

Eni SpA Shareholders' Meeting Rules



The English text is a translation of the Italian. For any conflict or discrepancy between the two texts the Italian text shall prevail.

Eni S.p.A Shareholders' Meeting Rules

Article 1 - Scope of application

1. Ordinary and Extraordinary Shareholders' Meetings of Eni SpA, (the "Company") having its registered office at Piazzale Enrico Mattei, No. 1, Rome, are held in accordance with these Rules.
2. These Rules, approved by the Ordinary Shareholders' Meeting of 11 May, 2022, are available at the Company's registered office and at the venues where the meetings are held. They are also published on the Company's website.

Article 2 – Meeting Participation

1. Participation at Meetings is governed by the provisions of the law, the Articles of Association and the provisions contained in the Convocation Notice.
2. Subject to the consent of the Chair of the Shareholders' Meeting, experts, financial analysts, journalists and representatives of the independent auditing company may attend the Shareholders' Meeting. To this end, they must send a participation request to the Company Secretariat in accordance with the methods and deadlines set forth in the Notice.
3. If deemed useful by the Chair for the proper conduct of the Shareholders' Meeting or in relation to items on the agenda, employees of the Company and its subsidiaries, collaborators or consultants may attend the Shareholders' Meeting.

Article 3 - Verification of the right to participate in the Shareholders' Meeting

1. Personal identification and verification of the right to attend the Shareholders' Meeting shall begin at the Meeting venue one hour before the time set for the meeting, unless otherwise specified in the Notice. If the Shareholders' Meeting, in compliance with the applicable legislation, is held also or exclusively by means of telecommunication, the personal identification and the verification of the right to participate are carried out in accordance with the methods and deadlines set forth in the Notice.
2. In order to facilitate verification of powers, those who wish to participate as legal or voluntary representatives of the shareholders or any other person entitled to attend the Meeting and exercise their voting rights may send documentation demonstrating they possess such powers to the Company Secretariat 2 (two) days before the meeting, as indicated in the Notice.

Article 4 - Access to the premises where the Shareholders' Meeting is held

1. Access to the Shareholders' Meeting premises is allowed to people who have been identified, after their right to participate has been verified. People entitled to attend the Shareholders' Meeting and exercise their voting rights and all those referred to in the above mentioned Article 2 will be given a badge after being identified by the auxiliary staff, which has to be kept for the duration of their participation in the Meeting.
2. People entitled to attend the meeting and exercise the voting right or their representatives who for any reason leave the premises where the meeting is held or, in compliance with the applicable legislation, interrupt their participation by means of telecommunication, are required to notify the auxiliary staff or in the manner indicated by the Chair.

3. Unless otherwise provided for by the Chair, and without prejudice to the provisions of Article 5, no images or sounds relating to the conduct of the General Meeting may be recorded or stored or communicated at the premises where the Meeting is held. Where the Chair of the Shareholders' Meeting allows such activities, they will determine their conditions and limits.

Article 5 - Constitution of the Shareholders' Meeting and opening of the proceedings

1. The Chair of the Shareholders' Meeting will be assisted in drafting the minutes, when this is not entrusted to a notary, by a secretary or, when the latter is absent or unable to act, by the person, including a non-shareholder, appointed by the Meeting. The Chair of the Shareholders' Meeting may also entrust the drafting of the minutes to a notary public even when not required by law, in which case assistance by the secretary shall not be required. The secretary or the notary may be assisted by people they trust and make use of audio-visual recording equipment only for their personal use to assist them in writing the minutes.

2. The Chair of the Shareholders' Meeting may appoint one or more scrutineers, including non-shareholders, and set up a bureau.

3. The Chair of the Shareholders' Meeting shall appoint auxiliary staff in charge of ensuring order at the Meeting, identified with special identification marks.

4. Without prejudices to art. 3.1 and pursuant to Article 14 of the Company's By-laws, the Chair of the Shareholders' Meeting is responsible, with the assistance of the scrutineers and the bureau, for verifying the validity of individual proxies and, in general, the right to participate in the Shareholders' Meeting.

5. Where the necessary quorum for the valid constitution of the Shareholders' Meeting has not been reached, the Chair of the Shareholders' Meeting shall, not before one hour from the time fixed for the Meeting, inform those present and postpone discussion of the items on the agenda to the next call.

6. The Chair of the Shareholders' Meeting, also when notified by the auxiliary staff, shall settle any disputes relating to the entitlement to speak.

7. The Chair of the Shareholders' Meeting shall state the number of those with voting rights present and the total share of share capital they represent. Having ascertained the Shareholders' Meeting is duly constituted, the Chair shall declare the proceedings open.

Article 6 - Suspension and postponement of the Shareholders' Meeting

1. The Shareholders' Meeting is generally conducted in a single meeting. The Chair of the Shareholders' Meeting, without prejudice to the provisions of Article 8.4, may suspend proceedings for no more than 2 (two) hours if it appears appropriate and the Shareholders' Meeting does not object.

2. Without prejudice to the provisions of Article 2374 of the Italian Civil Code, the Shareholders' Meeting may decide, by resolution approved by the majority of the share capital represented, to adjourn the proceedings, specifying location, date and time for their continuation within a period of time appropriate to the reasons for the adjournment, but, in any case, not exceeding 30 (thirty) days.

Article 7 - Agenda

1. The Chair of the Shareholders' Meeting explains the items on the agenda and may also invite Directors, Statutory Auditors and employees of the Company and its subsidiaries to do so. The order of the items on the agenda as set out in the Notice may be modified with the approval of the Shareholders' Meeting, which shall decide with a majority of the share capital represented at the meeting.

Article 8 - Discussion

1. The Chair of the Shareholders' Meeting is in charge of directing the proceedings, ensuring the fairness of the discussion and the right to speak, also in order to avoid abuse or disruption of the proper, regular and orderly conduct of the Meeting.

2. At the opening of the proceedings, also taking into account the subject of the items on the agenda and the number of requests to speak, the Chair of the Shareholders' Meeting shall fix the maximum duration of each speech, generally no less than 5 (five) minutes and no more than 10 (ten) minutes for each speech. The Chair of the Shareholders' Meeting may combine explanations and speeches on multiple items on the agenda, without prejudices to the aforesaid time limits. Before speaking, the Chair of the Shareholders' Meeting shall ask each participant to state the number of shares they represent at the Meeting.

3. Requests to speak on items on the agenda may be submitted to the bureau from the moment the Shareholders' Meeting is constituted and up to when the Chair of the Shareholders' Meeting opens the discussion on each item on the agenda. If requested by the Chair of the Shareholders' Meeting Requests to speak relating to the financial statements must indicate which item or section of the report they are related to. The same applies for questions on other items on the agenda. When giving the floor, the Chair of the Shareholders' Meeting normally follows the order in which requests to speak are presented. Those entitled to participate in the Shareholders' Meeting and exercise their voting rights or their representative may speak only once on each item on the agenda or on each group of items combined by the Chair.

4. The Chair of the Shareholders' Meeting or, at their request, the Directors, Statutory Auditors and employees of the Company and its subsidiaries, normally reply at the end of all the speeches on all the items on the agenda, also taking into account any questions raised by shareholders prior to the Shareholders' Meeting. The Chair of the Shareholders' Meeting may interrupt the proceedings for a period normally not exceeding 2 (two) hours to prepare the replies to the speeches.

5. After the replies have been given, people entitled to speak may ask to speak to formulate voting declarations or express their opinions on the answers given (replies) for a period generally not to exceed 2 (two) minutes.

6. Once the answers, any brief replies and explanations of vote have been given, the Chair of the Shareholders' Meeting shall declare the discussion closed.

Article 9 - Powers of the Chair of the Shareholders' Meeting

1. To ensure that the proceedings are correctly conducted and that all participants are able to exercise their rights, the Chair of the Shareholders' Meeting may take the floor a) from a speaker who speaks without having the right to do so or continues speaking after the maximum time limit set by the Chair of the Shareholders Meeting is up; b) after warning the speaker, if the speech is clearly not pertinent to the item under discussion; c) in all cases in which the speaker makes improper or insulting utterances or behaves in an improper or insulting manner, or in the event of threats or incitement to violence and disorder.

2. If one or more participant prevents others from taking part in the discussion, or if their behaviour causes a situation that clearly obstructs the regular conduct of the Meeting, the Chair of the Shareholders' Meeting shall call for order and compliance with the Rules. If this warning proves to be ineffective, the Chair of the Shareholders' Meeting may order that people previously warned are removed from the meeting room for the entire discussion phase.

Article 10 - Voting

1. The Chair of the Shareholders' Meeting may order that voting on each item on the agenda take place after the discussion of each or several of them. In the case those with voting rights propose alternative resolutions on items on the agenda with respect to those formulated by the Board, the Board's proposal will first be put to a vote and, only in the case that this proposal is rejected will the alternative resolution(s) be put to a vote. Similarly, in the case of points of order, on which discussion is not foreseen, in the case the Chair decides to put it to a vote, any proposals made by the Chair shall first be put to a vote and, only in the case that they are rejected shall voting take place on the Shareholders' proposal(s). When put to a vote, resolutions or points of order presented by the Shareholders shall be put to the Shareholders' Meeting starting with the proposal presented by Shareholders that represent the largest percentage of the capital. Only if the proposal put to a vote is rejected, shall the next proposal in the order of share capital represented be put to a vote.

2. Before the beginning of the voting process, the Chair of the Shareholders' Meeting shall readmit to the Meeting people entitled to attend and exercise their right to vote, or their representatives, who were removed during the discussion phase.

3. Before each voting the Chair of the Shareholders' Meeting ascertains the permanence of the constitutive quorum.

4. Voting at the Shareholders' Meeting is by open ballot.

5. The Chair of the Shareholders' Meeting determines the manner of voting and may set a time limit for voting. At the end of voting, the votes are counted, after which the Chair of the Shareholders' Meeting, including with the assistance of the secretary or notary, declares the results of the vote.

6. Votes expressed in a manner that differs from what is indicated by the Chair of the Shareholders' Meeting are considered null and void.

7. People entitled to attend the Shareholders' Meeting and exercise their right to vote, or their representatives, who vote against or abstain from voting must give their names to the staff specifically appointed, if not detected by the voting system. Once the agenda and relative voting have been completed, the Chair of the Shareholders' Meeting shall declare the Meeting closed.

Article 11 - Final provisions

1. In addition to what is established in these Rules, the Chair of the Shareholders' Meeting may take any measure deemed appropriate to ensure that the proceedings of the Meeting are properly conducted and that participants may exercise their rights. For all matters not expressly regulated by these Rules, the Italian Civil Code provisions, specific laws regarding the matter and the By-laws shall apply.

2. The Board of Directors is responsible for any amendments to these Rules which may be necessary to adjust them to any new and required regulatory provisions.



Eni SpA

Sede legale

Piazzale Enrico Mattei, 1 – Rome – Italy
Company share capital €4,005,358,876
fully paid Rome Company Register
Tax identification number 00484960588

Branches

Via Emilia, 1 - San Donato Milanese (Milan)- Italy
Piazza Ezio Vanoni, 1 - San Donato Milanese (Milan)- Italy

