



Ordinary and Extraordinary Shareholders' Meeting – May 15, 2024

Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree no. 58, of February 24, 1998

(ordinary part)

Item 1 on the agenda: Eni S.p.A. financial statements at December 31, 2023. Related resolutions. Presentation of consolidated financial statements at December 31, 2023. 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, 2023 of Eni S.p.A, which report a net profit amounting to €3,272,366,066.40.

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)	2,177,811,123	66.305904	100.000000
In favour	2,162,979,814	65.854348	99.318981
Against	12,968,008	0.394826	0.595461
Abstentions	1,863,301	0.056730	0.085558
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of €3,272,366,066.40 to the available 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)	2,177,811,123	66.305904	100.000000
In favour	2,175,190,073	66.226103	99.879648
Against	2,301,532	0.070073	0.105681
Abstentions	319,518	0.009728	0.014672
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: Employee Stock Ownership Plan 2024-2026 and disposal of Eni treasury shares to serve the plan.

Resolution: Shareholders' Meeting, pursuant to and for the purposes of Art. 114-bis of the Consolidated Law on Financial Intermediation and of Art. 2357-ter of the Italian Civil Code, resolved:

- to approve the Employee Stock Ownership Plan 2024-2026 ("ESOP"), in favour to Eni employees in general, under the conditions set forth in the Informative Document made available to the Shareholders' Meeting, granting the Board of Directors all the powers needed to implement the ESOP, also through persons delegated for this purpose;
- to authorise the Board of Directors to dispose of up to 10.5 million treasury shares to serve the implementation of the ESOP, of which: i) 4.1 million already in the portfolio free of encumbrances, of which 2.9 million were originally allocated to the previous 2020-2022 ILT Share Plan and not used; ii) 6.4 million arising from the share buyback programme authorised by the Shareholders' Meeting.

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)	2,177,811,123	66.305904	100.000000
In favour	2,176,760,481	66.273916	99.951757
Against	725,881	0.022100	0.033331
Abstentions	324,761	0.009888	0.014912
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: Report on remuneration policy and remuneration paid: Section I- 2024 remuneration policy.

Resolution: Shareholders' Meeting approved in favour of the first section of the Remuneration Report, which explains the 2024 Policy for the Remuneration of the Directors, the Chief Operating Officers, and the other managers with strategic responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the Statutory Auditors and the procedures used for the adoption and implementation of this policy.

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)	2,177,811,123	66.305904	100.000000
In favour	2,033,825,564	61.922102	93.388519
Against	138,715,699	4.223355	6.369501
Abstentions	5,269,860	0.160447	0.241980
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 policy and remuneration paid: Section II - remuneration paid in 2023.

Resolution: Shareholders' Meeting approved in favour of the second section of the Remuneration Report, which explains the remuneration paid in 2023 to the Directors, Statutory Auditors, Chief Operating Officers and, in aggregate form, to other managers with strategic responsibilities

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)	2,177,811,123	66.305904	100.000000
In favour	1,964,445,203	59.809739	90.202735
Against	212,654,758	6.474513	9.764610
Abstentions	711,162	0.021652	0.032655
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: Authorisation for the purchase and disposal of treasury shares; related and consequent resolutions.

Resolution: Shareholders' Meeting resolved to:

- 1) 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 treasury shares of the Company, in multiple tranches, for a period up to the end of April 2025, 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 328,000,000 ordinary shares for a total outlay of up to € 3.5 billion, of which:
 - up to a maximum of 321,600,000 shares for the purpose of remunerating Shareholders;
 - up to a maximum of 6,400,000 shares allocated to serve the ESOP;
 - the purchases must be carried out within the limits of distributable profits and available reserves as reported in the most recent regularly approved financial statements. Part of the available reserves or distributable profits will be restricted by attribution to a specific reserve as long as the treasury shares are in the portfolio;
 - 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, current accepted market practices, if applicable, which shall not be more than 10% lower or greater than the official price registered by the Eni S.p.A.'s 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 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 Art. 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 this resolution;
- 2) to authorise the Board of Directors – under the terms and for the purposes of Art. 2357-ter of the Italian Civil Code – to proceed with the disposal, at one or more times, of all or part of the treasury shares in the portfolio other than those purchased for the purpose of remunerating the Shareholderseven before arriving at the maximum quantity of shares that can be purchased. The sale and/or the actions of disposal and/or use of the treasury shares in the portfolio may occur for the purposes indicated above:
 - according to the methods and time frames defined by the ESOP and for any excess according to the methods considered most appropriate and in line with the Company's interests and in compliance with current regulations and, if applicable, current accepted market practices;
 - according to the terms and conditions established each time by the Board of Directors, in accordance with the purposes pursuant to this authorisation, complying with any limits provided for in the current regulations and in any applicable accepted market practices that may be applicable;
- 3) with reference to the authorization for the purchase and disposal of treasury shares, to confer on the Board of Directors - with the right to delegate to the Chief Executive Officer and to sub-delegate by the same - any power 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 current accepted market practices that may be applicable.

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)	2,177,811,123	66.305904	100.000000
In favour	2,166,882,035	65.973155	99.498162
Against	10,186,821	0.310149	0.467755
Abstentions	742,267	0.022599	0.034083
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		

Item 7 of the agenda: Use of available reserves for and in place of the 2024 dividend.

Resolution: Shareholders' Meeting resolved in accordance with the Shareholders' Remuneration Policy, approved by the Board of Directors of Eni S.p.A. on March 13, 2024, which sets a dividend of €1 per share for 2024 and distribution in 4 tranches of equal amount (€ 0.25 per share), in the months of: (i) September 2024; (ii) November 2024, (iii) March 2025, and (iv) May 2025:

- i) to approve the distribution for and in place of the payment of the dividend relating to financial year 2024 of a sum of €1 in tranches of an equal amount (€ 0.25 per share) in the months of September 2024, November 2024, March 2025 and May 2025;
- ii) to approve the use of available reserves for and in place of the payment of the dividend relating to financial year 2024, making use, if appropriate and in the interests of the Shareholders, of the residual amount of the revaluation reserve ex Lege 342/2000, use of which was subject to resolution by the Shareholders' Meeting of May 10, 2023;
- iii) 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)	2,177,811,123	66.305904	100.000000
In favour	2,167,661,170	65.996877	99.533938
Against	4,289,491	0.130598	0.196963
Abstentions	5,860,462	0.178428	0.269099
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 8 of the agenda: Cancellation of any treasury shares to be purchased under the terms of the authorisation pursuant to item 6 on the agenda of the ordinary part, without reduction of the share capital, and consequent amendments to Article 5 of the By-laws; related and consequent resolutions.

Resolution: Shareholders' Meeting resolved:

- 1) to authorise the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same, to cancel up to a maximum of no. 321,600,000 treasury shares with no nominal value, which will possibly be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session for the purpose of remunerating the Shareholders; the cancellation will occur keeping the amount of the share capital unchanged and through the reduction of the related specific reserve (equal to the carrying amount of the shares cancelled);
- 2) to approve, as of now, after the treasury share cancellation pursuant to point 1 has been completed, the amendment of Art. 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A.'s share capital is divided, indicating in the same paragraph the number of shares that will effectively exist as a consequence of the execution of this cancellation;
- 3) to add a final paragraph in Article 5 of the By-Laws as follows:
"The Extraordinary Shareholders' Meeting of 15 May 2024 authorised the cancellation of a maximum of no. 321,600,000 Eni treasury shares purchased in execution of the treasury share buyback programme approved by the Shareholders' Meeting of 15 May 2024, conferring delegated powers on the Board of Directors - with the option of delegation to the Chief Executive Officer and sub-delegation by the same - to perform this cancellation, with several actions or at one time, by July 2025, to change, as a consequence, the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those effectively cancelled, and to proceed, after completing the cancellation, to annul this paragraph";
- 4) 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 needed to execute the resolution, taking all actions required, appropriate, instrumental and/or connected with the successful execution of the resolutions pursuant to the previous points, as well as to make any necessary additions, changes and formal deletions for registering in the Business Register 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)	2,177,811,123	66.305904	100.000000
In favour	2,174,530,437	66.206019	99.849359
Against	2,959,897	0.090117	0.135912
Abstentions	320,789	0.009767	0.014730
Shares represented at the Shareholders' Meeting for which no voting instructions have been granted (ignored for the purposes of calculating quorum)	0		