



## **Eni: Board of Directors resolves to propose to the Shareholders' Meeting a new buyback program and the cancellation of treasury shares that will be acquired for the purpose of remunerating shareholders**

*Rome, 19 March 2026* - Eni's Board of Directors held on March 18, 2026, chaired by Giuseppe Zafarana, has resolved to submit a proposal to the Shareholders' Meeting of 6 May 2026, called in ordinary session, to authorize the purchase of treasury shares (the "new buyback Program") for a period up to the end of April 2027.

In line with the Strategic Plan 2026-2030 (the "Plan"), presented today to the market, Eni intends to launch the new buyback Program in 2026 for an amount of €1.5 billion. This amount may be increased up to a total maximum of €4 billion, in case of upside scenarios of the Cash Flow from Operations compared to the amount foreseen in the Plan.

The maximum amount of shares that can be purchased under the program is no. 303 million shares (approximately 10% of Eni's share capital).

Authorization for the purchase of treasury shares under the new buyback Program is requested for the following purposes:

- up to no. 297.9 million shares, to remunerate shareholders;
- up to no. 5.1 million shares, to service the Long-Term Incentive Plan 2026-2028 ("ILT Plan"), also submitted for approval by the Shareholders' Meeting of 6 May 2026.

Purchases made under the new buyback Program will be made at a price identified in compliance with regulatory requirements and accepted market practices in force from time to time. This price may not deviate downward or upward by more than 10% from the official price recorded by Eni S.p.A. stock in the session of the Euronext Milan market, organized and managed by Borsa Italiana S.p.A., on the day preceding each individual transaction.

Purchases may be made:

- on regulated markets in accordance with operating procedures established in the regulations for the organization and management of those markets;
- in the way established by the market practices permitted by Consob pursuant to Article 13 of Regulation (EU) No. 596/2014 (if applicable);
- under the conditions set forth in Article 5 of Regulation (EU) No. 596/2014.

The Shareholders' Meeting is also called upon to authorize the Board of Directors to dispose of the treasury shares purchased to service the ILT Plan, in one or more tranches and even before having reached the maximum quantity of shares that can be purchased, in compliance with the methods, conditions, and timeline defined by the ILT Plan. Furthermore, for the portion of shares exceeding those that will be actually used for the ILT Plan, it is proposed to authorize the Board of Directors to use such shares for any additional incentive plans approved by the Shareholders' Meeting and/or for any other purposes permitted by law, according to the methods, terms, and conditions deemed most appropriate in the interest of the Company.

The Board of Directors has also resolved to submit a proposal to the Shareholders' Meeting, called in extraordinary session, to cancel the treasury shares to be purchased under the new buyback Program for the purpose of remunerating shareholders (maximum no. 297.9 million treasury shares). This cancellation will be carried out by the Board of Directors without reducing the share capital, in view of the absence of the par value of Eni's shares, by July 2027, in one or more acts, even before the maximum number of shares authorized by the Shareholders' Meeting has been purchased.

The documentation relating to the Shareholders' Meeting will be made available to the public within the terms and in the way provided for by current regulations, including through publication on the Company's website.

As of today's date, Eni holds no. 86,828,014 treasury shares equal to approximately 2.9% of the share capital. Eni's subsidiaries do not hold shares in the Company.

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