checkbox"/> other (specify) _____		
<input type="checkbox"/> usufructuary			

Place/Date _____, _____

Signature _____

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Part 2 of 2

VOTING INSTRUCTIONS

(Information for the Shareholders' Representative only - *Check the appropriate box*)

The undersigned _____ (*company name/name and surname*) delegates the Shareholders' Representative to vote in accordance with the following voting instructions in the Shareholders' meeting of Eni S.p.A. of **12 May 2021**.

With regard to the various resolutions, the person granting the proxy may check only one box in each of columns A and B. In the case of ambiguity, the Shareholders' Representative will consider the voting instruction to be invalid and, consequently, the shares of the person granting the proxy will not be counted in the calculation of the majority and the share of capital required for the approval of the resolutions.

Space for the individual items and any other instructions

(Note that if the shareholder intends to submit proposals transmitted in advance to the Company in accordance with the instructions in the notice calling the Shareholders' Meeting, those proposals must be included here (in full or by referring to the proposals already submitted in advance) as long as the reference is unambiguous.)

A large, empty rectangular box with a thin black border, intended for shareholders to provide individual items and instructions for a Shareholders' Meeting. The box is currently blank.

Item 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

<p align="center">Column A Vote on the proposal of the Board⁽¹⁾</p>	<p align="center">Column B In the case of circumstances unexpected or unknown at the time the proxy was granted⁽²⁾</p>	<p align="center">Column C In the case of a vote on proposals other than those indicated in Column A (even if only amended)⁽³⁾</p>
<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p> <p>Abstain <input type="checkbox"/></p>	<p>I confirm the instructions in Column A <input type="checkbox"/></p> <p>I revoke the instructions in Column A⁽⁴⁾ <input type="checkbox"/></p> <p>I modify the instructions on the proposal in Column A and, on that proposal:</p> <p>- I vote against <input type="checkbox"/></p> <p>- I abstain <input type="checkbox"/></p>	<p>For:</p> <p>- shareholder(s) proposal⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p>Against:</p> <p>-shareholder(s) proposal⁽³⁾..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p>Abstain:</p> <p>-shareholder(s) proposal⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

**Item no. 2
Allocation of net profit**

<p align="center">Column A Vote on the proposal of the Board⁽¹⁾</p>	<p align="center">Column B In the case of circumstances unexpected or unknown at the time the proxy was granted ⁽²⁾</p>	<p align="center">Column C In the case of a vote on proposals other than those indicated in Column A (even if only amended) ⁽³⁾</p>
<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p> <p>Abstain <input type="checkbox"/></p>	<p>I confirm the instructions in Column A <input type="checkbox"/></p> <p>I revoke the instructions in Column A⁽⁴⁾ <input type="checkbox"/></p> <p>I modify the instructions on the proposal in Column A and, on that proposal:</p> <p>- I vote against <input type="checkbox"/></p> <p>- I abstain <input type="checkbox"/></p>	<p>For:</p> <p>- shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p>Against:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p>Abstain:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

Item no. 3
Payment of the 2021 interim dividend by distribution of the available reserve

Column A Vote on the proposal of the Board⁽¹⁾	Column B In the case of circumstances unexpected or unknown at the time the proxy was granted ⁽²⁾	Column C In the case of a vote on proposals other than those indicated in Column A (even if only amended) ⁽³⁾
<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p> <p>Abstain <input type="checkbox"/></p>	<p>I confirm the instructions in Column A <input type="checkbox"/></p> <p>I revoke the instructions in Column A⁽⁴⁾ <input type="checkbox"/></p> <p>I modify the instructions on the proposal in Column A and, on that proposal:</p> <p style="padding-left: 20px;">- I vote against <input type="checkbox"/></p> <p style="padding-left: 20px;">- I abstain <input type="checkbox"/></p>	<p>For:</p> <p>- shareholder(s) proposal ⁽³⁾ <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p>Against:</p> <p>-shareholder(s) proposal ⁽³⁾ <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p>Abstain:</p> <p>-shareholder(s) proposal ⁽³⁾ <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

Item no. 6

Authorisation to purchase treasury shares; Related and consequent resolutions

<p align="center">Column A Vote on the proposal of the Board⁽¹⁾</p>	<p align="center">Column B In the case of circumstances unexpected or unknown at the time the proxy was granted ⁽²⁾</p>	<p align="center">Column C In the case of a vote on proposals other than those indicated in Column A (even if only amended) ⁽³⁾</p>
<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p> <p>Abstain <input type="checkbox"/></p>	<p>I confirm the instructions in Column A <input type="checkbox"/></p> <p>I revoke the instructions in Column A⁽⁴⁾ <input type="checkbox"/></p> <p>I modify the instructions on the proposal in Column A and, on that proposal:</p> <p>- I vote against <input type="checkbox"/></p> <p>- I abstain <input type="checkbox"/></p>	<p>For:</p> <p>- shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p>Against:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p>Abstain:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

**Item no. 7
Report on remuneration paid ***

<p align="center">Column A Vote on the proposal of the Board⁽¹⁾</p>	<p align="center">Column B In the case of circumstances unexpected or unknown at the time the proxy was granted ⁽²⁾</p>	<p align="center">Column C In the case of a vote on proposals other than those indicated in Column A (even if only amended) ⁽³⁾</p>
<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p> <p>Abstain <input type="checkbox"/></p>	<p>I confirm the instructions in Column A <input type="checkbox"/></p> <p>I revoke the instructions in Column A⁽⁴⁾ <input type="checkbox"/></p> <p>I modify the instructions on the proposal in Column A and, on that proposal:</p> <p>- I vote against <input type="checkbox"/></p> <p>- I abstain <input type="checkbox"/></p>	<p>For:</p> <p>- shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p>Against:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p>Abstain:</p> <p>-shareholder(s) proposal ⁽³⁾..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

* The vote is an advisory vote.

In the case of any vote on shareholder suits proposed pursuant to Article 2393, second paragraph, of the Civil Code on the occasion of the approval of the financial statements:

I vote in favour of:

- shareholder(s) proposal *
- all

I vote against:

- shareholder(s) proposal *
- all

I abstain on:

- shareholder(s) proposal *
- all

- (1) Pursuant to Article 135-*undecies*, paragraph 3, of the Consolidated Law, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
- (2) If significant circumstances arise that were unknown at the time of issue of the proxy and cannot be communicated to the person granting the proxy, it is possible to choose between: a) confirmation of the voting instruction already indicated in Column A; b) modification of the voting instruction already indicated; (iii) revocation of the voting instruction already indicated. Where no choice has been made, the voting instructions in Column A shall be considered to be confirmed.
- (3) Specify the shareholder(s) who proposed the amendment or addition for which the vote is intended.
- (4) If the vote already cast on the item of the agenda is revoked, the corresponding shares will still be taken into account for the purpose of determining the due constitution of the Shareholders’ Meeting.

For any clarifications concerning the granting of the proxy (and in particular the completion of the proxy form and the voting instructions and their transmission) shareholders entitled to participate in the Shareholders’ Meeting may contact the Shareholders’ Representative at the addresses indicated above and or at the toll-free number 800134679 (during business hours), or they can consult the Company’s website at www.eni.com in the section “2021 Shareholders’ Meeting”. They may also ask for information by e-mail at segreteria.societaria.azionisti@eni.com. The Company has also activated the following toll-free numbers: 800 940 924 for calls from Italy and + 800 112 234 56, for calls from outside Italy.

Date _____

Signature _____

PRIVACY NOTICE

Pursuant to Article 13 of Regulation (EU) 2016/679 (“Regulation on the protection of individuals with regard to the processing of personal data and the free movement of such data”)

In relation to the personal data of which Studio Legale Trevisan & Associati - as the Shareholders’ Representative designated by the Issuer - will come into possession in performing its activities on your behalf, we wish to inform you of the following.

Controller

The Controller is Studio Legale Trevisan & Associati, (VAT reg. no. 07271340965), located in Milan, Viale Majno 45. The Controller can be contacted at the address: mail@trevisanlaw.it.

Purpose of the processing

The data contained in the proxy form will be processed for the following purposes:

- a) the performance of the engagement received, i.e. to perform the obligations relating to representation at the Shareholders’ Meeting and voting on your behalf, in accordance with the instructions received from you;
- b) the discharge of legal obligations.

Legal basis for the processing

The processing is being performed on the following legal bases:

- the discharge of contractual obligations deriving from the engagement received from you;
- the discharge of a legal obligation to which the Controller is subject, including in respect of the Issuer or supervisory authorities.

Source of personal data

The personal data are collected directly from you or from public or private databases.

Methods of data processing

The processing will consist in the collection, recording, organisation, structuring, storage, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction of the data.

The processing operations can be carried out by the Controller and/or by the persons authorised by them, with or without the aid of electronic or other automated means.

The personal data are processed in a lawful, fair and transparent manner, in the manner and for the purposes indicated above, as well as in compliance with the legislation on privacy and professional confidentiality obligations.

Storage period

In compliance with the principles of lawfulness, purpose limitation and data minimization, the data will be retained for the period in which the engagement is being performed and, subsequently, for the period in which the Controller is subject to retention obligations for tax, administrative purposes or as otherwise provided for by law.

Nature of data provision and consequences of refusal to provide data

In relation to the purposes referred to in point a) of the section “Purpose of the processing”, the provision of data is not mandatory but is strictly necessary for the purpose of carrying out the engagement received. Any refusal to provide such data would make it impossible for the Controller - as the Shareholders’ Representative - to perform the engagement received and discharge legal obligations. The associated processing does not require your consent.

In relation to the purposes referred to in point b), the provision of data is mandatory. Failure to provide data would make it impossible for the Controller – in its capacity as the Shareholders’ Representative - to carry out the engagement assignment received and discharge legal obligations. The associated processing does not require your consent.

Disclosure and dissemination of personal data

The data will be made accessible for the purposes mentioned above, before, during and after the Shareholders' Meeting of the Issuer.

The data may become known to the Controller's employees and associates specifically authorised to process the data, as well as the Issuer for the discharge of legal obligations, including the drafting of the Meeting minutes and the updating of the shareholders' register.

Such data may be disclosed to all public and private persons to whom disclosure is necessary to discharge a legal obligation or on the basis of provisions issued by authorities so empowered under law or by supervisory authorities, as well as for purposes strictly connected and instrumental to the performance of the engagement received regarding representation at the Meeting and voting.

Transfer of data abroad

The data may be transferred to EU countries or to third countries for the purposes of the processing.

Rights of the data subject

You have the right to request from the Controller, at any time:

- confirmation as to whether or not personal data concerning you are being processed and, where that is this case, to obtain access to the following information: (i) the purpose of the processing, (ii) the categories of data concerned, (iii) the recipients or categories of recipient to whom the data have been or will be disclosed, in particular recipients in third countries or international organisations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) the existence of automated decision-making, including profiling, the logic involved, and the significance and envisaged consequences of such treatment (right of access);
- the rectification of inaccurate personal data, or the completion of incomplete data (right of rectification);
- the erasure of personal data where (i) the data subject objects to the processing in the absence of any other overriding legitimate grounds for the processing itself; (ii) the data have been unlawfully processed; or (iii) it is necessary to comply with a legal obligation, except where the processing is necessary for exercising the right of freedom of expression and information, for compliance with a legal obligation, for reasons of public interest in the area of public health, for statistical purposes, for archiving purposes in the public interest, for scientific or historical research purposes or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation of the data into anonymous form or the blocking of data processed in violation of the law (right to be forgotten);
- the restriction of the processing of personal data where (i) you contest the accuracy of the personal data, for a period enabling us to verify its accuracy; (ii) the processing is unlawful and you oppose the erasure of the personal data and requests the restriction of their use instead; (iii) the personal data are required by you for the establishment, exercise or defence of legal claims; or (iv) you have objected to processing pending the verification whether the legitimate grounds of the controller override those of the data subject (right to restriction).

Furthermore, you have the right to lodge complaints with the competent supervisory authority (in Italy, the Italian Data Protection Authority) if you believe that the processing violates privacy legislation.

To exercise your rights or obtain any additional information, please send an email to mail@trevisanlaw.it.

REGULATION

Consolidated Law on Finance (Legislative Decree 58/98)

Art. 126-bis - Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions Consolidated Law on Finance (Legislative Decree 58/98)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, paragraph 3 or article 104, paragraph 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperatives the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with paragraph 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, paragraph 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, paragraph 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, paragraph 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, paragraph 1.
4. Shareholders requesting integration in accordance with paragraph 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, paragraph 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with paragraph 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, paragraph 1.

Art. 135-decies - Conflict of interest of the representative and substitutes

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Art. 135-undecies - Appointed representative of a listed company

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Italian Civil Code

Art. 2393 - Corporate Liability Action

1. Liability action against the directors shall be promoted by a resolution of the shareholders' meeting, even if the company is being wound up.
2. The resolution concerning the liability of the directors may be adopted during the discussion of the financial statements, even if it is not on the agenda, when it regards facts related to the year to which the financial statements refer.
3. Liability action may also be promoted by a resolution of the Board of Auditors, taken by a majority of two thirds of its members.
4. The action may be brought within five years from when the director leaves office.
5. The resolution to take liability action signifies the removal from office of the directors against whom it is taken, provided it is approved by the affirmative vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.
6. The company may waive the right to take liability action and seek a settlement, provided that the waiver and the settlement are approved by a specific resolution of the shareholders' meeting, and provided that there is no contrary vote of a minority of shareholders representing at least one fifth of the share capital or, in companies which use risk capital, at least one twentieth of the share capital, or the amount specified in the Bylaws for taking liability action pursuant to the first and second subsections of Article 2393-bis.