



## RESOLUTIONS OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of Eni held on May 6, 2026 resolved the following:  
(ordinary part)

- the approval of the statutory financial statements at December 31, 2025 of Eni S.p.A. which report a net profit amounting to € 4,429,299,314.78;
- the allocation of the net profit for the period of € 4,429,299,314.78 to the available reserve;
- the determination of the number of Directors at 9 and the appointment of the Board of Directors and of the Chairman of the board of Directors for a term of three financial years, with this term expiring on the date of the Shareholders' Meeting convened to approve the financial statements at December 31, 2028. The Directors are:
  - Giuseppina Di Foggia, Chairman of the Board of Directors<sup>(1)\*</sup>;
  - Claudio Descalzi, Director<sup>(1)</sup>;
  - Stefano Capiello, Director<sup>(1)\*</sup>;
  - Carolyn Adele Dittmeier, Director<sup>(2)\*</sup>;
  - Benedetta Fiorini, Director<sup>(1)\*</sup>;
  - Emma Marcegaglia, Director<sup>(3)\*</sup>;
  - Matteo Petrella, Director<sup>(1)</sup>;
  - Cristina Sgubin, Director<sup>(1)\*</sup>;
  - Raphael Louis L. Vermeir, Director<sup>(2)\*</sup>.
- the determination of the annual remuneration of the Chairman of the Board of Directors and of the other Directors at € 90,000 and € 80,000 pre-tax, respectively, in addition to the reimbursement of expenses for carrying out the assignment;
- the appointment of the Statutory Auditors and of the Chairman of the Board of Statutory Auditors for a term of three financial years, with this term expiring on the date of the Shareholders' Meeting convened to approve the financial statements at December 31, 2028. The Statutory Auditors are:
  - Francesco Fallacara, Chairman<sup>(2)\*</sup>;
  - Marcella Caradonna, Standing Auditor<sup>(1)\*</sup>;
  - Andrea Parolini, Standing Auditor<sup>(1)\*</sup>;
  - Maria Francesca Talamonti, Standing Auditor<sup>(2)\*</sup>;
  - Mauro Zanin, Standing Auditor<sup>(1)\*</sup>;
  - Giulia De Martino, Alternate Auditor<sup>(1)\*</sup>;
  - Nadia Fontana, Alternate Auditor<sup>(2)\*</sup>.
- the determination of the annual remuneration of the Chairman of the Board of Statutory Auditors and of each Standing Statutory Auditor at € 85,000 and € 75,000 pre-tax, respectively, in addition to the reimbursement of expenses for carrying out the assignment;
- pursuant to and for the purposes of Art. 114-bis of the Consolidated Law on Financial and of Art. 2357-ter of the Italian Civil Code:
  - the approval of the Long-Term Incentive Plan 2026-2028 for management, granting the Board of Directors the powers needed to implement the Plan;
  - the authorisation granted to the Board of Directors to dispose of up to 15.4 million treasury shares to serve the implementation of the Plan, authorising for this purpose the disposal of the shares already held in the portfolio and free from restrictions;
- the authorisation granted to the Board of Directors – pursuant to and for the purposes of Art. 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 2027, up to a maximum of no. 303,000,000 ordinary shares for a total outlay of up to € 4 billion, of which:
  - up to a maximum of no. 297,900,000 shares for the purpose of remunerating Shareholders;

- up to a maximum of no. 5,100,000 shares allocated to serve the LTI Plan;
- the Shareholders' Meeting conferred on the Board of Directors – with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate – the powers necessary to execute the relevant resolutions;
- in accordance with the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on March 18, 2026:
  - to approve the distribution for and in place of the payment of the dividend relating to financial year 2026 of a sum of € 1.1 per share in tranches in the months of September 2026 (€ 0.27 per share), November 2026 (€ 0.27 per share), March 2027 (€ 0.28 per share) and May 2027 (€ 0.28 per share)<sup>(a)</sup>, using the available reserves, making use, if necessary or appropriate and in the interest of the Shareholders, of the amount of the revaluation reserve ex Lege 342/2000;
  - to delegate to 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 reserves;
- to approve the possible distribution of an extraordinary dividend, as set out in the Report of the Board of Directors on the items on the agenda, authorising, for the purposes of its payment, the use of available reserves, also using, when necessary or appropriate in the interests of the Shareholders, the amounts in the revaluation reserve pursuant to Law 342/2000, delegating to the Board of Directors the power to implement this, subject to verification that the relevant legal conditions are met, as well as those provided for this purpose by the Shareholders Remuneration Policy;
- to approve the first section and the resolution in favour of the second section of the Report on remuneration policy 2026 and remuneration paid in 2025 provided by Art. 123-ter of Consolidated Law on Financial Intermediation;

*(extraordinary part)*

- in relation to the aforementioned resolutions on the ordinary and extraordinary dividend:
  - to approve the reduction – with the methods and terms set out in Art. 2445 of the Italian Civil Code – of the “Revaluation reserve pursuant to law 342/2000” in the amount of € 2,839,616,320.98;
  - to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purpose of distributing the reserve;
- the authorisation granted to the Board of Directors to cancel up to a maximum of no. 297,900,000 treasury shares with no nominal value, which will be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session and consequent amendment of Art. 5 of the By-laws, granting the Board of Directors — with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate — all powers necessary to execute the resolution.

The curricula of the Directors and Statutory Auditors appointed are available on [www.eni.com](http://www.eni.com) and/or in the documentation relating to the respective slates.

The minutes of the Shareholders' Meeting will be made available to the public within the statutory time limits.

(1) Drawn from the slate of candidates submitted by the shareholder Ministry of Economy and Finance, owning, directly, the 2.166% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting, equal to 51.38%.

(2) Drawn from the slate of candidates submitted by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 0.92% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(3) Drawn from the slate of candidates submitted by Romano Minozzi and his subsidiaries, owning, jointly, approximately the 3.27% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(\*) Candidate who declared to hold the independence requirements provided by the law (Article 148 of the Consolidated Law on Finance), as well as by the Corporate Governance Code for listed companies.

(a) The first tranche will be paid on September 23, 2026 (ex-dividend date: September 21, 2026; record date: September 22, 2026) and the second tranche will be paid on November 25, 2026 (ex-dividend date: November 23, 2026; record date: November 24, 2026).