



Ordinary Shareholders' Meeting – May 12, 2021

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, 2020. Related resolutions. Eni consolidated financial statements at December 31, 2020. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.

Resolution: Shareholders' Meeting resolved to approve the statutory financial statements at December 31, 2020 of Eni S.p.A. which report a net profit amounting to €1,606,976,739.49.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.000000
In favour	2,062,067,241	57.190764	99.490593
Against	60,118	0.001667	0.002901
Abstentions	10,497,973	0.291158	0.506506
Shares on which a vote was not expressed ¹	0		

¹ Ignored for the purposes of calculating quorum.

Liability action presented by shareholders Liberiamo la Basilicata, Aria Pulita Basilicata Onlus, Francesco Saverio Telesca, Elman Rosania and Alfredo Sonnessa related to item 1 of the agenda.

Resolution: Shareholders' Meeting resolved against the liability action

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,057,920,337	57.075751	100.000000
In favour	5,694,721	0.157941	0.276722
Against	2,036,083,992	56.470127	98.938912
Abstentions	16,141,624	0.447683	0.784366
Shares on which a vote was not expressed ²	14,704,995		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of €1,606,976,739.49, of which €1,178,270,781.37 remains following the distribution of 2020 interim dividend of €0.12 per share, as resolved by the Board of Directors of September 15, 2020, as follows:

- to Shareholders in the form of a dividend of €0.24 per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the 2020 interim dividend of €0.12 per share. The total dividend per share for the financial year 2020 therefore amounts to €0.36; the payment of the balance of the 2020 dividend in the amount of €0.24 euro is payable on May 26, 2021, with an ex-dividend date of May 24, 2021 and a record date of May 25, 2021;
- the amount remaining following the distribution of the proposed dividend to the available reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.000000
In favour	2,063,207,673	57.222394	99.545617
Against	9,352,126	0.259378	0.451221
Abstentions	65,533	0.001818	0.003162
Shares on which a vote was not expressed ³	0		

² Ignored for the purposes of calculating quorum.

³ Ignored for the purposes of calculating quorum.

Item 3 of the agenda: Payment of the 2021 interim dividend by distribution of the available reserve.

Resolution: Shareholders' Meeting approved any use of the available reserve(s) of Eni S.p.A. for the distribution, in whole or in part, of the interim dividend for the year 2021 in accordance with the guidelines provided for in the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on February 18, 2021, delegating for this purpose the Board of Directors to proceed, subject to verification at the time of approval of the 2021 half-yearly report of the existence of the relevant legal conditions as well as those provided for this purpose by the Shareholders' Remuneration Policy.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.000000
In favour	2,053,109,805	56.942332	99.058415
Against	9,614,867	0.266665	0.463898
Abstentions	9,900,660	0.274592	0.477687
Shares on which a vote was not expressed ⁴	0		

⁴ Ignored for the purposes of calculating quorum.

Item 4 of the agenda: Appointment of a standing Statutory Auditor, to restore full membership of the Board of Statutory Auditors.

Resolution: Shareholders' Meeting appointed as standing Auditor Mrs. Marcella Caradonna*, who will remain in office until the expiration of the current Board of Statutory Auditors, therefore, until the date of the Shareholders' Meeting to approve the financial statements at December 31, 2022.

*Candidature presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.37% of the share capital of Eni S.p.A.. The candidate declared to hold requirements provided by the law and By-laws (included the independence requirements pursuant to Art. 148, paragraph 3 of the Consolidated Law on Finance) and by the recommendations 9 and 7 of the Corporate Governance Code which Eni S.p.A. adopted.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.000000
In favour	1,984,898,230	55.050507	95.767344
Against	82,685,652	2.293260	3.989416
Abstentions	5,041,450	0.139823	0.243240
Shares on which a vote was not expressed ⁵	0		

⁵ Ignored for the purposes of calculating quorum.

Item 5 of the agenda: Appointment of an alternate Statutory Auditor, to restore full membership of the Board of Statutory Auditors.

Resolution: Shareholders' Meeting appointed as alternate Auditor Mr. Roberto Maglio*, who will remain in office until the expiration of the current Board of Statutory Auditors, therefore, until the date of the Shareholders' Meeting to approve the financial statements at December 31, 2022

*Candidature presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.37% of the share capital of Eni S.p.A.. The candidate declared to hold requirements provided by the law and By-laws (included the independence requirements pursuant to Art. 148, paragraph 3 of the Consolidated Law on Finance) and by the recommendations 9 and 7 of the Corporate Governance Code which Eni S.p.A. adopted.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.00000
Votes in favour	1,984,094,771	55.028223	95.728579
Against	82,961,861	2.300920	4.002743
Abstentions	5,568,700	0.154446	0.268679
Shares on which a vote was not expressed ⁶	0		

⁶ Ignored for the purposes of calculating quorum.

Item 6 of the agenda: Authorisation to purchase treasury 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 the resolution, for the purposes and in compliance with the scenario conditions referred to in the explanatory report of the Board of Directors, within the time limits and on the conditions set out below:
 - the maximum number of shares to be purchased is equal to 7% of the ordinary shares (and 7% of social capital) making up Eni S.p.A. social capital (excluding treasury shares already held, representing 0.92% of share capital), for a total outlay of up to €1,600 million. 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, and (if applicable) current accepted market practices, which 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 bids with predetermined offers;
 - 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 resolution.
- 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 this 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	2,072,625,332	57.483589	100.000000
In favour	2,062,540,843	57.203899	99.513444
Against	9,430,562	0.261554	0.455006
Abstentions	653,927	0.018136	0.031551
Shares on which a vote was not expressed ⁷	0		

Item 7 of the agenda: Report on remuneration paid.

Resolution: Shareholders' Meeting resolved in favour of the Report on remuneration paid pursuant to Art. 123-ter, paragraph 4, of the Consolidated Law on Finance (Section II of the Report on remuneration policy and remuneration paid).

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares on which a vote was expressed	2,072,625,332	57.483589	100.000000
In favour	1,288,488,303	35.735804	62.166967
Against	780,471,913	21.646135	37.656199
Abstentions	3,665,116	0.101651	0.176834
Shares on which a vote was not expressed ⁸	0		

⁷ Ignored for the purposes of calculating quorum.

⁸ Ignored for the purposes of calculating quorum.