



## Ordinary and Extraordinary Shareholders' Meeting – May 14, 2025

### Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree no. 58, of February 24, 1998

*(ordinary part)*

Item 1 on the agenda: Eni S.p.A. financial statements at 31 December, 2024. Related resolutions. Presentation of consolidated financial statements at 31 December, 2024. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.

**Resolution:** Shareholders' Meeting resolved to approve the statutory financial statements at December 31, 2024 of Eni S.p.A, which report a net profit amounting to €6,419,275,358.30.

#### Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,947,194,091	61.879232	99.542682
Against	7,906,390	0.251255	0.404183
Abstentions	1,039,386	0.033030	0.053135
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 2 of the agenda: Allocation of net profit.**

**Resolution:** Shareholders' Meeting resolved to allocate the net profit for the period of €6,419,275,358.30 to the available reserve.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,946,908,008	61.870141	99.528057
Against	8,881,788	0.282251	0.454047
Abstentions	350,071	0.011125	0.017896
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 3 of the agenda: Amendment to the 2023-2025 Long-Term Incentive Plan (2025 allocation).**

**Resolution :** Shareholders' Meeting, pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation, resolved to approve the amendments to the 2023-2025 Long-Term Incentive Plan for the 2025 allocation, under the conditions set forth in the Disclosure Document made available within the time limits prescribed by current legislation, granting the Board of Directors all the powers needed to execute the resolution.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,939,694,762	61.640914	99.159308
Against	15,724,541	0.499705	0.803856
Abstentions	720,564	0.022899	0.036836
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 4 of the agenda: Report on remuneration policy and remuneration paid: Section I - 2025 remuneration policy.**

**Resolution:** Shareholders' Meeting approved in favour of the first section of the Remuneration Report, which explains the 2025 Policy for the remuneration of the Directors, the General Managers, the other managers with strategic responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the Statutory Auditors and the procedures used for the adoption and implementation of this policy.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,813,904,916	57.643480	92.728794
Against	137,344,221	4.364616	7.021186
Abstentions	4,890,730	0.155421	0.250019
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 5 of the agenda: Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2024.**

**Resolution:** Shareholders' Meeting approved in favour of the second section of the Remuneration Report, which explains the remuneration paid in 2024 as well as the remuneration pertaining to 2024 to the Directors, Statutory Auditors, General Managers and, in aggregate form, to other managers with strategic responsibilities.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,874,026,357	59.554059	95.802268
Against	81,400,119	2.586787	4.161263
Abstentions	713,391	0.022671	0.036469
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 6 of the agenda: Authorisation for the purchase of treasury shares; related and consequent resolutions.**

**Resolution:** Shareholders' Meeting resolved to:

1) to authorise the Board of Directors – pursuant to and for the purposes of Article 2357 of the Italian Civil Code – to proceed with the purchase of treasury shares of the Company, in multiple tranches, for a period up to the end of April 2026, for the purposes referred to in the explanatory report of the Board of Directors, within the time limits and on the conditions set out below:

- the maximum number of shares to be purchased is equal to 315,000,000 ordinary shares for a total outlay of up to €3.5 billion;
- the purchases must be carried out within the limits of distributable profits and available reserves as reported in the most recent regularly approved financial statements. Part of the available reserves or distributable profits will be restricted by attribution to a specific reserve as long as the treasury shares are in the portfolio;
- the purchases shall be made at a price to be determined on a case-by-case basis, having regard to the procedures selected to execute the transaction and in compliance with any regulatory requirements and, current accepted market practices, if applicable, which shall not be more than 10% lower or greater than the official price registered by the Eni S.p.A.'s stock in the trading session of the Euronext Milan, organised and operated by Borsa Italiana S.p.A., on the day before each individual transaction;
- purchases of treasury shares shall be executed in such a manner as to ensure equal treatment of Shareholders and in compliance with any regulatory requirements and current accepted market practices and specifically:
  - on regulated markets in accordance with the operating procedures established in the rules on the organisation and operation of the markets themselves, which do not permit the direct matching of bids with predetermined offers;
  - with the procedures established by market practices accepted by Consob pursuant to Art. 13 of Regulation (EU) no. 596/2014, if applicable; and
  - under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this resolution;

2) to confer on the Board of Directors - with the right to delegate to the Chief Executive Officer and to sub-delegate by the same - any power necessary to execute the resolutions referred to in the previous points, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions, as well as to provide the market disclosure required by legislation, including EU rules, and current accepted market practices that may be applicable.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,947,950,905	61.903283	99.581371
Against	7,839,561	0.249131	0.400767
Abstentions	349,401	0.011103	0.017862
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

**Item 7 of the agenda: Use of available reserves for and in place of the 2025 dividend.**

**Resolution:** Shareholders' Meeting resolved in accordance with the Shareholders' Remuneration Policy, approved by the Board of Directors of Eni S.p.A. on 26 February 2025, which sets a dividend of €1.05 per share for 2025 and distribution in 4 tranches:

- i) to approve the distribution for and in place of the payment of the dividend relating to financial year 2025 of a sum of €1.05 per share in the months of September 2025 (€0.26 per share), November 2025 (€0.26 per share), March 2026 (€0.26 per share) and May 2026 (€0.27 per share);
- ii) to approve the use of available reserves for and in place of the payment of the dividend relating to financial year 2025, making use, if necessary or appropriate and in the interests of the Shareholders, of the amount of the revaluation reserve pursuant to Law no. 342/2000, within the limits of use subject to resolution by the Extraordinary Shareholders' Meeting;
- iii) to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the reserve.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,946,144,119	61.845865	99.489006
Against	4,138,943	0.131530	0.211587
Abstentions	5,856,805	0.186121	0.299406
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

(extraordinary part)

**Item 8 of the agenda: Reduction and use of the reserve pursuant to Law no. 342/2000 for and in place of the 2025 dividend**

**Resolution:** Shareholders' Meeting resolved, in accordance with the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on 26 February 2025, which sets a dividend of €1.05 per share for 2025 and distribution in the months of (i) September 2025 (€0.26 per share), (ii) November 2025 (€0.26 per share), (iii) March 2026 (€0.26 per share), and (iv) May 2026 (€0.27 per share), we ask you to approve the following resolution

- i) to approve, for the further implementation of the Remuneration Policy, the reduction - with the methods and terms set out in art. 2445 of the civil code as referred to in art. 13 of Law 342/2000 - of the "Revaluation reserve pursuant to law 342/2000" in the amount of €2,300,000,000.00;
- ii) to approve, for the above purpose, the use of the aforesaid amount of €2,300,000,000.00, made available following the reduction of the "Revaluation reserve pursuant to Law 342/2000" or, - should compliance with the legal provisions required to complete the procedure pursuant to Art. 2445 of the Italian Civil Code not allow its immediate use in time for the disbursement of the dividend distribution tranches indicated above or should it be deemed necessary or appropriate in the interests of shareholders to proceed in another way for these purposes - the use of other available reserves of Eni S.p.A.;
- iii) to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the reserve.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,946,451,258	61.855626	99.504708
Against	3,825,004	0.121554	0.195538
Abstentions	5,863,605	0.186338	0.299754
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		



**Item 9 of the agenda: Cancellation of the treasury shares to be purchased under the terms of the authorisation pursuant to item 6 on the agenda of the ordinary part, without reduction of the share capital, and consequent amendments to Article 5 of the By-laws; related and consequent resolutions.**

**Resolution:** Shareholders' Meeting resolved:

- 1) to authorise the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same, to cancel up to a maximum of no. 315,000,000 treasury shares with no nominal value, which will possibly be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session for the purpose of remunerating the Shareholders; the cancellation will occur keeping the amount of the share capital unchanged and through the reduction of the related specific reserve (equal to the carrying amount of the shares cancelled);
- 2) to approve, as of now, after the treasury share cancellation pursuant to point 1 has been completed, the amendment of Art. 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A.'s share capital is divided, indicating in the same paragraph the number of shares that will effectively exist as a consequence of the execution of this cancellation;
- 3) to add a final paragraph in Article 5 of the By-Laws as follows:  
 "The Extraordinary Shareholders' Meeting of 14 May 2025 authorised the cancellation of a maximum of no. 315,000,000 Eni treasury shares purchased in execution of the treasury share buyback programme approved by the Shareholders' Meeting of 14 May 2025, conferring delegated powers on the Board of Directors - with the option of delegation to the Chief Executive Officer and sub-delegation by the same - to perform this cancellation, with several actions or at one time, by July 2026, to change, as a consequence, the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those effectively cancelled, and to proceed, after completing the cancellation, to annul this paragraph";
- 4) 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 needed to execute the resolution, taking all actions required, appropriate, instrumental and/or connected with the successful execution of the resolutions pursuant to the previous points, as well as to make any necessary additions, changes and formal deletions for registering in the Business Register and do whatever else is necessary and appropriate for the success of the resolution.

**Vote result**

	Number of shares	% Share capital	% Voting Share capital in attendance to the Meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,956,139,867	62.163517	100.000000
In favour	1,953,128,097	62.067807	99.846035
Against	2,643,735	0.084014	0.135151
Abstentions	368,035	0.011696	0.018814
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		