



Ordinary and Extraordinary Shareholders' Meeting – May 11, 2022

Summary Report of the votes

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

(ordinary part)

Item 1 of the agenda: Eni S.p.A. financial statements at December 31, 2021. Related resolutions. Eni consolidated financial statements at December 31, 2021. 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, 2021 of Eni S.p.A., which report a net profit amounting to €7,674,594,670.59.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,337,176,666	64.820834	99.529310
Against	518,418	0.014378	0.022077
Abstentions	10,534,462	0.292170	0.448613
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Liability action presented by shareholders Associazione Liberiamo la Basilicata and Comitato Aria Pulita Basilicata Onlus 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 represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	1,926,564,621	53.432643	100.000000
In favour	4,785,458	0.132723	0.248393
Against	1,910,325,461	52.982255	99.157092
Abstentions	11,453,702	0.317665	0.594514
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	421,664,925		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of €7,674,594,670.59 as follows:

- to Shareholders in the form of a dividend of €0.43 per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date. The payment will be made on May 25, 2022, with an ex-dividend date of May 23, 2022 and a record date of May 24, 2022. The payment of €0.43 per share completes the payment of the 2021 dividend, after the distribution of a 50% interim dividend from Eni S.p.A. available reserves, as resolved by the Board of Directors on July 29, 2021, in accordance with the resolution of the Shareholders' Meeting of May 12, 2021.
- the amount remaining following the distribution of the proposed dividend to the available reserves.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,344,242,701	65.016809	99.830219
Against	3,933,264	0.109088	0.167499
Abstentions	53,581	0.001486	0.002282
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 3 of the agenda: Authorisation to purchase treasury shares; Related and consequent resolutions.

Resolution: Shareholders' Meeting resolved:

- 1) to revoke, for the part not yet executed at the date of the Shareholders' Meeting, the authorisation to the Board to purchase treasury shares granted by the Shareholders' Meeting of May 12, 2021;
- 2) 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 up to April 30, 2023, for the purposes 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 10% of the ordinary shares (and 10% of share capital) making up Eni S.p.A. share capital (excluding treasury shares already held, representing 0.89% of share capital post cancellation), for a total outlay of up to €2.5 billion, based on the Brent price scenario according to the criteria established by the Board of Directors (as outlined above). 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 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 S.p.A. stock in the trading session of the Euronext Milan, organised and operated by Borsa Italiana S.p.A., 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 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;
- 3) 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 points, 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 represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,327,171,020	64.543331	99.103217
Against	19,479,147	0.540248	0.829525
Abstentions	1,579,379	0.043804	0.067258
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 4 of the agenda: Updating of the Shareholders' Meeting regulations of Eni S.p.A.

Resolution: Shareholders' Meeting approved the proposal to update the Shareholders' Meeting Regulations as presented by the Board of Directors.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,348,134,871	65.124757	99.995968
Against	34,662	0.000961	0.001476
Abstentions	60,013	0.001664	0.002556
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 5 of the agenda: Report on remuneration paid.

Resolution: Shareholders' Meeting resolved in favour of the second section of the Report on remuneration policy and remuneration paid - 2022 provided by Art. 123-ter, paragraph 4, of T.U.F. ("Remuneration and other information")

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.00000
Votes in favour	2,179,451,167	60.446369	92.812526
Against	160,073,815	4.439595	6.816787
Abstentions	8,704,564	0.241418	0.370686
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 6 of the agenda: Use of available reserves for and in place of the 2022 dividend.

Resolution: Shareholders' Meeting resolved, taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on March 17, 2022 which provides for a 2022 dividend of €0.88/share, based on a benchmark Brent price of \$80/bbl, to be distributed in four tranches of equal amount in September 2022, November 2022, March 2023 and May 2023, we invite you to resolve as follows:

- 1) to approve, in accordance with the Shareholders Remuneration Policy adopted by the Board of Directors, the distribution of €0.88 (*zero point eighty-eight euros*) in tranches of equal amount in September 2022, November 2022, March 2023 and May 2023 by way of and in place of the payment of the dividend for the year 2022;
- 2) to approve the use of available reserves for the payment of the €0.22 (*zero point twenty-two euros*) tranche in September 2022 and, if necessary for following tranches;
- 3) 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 reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,336,874,457	64.812453	99.516440
Against	1,629,390	0.045191	0.069388
Abstentions	9,725,699	0.269739	0.414172
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

(extraordinary part)

Item 7 of the agenda: Reduction and use of the reserve pursuant to Law no. 342/2000 for and in place of the 2022 dividend.

Resolution: Shareholders' Meeting resolved, taking into account the Shareholders' Remuneration Policy approved by the Board of Directors of Eni S.p.A. on March 17, 2022 which provides for a 2022 dividend of €0.88/share, based on a benchmark Brent price of \$80/bbl, to be distributed in four tranches of equal amount in September 2022, November 2022, March 2023 and May 2023, we invite you to resolve as follows:

- 1) to approve, for the further implementation of the Remuneration Policy, the reduction - with the methods and terms set out in art. 2445 of the civil code as referred to in art. 13 of Law 342/2000 - of the "Revaluation reserve pursuant to law 342/2000" in the amount of €2,400,000,000.00 (*two billion four hundred million point zero zero*);
- 2) to approve, for the aforementioned purpose, the use of €2,400,000,000.00 (*two billion four hundred million point zero zero*) resulting from the reduction of the "Revaluation reserve pursuant to law 342/2000" or, in the alternative – should formal requirements referred to in art. 2445 of the civil code do not allow the completion of procedures in time for the payment of subsequent tranches or for other reasons referred to in art. 2445 of the civil code - the use of other available reserves of Eni SpA;
- 3) 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 reserve.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,337,271,574	64.823467	99.533352
Against	1,696,706	0.047058	0.072255
Abstentions	9,261,266	0.256858	0.394394
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 8 of the agenda: Cancellation of Eni treasury shares in portfolio, without reduction of share capital and consequent amendments to Article 5.1 of the By-laws; related and consequent resolutions.

Resolution: Shareholders' Meeting resolved:

- 1) to cancel 34,106,871 treasury shares with no par value leaving the amount of the share capital unchanged and proceeding to reduce the related reserve by the amount of €399,999,988.76 (equal to the book value of the cancelled shares);
- 2) to amend article 5.1. of the By-Laws as follows:
"5.1 The share capital is €4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six point zero zero) represented by 3,571,487,977 (three billion five hundred and seventy-one million four hundred eighty-seven thousand nine hundred and seventy-seven) ordinary shares with no par value";
- 3) 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 resolution taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions, as well as to make any necessary additions, changes and formal deletions for registration in the Register of Companies and do whatever else is necessary and appropriate for the success of the resolution.

Vote result

	Number of shares	% Share capital	% Voting Share capital in attendance to the meeting
Shares represented at the Shareholders' Meeting for which voting instructions have been granted (counted for the purposes of calculating quorum)	2,348,229,546	65.127382	100.000000
In favour	2,336,419,271	64.799828	99.497056
Against	11,771,202	0.326470	0.501280
Abstentions	39,073	0.001084	0.001664
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		