

Unofficial translation - The Italian text shall prevail over the English version.

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**MINUTES OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING OF
"ENI S.P.A."**

ITALIAN REPUBLIC

On the sixth day of May in the year two thousand and twenty-six

(06 May 2026)

in Rome, 121 Piazzale di Porta Pia;
at 3.00 pm

I, the undersigned, Mr Nicola Atlante, Notary Public in Rome, member of the Association of Notaries Public of Rome at the request of Giuseppe Zafarana, born in Piacenza on 2 May 1963 (the Chairman), whose address is as set out below, and whom I know personally, drew up these minutes in accordance with Article 2375 of the Civil Code, for the Shareholders' Meeting 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-up, registration number in the Rome Business Register and tax code 00484960588, Economic Administrative Index no. RM-756453, eni@pec.eni.com (the Company)

held in Rome, at Piazzale Enrico Mattei 1, on 6 May 2026, on a single call, commencing at 10.00 am and concluding at 10.58 am, to resolve upon the following

agenda

(ordinary part)

1. Annual Financial Statements of Eni S.p.A. as at 31 December 2025. Related resolutions. Presentation of the Consolidated Financial Statements as at 31 December 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 term of office of the Directors.
5. Appointment of 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 of 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 the standing Statutory Auditors.
11. Long-Term Incentive Plan 2026-2028 and disposal of 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 to purchase and dispose 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 No. 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 a reduction in the share capital, and consequent amendment of Article 5 of the By-laws; related and consequent resolutions.

I, the undersigned Notary, hereby certify that the minutes of the aforementioned Shareholders' Meeting, which I, the Notary, attended in full at the venue specified above, namely at Piazzale Enrico Mattei 1, Rome, are as set out below.

Pursuant to Article 15.1 of the By-laws, Giuseppe Zafarana began chairing the Shareholders' Meeting held in Rome, at Piazzale Enrico Mattei 1, and declared the meeting open at 10.00 am.

Pursuant to Article 2371, paragraph 2 of the Italian Civil Code, I was appointed as Notary to draw up the minutes of the Shareholders' Meeting.

In accordance with the provisions of the law (and in particular Article 4, paragraph 11 of Decree-Law No 200 of 31 December 2025, converted into Law No 26 of 27 February 2026) participation in the Shareholders' Meeting takes place exclusively through the Shareholders' Representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance or 'CLF', designated by the Company as the law firm Trevisan & Associati, in the person of the Solicitor Dario Trevisan, to whom shareholders were able to grant a proxy free of charge, together with voting instructions, as well as any further proxies or sub-proxies in accordance with Article 135-novies of the CLF. The mandatory content of the minutes meeting and the annexes to the same is governed by the Civil Code and the Consob Issuers Regulations (hereinafter the "Issuers Regulations").

No content or documents other than those provided for in the aforementioned regulations are included in the minutes or annexed to the same, unless specifically requested to me, the Notary.

The notice convening the Shareholders' Meeting was published on 23 March 2026 in accordance with the law and regulations, on the Company's website, on the centralised system for the dissemination and storage of regulated information authorised

by Consob known as "1Info", on the Borsa Italiana website and, in summary form, on 24 March 2026, in the daily newspaper "Corriere della Sera".

The meeting was therefore duly convened.

The Chief Executive Officer, Claudio Descalzi, the Secretary of the Board of Directors, Luca Franceschini, and the Company's Director of Corporate Affairs and Governance, Roberto Ulissi were present at the Company's registered office.

The following were also present at the Company's registered office:

- the Chairman of the Board of Statutory Auditors, Rosalba Casiraghi;
- the Standing Statutory Auditor, Marcella Caradonna;
- the Standing Statutory Auditor, Giulio Palazzo;
- the Standing Statutory Auditor, Andrea Parolini;
- Giovanni Coppola, the magistrate of the Court of Auditors responsible for overseeing the Company's financial management. Standing Statutory Auditor Enrico Maria Bignami and the following directors joined via video link from the company's system:

- Elisa Baroncini;
- Massimo Belcredi;
- Roberto Ciciani;
- Carolyn Adele Dittmeier;
- Cristina Sgubin;
- Raphael Louis L. Vermeir;

while Director Federica Seganti had apologised for her absence. The Designated Representative pursuant to Article 135-undecies of the CLF is also present at the Company's registered office, Solicitor Dario Trevisan.

As permitted by Article 2 of Eni's Shareholders' Meeting Rules, the following persons also attended the meeting via live streaming: representatives of the independent auditors PricewaterhouseCoopers S.p.A., as well as senior management of the Company and its main subsidiaries, and certain employees of those subsidiaries, to ensure the smooth running of the meeting.

In accordance with Article 5.2 of the Shareholders' Meeting Rules, a Chairman's Secretariat was established, comprising staff from the Board Secretariat and the Company Secretariat, who monitored the proceedings via live stream from an adjoining room.

Finally, he noted that audio-visual recording of the event and real-time transcription of the proceedings had been arranged, for the sole purpose of facilitating the drafting of the minutes of the meeting, and that these recordings and transcripts would be destroyed immediately afterwards. The data collected would be processed solely for these purposes, in accordance with the provisions of current legislation and the privacy policy published on the Company's website.

Computershare S.p.A. was appointed by the Company to provide technical support, with particular regard to the recording of

attendees and votes cast on the items on the agenda, details of which are set out in an annex to the minutes.

* * *

The Ordinary and Extraordinary Shareholders' Meeting was held on a single call in accordance with Article 16.2 of the By-laws.

Please note that, in accordance with the provisions of the law and the By-laws, only shareholders who hold shares at the close of business on the seventh trading day prior to the date of the Shareholders' Meeting on a single call are entitled to attend and vote (24 April 2026 - the so-called "record date").

The Chairman requested that the Chairman's Secretariat provide him with the details of shareholders entitled to attend by proxy.

The Secretary of the Board of Directors, Luca Franceschini, announced that the following were present, by proxy through their designated representative:

- 2,795 shareholders holding 2,038,447,951 shares, representing 67.320342% of the share capital.

The Chairman reserved the right to provide an updated attendance figure during the meeting and, in any event, before the vote. The list of the names of the Shareholders, all of whom were present by proxy through the Designated Representative, is attached to the minutes of this Meeting.

For each vote, the number of shareholders voting by proxy and the number of shares they hold would be verified.

The Meeting, duly convened in ordinary and extraordinary session on a single call and competent to resolve on the items included on the agenda set out in the Notice of Meeting, which was not read out.

The Company did not receive any requests to add items to the agenda or any proposals for resolutions on the items on the agenda, in accordance with Article 126-bis of the CLF, Article 13.1 of the By-laws and paragraph 4.1 of the Notice of Meeting, within the time limits specified therein.

Upon the submission of the slates for the appointment of members of the corporate bodies, the Ministry of Economy and Finance, a shareholder with 2.166% of Eni's share capital, submitted proposals for resolutions concerning items 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) and 10 (Determination of the remuneration of the Chairman of the Board of Statutory Auditors and the Standing Statutory Auditors) on the agenda.

On 10 April 2026, when the slate of candidates for the appointment of Eni's Board of Statutory Auditors was filed, a group of shareholders comprising asset management companies and other institutional investors - holding a combined total of approximately 0.92% of Eni's share capital - submitted a proposal regarding item 9 on the agenda (Appointment of the Chairman of the Board of Statutory Auditors).

These proposals are set out in detail when the relevant agenda items are discussed.

On 21 April 2026, shareholder Marco Bava, holder of one share, submitted a proposal for a corporate liability action pursuant to Article 2393 of the Italian Civil Code, within the time limits set out in the Notice of Meeting, concerning the manner in which the 2025 Annual Shareholders' Meeting was held.

Given that the procedures for holding the aforementioned Shareholders' Meeting comply with the law, the Company deemed this proposal to be inadmissible and, therefore, it was not published on the relevant website, nor was it put to the vote at the Meeting, since Shareholder Bava, whilst referring to matters pertaining to the financial year to which the financial statements relate - a factor which would, in theory, allow the resolution on the directors' liability to be put forward during the discussion of the financial statements (pursuant to Article 2393 of the Civil Code) - does not allege any damage suffered by the Company, which is the prerequisite for Directors to have liability towards the company, but rather challenges a restriction on participation in the Shareholders' Meeting. This dispute therefore provide the basis for an individual action brought by the shareholder (pursuant to Article 2395 of the Civil Code), which does not fall within the decision-making powers of the Shareholders' Meeting. Similar considerations apply with regard to the alleged conflict of interest involving Studio Trevisan, since, in this case too, there is no indication of any loss incurred by the company; furthermore, the alleged conflicts of interest do not concern dealings with Eni but rather the personal circumstances of the Designated Representative. Finally, the alleged breach of the By-laws does not constitute grounds for the shareholder to bring a corporate liability action.

As at 24 April 2026 (the "record date"), according to the share register, supplemented by notifications received pursuant to Article 120 of the CLF and other information available to the Company, the Shareholders holding voting shares representing more than 3% of the total issued shares were:

- Cassa Depositi e Prestiti S.p.A., holding 936,179,478 shares, representing 30.918% of the share capital;
- BlackRock, Inc., holding, directly and indirectly, 150,878,955 shares, representing 4.983% of the share capital;
- Romano Minozzi, holding, directly and indirectly, 99,110,660 shares, representing 3.273% of the share capital.

The Ministry of Economy and Finance, which holds 65,586,402 shares, representing 2.166% of the share capital, has de facto control over Eni by virtue of its shareholding, held both directly and through Cassa Depositi e Prestiti S.p.A.

As at 24 April 2026, the Company held 86,828,014 treasury shares, representing 2.87% of the share capital.

The Company is not aware of any shareholders' agreements relating to Eni shares.

The Designated Representative was asked to report, in accordance with the applicable provisions and the Articles of

Association, any instances of a lack of voting entitlement identified in the proxy forms collected and, in particular, the existence of shareholders' agreements.

The Designated Representative declared that, to the best of his knowledge, there were no circumstances in which the persons he represented lacked the right to vote, nor were there any shareholders' agreements on their behalf, in accordance with the law and the By-laws, in respect of all resolutions. He also declared that he was in possession of voting instructions for all shares in respect of which a proxy had been granted, unless otherwise stated where applicable.

The Chair noted the information provided by the Designated Representative.

Pursuant to Article 127-ter of the CLF, requests were received from the following Shareholders prior to the Shareholders' Meeting, within the time limits specified in the notice convening the meeting:

- Fondazione Finanza Etica, holder of 80 shares;
- Re Common ETS, holder of 5 shares;
- Marco Bava, holder of 1 share;
- Comitato Aria Pulita Basilicata Onlus, holder of 1 share.

As stated in the notice of meeting, the responses were made available in the relevant section of the Company's website on 3 May 2026 and are annexed to these minutes.

The answer will be provided during the meeting only if a shareholder had included a question in the proxy form addressed to the Designated Representative and explicitly and objectively made their vote conditional upon a specific answer.

Once the questions to be addressed at the meeting were answered, a vote was taken on the items on the agenda; for each vote, I, the Notary, was authorised to announce the results.

* * *

The meeting documents were filed and made available to the public in accordance with the law and regulations at the Company's registered office, on Eni's website, at Borsa Italiana S.p.A. and on "Info".

As mentioned, the document containing the answers to the questions received prior to the Shareholders' Meeting was also made available to shareholders on the Company's website, in accordance with Article 127-ter of the CLF.

* * *

He then proceeded to consider the items on the agenda in turn.

ORDINARY PART

Item 1 on the agenda:

ANNUAL FINANCIAL STATEMENTS OF ENI S.P.A. AS AT 31 DECEMBER 2025. RELATED RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025. REPORTS OF THE DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE AUDIT FIRM. For further details on this matter, he referred to the Report of the Board of Directors, which was made available in

accordance with the law and has also been annexed to these minutes.

In addition, on 27 April 2026, a letter from the Chairman and Chief Executive Officer regarding the climate strategy was published on the Company's website; the text of this letter was attached to the minutes.

The statement regarding the fees paid to the audit firm PricewaterhouseCoopers S.p.A. was submitted to me, the Notary, for inclusion in the minutes. ("PwC Italy").

The Chairman of the Board of Statutory Auditors, Rosalba Casiraghi, in her report on behalf of the Board – which was filed and made available to the public in accordance with the law and regulations – reported to the Shareholders' Meeting, pursuant to Article 153 of the CLF, on the supervisory activities carried out by the Board of Statutory Auditors, on any omissions and on any reprehensible matters identified.

He then invited the Shareholders to approve the annual financial statements of Eni S.p.A. as at 31 December 2025, which show a profit of € 4,429,299,314.78.

Item 2 on the agenda:

ALLOCATION OF NET PROFIT

Given that the distribution, for and in place of the dividend payment for the 2025 financial year, will be made from the available reserves of Eni S.p.A., in accordance with the resolution of the Shareholders' Meeting of 14 May 2025, the profit made in the 2025 financial year is to be carried forward and allocated to the available reserves, as indicated in the Report of the Board of Directors.

He therefore invited the Shareholders to vote in favour of the Board of Directors' proposal to allocate the profit for the financial year of € 4,429,299,314.78 to the available reserves.

Item 3 on the agenda:

DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Shareholders' Meeting was called upon to appoint the members of the Board of Directors, as the terms of office of the current directors, who were appointed by the Shareholders' Meeting of 10 May 2023, were due to expire.

Pursuant to Article 17.1 of the By-laws, the Board of Directors shall consist of a minimum of three and a maximum of nine members.

Taking into account the guidelines set out in the Board's Guidance on Qualitative and Quantitative Composition (hereinafter also referred to as "the Guidance"), published on the Company's website, the Board of Directors proposed that the number of directors to be appointed at the Shareholders' Meeting remain at nine.

He invited the shareholders to vote in favour of the Board of Directors' proposal to set the number of directors to be appointed at the Annual Shareholders' Meeting at nine.

Item 4 on the agenda:

DETERMINATION OF THE TERM OF OFFICE OF THE DIRECTORS

Pursuant to Article 17.2 of the By-laws, Directors are appointed for a term not exceeding three financial years.

The Board of Directors proposed that the term of office for the Directors to be appointed be set at three financial years, expiring on the date of the Shareholders' Meeting to be convened to approve the financial statements for the year ending 31 December 2028.

He invited shareholders to vote in favour of the proposal put forward by the Board of Directors to set the term of office of the directors to be appointed at three financial years, expiring on the date of the Shareholders' Meeting to be convened to approve the financial statements for the year ending 31 December 2028.

Item 5 on the agenda:

APPOINTMENT OF DIRECTORS

Pursuant to Article 147-ter of the CLF and Article 17.3 of the By-laws, the Board of Directors is appointed by the Shareholders' Meeting on the basis of slates submitted by the Shareholders.

When submitting nominations, shareholders had been asked to take into account the guidance set out in the Guidelines published on the company's website.

By the deadline of 13 April 2026 referred to in paragraph 7 of the Notice of Meeting, three slates of candidates had been submitted:

- the first slate submitted on 9 April 2026 by the Ministry of Economy and Finance,
- the second slate, filed on 10 April 2026 by a group of shareholders comprising asset management companies and other institutional investors, and
- the third slate filed on 13 April 2026 by the shareholder Romano Minozzi and his subsidiary companies.

1) The slate submitted by the Ministry of Economy and Finance (hereinafter "Slate 1"), representing 2.166% of the share capital at the time of filing, was composed and ranked as follows:

1. Giuseppina Di Foggia;
2. Claudio Descalzi;
3. Cristina Sgubin;
4. Matteo Petrella;
5. Benedetta Fiorini;
6. Stefano Cappiello.

2) The slate submitted by the group of shareholders comprising asset management companies and other institutional investors (hereinafter "Slate 2"), together representing approximately 0.92% of the share capital at the time of filing, was composed and ranked as follows:

1. Raphael Louis L. Vermeir;
2. Carolyn Adele Dittmeier;
3. Massimo Belcredi.

3) The slate submitted by the shareholder Romano Minozzi and his respective subsidiaries (hereinafter "Slate 3"), together holding approximately 3.27% of the share capital at the time of filing, was composed and ranked as follows:

1. Emma Marcegaglia;

2. Veronica Squinzi.

All candidates on the three slates mentioned, with the exception of the current Chief Executive Officer Claudio Descalzi, have declared that they meet the independence requirements laid down by law (Articles 147-ter and 148 of the CLF), confirming their compliance even after the regulatory amendments subsequently introduced by Legislative Decree No. 47 of 27 March 2026, No. 47, as well as the independence requirements set out in the Corporate Governance Code for Listed Companies.

The shareholders who submitted Slates 2 and 3 have declared that these slates are not connected in any way, not even indirectly, with the shareholders holding a controlling or relative majority stake.

He invited shareholders to vote for one of the slates submitted and published in accordance with the provisions of the By-laws.

Item 6 on the agenda:

APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Shareholders were invited to propose, taking into account the guidelines set out in the Guidance published on the company's website, the appointment as Chairman of the Board of Directors of one of the directors standing for election on the slates submitted in accordance with item 5 of the agenda.

On 9 April 2026, the Ministry of Economy and Finance announced its intention to propose the appointment of Giuseppina Di Foggia as Chair of the Board of Directors. No other proposals were put forward.

He invited shareholders to vote in favour of the appointment of Giuseppina Di Foggia as Chair of the Board of Directors, subject to her appointment as a Director.

Item 7 on the agenda:

DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND OF THE DIRECTORS

Pursuant to Article 26.1 of the By-laws, the remuneration payable to the Chairman of the Board of Directors and to the Directors is determined by the Shareholders' Meeting; such resolution shall remain valid for subsequent financial years until the Shareholders' Meeting determines otherwise.

Shareholders were therefore invited to submit proposals regarding the aforementioned remuneration, taking into account the following:

- the recommendations made by the Board of Directors in the 2026 Remuneration Policy Report referred to in Article 123-ter of the CLF;
 - the extension authorised by the Shareholders' Meeting on 25 May 2006 in favour of the Directors and Statutory Auditors of Eni S.p.A., of the D&O insurance policy introduced for the Company's management, which will also apply to the new bodies, with a current total limit of USD 200 million, as indicated in the Board of Directors' Report to the Shareholders' Meeting.
- Please note that on 9 April 2026, the Ministry of Economy and Finance put forward the following remuneration proposals, which were published on the Company's website in accordance with the law:

- Chair: € 90,000 gross per year;
- for all other Directors: € 80,000 gross per year.

He invited the shareholders to vote on the proposal from the Ministry of Economy and Finance received in relation to this item on the agenda.

Item 8 on the agenda:

APPOINTMENT OF THE STATUTORY AUDITORS

The Shareholders' Meeting was called upon to appoint the members of the Board of Statutory Auditors, as the terms of office of the current auditors, appointed by the Shareholders' Meeting of 10 May 2023, were due to expire.

The Shareholders' Meeting was called upon to appoint the Board of Statutory Auditors on the basis of slates submitted, in accordance with Article 28.2 of the By-laws, by the Shareholders, who were also invited to take into account the guidance on the composition of the new Board of Statutory Auditors provided by the outgoing Board and published on the Company's website.

By the deadline set out in paragraph 7 of the Notice of Meeting, two slates were submitted, filed on 9 April 2026 by the Ministry of Economy and Finance, and on 10 April 2026 by a group of shareholders comprising asset management companies and other institutional investors.

1) The slate submitted by the Ministry of Economy and Finance (hereinafter "Slate 1"), representing 2.166% of the share capital at the time of filing, was composed and ranked as follows:

Section I - Standing Statutory Auditors:

1. Marcella Caradonna;
2. Mauro Zanin;
3. Andrea Parolini.

Section II - Alternate Statutory Auditors:

1. Giulia De Martino.

2) The slate submitted by the group of shareholders comprising asset management companies and other institutional investors (hereinafter "Slate 2"), together representing approximately 0.92% of the share capital at the time of filing, was composed and ranked as follows:

Section I - Standing Statutory Auditors

1. Francesco Fallacara;
2. Maria Francesca Talamonti.

Section II - Alternate Statutory Auditors

1. Nadia Fontana.

All candidates on the aforementioned slates have declared that they meet the independence requirements laid down by law (Article 148 of the CLF), confirming their continued compliance also after the regulatory amendments subsequently introduced by Legislative Decree No. 47 of 27 March 2026, as well as compliance with the Corporate Governance Code for Listed Companies.

He invited shareholders to vote for one of the slates submitted by shareholders and published in accordance with the provisions of the By-laws.

Item 9 on the agenda:

**APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY
AUDITORS**

Pursuant to Article 148.1, paragraph 4 of the CLF and Article 28.2 of the By-laws, shareholders were invited to appoint one of the standing statutory auditors elected by the minority shareholders as Chairman of the Board of Statutory Auditors.

On 9 April 2026, the group of shareholders comprising asset management companies and other institutional investors announced its intention to propose the appointment of Francesco Fallacara as Chairman of the Board of Statutory Auditors.

He invited shareholders to vote in favour of the proposal to appoint Francesco Fallacara as Chairman of the Board of Statutory Auditors.

Item 10 on the agenda:

DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND OF THE STANDING STATUTORY AUDITORS.

Pursuant to Article 2402 of the Italian Civil Code, the Shareholders' Meeting determines the annual remuneration payable to the Chairman of the Board of Statutory Auditors and the standing statutory auditors.

The outgoing Board of Directors had not put forward a proposal on this item on the agenda.

Shareholders were therefore invited to submit proposals regarding the aforementioned remuneration, taking into account the following:

- the recommendations made by the Board of Directors in the 2026 Remuneration Policy Report referred to in Article 123-ter of the CLF;
- the recommendations set out by the Board of Statutory Auditors in its Guidelines on the composition of the new Board of Statutory Auditors;
- the extension authorised by the Shareholders' Meeting on 25 May 2006 in favour of the Directors and Statutory Auditors of Eni S.p.A., of the D&O insurance policy introduced for the Company's management, which will also apply to the new bodies, with a total limit of US\$200 million, as indicated in the Board of Directors' Report to the Shareholders' Meeting.

Please note that on 10 April 2026, the Ministry of Economy and Finance put forward the following remuneration proposals, which were published on the Company's website in accordance with the law:

- Chairperson: € 85,000 gross per year
- for every other standing statutory auditor: € 75,000 gross per year.

No other proposals were put forward.

He invited the shareholders to vote on the proposal from the Ministry of Economy and Finance regarding this item on the agenda.

Item 11 on the agenda:

LONG-TERM INCENTIVE PLAN 2026-2028 AND DISPOSAL OF TREASURY SHARES TO SERVE THE PLAN

The Board of Directors, in view of the expiry of the 2023-2025 Long-Term Share-Based Incentive Plan, approved by the Shareholders' Meeting on 10 May 2023, resolved to submit for approval by this Shareholders' Meeting the adoption of a new 2026-2028 Long-Term Share-Based Incentive Plan ("2026-2028 Long-Term Share-Based Incentive Plan") and receive authorisation to make available up to a maximum of 15.4 million treasury shares for the implementation of the aforementioned Plan.

The new Plan, drawn up on the recommendation of the Remuneration Committee as an incentive and retention tool for the company's most critical management personnel, was designed to support the guidelines set out in the Company's Strategic Plan, in accordance with the objectives and characteristics described in the Information Document prepared pursuant to Article 114-bis of the CLF.

He invited shareholders to vote in favour of the Board of Directors' proposal to approve the LTI Plan 2026-2028, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

Item 12 on the agenda:

REPORT ON REMUNERATION POLICY AND REMUNERATION PAID: SECTION I – 2026 REMUNERATION POLICY

The first section of the Remuneration Report, prepared in accordance with Article 123-ter of the CLF and Article 84-quater of the Issuers Regulations, sets out the 2026 Policy approved by the Board of Directors, upon the recommendation of the Remuneration Committee, regarding the remuneration of Directors, General Managers, other senior executives with strategic responsibilities and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, Statutory Auditors, as well as the procedures used for the adoption and implementation of this policy.

The Shareholders' Meeting was called upon to vote on the first section of the Report, with the vote being binding.

He invited shareholders to vote in favour of the Board of Directors' proposal regarding the first section of the Remuneration Report.

Item 13 on the agenda:

REPORT ON REMUNERATION POLICY AND REMUNERATION PAID: SECTION II – REMUNERATION PAID IN 2025

The second section of the Remuneration Report, prepared in accordance with Article 123-ter of the CLF and Article 84-quater of the Issuers Regulations, sets out the remuneration paid in 2025 or attributable to that financial year to Directors, Statutory Auditors, General Managers and, on an aggregate basis, other senior managers with strategic responsibilities.

In accordance with Article 123-ter, paragraph 6, of the CLF, the Shareholders' Meeting is required to vote annually on the second section of the Remuneration Report, in favour or against, by way of a non-binding resolution.

He invited shareholders to vote in favour of the Board of Directors' proposal to approve the second section of the Remuneration Report.

Item 14 on the agenda:

**AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES;
RELATED AND CONSEQUENT RESOLUTIONS**

He reminded those present that, as set out in the 2026-2030 Strategic Plan, which was presented to the market on 19 March 2026, Eni intends to launch a new share buyback programme in 2026 worth € 1.5 billion, for the purposes outlined in the Board of Directors' Report.

The size of the share buyback programme may be increased, in the case it is advantageous, up to a total maximum of € 4 billion.

The Board of Directors therefore proposed to authorise the purchase and disposal of the Company's treasury shares, in accordance with Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the CLF, and Article 144-bis of the Issuers Regulations, for the purposes, and in accordance with the terms and procedures set out in the Board of Directors' Report.

He invited shareholders to vote in favour of the Board of Directors' proposal on the matter under consideration, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

Item 15 on the agenda:

USE OF AVAILABLE RESERVES FOR AND IN PLACE OF THE 2026 DIVIDEND

In accordance with the Shareholder Remuneration Policy approved by the Board of Directors of Eni S.p.A. on 18 March 2026, a dividend of € 1.1 per share is expected to be paid for the 2026 financial year, to be distributed in four instalments as follows: (i) September 2026 (€ 0.27 per share); (ii) November 2026 (€ 0.27 per share); (iii) March 2027 (€ 0.28 per share) and (iv) May 2027 (€ 0.28 per share).

To this end, it was proposed to utilise available reserves, drawing, where necessary or appropriate in the interests of the Shareholders, upon the revaluation reserve pursuant to Law No. 342/2000, within the limits of the allocation to be resolved upon by this Shareholders' Meeting under item 17 of the agenda. He invited shareholders to vote in favour of the Board of Directors' proposal on the matter under consideration, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

Item 16 on the agenda:

**USE OF AVAILABLE RESERVES FOR THE DISTRIBUTION OF AN
EXTRAORDINARY DIVIDEND**

In accordance with the Shareholder Remuneration Policy approved by the Board of Directors of Eni S.p.A. on 18 March 2026, a potential special dividend ("Extraordinary Dividend") was also envisaged for the 2026 financial year, corresponding to the Cash Flow From Operations (CFFO) in excess of budget forecasts, as set out in greater detail in the Report of the Board of Directors.

For the purpose of paying any Extraordinary Dividend, it was proposed that the Shareholders' Meeting resolve on the distribution of available reserves of Eni S.p.A., including, where necessary or appropriate, and in the interests of the Shareholders, a portion of the revaluation reserve pursuant to Law No. 342/2000, the reduction and use of which was submitted for approval by this Meeting under item 17 on the agenda of the extraordinary part.

He invited shareholders to vote in favour of the Board of Directors' proposal on the matter under consideration, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

EXTRAORDINARY PART

Item 17 on the agenda:

REDUCTION AND USE OF THE RESERVE PURSUANT TO LAW NO. 342/2000 FOR AND IN PLACE OF THE 2026 DIVIDEND AND FOR THE DISTRIBUTION OF THE EXTRAORDINARY DIVIDEND

For the purposes of distributing the 2026 Dividend and the Extraordinary Dividend referred to in items 15 and 16 of the agenda, it was proposed to draw upon the available reserves of Eni S.p.A., which include the revaluation reserve pursuant to Law No. 342/2000.

He invited shareholders to vote in favour of the Board of Directors' proposal to utilise the revaluation reserve pursuant to Law 342/2000, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

Item 18 on the agenda:

CANCELLATION OF TREASURY SHARES TO BE PURCHASED UNDER THE TERMS OF THE AUTHORISATION PURSUANT TO ITEM 14 OF THE AGENDA FOR THE ORDINARY PART, WITHOUT A REDUCTION IN THE SHARE CAPITAL, AND CONSEQUENT AMENDMENT TO ARTICLE 5 OF THE BY-LAWS; RELATED AND CONSEQUENT RESOLUTIONS

With reference to the purchase of Eni ordinary shares referred to in item 14 on the agenda of this Ordinary Shareholders' Meeting, the Board of Directors invited the Shareholders to resolve to cancel the treasury shares to be purchased pursuant to the aforementioned authorisation, up to a maximum of 297,900,000 treasury shares, representing approximately 9.8% of the Company's share capital.

The cancellation - the practical implementation of which is entrusted to the Board of Directors, which may delegate this authority to the Chief Executive Officer, who may in turn sub-delegate it - may be carried out in one or more stages, even before the maximum number of shares authorised by today's Ordinary Shareholders' Meeting has been acquired, in accordance with item 14 on the agenda, and in any event no later than July 2027.

The cancellation of the company's treasury shares will result in an amendment to Article 5.1 of the By-laws, insofar as it specifies the number of shares into which the share capital is divided.

To this end, the Board of Directors proposed the addition of a final paragraph to the current Article 5 of the By-laws, which

will subsequently be repealed once the cancellation procedures have been completed.

He invited shareholders to vote in favour of the Board of Directors' proposals on the matter under consideration, in accordance with the terms set out in the Board's Report to the Shareholders' Meeting.

The Designated Representative was asked to provide the following information:

(a) whether any shareholders had requested, in their proxy forms, to make a statement or cast a vote, or to ask questions unrelated to the voting on the items on the agenda; and, if so, to provide the Notary with the relevant texts, which were not to be read out but to be transcribed into or attached to the minutes;

(b) whether there were any shareholders who had explicitly and objectively made their vote conditional upon specific answers to questions set out in the proxy form and, if so, to read out those answers.

The Designated Representative:

- confirmed that he was in possession of voting instructions for all shares in respect of which a proxy had been granted, unless otherwise specified;

- stated, in particular, that he had received the following voting statement from the shareholder, the Ministry of Economy and Finance, which is entitled to vote and participate in the Shareholders' Meeting in respect of 65,586,402 ordinary shares, the contents of which were read out as follows:

"With regard to item 7) on the agenda, "Determination of the remuneration of the members of the Board of Directors", the Ministry of Economy and Finance authorises the Designated Representative to vote (omissis) in favour of the proposal to approve the following remuneration, in accordance with Article 2389, first paragraph, of the Civil Code, which remains unchanged from that of the previous term of office: Chairman of the Board of Directors: € 90,000 gross per year; Directors: € 80,000 gross per year each; in addition to reimbursement of expenses incurred in the performance of their duties.

With reference to item 10) on the agenda, "Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors", the Ministry of Economy and Finance authorises the Designated Representative to vote (omissis) in favour of the proposal to set the following remuneration, unchanged from that of the previous term of office: for each standing statutory auditor, gross annual remuneration of € 75,000; for the Chairman of the Board of Statutory Auditors, gross annual remuneration of € 85,000; in addition to the reimbursement of expenses incurred in the performance of their duties.";

- finally, he declared that he had received the voting statement from the Comitato Aria Pulita Basilicata Onlus, which he handed over to me, the Notary, to be annexed to the minutes.

The Chairman noted that the Designated Representative had not received any further voting instructions that were explicitly and objectively contingent upon specific answers to the questions set out in the proxy form.

The meeting then proceeded to vote on the individual proposals. He asked the Chairman's Secretariat for details regarding the shareholders present by proxy.

Luca Franceschini, Secretary of the Board of Directors, confirmed that the following were present, by proxy via the Designated Representative:

- 2,795 shareholders holding 2,038,447,951 shares, representing 67.320342% of the share capital.

The Chairman informed the meeting that no cases of ineligibility to vote had been reported.

The details of the voting are annexed to the minutes of the meeting.

ORDINARY PART

VOTE ON ITEM 1 OF THE AGENDA

ANNUAL FINANCIAL STATEMENTS OF ENI S.P.A. AS AT 31 DECEMBER 2025. RELATED RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025. REPORTS OF THE DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE AUDIT FIRM.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 1 of the agenda:

- votes in favour: 2,031,115,015, representing 99.640269% of the share capital represented;

- votes against: 5,657,969, representing 0.277563% of the share capital represented;

- abstentions: 1,674,967, representing 0.082169% of the share capital represented;

- votes not cast: 0.

The Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 2 OF THE AGENDA

ALLOCATION OF NET PROFIT

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 2 of the agenda:

- votes in favour: 2,010,271,962, representing 98.617772% of the share capital represented;

- votes against: 27,458,100, representing 1.347010% of the share capital represented;
- abstentions: 717,889, representing 0.035217% of the share capital represented;
- votes not cast: 0.

The Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 3 OF THE AGENDA

DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 3 of the agenda:

- votes in favour: 2,037,827,763, representing 99.969575% of the share capital represented;
- votes against: 42,883, representing 0.002104% of the share capital represented;
- abstentions: 577,305, representing 0.028321% of the share capital represented;
- votes not cast: 0.

The Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 4 OF THE AGENDA

DETERMINATION OF THE TERM OF OFFICE OF THE DIRECTORS

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 4 of the agenda:

- votes in favour: 2,032,381,809, representing 99.702414% of the share capital represented;
- votes against: 5,488,403, representing 0.269244% of the share capital represented;
- abstentions: 577,739, representing 0.028342% of the share capital represented;
- votes not cast: 0.

The Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 5 OF THE AGENDA

APPOINTMENT OF DIRECTORS

He put the slates submitted to a vote: 1) that from the shareholder, the Ministry of Economy and Finance; 2) that from a group of shareholders comprising asset management companies and other institutional investors; and 3) that from the shareholder Romano Minozzi and his subsidiary companies.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 5 of the agenda:

- votes in favour of Slate 1: 1,047,313,740, representing 51.377998% of the share capital represented;
- votes in favour of Slate 2: 671,294,567, representing 32.931651% of the share capital represented;
- votes in favour of Slate 3: 314,146,447, representing 15.411061% of the share capital represented;
- votes against: 2,841,614, representing 0.139401% of the share capital represented;
- abstentions: 2,851,583, representing 0.139890% of the share capital represented;
- votes not cast: 0.

Pursuant to Article 17.3(b) of the By-laws of Eni S.p.A., the votes obtained by Slates 2 and 3 were allocated as follows, in accordance with the sequential numbering of the directors to be elected:

Slate 2)

1. Raphael Louis L. Vermeir 671,294,567
2. Carolyn Adele Dittmeier 335,647,284
3. Massimo Belcredi 223,647,284

Slate 3)

1. Emma Marcegaglia 314,146,447
2. Veronica Squinzi 157,073,224.

Below is the ranking by quota for candidates on Slates 2 and 3:

- Raphael Louis L. Vermeir
- Carolyn Adele Dittmeier
- Emma Marcegaglia
- Massimo Belcredi
- Veronica Squinzi.

The following were therefore appointed as Directors until the Shareholders' Meeting called to approve the 2028 financial statements:

- 1. Giuseppina Di Foggia;**
- 2. Claudio Descalzi;**
- 3. Cristina Sgubin;**
- 4. Matteo Petrella;**
- 5. Benedetta Fiorini;**
- 6. Stefano Cappiello;**
- 7. Raphael Louis L. Vermeir;**
- 8. Carolyn Adele Dittmeier;**
- 9. Emma Marcegaglia;**

of whom the first six candidates were drawn from Slate 1, submitted by the Ministry of Economy and Finance, which received the majority of votes, Raphael Vermeir and Carolyn Adele Dittmeier from Slate 2, submitted by a group of shareholders comprising asset management companies and other institutional investors, and Emma Marcegaglia, from Slate 3, submitted by the shareholder Minozzi and its subsidiaries.

**VOTE ON ITEM 6 OF THE AGENDA
APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

He invited shareholders to vote in favour of the proposal put forward by the Ministry of Economy and Finance to appoint Giuseppina Di Foggia, who was elected as a director following the previous vote, as Chair of the Board of Directors.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 6 of the agenda:

- votes in favour: 2,022,863,087, representing 99.235454% of the share capital represented;

- votes against: 4,355,125, representing 0.213649% of the share capital represented;

- abstentions: 11,229,739, representing 0.550897% of the share capital represented;

- votes not cast: 0.

The Chairman declared that the proposal put forward by the Ministry of Economy and Finance, as a shareholder, had been approved and that Giuseppina Di Foggia was therefore appointed Chair of the Board of Directors.

VOTE ON ITEM 7 OF THE AGENDA

DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND OF THE DIRECTORS

He invited shareholders to vote in favour of the proposal put forward by the Ministry of Economy and Finance.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 7 of the agenda:

- votes in favour: 2,027,105,795, representing 99.443589% of the share capital represented;

- votes against: 7,826,265, representing 0.383933% of the share capital represented;

- abstentions: 3,515,891, representing 0.172479% of the share capital represented;

- votes not cast: 0.

The Chairman declared that the proposal put forward by the Ministry of Economy and Finance, as a shareholder, had been approved.

VOTE ON ITEM 8 OF THE AGENDA

APPOINTMENT OF THE STATUTORY AUDITORS

He put to a vote the slates submitted by the shareholder, the Ministry of Economy and Finance, and by a group of shareholders comprising asset management companies and other institutional investors.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 8 of the agenda:

- Votes in favour of Slate 1: 1,843,476,934, representing 90.435320% of the share capital;
- Votes in favour of Slate 2: 182,904,129, representing 8.972715% of the share capital;
- Votes against: 3,905,165, representing 0.191575% of the share capital;
- Abstentions: 8,161,723, representing 0.400389% of the share capital;
- Votes not cast: 0.

The Chairman declared that, from Slate 1 submitted by the shareholder, the Ministry of Economy and Finance, which obtained a majority of the votes, **the following were appointed as statutory auditors until the Shareholders' Meeting that will approve the 2028 financial statements:**

1. **Marcella Caradonna;**
 2. **Mauro Zanin;**
 3. **Andrea Parolini.**
- as standing statutory auditors;**
4. **Giulia De Martino.**
- as an alternate statutory auditor;**

and, from Slate 2 submitted by a group of shareholders comprising asset management companies and other institutional investors:

1. **Francesco Fallacara;**
 2. **Maria Francesca Talamonti.**
- as standing statutory auditors;**
3. **Nadia Fontana,**
- as an alternate statutory auditor.

VOTE ON ITEM 9 OF THE AGENDA
APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY
AUDITORS

He invited shareholders to vote in favour of the proposal put forward by a group of shareholders comprising asset management companies and other investors to appoint Francesco Fallacara as Chairman of the Board of Statutory Auditors.

The Designated Representative noted that he had not received any voting instructions regarding this item on the agenda from the shareholders the Ministry of Economy and Finance, Cassa Depositi e Prestiti S.p.A., or Fondazione Cassa di Risparmio di Modena.

The Chairman asked the Designated Representative to carry out the voting through the electronic voting system. He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 9 of the agenda:
- votes in favour: 940,928,452, representing 90.916384% of the share capital represented;

- votes against: 403,733, representing 0.039010% of the share capital represented;

- abstentions: 93,606,088, representing 9.044606% of the share capital present.

The Chairman declared that the proposal had been approved, and Francesco Fallacara was therefore appointed Chairman of the Board of Statutory Auditors.

VOTE ON ITEM 10 OF THE AGENDA

DETERMINATION OF THE REMUNERATION OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND OF THE STANDING STATUTORY AUDITORS

He invited shareholders to vote in favour of the proposal put forward by the Ministry of Economy and Finance.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 10 of the agenda:

- votes in favour: 2,033,733,232, representing 99.768710% of the share capital represented;

- votes against: 151,341, representing 0.007424% of the share capital represented;

- abstentions: 4,563,378, representing 0.223865% of the share capital represented;

- votes not cast: 0.

The Chairman declared that the proposal put forward by the Ministry of Economy and Finance, as a shareholder, had been approved.

VOTE ON ITEM 11 OF THE AGENDA

LONG-TERM INCENTIVE PLAN 2026-2028 AND DISPOSAL OF TREASURY SHARES TO SERVE THE PLAN.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 11 of the agenda:

- votes in favour: 1,627,152,773, representing 79.823121% of the share capital represented;

- votes against: 398,979,788, representing 19.572724% of the share capital represented;

- abstentions: 12,315,390, representing 0.604155% of the share capital represented;

- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 12 OF THE AGENDA

REPORT ON REMUNERATION POLICY AND REMUNERATION PAID: SECTION I - 2026 REMUNERATION POLICY

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 12 of the agenda:

- votes in favour: 1,624,601,590, representing 79.697968% of the share capital represented;
- votes against: 401,692,890, representing 19.705820% of the share capital represented;
- abstentions: 12,153,471, representing 0.596212% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 13 OF THE AGENDA

REPORT ON REMUNERATION POLICY AND REMUNERATION PAID: SECTION II - REMUNERATION PAID IN 2025

He submitted the second section of the Report on Remuneration Policy and Remuneration Paid, relating to remuneration paid in 2025, to the Shareholders' Meeting for an advisory vote.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 13 of the agenda:

- votes in favour: 1,653,517,404, representing 81.116489% of the share capital represented;
- votes against: 383,154,533, representing 18.796385% of the share capital represented;
- abstentions: 1,776,014, representing 0.087126% of the share capital represented;
- votes not cast: 0.

The Chairman announced that the Board's proposal had been approved.

VOTE ON ITEM 14 OF THE AGENDA

AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES. RELATED AND CONSEQUENT RESOLUTIONS.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 14 of the agenda:

- votes in favour: 2,028,678,791, representing 99.520755% of the share capital represented;
- votes against: 9,272,462, representing 0.454879% of the share capital represented;
- abstentions: 496,698, representing 0.024366% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 15 OF THE AGENDA

USE OF AVAILABLE RESERVES FOR AND IN PLACE OF THE 2026 DIVIDEND

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 15 of the agenda:

- votes in favour: 2,005,740,690, representing 98.395482% of the share capital represented;
- votes against: 26,098,081, representing 1.280292% of the share capital represented;
- abstentions: 6,609,180, representing 0.324226% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 16 OF THE AGENDA

USE OF AVAILABLE RESERVES FOR THE DISTRIBUTION OF AN EXTRAORDINARY DIVIDEND.

He invited the Designated Representative to carry out the voting through the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 16 of the agenda:

- votes in favour: 2,005,767,558, representing 98.396800% of the share capital represented;
- votes against: 26,077,667, representing 1.279290% of the share capital represented;
- abstentions: 6,602,726, representing 0.323909% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

EXTRAORDINARY PART

VOTE ON ITEM 17 OF THE AGENDA

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

He asked the Chairman's Secretariat whether there had been any changes in the quorum.

Luca Franceschini, Secretary of the Board of Directors, confirmed that the following were present, by proxy via the Designated Representative:

- 2,795 shareholders holding 2,038,447,951 shares, representing 67.320342% of the share capital.

There having been no changes, the Chairman invited the Designated Representative to proceed with the vote using the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 17 of the agenda:

- votes in favour: 2,005,748,466, representing 98.395864% of the share capital represented;
- votes against: 26,080,597, representing 1.279434% of the share capital represented;
- abstentions: 6,618,888, representing 0.324702% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

VOTE ON ITEM 18 OF THE AGENDA

CANCELLATION OF TREASURY SHARES TO BE PURCHASED UNDER THE TERMS OF THE AUTHORISATION PURSUANT TO ITEM 14 OF THE AGENDA FOR THE ORDINARY PART, WITHOUT A REDUCTION IN THE SHARE CAPITAL, AND CONSEQUENT AMENDMENT TO ARTICLE 5 OF THE BY-LAWS; RELATED AND CONSEQUENT RESOLUTIONS

He asked the Chairman's Secretariat whether there had been any changes in the quorum.

There having been no changes, he invited the Designated Representative to proceed with the vote using the electronic voting system.

He declared the vote closed and asked me, the Notary, to read out the results.

I, the Notary, announced the results of the vote on item 18 of the agenda:

- votes in favour: 2,027,201,016, representing 99.448260% of the share capital represented;
- votes against: 10,747,701, representing 0.527249% of the share capital represented;
- abstentions: 499,234, representing 0.024491% of the share capital represented;
- votes not cast: 0.

the Chairman declared that the Board's proposal had been approved.

The voting on the items on the agenda having been completed, the Chair declared the meeting closed at 10.58 am.

He thanked the Notary, the other people who attended the meeting, the staff of the Company and its subsidiaries, and the service providers, whose efforts ensured that the meeting ran smoothly, and wished everyone a good day.

List of documents attached to the minutes

The Chairman asked the Chairman's Secretariat to deliver the following documents to me, asking that they be annexed to the minutes:

- (a) attendance at the opening of the Shareholders' Meeting;
- (b) the result of the first vote (financial statements), with a breakdown of the votes;
- (c) the result of the second vote (allocation of profit) with a breakdown of the votes;

(d) the result of the third vote (determining the number of members of the Board of Directors), together with a breakdown of the votes;

(e) the result of the fourth vote (term of office of the Board of Directors), together with a breakdown of the votes;

(f) the result of the fifth vote (appointment of members of the Board of Directors), together with a breakdown of the votes;

(g) the result of the sixth vote (appointment of the Chairman of the Board of Directors), together with a breakdown of the votes;

(h) the result of the seventh vote (remuneration of the members of the Board of Directors), together with a breakdown of the votes;

(i) the result of the eighth vote (appointment of the Statutory Auditors), together with a breakdown of the votes;

(l) the result of the ninth vote (appointment of the Chairman of the Board of Statutory Auditors), together with a breakdown of the votes;

(m) the result of the tenth vote (remuneration of the members of the Board of Statutory Auditors), together with a breakdown of the votes;

(n) the result of the eleventh vote (incentive plan and treasury share allocation), together with a breakdown of the votes;

(o) the result of the twelfth vote (2026 Remuneration Policy Report), together with a breakdown of the votes;

(p) the result of the thirteenth vote (report on remuneration paid in 2025), together with a breakdown of the votes;

q) the result of the fourteenth vote (treasury shares), together with a breakdown of the votes;

(r) the result of the fifteenth vote (use of available reserves), together with a breakdown of the votes;

(s) the result of the sixteenth vote (extraordinary dividend), with a breakdown of the votes;

(t) attendance at the opening of the extraordinary Shareholders' Meeting;

(u) the result of the seventeenth vote (reduction of the reserve), together with a breakdown of the votes;

(v) the result of the eighteenth vote (amendment to the By-laws), with a breakdown of the votes;

(z) a list of participants and delegators, and the attendance register for the Shareholders' Meeting;

(aa) reports of the Board of Directors on individual items on the agenda, accompanied by the information document relating to the incentive scheme for the related agenda item;

(bb) report on the 2026 remuneration policy and on remuneration paid in 2025;

(cc) letter on climate strategy;

(dd) statement of amounts paid to the Audit Firm;

(ee) responses to questions raised by certain Shareholders pursuant to Article 127-ter of the CLF;

(ff) voting statement from Comitato Aria Pulita Basilicata Onlus;

(gg) coordinated By-laws;

whilst the 2025 annual financial report has not been annexed to these minutes (which includes, amongst other things: the annual and consolidated financial statements as at 31 December 2025, together with the management report and accompanied by the report of the Board of Statutory Auditors, the certifications pursuant to Article 154-bis, paragraph 5, of the CLF, and the reports of the Audit Firm; sustainability report for financial year 2025, accompanied by the certification pursuant to Article 81-ter, paragraph 1, of the Issuers Regulations);

documents duly published prior to the meeting in accordance with the law, which will be filed together with the minutes in the Rome Companies Register.

I drew up these minutes, which were typed by a person I trust and completed by my own hand over fifty-three pages, and up to this point on the fifty-fourth page of fourteen sheets.

Signed by me, the Notary, at 4.00 pm

Signed: Nicola ATLANTE, Notary.

Annexed are copies of Annexes A - B - C - D - E - F - G - H - I - L - M - N - O - P - Q - R - S - T - U - V - Z - AA - BB - CC - DD - EE - FF and GG, duly signed in accordance with the law.