



Ordinary Shareholders' Meeting – May 14, 2019

Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree n. 58 of February 24, 1998

Item 1 of the agenda: Eni S.p.A. financial statements at December 31, 2018. Related resolutions. Eni consolidated financial statements at December 31, 2018. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.

Resolution: Shareholders' Meeting resolved to approve the financial statements at December 31, 2018 of Eni S.p.A. which report a net profit amounting to 3,173,442,590.70 euro.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,340,744,883	64.409068%	100.000000%
In favour	2,333,946,401	64.221997%	99.709559%
Against	4,707,619	0.129537%	0.201116%
Abstentions	2,090,863	0.057533%	0.089325%
Shares on which a vote was not expressed ¹	7		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of 3,173,442,590.70 euro, of which 1,660,963,734.84 euro remains following the distribution of the 2018 interim dividend of 0.42 euro per share, resolved by the Board of Directors on September 13, 2018, as follows:

- the amount of 2,132,000 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
- to Shareholders in the form of a dividend of 0.41 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2018 of 0.42 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2018 therefore amounts to 0.83 euro per share;
- the payment of the balance of the 2018 dividend in the amount of 0.41 euro per share, payable on May 22, 2019, with an ex-dividend date of May 20, 2019 and a record date of May 21, 2019;

¹ Ignored for the purposes of calculating quorum.

- the available reserve the amount of net profit remaining after the distribution of the proposed dividend.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,340,744,938	64.409069%	100.000000%
In favour	2,339,741,873	64.381468%	99.957148%
Against	890,926	0.024515%	0.038062%
Abstentions	112,139	0.003086%	0.004791%
Shares on which a vote was not expressed ²	2		

Item 3 of the agenda: Authorisation of buy-back programme of Eni shares; related and consequent resolutions.

Resolution: Shareholders Meeting resolved:

- to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, in multiple tranches, for a period of eighteen months from the date of this resolution, for the pursuit of the purpose referred to in the report of the Board of Directors to today's Shareholders' Meeting relating to this item on the agenda, within the time limits and on the conditions set out below:
 - the maximum number of shares to be purchased is equal to 67,000,000 ordinary shares, representing about 1.84% of the share capital of Eni SpA, which currently amounts to € 4,005,358,876.00, represented by 3,634,185,330 ordinary shares with no par value, for a total outlay of up to € 1,200,000,000. The purchases shall be carried out within the limits of distributable profit and available reserves as reported in the most recent regularly approved financial statements. In connection with purchases of treasury shares, an equal amount of the available reserves or distributable profits will be allocated to a specific restricted reserve as long as the treasury shares are held;
 - the purchases shall be made at a price to be determined on a case-by-case basis, having regard to the procedures selected to execute the transaction and in compliance with any regulatory requirements, including EU rules, or (if applicable) current accepted market practices, which price shall not be more than 10% greater or lower than the official price registered by the Eni SpA stock in the trading session of the Mercato Telematico Azionario, organised and operated by Borsa Italiana SpA, on the day before each individual transaction;
 - purchases of treasury shares shall be executed in such a manner as to ensure equal treatment of shareholders and in compliance with any regulatory requirements, including EU rules, and (if applicable) current accepted market practices and specifically:
 - on regulated markets in accordance with the operating procedures established in the rules on the organisation and operation of the markets themselves, which do not permit the direct matching of buy orders with predetermined sell orders;
 - with the procedures established by market practices accepted by Consob pursuant to Article 13 of Regulation (EU) no. 596/2014 (if applicable); and
 - under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in the proposed resolution;

² Ignored for the purposes of calculating quorum.

- to grant 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 resolutions referred to in the previous point, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions, as well as to provide the market disclosure required by legislation, including EU rules, and (if applicable) current accepted market practices.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,340,744,938	64.409069%	100.000000%
In favour	2,321,212,101	63.871594%	99.165529%
Against	19,504,608	0.536698%	0.833265%
Abstentions	28,229	0.000777%	0.001206%
Shares on which a vote was not expressed ³	2		

Item 4 of the agenda: Remuneration report (Section I): policy on remuneration.

Resolution: Shareholders Meeting resolved in favour of the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree No. 58 of February 24, 1998.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,340,744,938	64.409069%	100.000000%
In favour	2,265,448,971	62.337189%	96.783248%
Against	73,791,042	2.030470%	3.152460%
Abstentions	1,504,925	0.041410%	0.064293%
Shares on which a vote was not expressed ⁴	2		

³ Ignored for the purposes of calculating quorum.

⁴ Ignored for the purposes of calculating quorum.