



## Notice of Ordinary and Extraordinary Shareholders' Meeting 2026

### Notice of Ordinary and Extraordinary Shareholders' Meeting

Shareholders of Eni S.p.A. (hereinafter «Eni» or «Company») are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, on **May 6, 2026 at 10:00 am**, on single call, to discuss and decide on the following

#### Agenda

##### (ordinary part)

1. Eni S.p.A. financial statements at December 31, 2025. Related resolutions. Presentation of consolidated financial statements at December 31, 2025. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.
2. Allocation of net profit.
3. Determination of the number of members of the Board of Directors.
4. Determination of the Directors' term of office.
5. Appointment of the Directors.
6. Appointment of the Chairman of the Board of Directors.
7. Determination of the remuneration of the Chairman of the Board of Directors and the Directors.
8. Appointment of the Statutory Auditors.
9. Appointment of the Chairman of the Board of Statutory Auditors.
10. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of Standing Statutory Auditors.
11. Long term incentive Plan 2026-2028 and disposal of Eni treasury shares to serve the Plan.
12. Report on remuneration policy and remuneration paid: Section I - 2026 remuneration policy.
13. Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2025.
14. Authorisation for the purchase and disposal of treasury shares; related and consequent resolutions.
15. Use of available reserves for and in place of the 2026 dividend.
16. Use of available reserves for the distribution of an extraordinary dividend.

##### (extraordinary part)

17. Reduction and use of the reserve pursuant to Law 342/2000 for and in place of the 2026 dividend and for the distribution of the extraordinary dividend.
18. Cancellation of treasury shares to be purchased under the terms of the authorisation pursuant to item 14 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.

#### 1. Procedures for holding the Shareholders' Meeting

In accordance with Article 4, paragraph 11 of the Decree Law of December 31, 2025 no. 200, ratified by Law of February 27, 2026 no. 26, which extended the effectiveness of the measures contained in the art. 106, fourth paragraph, second sentence, of Decree Law of March 17, 2020 no. 18, ratified by Law of April 24, 2020 no. 27 to the Shareholders' Meetings held by September 30, 2026, participation in the Shareholders' Meeting will take place solely through the Shareholders' Representative designated pursuant to Article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance, hereinafter «T.U.F.») as identified in paragraph 5 below (hereinafter «Shareholders' Representative»). The Shareholders' Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the T.U.F., in derogation from the provisions of Article 135-*undecies*, paragraph 4, of that decree, as indicated in paragraph 5 below. In accordance with the provisions of Article 106, paragraph 2, of the Decree Law no. 18/2020, without prejudice to the foregoing, the other persons whose participation in the Shareholders' Meeting is required in order to guarantee the regular conduct of the Meeting may also participate by telecommunication systems that guarantee their identification, without it in any case being necessary that the Chairman, the Secretary and the Notary are in the same location.

#### 2. Right to attend and to vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the T.U.F. and Article 13.2 of the By-laws and in accordance with the provisions of Article 106 of Decree Law no. 18/2020, those entitled to attend and to vote at the Shareholders' Meeting, exclusively through the Shareholders' Representative, are those on behalf of whom the intermediary authorized pursuant to applicable regulations has sent to the Company the statement certifying entitlement to the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (**April 24, 2026** – the record date). The statement must be received by Eni by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (**April 30, 2026**). The right to attend and to vote in the Shareholders' Meeting, exercised exclusively through the Shareholders' Representative, is ensured even if the statement is received by the Company after the deadline indicated above, as long as it is received by the opening of the Shareholders' Meeting. Those who become Shareholders only after the record date shall not be entitled to exercise the right to participate and to vote in the Shareholders' Meeting and, therefore, shall not grant a proxy to the Shareholders' Representative. Please note that the statement is sent to Eni by the intermediary upon



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request of the person entitled to the right. Those entitled to vote are required to give instructions to the intermediary that keeps the related accounts to send the aforementioned statement to the Company. Any requests for prior notice or fees requested at fulfilling the duties of the intermediary are not ascribable to the Company. In order to attend the Shareholders' Meeting, those holding shares not yet in dematerialized form shall first deliver these shares to an authorised intermediary, who will have them dematerialised in the Central Depository System, and shall then request the above-mentioned statement of attendance. The right to attend and vote in the Shareholders' Meeting is subject to the applicable regulatory provisions and is allowed within the limits of any sanctions and restrictive measures, adopted at national and international level, *pro tempore* in force.

### 3. Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the T.U.F., those entitled to vote and who have delivered to the Company within the third day following the record date (**April 27, 2026**) the statement provided by the authorised intermediary attesting ownership of Eni shares pursuant to applicable legislation (see paragraph 2 above), may ask questions on items on the agenda prior to the Shareholders' Meeting: the questions must be received by the Company **no later than April 24, 2026**. The questions and the aforementioned statement provided by the intermediary may be sent exclusively a) by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) through the appropriate section of the Company's website dedicated to the Shareholders' Meeting. Questions received by the above deadline will be answered **by May 3, 2026**, through publication of the answer in the appropriate section of the Company's website devoted to the Shareholders' Meeting. Eni has decided to bring the time limit for providing answers forward with respect to the legal deadline in order to give Shareholders the time necessary to make an informed decision in granting any proxy to the Shareholders' Representative.

The Company shall provide a single answer to questions having the same content. No reply is due when the requested information is available in "question and answer" form in the appropriate section of the Company's website or when the answer has already been published in that section.

### 4. Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on the items on the agenda

#### 4.1 Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on

#### the items on the agenda by Shareholders holding at least 2.5% of the share capital

Pursuant to Article 126-bis, first paragraph, first sentence, of the T.U.F. and in accordance with the provisions of Article 13.1 of the By-laws, Shareholders who, severally or jointly, represent at least 2.5% of Eni's share capital, may ask, **within ten days from the date of publication of this notice (by April 2, 2026)**, to add other items to the agenda, specifying the additional proposed items in their request or presenting proposed resolutions on items already on the agenda. Matters upon which, according to law, the Shareholders' Meeting must resolve upon a proposal of the Board of Directors, or on the basis of a project or report of the Board of Directors other than the report on the items in the agenda, may not be added to the agenda. Requests, together with the statement provided by the intermediary authorised attesting the ownership of Eni's shares, may be submitted exclusively: a) in writing to the Company's registered office by registered letter with return receipt to the address "Eni S.p.A. (Eni S.p.A. Corporate Secretariat), Piazzale Enrico Mattei, 1, 00144 Rome or b) by certified e-mail to the address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com). Moreover, a report on the proposed issues must be sent to the Company's Board of Directors by Shareholders requesting the addition of items, in the same manner and within the same deadline. Any additions to the agenda or the presentation of further proposed resolutions on items already on the agenda will be communicated as prescribed by law at least fifteen days before the Shareholders' Meeting (**by April 21, 2026**).

#### 4.2. Resolution proposals made by holders of voting rights

Each person entitled to vote may individually present resolution proposals on the items on the agenda or proposals whose presentation is otherwise permitted by law. Shareholders entitled to submit these proposals may send them to the Company **by April 21, 2026** only by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com).

The Company will publish these proposals on its website **by April 23, 2026** after verifying their eligibility and reserving the right to verify the proposers' entitlement to present them. In particular, for the purpose of their publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with the applicable legislation and the entitlement of the requesting Shareholders to submit the proposals certified by a communication of an intermediary or according to the results of the Shareholders' register.

Entitlement to submit proposals shall be in any case confirmed by the communication provided by Article 83-sexies of the T.U.F., issued by the intermediary for the



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purpose of attending the Shareholders' Meeting and exercising the voting right.

Shareholders' right to use the means of communication available to them to inform other Shareholders of the proposals they intend to submit at the Shareholders' Meeting shall be unaffected.

With reference to the proposals concerning the appointment of the corporate bodies, please refer to paragraph 7.

In the event of proposals for resolutions on the items on the agenda as alternatives to those submitted by the Board, the Board proposal will be put to a vote (unless it is withdrawn) and, only if this proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, even without a proposal from the Board, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders who represent the largest percentage of share capital. Only if the proposal put to a vote is rejected will the next proposal in order of amount of capital represented be put to a vote.

Any further information will be available on the Company's website.

### 5. Proxies conferred on the Shareholders' Representative designated by the Company

**5.1.** Pursuant to Article 135-*undecies* of the T.U.F. and Article 14.5 of the By-laws, the Company has designated Studio Legale Trevisan & Associati, in the person of Mr. Dario Trevisan (or his substitutes in case of impediment), as the representative to whom Shareholders may confer their proxy free of charge, with voting instructions on all or part of the proposals on the agenda. In this case, the proxy pursuant to Article 135-*undecies* of the T.U.F. must be conferred by signing the related proxy form to the Shareholders' Representative in accordance with the procedures specified therein, which will be available on the Company's website dedicated to the Shareholders' Meeting. The form must be received by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (**no later than 23:59 on May 4, 2026**), using one of the following alternative procedures: (a) for proxies signed in the original, sent by courier or registered mail with return receipt, at the following address:

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

or (b) for proxies signed with a qualifying electronic signature or digital signature, at the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

The proxy and related voting instructions pursuant to Article 135-*undecies* of the T.U.F. can always be revoked

by the above deadline. The proxy shall not be valid for proposals on the agenda for which no voting instructions have been provided.

**5.2.** In accordance with the provisions of Decree Law no. 18/2020, the Shareholders' Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the T.U.F., by those who have the voting right. Proxies or sub-proxies - which shall be conferred by signing the related proxy form to the Shareholders' Representative in accordance with the procedures specified therein, which will be available on the Company's website dedicated to the Shareholders' Meeting - must be received, for organisational reasons, **by 12:00 noon on May 5, 2026** to Studio Legale Trevisan, & Associati, using one of the following alternative procedures: (a) by post at the address indicated in point 5.1 or (b) by certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or to the e-mail address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

Proxies and sub-proxies must be also notified by the delegating party, without voting instructions, for organisational reasons, to the Company, **by 12:00 noon on May 5, 2026**: a) by certified e-mail at the following address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) through the appropriate section of the Company's website dedicated to the Shareholders' Meeting, in accordance with the procedures specified therein.

The proxy and sub-proxy and related voting instructions given to the Shareholders' Representative may always be revoked in the same procedures specified for the conferment. The proxy and the sub-proxy shall not be valid for proposals on the agenda for which no voting instructions have been provided.

The right to grant the proxies referred to in points 5.1 and 5.2 shall be certified by the notice provided for in Article 83-*sexies* of the T.U.F. issued by the intermediary for the purpose of attending the Shareholders' Meeting and exercising the right to vote (see paragraph 2 above).

Further information will be available on the Company's website.

The Shareholders' Representative is available to Shareholders for further clarifications at the toll-free number 800 134 679 (during business hours) and at the certified e-mail address [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

### 6. Holders of ADRs

The owners of ADRs, listed on the New York Stock Exchange, with each ADR representing two Eni ordinary shares, who are recorded in the Eni ADRs register of Citibank N.A, the ADR Depository as at **March 30, 2026**, shall be entitled to exercise of their voting rights in accordance with the deposit and registration requirements contained in the "ADR Deposit Agreement", without prejudice to the provisions of paragraph 1 of this notice.



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### 7. Appointment of the Directors and the Statutory Auditors

Pursuant to Articles 147-*ter* and 148 of the T.U.F. and Articles 17.3 and 28.2 of the By-laws, the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of slates presented by the Shareholders. Only those Shareholders who, severally or jointly, represent at least 0.5% of the share capital are entitled to submit a slate. Ownership of the minimum holding needed to submit slates is determined with regard to the shares registered to the Shareholder on the date on which the slates are filed with the Company. The related statement provided by the authorized intermediary may be submitted to the Company, with the same procedures indicated below, after the filing provided that it is sent **by 6:00 p.m. (CET) on April 15, 2026**.

The slates must be filed at the Company's registered office in compliance with applicable regulations **by April 13, 2026**, together with the additional documentation required by applicable law and regulations. The deadline for the filing of the slates would be on Saturday April 11, but it is **extended to Monday April 13, 2026**, which is the first following working day, in order to facilitate Shareholders in the presentation of slates.

Slates may be filed by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com).

For further information, please contact the Corporate Secretary's Office at the certified e-mail address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) and at the e-mail address [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com).

With regard to the appointment of the Statutory Auditors, if as of the deadline noted above (**April 13, 2026**) only one slate, or only slates presented by Shareholders who are affiliated pursuant to Article 144-*quinquies* of the Consob Issuers Regulation, have been deposited, the deadline for presenting slates pursuant to Article 144-*sexies*, paragraph 5, of the Consob Issuers Regulation shall be postponed until the third day following the statutory deadline of April 11, 2026 (**of April 14, 2026**). In such case, the threshold established for the presentation of slates is reduced by half (i.e. 0.25% of the share capital).

For the submission, filing and publication of slates, please refer to the provisions of Articles 17 and 28 of the By-laws, the Company's website and the Report of the Board of Directors on the items on the agenda of the Shareholders' Meeting, which will be available on the aforementioned website as provided by law.

Articles 17.3 and 28.2 of the By-laws - contain specific provisions on the composition of the slates. In particular, with regard to the appointment of the Board of Directors, Article 17.3 of the By-laws provides that at least two-fifths of the Board shall be made up of Directors of the less represented gender, rounding up to the next whole number, except in the case where the number of members

of the Board is equal to three, in which case the number of positions shall be rounded down to the next whole number, as indicated by Consob. Slates with a number of candidates for Director equal to or greater than three must include candidates of different genders. Slates seeking to participate in the appointment of the majority of the members of the Board, made up of more than three candidates, must reserve two-fifths of the positions to the less represented gender, rounding up to the next whole number.

If the number of members of the Board is nine, in accordance with the proposal of the Board to the Shareholders' Meeting, the number of members belonging to the less represented gender must be equal to four.

Accordingly, Shareholders who intend to present a slate seeking to participate in the appointment of the majority of the members of the Board shall include three candidates of different gender from that of the other candidates if there are six candidates on the slate, and two candidates of the less represented gender if there are five candidates on the slate. If the Shareholders' Meeting decides that the number of members of the Board shall be fewer than nine, the Directors to be elected shall be drawn from the slates in the progressive order in which they are listed.

With regard to the appointment of the Board of Statutory Auditors, Article 28.2 of the By-laws establishes that two of the positions of standing Statutory Auditor shall be reserved for the less represented gender. Shareholders that intend to submit a slate containing three or more candidates for the positions of standing and alternate Statutory Auditor shall include candidates of different gender in the section for standing Statutory Auditors. If two candidates are indicated in the section for alternate Statutory Auditors, they must be of different genders.

The Board of Directors and the Board of Statutory Auditors have expressed their advice on the composition of the new Board of Directors and Board of Auditors to the Shareholders, which has been made public and will be attached to the report of the Board of Directors on the items on the agenda of the Shareholder's Meeting. The Corporate Governance Code, which the Company adopts, recommends requiring those presenting a list for the appointment of the Board of Directors that contains a number of candidates greater than half of the members to be elected, to provide adequate information, in the documentation presented for the filing of the slate, regarding the compliance of the list with the orientation (published in a specific section of the Company's website dedicated to the Shareholders' Meeting) expressed by the Board of Directors, also with reference to the diversity criteria established by principle VII and by the recommendation 8 of the Corporate Governance Code, and to indicate their candidate for the Chairman of the Board of Directors. Shareholders who present a slate for the appointment of the Board of Directors and/or the



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Board of Statutory Auditors are also invited to ensure that the slate presented is accompanied by all the information necessary to allow Shareholders to consciously express their vote, including the indication of the possible suitability of the candidates for Directors and Statutory Auditors to qualify as independent based on the provisions of recommendation 7 of the Corporate Governance Code. Recall also that pursuant to recommendation 5 of the Corporate Governance Code, independent Directors, pursuant to the Code itself, constitute at least half of the administrative body.

The slates will be made available to the public **by April 15, 2026**, at the registered office, at Borsa Italiana S.p.A. and on the Company's website.

Furthermore, without prejudice to the provisions of paragraph 4 above, Shareholders submitting a slate for the appointment of the majority of the Board of Directors and/or of the Board of Statutory Auditors are recommended: (i) to submit and disclose to the market, concurrently with the publication of the slate, the resolution proposals functional to the appointment process, should such proposals not have been formulated by the outgoing Board, in particular those relating to remuneration; and (ii) to propose, at the time of filing the slate, the individual appointment of those candidates included in such slate who are not elected following the application of the slate-voting mechanism, in the progressive order in which the candidates are listed (or in a different expressly indicated order), should an individual vote be required to complete the composition of the Board of Directors and of the Board of Statutory Auditors. The individual voting proposals will be submitted to the Shareholders' Meeting starting from the proposal presented by the Shareholders representing the largest percentage of the share capital; only if the proposal put to vote is rejected will the other proposals be submitted to vote, in descending order of the share capital represented. The Shareholders' Meeting shall resolve by the majorities required by law and in such a manner as to ensure, in any event, that the composition of both bodies complies with applicable law and the By-laws.

### 8. Request for information and the website of the Company

Any further information related to the Shareholders' Meeting, in particular concerning the procedures for exercising rights, can be obtained by visiting the Company's website - [www.eni.com](http://www.eni.com) - or by writing to the e-mail address [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com). In addition, the following number may be called (during business hours): toll-free number the Shareholders' Representative: 800 134 679.

### 9. Information documents

The documentation concerning the items on the agenda, the full texts of the resolution proposals, together with the explanatory reports requested by the applicable law, will be available to the public - in accordance with the legal time limits - at the Company's registered office, at Borsa Italiana S.p.A., at the centralized storage device authorised by Consob called "1Info" - which can be consulted on the website [www.1info.it](http://www.1info.it), and on the Company's website [www.eni.com](http://www.eni.com), in the section "Shareholders' Meeting 2026". The documentation may be consulted at the registered office in accordance with the relevant legislation (Article 130 of the T.U.F.).

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We inform you that the date, place and/or procedures for holding the Shareholders' Meeting indicated in this notice calling the Meeting may be changed or clarified if the current regulations are changed or additional measures are issued by the competent authorities that are in effect on the date of the Shareholders' Meeting. Any changes will be promptly disclosed in the same manner used for the publication of this notice.

*The Chairman of the Board of Directors  
Giuseppe Zafarana*