



Eni: Shareholders approve 2025 Financial Statements and appoint the Company bodies at Annual Meeting

- **approval of Eni S.p.A. 2025 Financial Statements**
- **allocation of 2025 net profit equal to € 4.429 billion to the available reserve**
- **total dividend 2026 per share of € 1.1**
- **appointment of the Board of Directors and the Board of Statutory Auditors**
- **approval of the Long-Term Incentive Plan 2026-2028 for management**
- **approval of the remuneration policy 2026 and resolution in favour of the remuneration paid in 2025**
- **authorization to the Board of Directors for the purchase and disposal of Eni treasury shares and for the cancellation of treasury shares purchased to remunerate Shareholders**
- **potential use of available reserves, including the reserve pursuant to no. Law 342/2000, for and in place of the 2026 dividend and for the distribution of an extraordinary dividend**

Rome, 6 May 2026 – The Ordinary and Extraordinary Meeting of Eni’s Shareholders, held today, resolved the following:

(ordinary part)

- to approve 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;
- to allocate the net profit for the period of € 4,429,299,314.78 to the available reserve;
- to set the number of the Directors at nine, set the term of the office of the Directors and of the Chairman of the Board to three financial years, with this term expiring on the date of the Shareholders’ Meeting convened to approve Eni S.p.A. 2028 financial statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:
 - Giuseppina Di Foggia, Chairman of the Board of Directors^{(1)*};
 - Claudio Descalzi, Director⁽¹⁾;

- Stefano Cappiello, Director^{(1)*};
 - Carolyn Adele Dittmeier, Director^{(2)*};
 - Benedetta Fiorini, Director^{(1)*};
 - Emma Marcegaglia, Director^{(3)*};
 - Matteo Petrella, Director^{(1)*};
 - Cristina Sgubin, Director^{(1)*};
 - Raphael Louis L. Vermeir, Director^{(2)*}.
- to set the annual remuneration of the Chairman of the Board 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;
 - to appoint the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The term of office of the Board of Statutory Auditors and of the Chairman of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2028 financial statements. The Statutory Auditors are:
 - Francesco Fallacara, Chairman^{(2)*};
 - Marcella Caradonna, Standing Auditor^{(1)*};
 - Andrea Parolini, Standing Auditor^{(1)*};
 - Maria Francesca Talamonti, Standing Auditor^{(2)*};
 - Mauro Zanin, Standing Auditor^{(1)*};
 - Giulia De Martino, Alternate Auditor^{(1)*};
 - Nadia Fontana, Alternate Auditor^{(2)*}.
 - to set the Chairman of the Board of Statutory Auditors' annual remuneration and of the Standing Statutory Auditors 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:
 - to approve the Long-Term Incentive Plan 2026-2028 for management, granting the Board of Directors the powers needed to implement the Plan;
 - to authorize the Board to dispose of up to 15.4 million treasury shares to serve the implementation of the Plan, also authorising for this purpose the disposal of the shares already held in the portfolio and free from restrictions;

- to authorise 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 purchases shall be made in compliance with all applicable laws and regulations and market practices, at a price which in any case shall not be more than 10% lower or greater than the official price registered by the Eni S.p.A.'s stock in the trading session of the Euronext Milan on the day before each individual transaction;
 - 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;
- to authorise the Board of Directors – under the terms and for the purposes of Article 2357-*ter* of the Italian Civil Code – to proceed with the disposal, at one or more times, of all or part of the treasury shares acquired to serve the LTI Plan, and with the disposal in excess of those actually used for the LTI Plan, for the purposes of any further incentive plans approved by the Shareholders' Meeting and/or for other purposes permitted by law, in accordance with the procedures, terms and conditions deemed appropriate in the Company's interests;
- in accordance with the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on 18 March 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)^(a), 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;

^(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).

- to delegate the Board of Directors to implement the above resolutions, verifying from time to time the existence of the legal conditions for the purposes of distributing the 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 to resolve 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.
- to authorise 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 today 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 and/or in the documentation relating to the respective slates.

According to the Instructions to the Rules of Borsa Italiana, we inform you that as of today Claudio Descalzi holds 647,621 Eni shares and Emma Marcegaglia holds 24,270 Eni shares.

Notes

(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.

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