

Index

Deed

MINUTES OF THE ORDINARY AND EXTRAORDINARY

SHAREHOLDERS' MEETING OF

**“Eni S.p.A.”**

HELD ON 14 MAY 2025

\* \* \* \* \*

THE REPUBLIC OF ITALY

\* \* \* \* \*

On this fourth day of the month of June, two thousand twenty-five in Rome, Piazzale Enrico Mattei no. 1.

Before me, PAOLO CASTELLINI, Notary with office at Via Orazio 31, Rome, Italy, a member of the Roll of Notaries of the United Notarial Districts of Rome, Velletri and Civitavecchia.

Appeared:

- Dr. GIUSEPPE ZAFARANA, born in Piacenza on 2 May 1963, domiciled for this office in Rome, Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of **“Eni S.p.A.”**, with registered office in Rome, Piazzale Enrico Mattei no. 1, share capital Euro 4,005,358,876.00 fully paid-in, enrolled in the Company Register at the Chamber of Commerce of Rome and tax code no. 00484960588, R.E.A. no. RM-756453, PEC *eni@pec.eni.com*.

Mr Zafarana, whose personal identity and title I, the Notary, am certain of, asks me to draw up, pursuant to Article 2375 of the Italian Civil Code, the minutes of the Ordinary and Extraordinary Shareholders' Meeting of **“Eni S.p.A.”**, with registered office in Rome, Piazzale Enrico Mattei no. 1, share capital € 4,005,358,876.00 fully paid-in, registration with the Company

Register at the Rome Chamber of Commerce and tax code no. 00484960588, R.E.A. no. RM-756453, PEC *eni@pec.eni.com*, held on 14 May 2025 in Rome, Piazzale Enrico Mattei no. 1 from ten five to ten thirty-eight, which meeting was chaired by himself and for which my ministry was requested as shown in the deed executed by me on 14 May 2025, Index no. 88919/26361, registered with the Revenue Agency - Territorial Office of Rome 1 on \_\_\_\_\_ under no. \_\_\_\_\_ series 1T.

Therefore, I, the Notary, report as follows:

“On this fourteenth day of the month of May, two thousand twenty-five in Rome, Piazzale Enrico Mattei no. 1, at 10:05.

At the request of:

- “**Eni S.p.A.**”, having its registered office in Rome at Piazzale Enrico Mattei no. 1, with share capital of € 4,005,358,876.00, fully paid up, R.E.A. no. RM-756453, listed in the Company Register of Rome, taxpayer ID no. 00484960588, certified email address *eni@pec.eni.com* (hereinafter also “**Eni**” or the “**Company**”).

I, PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia, with my office at Via Orazio no. 31, Rome, for the purposes of preparing the minutes have come on this day, 14 May 2025 to Piazzale Enrico Mattei no. 1, Rome to attend the Ordinary and Extraordinary Meeting of the Shareholders of the Company, called for today at the aforementioned location at 10:00 a.m. to discuss and resolve on the following

## **AGENDA**

***(ordinary part)***

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

2. Allocation of net profit.

3. Amendment to the Long term incentive Plan 2023- 2025 (2025 allocation).

4. Report on remuneration policy and remuneration paid: Section I - 2025 remuneration policy.

5. Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2024.

6. Authorisation for the purchase of treasury shares; related and consequent resolutions.

7. Use of available reserves for and in place of the 2025 dividend.

*(extraordinary part)*

8. Reduction and use of the reserve pursuant to Law 342/2000 for and in place of the 2025 dividend.

9. Cancellation of 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.

\* \* \* \*

Entering the meeting hall, I note that GIUSEPPE ZAFARANA, born in Piacenza on 2 May 1963, domiciled for the purposes of his position in Rome at Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of the Company, is present and that, by virtue of his position and pursuant to Article

15.1 of the By-laws, will be chairing today's Meeting, held in Rome, Piazzale Enrico Mattei no. 1.

I, the Notary, confirm the identity and position of GIUSEPPE ZAFARANA.

\* \* \* \* \*

Mr Zafarana asks me to prepare the minutes of today's Meeting, in accordance with Article. 2371, paragraph 2, of the Italian Civil Code and Article 5.1 of the Meeting Rules.

The Chairman announces that in accordance with Article 3, paragraph 14-sexies of Decree Law no. 202 of 27 December 2024, converted into Law no. 15 of 21 February, which extended to Shareholders' Meetings held prior to or on 31 December 2025 the measures contained in Article 106, paragraph 4, second sentence, of Decree Law no. 18 of 17 March 2020, converted into Law no. 27 of 24 April 2020, Shareholders may participate in Shareholders' Meetings exclusively through the representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, ("Consolidated Law on Finance" or "CLF"), hereinafter the "**Shareholders' Representative**", identified by the Company in Studio Legale Trevisan & Associati, in the person of Atty. Dario Trevisan, as the entity to which Shareholders are able to grant the relevant proxy, free of charge, with voting instructions.

Shareholders were able to grant proxies or sub-proxies to the aforementioned Shareholders' Representative also pursuant to Article 135-novies of the CLF.

\* \* \* \* \*

The Chairman notes that the contents of the minutes of the Shareholders' Meeting and its attachments are governed by the Civil Code and the Consob Issuers' Regulation ("Issuers' Regulation").

In particular, Article 2375 of the civil code, provides that the minutes must include a summary, at the request of the shareholders, of their declarations relevant to the items on the agenda.

The Issuers' Regulation (Annex 3 E) provides that the minutes of the shareholders' meeting should include "the summary of the interventions with indication of the names of those intervening, the answers given and any declarations commenting on the same". The answers, unless voting instructions to the Shareholders' Representative were explicitly and objectively conditioned on them, will be provided by the Company after the Meeting and published on the Company's website.

Content or documents other than that referred to in these regulations are therefore not included in the minutes or the attachments, unless the Chairman specifically so requests of the Notary.

\* \* \* \* \*

The Notice calling the Meeting was published on 4 April 2025 in accordance with the law and regulations, on the website of the Company, on Consob's authorised central storage mechanism, denominated "1Info", on the website of Borsa Italiana, as well as, in extract form, in the daily newspaper "Corriere della Sera" on 5 April 2025.

\* \* \* \* \*

The notice calling the Meeting published on the website of the Company is attached to these minutes under letter "A".

\* \* \* \* \*

The Chairman announces that the Shareholder's Meeting was therefore properly convened.

He also announces that, in addition to himself, the following members of the Board of Directors are present:

- CLAUDIO DESCALZI - Chief Executive Officer;
- LUCA FRANCESCHINI, the Secretary of the Board of Directors;
- ROBERTO ULISSI, Director of Corporate Affairs and Governance.

\* \* \* \* \*

The meeting is also attended **remotely** by

the members of the Board of Directors:

- ELISA BARONCINI - Director;
- MASSIMO BELCREDI - Director;
- CAROLYN DITTMEIER - Director;
- ROBERTO CICIANI - Director;
- FEDERICA SEGANTI - Director;
- CRISTINA SGUBIN - Director;
- RAPHAEL LOUIS L. VERMEIR - Director;

the members of the Board of Statutory Auditors:

- ROSALBA CASIRAGHI - Chairwoman;
- ENRICO MARIA BIGNAMI – Standing Auditor;
- MARCELLA CARADONNA - Standing Auditor;
- ANDREA PAROLINI - Standing Auditor;
- as well as the Magistrate of the State Audit Court responsible for overseeing the financial management of Eni, GIOVANNI COPPOLA.

\* \* \* \* \*

The Standing Auditor GIULIO PALAZZO has notified that he is not able to attend and his absence has been duly justified.

\* \* \* \* \*

Finally, the Shareholders' Representative, pursuant to Article 135-undecies of the CLF, DARIO TREVISAN, owner of the Trevisan & Associati law firm, is present in person in the meeting room.

\* \* \* \* \*

As allowed by Article 2 of the Eni Meeting Rules, the Shareholders' Meeting is being **streamed** live to: representatives of the audit firm PricewaterhouseCoopers S.p.A., the Notary's assistants as well as top managers of the Company and of its main subsidiaries and some employees of the same, to help prepare responses to the questions asked by shareholders and to ensure that the Meeting is conducted in an orderly fashion.

\* \* \* \* \*

The Chairman announces that, in accordance with Article 5.2 of the Meeting Rules, the Chairman's Bureau has been appointed, composed of personnel of the Board of Directors and of the Corporate Secretariat, who are following the live **stream**, from a room adjacent to the meeting room.

\* \* \* \* \*

Finally, the Chairman announces that the meeting is being recorded and a real-time transcript is being made available for the exclusive purposes of facilitating the drafting of the minutes, and that the recording and transcription shall be duly destroyed immediately afterwards. The data collected shall be processed exclusively for these purposes, in accordance

with data protection regulations.

\* \* \* \* \*

The Chairman announces that the Ordinary and Extraordinary Shareholders' Meeting is being held after a single call, in accordance with Article 16.2 of the By-laws.

\* \* \* \* \*

The Chairman notes that, pursuant to applicable law and the By-laws, to attend and to vote at the Shareholders' Meeting, exclusively through the Shareholders' Representative, Shareholders must have filed a certificate of entitlement to the relative right by the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (5 May 2025 – the record date).

The Chairman asks the Chairman's Bureau for the list of shareholders in attendance by proxy.

Having verified entitlement to vote of those in attendance, having examined the notices issued by authorised intermediaries and having verified the compliance of the proxies submitted, the Chairman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,506 (two thousand five hundred and six) shareholders representing a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen percent) of the entire share capital.

The Chairman states that he will provide updated information on the number of shareholders present at a later stage and prior to each vote.



\* \* \* \* \*

**The final list of the names of those present at the Meeting**, all by proxy to the Shareholders' Representative, is contained in Annex "B" to the minutes of the Meeting.

\* \* \* \* \*

The Chairman states that, before each vote, the number of participating Shareholders, by proxy, and the number of shares represented will be verified.

The Chairman declares the Shareholders' Meeting duly constituted in ordinary and extraordinary session in a single call, and able to pass resolutions on the items on the agenda set forth in the Notice of call.

The Chairman announces that the Company has not received any requests to supplement the agenda, pursuant to Article 126-bis of the TUF and Article 13.1 of the By-Laws, nor have any resolutions on the items on the agenda been proposed, pursuant to paragraph 4.1 of the Notice of call and according to the terms set forth therein.

The Chairman announces that:

- on 29 April, 2025, Shareholder Marco Bava, holder of one share, presented a proposal for derivative action pursuant to Article 2393 of the Italian Civil Code, according to the terms set forth in the Notice of call in relation to the manner in which the Shareholders' Meeting of 2024 was held.

Given that the manner in which the aforementioned Shareholders' Meeting was held complies with the law, this proposal was deemed inadmissible by the Company and has therefore not been published on the relevant website nor will it be submitted to the Shareholders' Meeting for a

vote, since Shareholder Bava, although referring to facts pertaining to the financial year to which the financial statements refer to, is not claiming damages against the Company, but rather a potential infringement of shareholder rights, which could, if anything, be the subject of an individual action;

- on the same date, Shareholder “Comitato Aria Pulita Basilicata Onlus”, holder of one share, presented a proposal for derivative action, pursuant to Article 2393 of the Italian Civil Code, according to the terms set forth in the Notice of call, in relation to the first item on the agenda (Financial statements), which refers to alleged environmental damage in Val D’Agri and in Basilicata.

This proposal was deemed inadmissible by the Company and therefore was not published on the Company website nor put to vote at the Shareholders’ Meeting as it largely concerns events that have already been highlighted in previous proposals for derivative action. The new facts presented were considered irrelevant, in that they do not identify the alleged harm caused by the Company, which is a necessary requirement for the corporate liability of directors (pursuant to Art. 2392 of the Italian Civil Code). This requirement is indicated not only in generic terms, but also specifies that the existence of the harm - and the Company’s consequent obligation to pay compensation - must be established in a court of law, which has not yet occurred. At most, part of the objections could, if anything, be the subject of individual action by the shareholder, pursuant to Article 2395 of the Italian Civil Code, and such action does not fall within the decision-making powers of the Shareholders' Meeting.

\* \* \* \* \*

The Chairman announces that as of 5 May 2025 (“record date”), based on the contents of the Shareholders’ Register and information received pursuant to Article 120 of the CLF and other information available to the Company, shareholders holding voting shares representing more than 3% (three per cent) of the total shares issued are:

- Cassa Depositi e Prestiti Società per Azioni, holding 936,179,478 (nine hundred thirty-six million one hundred and seventy-nine thousand four hundred seventy-eight) shares representing 29.75% (twenty-nine point seventy-five percent) of the share capital;

- Romano Minozzi, holding, directly and indirectly, 97,351,116 (ninety-seven million three hundred and fifty-one thousand one hundred and sixteen) shares representing 3.0937% (three point zero nine three seven percent) of the share capital. [In particular, the following shareholdings were disclosed: Minozzi Romano: 26,020,153 (twenty-six million twenty thousand one hundred and fifty-three) shares, equal to 0.827% (zero point eight two seven percent) of the share capital; Iris Ceramica Group S.p.A.: 36,048,342 (thirty-six million forty-eight thousand three hundred and forty-two) shares, equal to 1.146% (one point one four six percent) of the share capital; Finanziaria Ceramica Castellarano S.p.A.: 2,198,900 (two million one hundred and ninety-eight thousand nine hundred) shares, equal to 0.07% (zero point zero seven percent) of the share capital; Granitifiandre S.p.A.: 28,398,700 (twenty-eight million three hundred and ninety-eight thousand seven hundred) shares, equal to 0.902% (zero point nine zero two percent) of the share capital; Porcelaingres GMBH: 4,685,021 (four million six hundred

and eighty-five thousand twenty-one) shares, equal to 0.149% (zero point one four nine percent) of the share capital].

Also, the Ministry of the Economy and Finance, holding 65,586,402 (sixty-five million five hundred and eighty-six thousand four hundred and two) shares, representing 2.084% (two point zero eight four percent) of the share capital, has de facto control over Eni by virtue of its shareholding held both directly and through Cassa Depositi e Prestiti società per azioni.

As of the record date of 5 May 2025, the Company held 91,610,327 (ninety-one million six hundred and ten thousand three hundred and twenty-seven) treasury shares representing 2.91% (two point nine one percent) of the share capital, for which the right to vote is suspended.

\* \* \* \* \*

The Chairman notes that no shareholders' agreements involving Eni shares exist.

He therefore requests the Shareholders' Representative to declare in accordance with applicable law and the By-laws, if any attendees by proxy are not entitled to vote or are party to a shareholders' agreement.

The Shareholders' Representative, Dario Trevisan, declares, to the best of his knowledge, that none of the attendees by proxy are not entitled to vote or are party to a shareholders' agreement, in accordance with applicable law and the By-laws. He also declares that he received voting instructions for all the shares for which he was given a proxy, unless otherwise indicated.

\* \* \* \* \*

The Chairman acknowledges the statement given by the Shareholders' Representative.

\* \* \* \* \*

The Chairman announces that, pursuant to Article 127-ter of the TUF, the following shareholders duly submitted questions prior to the Shareholders' Meeting, according to the terms set out in the Notice of Call:

- Fondazione Finanza Etica, holding 80 (eighty) shares;
- Re:Common ETS, holding 5 (five) shares;
- Marco Bava, holding 1 (one) share;
- Comitato Aria Pulita Basilicata Onlus, holding 1 (one) share.

As provided for in the Notice calling the Meeting, answers were made available in the relevant section of the Company's Internet site on 11 May 2025.

\* \* \* \* \*

The document entitled **“Questions and answers prior to the Shareholders' Meeting (Article 127-ter of Legislative Decree No. 58/1998”** is contained in Annex **“C”** to the minutes of the Meeting.

\* \* \* \* \*

Only in the event that the Shareholder, in asking the question in the proxy to the Shareholders' Representative, conditioned their vote explicitly and objectively to the answer to the question, the answer will be given during the Shareholders' Meeting.

\* \* \* \* \*

After any answer to be provided during the Meeting has been given, the Meeting will vote on the items on the agenda I, Notary, will announce the results of each vote.

\* \* \* \* \*

The Chairman reminds the shareholders that all documents related to the Shareholders' Meeting were filed and made available to the public at the Company's registered office, Borsa Italiana S.p.A., on Eni's Internet site and through Consob's authorised central storage mechanism "1Info", as required by law and regulations.

As mentioned, the document containing the answers to the questions received before the Shareholders' Meeting was also made available to the Shareholders on the Company's website, pursuant to art. 127-ter of the TUF.

\* \* \* \* \*

The Chairman presents, in sequence, all the items on the agenda.

\* \* \* \* \*

### **ORDINARY PART**

The Chairman moves on to the first item of the agenda.

#### **No. 1**

**ENI S.P.A. FINANCIAL STATEMENTS AT 31 DECEMBER 2024.  
RELATED RESOLUTIONS. PRESENTATION OF  
CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER  
2024.  
REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF  
STATUTORY AUDITORS AND THE AUDIT FIRM.**

\* \* \* \* \*

For more information on this item, the Chairman refers the shareholders to the Report of the Board of Directors, made available to the public as

required by law.

In relation to this item, on 1 May 2025 a Message from the Chairman and the CEO on climate strategy was published on the Company's website, which the Chairman requests be attached to the minutes.

\* \* \* \* \*

The **Message from the Chairman and the CEO on climate strategy** is annexed to these minutes under Annex **"D"**.

\* \* \* \* \*

The Chairman provides me, the Notary, with the information on the fees paid to the audit firm PricewaterhouseCoopers S.p.A. to be included in these minutes; the information is as follows:

**"Information on the fees paid in 2024 for the services provided by the audit firm PricewaterhouseCoopers SpA**

As presented in the attachment to the financial statements, for the audit of the 2024 financial statements of Eni S.p.A., the audit firm PwC S.p.A. performed: (i) the audit of the financial statements, the limited assurance of the half-year interim report, periodic checks on the regular keeping of the accounts, the audit of the consolidated financial statements, the limited assurance of the consolidated sustainability statement prepared pursuant to Italian Legislative Decree no. 125 of 2024 in compliance with the Corporate Sustainability Reporting Directive, and the audit of the separate annual accounts of the Italian Regulatory Authority for Electricity, Gas and Water for a fee of € 4,219,813; (ii) the audit of the internal control system as it relates to financial reporting and Form 20-F, in accordance with U.S. law, for a fee of € 7,468,247; (iii) other activities for a fee of € 906,616.

Overall, a total of € 12,594,676 was recognised for the auditing of Eni SpA 2024 financial statements by PwC SpA.

The total fees recognised by Eni SpA and its subsidiaries for activities performed by the PricewaterhouseCoopers network amount to € 31,837,052.

Leandro Di Bari”

\* \* \* \* \*

The Chairman reports that by filing a report, published and made available to the public within the time limits prescribed by current legislation, the Chairwoman of the Board of Statutory Auditors, Rosalba Casiraghi, informed the Meeting in accordance with Article 153 of the CLF, on the oversight activities provided by the Board of Statutory Auditors and on any omissions or censurable facts uncovered.

The Chairman announces that the Board of Directors proposed to approve the financial statements at 31 December 2024 of Eni S.p.A., which report a net profit amounting to € 6,419,275,358.30 (six billion four hundred and nineteen million two hundred and seventy-five thousand three hundred and fifty-eight point thirty).

\* \* \* \* \*

The document entitled “**Annual Report 2024**” constituting Eni’s integrated financial statements - containing, among other things, the Management Report (including the **Sustainability Statement** and the relative **Certification of the Sustainability Statement** pursuant to Art. 81-ter, paragraph 1 of the Consob Regulation no. 11971 of 14 May 1999 and subsequent changes and additions), the **Consolidated Financial Statements as at 31 December 2024** (Financial Statements, Notes on consolidated



financial statements, Supplementary Information on Oil&Gas Activities required by the SEC, Certification Pursuant to Article 154-bis, paragraph 5 of Legislative Decree 58/1998), the **Financial Statements as at 31 December 2024** (Financial Statements, Notes on Financial Statements, Proposals of the Board of Directors to the Shareholders' Meeting, Certification pursuant to Article 154-bis, paragraph 5 of Legislative Decree 58/1998), as well as the **Annexes** (Annexes to the notes on consolidated financial statements of Eni S.p.A. as of 31 December 2024, Equity Investments owned by Eni S.p.A. as of 31 December 2024, Changes in the scope of consolidation for the year, Fees for the statutory audit of the accounts and non-audit services), the **Reports of the Independent Auditors** (Independent Auditor's limited assurance report on the sustainability statement, Independent Auditor's report on the consolidated financial statements, Independent Auditor's report on the statutory financial statements), the **Report of the Board of Statutory Auditors** to the Shareholders' Meeting; as well as the **Report on Corporate Governance and Ownership Structure 2024** - are attached to these minutes as a whole under letter "E".

\* \* \* \* \*

The Chairman then moved on to discuss the second item on the agenda.

## **No. 2**

### **ALLOCATION OF NET PROFIT.**

\* \* \* \* \*

The Chairman announces that, considering that the distribution for and in place of the payment of the dividend for financial year 2024 makes use of

Eni S.p.A.'s available reserves, the net profit achieved in the 2024 financial year is to be carried forward as indicated in the Report of the Board of Directors.

The Board of Directors therefore proposed to allocate the net profit for the period of € 6,419,275,358.30 (six billion four hundred and nineteen million two hundred and seventy-five thousand three hundred and fifty-eight point thirty) to the available reserve.

\* \* \* \* \*

The Chairman then moves on to the third item on the agenda.

### **No. 3**

#### **AMENDMENT TO THE 2023-2025 LONG-TERM INCENTIVE PLAN (2025 ALLOCATION))**

\* \* \* \* \*

The Chairman announces that the Board of Directors has resolved to present the amendment to the 2023-2025 Long-Term Incentive Plan (the 2023-2025 LTI Plan), already approved by the Ordinary Shareholders' Meeting on 10 May 2023, with reference to the 2025 award, as described in more detail in the Report of the Board of Directors.

The proposed amendment is described in the Informative Document prepared pursuant to Article 114-bis of the CLF and Article 84-bis of the Issuers' Regulation, attached to the said report and made available to Shareholders according to the terms set by law, including by publication on the Company's website.

The Chairman reads out the proposal presented by the Board of Directors to approve the amendments to the 2023-2025 LTI Plan for the 2025

allocation, according to the terms set out in the Report of the Board of Directors.

\* \* \* \* \*

The updated version of the Informative Document on the 2023-2025 Long-Term Incentive Plan, containing the proposed amendments, is attached to these minutes under letter “F”.

\* \* \* \* \*

The Chairman then moved on to discuss the fourth item on the agenda.

#### **No. 4**

### **REPORT ON THE REMUNERATION POLICY AND REMUNERATION PAID: SECTION I - 2025 REMUNERATION POLICY.**

\* \* \* \* \*

The Chairman announces that the proposed amendment to the 2023-2025 Long-Term Incentive Plan referred to in item 3 of the agenda as well as the changes regarding the performance targets of the Short-Term Incentive Plan make it necessary to adjust, in relation to 2025, Section I of the Report on the 2023-2026 Remuneration Policy, approved by the Shareholders’ Meeting on 10 May 2023, according to the terms set out in the Report of the Board of Directors.

The Shareholders’ Meeting shall resolve upon the first section of the Report. The resolution is binding.

The Chairman therefore invites those present to vote on the proposal

submitted by the Board of Directors to approve the first section of the Report on Remuneration, which illustrates the Policy for 2025 on the remuneration of Directors, General Managers and other managers with strategic responsibilities, and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, Statutory Auditors, and the procedures used to adopt and implement this policy.

\* \* \* \* \*

The Chairman then moves on to the fifth item on the agenda.

**No. 5**

**REPORT ON REMUNERATION POLICY AND REMUNERATION  
PAID: SECTION II -REMUNERATION PAID IN 2024**

\* \* \* \* \*

The Chairman informs that the second section of the Report on Remuneration, prepared pursuant to Article 123-ter of the CLF and of Article 84-quater of the Issuers' Regulation, illustrates the fees paid during and pertaining to 2024 to the Board of Directors, the Statutory Auditors, the General Managers, and, in aggregate form, other managers with strategic responsibilities.

Pursuant to Article 123-ter, paragraph 6 of the CLF the Shareholders' Meeting shall resolve in favour or against the second section of the Report. The resolution is not binding.

The Chairman therefore invites those present to vote in favour of the second section of the Report on Remuneration, which illustrates 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.

\* \* \* \* \*

The **Report on the 2025 Remuneration Policy and remuneration paid in 2024** is attached to these minutes under letter “G”.

\* \* \* \* \*

The Chairman then moved on to discuss the sixth item on the agenda.

#### **No. 6**

### **AUTHORISATION FOR THE PURCHASE OF TREASURY SHARES; RELATED AND CONSEQUENT RESOLUTIONS.**

\* \* \* \* \*

The Chairman notes that, as indicated in the 2025-2028 Strategic Plan, presented to the market on 27 February 2025, Eni intends to distribute between 35% (thirty-five percent) and 40% (forty percent) of the annual CFFO (Cash Flow From Operations) in the form of dividends and buyback. In the presence of an upside in cash generation, the Company intends to allocate up to 60% (sixty per cent) of the incremental cash flows from the Plan to the buyback.

In line with the Plan, Eni therefore intends to launch in 2025 a new buyback programme for €1.5 (one point five) billion for the purposes specified in the Report of the Board of Directors. The amount of the buyback programme may be increased on the basis of any upsides as described above, up to a total maximum of €3.5 (three point five) billion.

Therefore, the Board of Directors proposes to authorise the purchase of shares of the Company, in accordance with the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the CLF, Article 144-bis of the Issuers' Regulation, for the purposes, within the time limits and in accordance with the procedures specified in the Report of the Board of Directors.

The Chairman invites the Shareholders to vote on the proposal presented by the Board of Directors according to the terms set forth in the Report of the Board of Directors.

\* \* \* \* \*

The Chairman then moves on to the seventh item on the agenda.

**No. 7**

**USE OF AVAILABLE RESERVES FOR AND IN PLACE OF THE  
2025 DIVIDEND.**

\* \* \* \* \*

At this point the Chairman refers to the Report of the Board of Directors, made available as required by law.

The Chairman invites the Shareholders to vote on the proposal presented by the Board of Directors according to the terms set forth in the Report of the Board of Directors.

\* \* \* \* \*

**EXTRAORDINARY PART**

The Chairman moves on to the eighth item of the agenda.

**No. 8**

**REDUCTION AND USE OF THE RESERVE PURSUANT TO LAW**

**NO. 342/2000 BY WAY OF AND IN PLACE OF THE 2025**

**DIVIDEND.**

\* \* \* \* \*

At this point the Chairman refers to the Report of the Board of Directors, made available as required by law.

The Chairman invites the Shareholders to vote on the proposal presented by the Board of Directors according to the terms set forth in the Report of the Board of Directors.

\* \* \* \* \*

The Chairman moves on to the ninth item of the agenda.

**No. 9**

**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.**

\* \* \* \* \*

The Chairman notes that, with reference to the purchase of Eni ordinary shares pursuant to item 6 on the agenda of the Shareholders' Meeting in ordinary session, the Board of Directors invited Shareholders to resolve to cancel any treasury shares that will be purchased on the basis of the aforesaid authorisation, for a maximum number of 315,000,000 (three hundred and fifteen million) treasury shares, representing approximately 10% (ten percent) of the Company's share capital.

The cancellation - the execution of which is entrusted to the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same - may be made also through several actions, even before the purchase of the maximum number of shares authorised by today's Shareholders' Meeting in ordinary session under the terms of item 6 on the agenda and by and no later than July 2026.

The cancellation will be followed by the amendment of Art. 5.1 of the By-laws in the part in which they indicate the number of shares into which the share capital is divided.

It is proposed therefore to add a last paragraph to the current Art. 5 of the By-laws, which will subsequently be annulled once the cancellation has been completed.

The Chairman invites the Shareholders to vote on the proposal presented by the Board of Directors according to the terms set forth in the Report of the Board of Directors.

\* \* \* \* \*

The **Report of the Board of Directors on the items on the agenda** is attached to these minutes under the letter "**H**".

\* \* \* \* \*

The Chairman invites the Shareholders' Representative to declare:

- a) if there are any shareholders who asked in their proxy to make a comment or a vote declaration or to ask questions independent of voting on the items on the agenda and, if so, to deliver the related texts to the Notary, which will not be read but transcribed or attached to the minutes;
- b) if there are any shareholders who conditioned their vote explicitly and



objectively to questions asked in the proxy, and to read them to the Meeting.

\* \* \* \* \*

Taking the floor is:

**DARIO TREVISAN (STUDIO LEGALE TREVISAN E ASSOCIATI -  
SHAREHOLDERS' REPRESENTATIVE):**

Thank you, Mr. Chairman,

as Shareholders' Representative, I hereby declare that I have not received any questions, on the items on the agenda, nor voting instructions explicitly and objectively conditioned on any questions formulated in the proxy.

Moreover, I hereby declare not to have received any other comments to be submitted to the Notary for attachment to the minutes of this meeting other than those noted below.

In particular, I hereby declare to have received two explanations of vote that I hereby submit to the Notary for attachment to these minutes, specifically:

(i) one (dated 13 May 2025) by the shareholders Comitato Aria Pulita Basilicata Onlus and Elman Rosania, entitled to attend and vote by virtue of, respectively, 1 (one) share and two (two) ordinary shares;

(ii) the other (dated 14 May 2025) by the shareholder Comitato Aria Pulita Basilicata Onlus.

\* \* \* \* \*

The above mentioned explanations of vote are attached to these minutes under letters "I" and "I 1".

\* \* \* \* \*

The Chairman acknowledges that the Shareholders' Representative has

not received any voting instructions explicitly and objectively influenced by questions presented in the proxy.

\* \* \* \* \*

The Chairman takes the floor again and puts the individual proposals on the agenda items to the vote by electronic vote.

The Chairman asks the Bureau for the list of shareholders in attendance by proxy.

The Chairman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital.

He states that he did not receive any communication concerning situations of lack of entitlement to vote. The list setting out the results of the votes will be annexed to the minutes of the Meeting.

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board of Directors under **item 1** of the agenda, as follows:

“Approval of the financial statements at 31 December 2024 of Eni S.p.A. which report a net profit of € 6,419,275,358.30 (six billion four hundred and nineteen million two hundred and seventy-five thousand three hundred and fifty-eight point thirty).”

\* \* \* \* \*

The Chairman invites the Shareholder's Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 1 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,947,194,091 (one billion nine hundred and forty-seven million one hundred and ninety-four thousand one hundred and ninety-one) shares representing 99.542682% (ninety-nine point five hundred and forty-two thousand six hundred and eighty-two per cent) of the votes.

Voting against were

7,906,390 (seven million nine hundred and six thousand three hundred and ninety) shares representing 0.404183% (zero point four hundred and four thousand one hundred and eighty-three per cent) of the votes.

Abstaining were

1,039,386 (one million thirty-nine thousand three hundred and eighty-six) shares representing 0.053135% (zero point zero fifty-three thousand one hundred and thirty-five per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**L**”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board of Directors under **item 2** of the agenda, as follows:

“Allocation of the net profit for the period of € 6,419,275,358.30 (six billion four hundred and nineteen million two hundred and seventy-five thousand three hundred and fifty-eight point thirty) to the available reserves.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 2 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,946,908,008 (one billion nine hundred and forty-six million nine hundred and eight thousand) shares representing 99.528057% (ninety-nine point five hundred and twenty-eight thousand fifty-seven per cent) of the votes.

Voting against were

8,881,788 (eight million eight hundred and eighty-one thousand seven hundred and eighty-eight) shares representing 0.454047% (zero point four hundred and fifty-four thousand forty-seven per cent) of the votes.

Abstaining were

350,071 (three hundred and fifty thousand seventy-one) shares representing 0.017896% (zero point zero seventeen thousand eight hundred and ninety-six per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “M”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board of Directors under **item 3** of the agenda, as follows:

“Pursuant to and for the purposes of Article 114-bis of the CLF,

- to approve the amendments to the 2023-2025 LTI Plan for the 2025 allocation, under the conditions set forth in the Disclosure Document attached and made available within the time limits prescribed by current

legislation, granting the Board of Directors all the powers needed to execute the resolution, including the power to: i) annually allocate Eni shares in favour of the Chief Executive Officer; ii) approve, upon the proposal of the Remuneration Committee, the Regulation and the targets of the absolute objectives of the 2025 allocation; as well as, also through persons delegated for this purpose, iii) identify the Beneficiaries on the basis of the defined criteria; and iv) define all other terms and conditions for implementation provided they do not conflict with this resolution.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 3 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,939,694,762 (one billion nine hundred and thirty-nine million six hundred and ninety-four thousand seven hundred and sixty-two) shares representing 99.159308% (ninety-nine point one hundred and fifty-nine thousand three hundred and eight per cent) of the votes.

Voting against were

15,724,541 (fifteen million seven hundred and twenty-four thousand five hundred and forty-one) shares representing 0.803856% (zero point eight hundred and three thousand eight hundred and fifty-six per cent) of the votes.

Abstaining were

720,564 (seven hundred and twenty thousand five hundred and sixty-four) shares representing 0.036836% (zero point zero thirty-six thousand eight hundred and thirty-six per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “N”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board under **item 4** of the agenda which is as follows:

“To vote in favour of the first section of the Report on Remuneration, 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.”

\* \* \* \* \*

The Chairman invites the Shareholder's Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 4 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,813,904,916 (one billion eight hundred and thirteen million nine hundred and four thousand nine hundred and sixteen) shares representing 92.728794% (ninety-two point seven hundred and twenty-eight thousand seven hundred and ninety-four per cent) of the votes.

Voting against were

137,344,221 (one hundred and thirty-seven million three hundred and forty-four thousand two hundred and twenty-one) shares representing 7.021186% (seven point zero twenty-one thousand one hundred and eighty-six per cent) of the votes.

Abstaining were

4,890,730 (four million eight hundred and ninety thousand seven hundred and thirty) shares representing 0.250019% (zero point two hundred and fifty thousand nineteen per cent) of the votes.



\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**O**”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 5** of the agenda:

“To vote in favour of the second section of the Report on Remuneration, 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.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 5 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and

seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,874,026,357 (one billion eight hundred and seventy-four million six thousand three hundred and fifty-seven) shares representing 95.802268% (ninety-five point eight hundred and two thousand two hundred and sixty-eight per cent) of the votes.

Voting against were

81,400,119 (eighty-one million four hundred thousand one hundred and nineteen) shares representing 4.161263% (four point one hundred and sixty-one thousand two hundred and sixty-three per cent) of the votes.

Abstaining were

713,391 (seven hundred and thirteen thousand three hundred and ninety-one) shares representing 0.036469% (zero point zero thirty-six thousand four hundred and sixty-nine per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “P”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 6** of the agenda, as follows:

“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 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 (three hundred and fifteen million) ordinary shares for a total outlay of up to € 3.5 (three point five) 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 for accounting purposes, for an amount equal to the purchases of treasury shares made, by attribution to a specific reserve that will be unavailable as long as the treasury shares are in the portfolio;
- purchases of treasury shares 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 that

may be applicable 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 Article 13 of Regulation (EU) no. 596/2014 (if applicable);

- under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution;

2) to confer on the Board of Directors - with the authority to delegate to the Chief Executive Officer, who in turn has the authority to subdelegate 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.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 6 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight

hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,947,950,905 (one billion nine hundred and forty-seven million nine hundred and fifty thousand nine hundred and five) shares representing 99.581371% (ninety-nine point five hundred and eighty-one thousand three hundred and seventy-one per cent) of the votes.

Voting against were

7,839,561 (seven million eight hundred and thirty-nine thousand five hundred and sixty-one) shares representing 0.400767% (zero point four hundred thousand seven hundred and sixty-seven per cent) of the votes.

Abstaining were

349,401 (three hundred and forty-nine thousand four hundred and one) shares representing 0.017862% (zero point zero seventeen thousand eight hundred and sixty-two per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “Q”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 7** of the

agenda, as follows:

“Dear Shareholders, 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 (one point zero five) per share for 2025 and distribution in 4 *tranches* you are invited to resolve as follows:

**1)** 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 (one euro and five cents) per share, in the months of: (i) September 2025 [€ 0.26 (zero point twenty-six) per share]; (ii) November 2025 [€ 0.26 (zero point twenty-six) per share]; (iii) March 2026 [€ 0.26 (zero point twenty-six) per share] and (iv) May 2026 [€ 0.27 (zero point twenty-seven) per share];

**2)** 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 interest 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 this Shareholders’ Meeting under item 8 on the agenda;

**3)** 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.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 7 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and

the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,946,144,119 (one billion nine hundred and forty-six million one hundred and forty-four thousand one hundred and nineteen) shares representing 99.489006% (ninety-nine point four hundred and eighty-nine thousand six per cent) of the votes.

Voting against were

4,138,943 (four million one hundred and thirty-eight thousand nine hundred and forty-three) shares representing 0.211587% (zero point two hundred and eleven thousand five hundred and eighty-seven per cent) of the votes.

Abstaining were

5,856,805 (five million eight hundred and fifty-six thousand eight hundred and five) shares representing 0.299406% (zero point two hundred and ninety-nine thousand four hundred and six per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**R**”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 8** of the agenda, as follows:

“Dear Shareholders, 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 (one point zero five) per share for 2025 and distribution in 4 tranches in the months of: (i) September 2025 [€ 0.26 (zero point twenty-six) per share]; (ii) November 2025 [€ 0.26 (zero point twenty-six) per share]; (iii) March 2026 [€ 0.26 (zero point twenty-six) per share] and (iv) May 2026 [€ 0.27 (zero point twenty-seven) per share], you are invited to resolve as follows:

**i)** to approve, for the further implementation of the Remuneration Policy, the reduction – within the time limits and in the manner prescribed by Article 2445 of the Italian Civil Code as cited in Article 13 of Law No. 342/2000 – of the “Revaluation Reserve pursuant to Law No. 342/2000” in the amount of € 2,300,000,000.00 (two billion three hundred million euro and zero cents);

**ii)** to approve, for the above purpose, the use of the aforesaid amount of € 2,300,000,000.00 (two billion three hundred million euros and zero cents) made available following the reduction of the “Revaluation Reserve pursuant to Law No. 342/2000” or – should compliance with the legal provisions required to complete the procedure pursuant to Article 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 interest of the shareholders to proceed in another way for these purposes – the use of the other available reserves of Eni SpA.;

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.”

\* \* \* \* \*

The Chairman invites the Shareholder’s Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 8 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,946,451,258 (one billion nine hundred and forty-six million four hundred and fifty-one thousand two hundred and fifty-eight) shares representing 99.504708% (ninety-nine point five hundred and four thousand seven hundred and eight per cent) of the votes.

Voting against were

3,825,004 (three million eight hundred and twenty-five thousand) shares representing 0.195538% (zero point one hundred and ninety-five thousand five hundred and thirty-eight per cent) of the votes.

Abstaining were

5,863,605 (five million eight hundred and sixty-three thousand six hundred and five) shares representing 0.299754% (zero point two hundred and ninety-nine thousand seven hundred and fifty-four per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “S”.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 9** of the agenda, as follows:

“**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 315,000,000 (three hundred and fifteen million) treasury shares with no nominal value, which will be purchased on the basis of the authorisation of the Shareholders’ Meeting in ordinary session today. 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 Article 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A. 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’s 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.”

\* \* \* \* \*

The Chairman invites the Shareholder's Representative to proceed to the vote using the remote voting device.

The outcome of the vote on item 9 in the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,506 (two thousand five hundred and six) shareholders holding a total of 1,956,139,867 (one billion nine hundred and fifty-six million one hundred and thirty-nine thousand eight hundred and sixty-seven) shares with voting rights, equal to 62.163517% (sixty-two point one hundred and sixty-three thousand five hundred and seventeen per cent) of the entire share capital - is as follows:

Voting in favour were

1,953,128,097 (one billion one hundred and fifty three million one hundred and twenty-eight thousand ninety-seven) shares representing 99.846035% (ninety-nine point eight hundred and forty-six thousand thirty-five per cent) of the votes.

Voting against were

2,643,735 (two million six hundred and forty-three thousand seven hundred and thirty-five) shares representing 0.135151% (zero point one hundred and thirty-five thousand one hundred and fifty-one per cent) of the votes.

Abstaining were

368,035 (three hundred and sixty-eight thousand thirty-five) shares representing 0.018814% (zero point zero eighteen thousand eight hundred and fourteen per cent) of the votes.

\* \* \* \* \*

Non-voting excluded from quorum

none.

\* \* \* \* \*

The Chairman announces that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “T”.

\* \* \* \* \*

The **amended text of the By-laws** is attached to these minutes as Annex “U”.

\* \* \* \* \*

The Chairman expresses his heartfelt thanks to me, the Notary, the Shareholders’ Representative and all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings.

As nothing is left to be discussed, the Chairman declares that the agenda has been completed and adjourns the Meeting.

The time is 10:38 am.

Of which these are the minutes”.

\* \* \* \* \*

I, Notary, am exempted from reading the attachments.

In my capacity as Notary, etc.