

The Italian text prevails over the English translation

Index 88441

Deed 26037

MINUTES OF THE ORDINARY AND EXTRAORDINARY

SHAREHOLDERS' MEETING OF

“Eni S.p.A.”

HELD ON 15 MAY 2024

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THE REPUBLIC OF ITALY

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“On this third day of the month of June, two thousand twenty-four in Rome, Piazzale Enrico Mattei no. 1.

Before me, PAOLO CASTELLINI, Notary with office at Via Orazio 31, Rome, Italy, a member of the Roll of Notaries of the United Notarial Districts of Rome, Velletri and Civitavecchia.

Appeared:

- Mr. GIUSEPPE ZAFARANA, born in Piacenza on 2 May 1963, domiciled for this office in Rome, Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of **“Eni S.p.A.”**, with registered office in Rome, Piazzale Enrico Mattei no. 1, share capital Euro 4,005,358,876.00 fully paid-in, enrolled in the Companies' Register at the Chamber of Commerce of Rome and tax code no. 00484960588, R.E.A. no. RM-756453, PEC *eni@pec.eni.com*.

Mr Zafarana, whose personal identity and title I, the Notary, am

certain of, asks me to draw up, pursuant to Article 2375 of the Italian Civil Code, the minutes of the Ordinary and Extraordinary Shareholders' Meeting of "**Eni S.p.A.**", with registered office in Rome, Piazzale Enrico Mattei no. 1, share capital € 4,005,358,876.00 fully paid-in, registration with the Company Register at the Rome Chamber of Commerce and tax code no. 00484960588, R.E.A. no. RM-756453, PEC *eni@pec.eni.com*, held on 15 May 2024 in Rome, Piazzale Enrico Mattei no. 1 from ten o'clock to ten thirty-eight o'clock, which meeting was chaired by himself and for which my ministry was requested as shown in the deed executed by me on 15 May 2024, Index no. 88388/26002, registered with the Revenue Agency - Territorial Office of Rome 1 on May 17, 2024 under no. 13484 series 1T.

Therefore, I, the Notary, report as follows:

"On this fifteenth day of the month of May, two thousand twenty-four in Rome, Piazzale Enrico Mattei no. 1, at 10:00.

At the request of:

- "**Eni S.p.A.**", having its registered office in Rome at Piazzale Enrico Mattei no. 1, with share capital of € 4,005,358,876.00, fully paid up, R.E.A. no. RM-756453, listed in the Company Register of Rome, taxpayer ID no. 00484960588, certified email address *eni@pec.eni.com* (hereinafter also "**Eni**" or the "**Company**").

I, PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia, with my office at Via Orazio no. 31, Rome, for the purposes of preparing the minutes have come on this day, 15 May 2024 to Piazzale Enrico Mattei no. 1, Rome to attend the

Ordinary and Extraordinary Meeting of the Shareholders of the Company, called for today at the aforementioned location at 10:00 a.m. to discuss and resolve on the following

AGENDA

(ordinary session)

1. Eni S.p.A. financial statements at 31 December 2023. Related resolutions. Presentation of consolidated financial statements at 31 December 2023. Reports of the Directors, the Board of Statutory Auditors and the Audit Firm.
2. Allocation of net profit.
3. Employee Stock Ownership Plan 2024-2026 and disposal of Eni treasury shares to serve the plan.
4. Report on remuneration policy and remuneration paid: Section I - 2024 remuneration policy.
5. Report on remuneration policy and remuneration paid: Section II - remuneration paid in 2023.
6. Authorisation for the purchase and disposal of treasury shares; related and consequent resolutions.
7. Use of available reserves for and in place of the 2024 dividend.

(extraordinary session)

8. Cancellation of any treasury shares to be purchased under the terms of the authorisation pursuant to item 6 of 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.

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Entering the meeting hall, I note that GIUSEPPE ZAFARANA, born in Piacenza on 2 May 1963, domiciled for the purposes of his position in Rome at Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of the Company, is present and that, by virtue of his position and pursuant to Article 15.1 of the By-laws, will be chairing today's Meeting, held in Rome, Piazzale Enrico Mattei no. 1.

I, the Notary, confirm the identity and position of GIUSEPPE ZAFARANA.

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Mr Zafarana asks me to prepare the minutes of today's Meeting, in accordance with Article. 2371, paragraph 2, of the Italian Civil Code and Article 5.1 of the Meeting Rules.

The Chairman announces that in accordance with Article 11, paragraph 2, of Law no. 21 of 5 March 2024, which extended to Shareholders' Meetings earlier than or on 31 December 2024 the measures contained in Article 106, paragraph 4, second sentence, of Decree Law no. 18 of 17 March 2020, converted into Law no. 27/2020, Shareholders' participation in the Shareholders' Meetings shall take place exclusively through the representative appointed pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, ("Consolidated Law on Financial Intermediation"), hereinafter the "**Shareholders' Representative**", identified by the Company in Studio Legale Trevisan & Associati, as the entity to which Shareholders were able to grant the relevant proxy, free of charge, with voting instructions.

Shareholders were able to grant proxies or sub-proxies to the

aforementioned Shareholders' Representative also pursuant to Article 135-*novies* of the Consolidated Law on Financial Intermediation.

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The Chairman notes that the contents of the minutes of the Shareholders' Meeting and its attachments are governed by the Civil Code and the Consob Issuers' Regulation ("Issuers' Regulation").

In particular, Article 2375 of the civil code, provides that the minutes must include a summary, at the request of the shareholders, of their declarations relevant to the items on the agenda.

The Issuers' Regulation (Annex 3 E) provides that the minutes of the shareholders' meeting should include "the summary of the interventions with indication of the names of those intervening, the answers given and any declarations commenting on the same". The answers, unless voting instructions to the Shareholders' Representative were explicitly and objectively conditioned on them, will be provided by the Company after the Meeting and published on the Company's website.

Content or documents other than that referred to in these regulations are therefore not included in the minutes or the attachments, unless so specifically requested by the Notary.

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The notice calling the Meeting was published on 5 April 2024 in accordance with the law and regulations, on the Internet site of the Company, on Consob's authorised central storage mechanism, denominated "*Info-SDIR & Storage*", and of Borsa Italiana S.p.A, as well as, in extract form, in the daily newspapers "Il Sole 24 Ore" and "Financial Times" on

April 8, 2024.

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The notice calling the Meeting published on the Internet site of the Company is attached to these minutes under letter “A”.

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The Chairman announces that the Shareholder’s Meeting was therefore properly convened.

He also announces that, in addition to himself, the following members of the Board of Directors are present:

- CLAUDIO DESCALZI - Chief Executive Officer;
- the Board Secretary, LUCA FRANCESCHINI, Director Integrated Compliance;
- ROBERTO ULISSI, Director Corporate Affairs and Governance.

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Participating via **video conference** are:

the following members of the Board of Directors:

- ELISA BARONCINI - Director;
- MASSIMO BELCREDI - Director;
- ROBERTO CICIANI - Director;
- CAROLYN DITTMEIER - Director;
- FEDERICA SEGANTI - Director;
- RAPHAEL LOUIS L. VERMEIR - Director

the following members of the Board of Statutory Auditors:

- ROSALBA CASIRAGHI - Chairwoman;
- ENRICO MARIA BIGNAMI - Standing Auditor;

- MARCELLA CARADONNA - Standing Auditor;
- GIULIO PALAZZO - Standing Auditor;
- ANDREA PAROLINI - Standing Auditor;
- the Magistrate of the State Audit Court responsible for overseeing the financial management of Eni, GIOVANNI COPPOLA.

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The Shareholders' Representative, pursuant to Article 135-*undecies* of the Consolidated Law on Financial Intermediation, DARIO TREVISAN, owner of the Trevisan & Associati law firm, is present in person in the meeting room.

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As allowed by Article 2 of the Eni Meeting Rules, the Shareholders' Meeting is being **streamed live** to: representatives of the audit firm PricewaterhouseCoopers S.p.A., the Notary's assistants as well as top managers of the Company and of its main subsidiaries to help prepare responses to the questions asked by shareholders and to ensure that the Meeting is conducted in an orderly fashion.

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The Chairman announces that, in accordance with Article 5.2 of the Meeting Rules, the Chairman's Bureau has been appointed, composed of personnel from the secretariat of the Board of Directors and the corporate secretariat, who are following the **live stream**, from a room adjacent to the meeting room.

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The Chairman announces that the Ordinary and Extraordinary

Shareholders' Meeting is being held after a single call, in accordance with Article 16.2 of the By-laws.

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The Chairman notes that, pursuant to applicable law and the By-laws, to attend and to vote at the Shareholders' Meeting, exclusively through the Shareholders' Representative, Shareholders must have filed a certificate of entitlement to the relative right by the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (6 May 2024 – the record date).

The Chairman asks the Chairman's Bureau for the list of shareholders in attendance by proxy.

Having verified entitlement to vote of those in attendance, having examined the notices issued by authorised intermediaries and having verified the compliance of the proxies submitted, the Chairman announces that, by proxy granted to the Shareholders' Representative, there are currently 2,845 (two thousand four hundred forty-five) shareholders representing a total of 2,177,811,123 (two billion one hundred and seventy-seven million eight hundred eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred five thousand nine hundred and four percent) of the entire share capital.

The Chairman states that he will provide updated information on the number of shareholders present at a later stage and prior to each vote.

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The final list of the names of those present at the Meeting, all by

proxy to the Shareholders' Representative, is contained in Annex "B" to the minutes of the Meeting.

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The Chairman states that, before each vote, the number of shareholders present, by proxy, and the number of shares represented will be verified.

The Chairman declares the Shareholders' Meeting duly constituted in ordinary and extraordinary session in a single call, and able to pass resolutions on the items on the agenda set forth in the Notice of call.

The Chairman announced that the Company had not received any requests to supplement the agenda, pursuant to Article 126-*bis* of the Consolidated Law on Financial Intermediation and Article 13.1 of the By-Laws.

The Chairman announced that no motions for resolutions on the items on the agenda had been received, pursuant to Article 126-*bis* of the Consolidated Law on Financial Intermediation and paragraph 4.1 of the Notice of call, within the terms set forth therein.

The Chairman announces that:

- on 29 April 2024, Shareholder Marco Bava formulated a proposal for derivative action pursuant to Article 2392 of the Italian Civil Code within the terms set forth in the Notice calling the Meeting (30 April 2024) in relation to the manner in which the Shareholders' Meeting of 2023 has been held.

Given that the manner in which the Shareholders' Meeting was held complies with the law, this proposal was deemed inadmissible by the

Company and has therefore not been published on the relevant website nor will it be submitted to the Shareholders' Meeting for a vote, since Shareholder Bava, although referring to facts pertaining to the financial year to which the financial statements refer to, is not claiming damages against the Company, but rather an infringement of shareholder rights, which could, if anything, be the subject of an individual action;

- on 30 April 2024, the Shareholders "Associazione Liberiamo la Basilicata" and "Aria Pulita Basilicata Onlus" Committee formulated a proposal for derivative action pursuant to Article 2392 of the Italian Civil Code, within the terms set forth in the Notice of call, in relation to item 1 of the agenda (Financial Statements).

This proposal has been deemed inadmissible by the Company and has therefore not been published on the relevant website, nor will it be submitted to the Shareholders' Meeting for a vote; no new facts are highlighted with respect to last year's assumptions and to the related derivative action proposal submitted at the 2023 Shareholders' Meeting and rejected by it.

The proposal only refers to and attaches the minutes of the hearing of 6 March 2024 of the Court of Potenza, in which the expert appointed by the Public Prosecutor's Office was heard.

This circumstance cannot be considered a fact pertaining to the financial year 2023 to which the Financial Statements refer (as provided for in paragraph 2 of Article 2393 of the Civil Code) and does not prove any fact.

The alleged damage caused to the Company (which has not been

proved) is not only indicated in entirely general terms, but its actual occurrence in any event depends and would depend on investigations still pending in the courts; the legal prerequisite for the bringing of a derivative action is therefore lacking.

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The Chairman notes that, to the best of the Company's knowledge, none of the shareholders present by proxy are not entitled to vote and no shareholders' agreements involving Eni shares exist.

He therefore requests the Shareholders' Representative to declare in accordance with applicable law and the By-laws, if any attendees by proxy are not entitled to vote or are party to a shareholders' agreement.

The Shareholders' Representative, Dario Trevisan, declares that none of the attendees by proxy are not entitled to vote or are party to a shareholders' agreement, in accordance with applicable law and the By-laws. He also declares that he received voting instructions for all the shares for which he was given a proxy, unless otherwise indicated.

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The Chairman notes that no one has indicated, through the Shareholders' Representative, that they are not entitled to vote or are party to a shareholders' agreement.

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The Chairman announces that as of 6 May 2024 ("record date"), based on the contents of the Shareholders' Register and information received pursuant to Article 120 Consolidated Law on Financial Intermediation and other information available to the Company, shareholders holding voting

shares representing more than 3% (three per cent) of the total shares issued are:

- Cassa depositi e prestiti società per azioni, holding 936,179,478 (nine hundred thirty-six million one hundred and seventy-nine thousand four hundred seventy-eight) shares representing 28.5% (twenty-eight point five percent) of the share capital;

- Ministry of the Economy and Finance, holding 157,552,137 (one hundred and fifty-seven million five hundred and fifty-two thousand one hundred and thirty-seven) shares representing 4.8% (four point eight percent) of the share capital.

As of the record date of 6 May 2024, the Company held 90,221,072 (ninety million two hundred twenty-one thousand seventy-two) treasury shares representing 2.7% (six point seven per cent) of the share capital, for which the right to vote is suspended.

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The Chairman announces that, pursuant to Article 127-ter of the Consolidated Law on Financial Intermediation, the following shareholders duly submitted questions prior to the Shareholders' Meeting:

- Fondazione Finanza Etica, holding 80 (eighty) shares;
- Re:Common APS, holding 5 (five) shares;
- Marco Bava, holding 1 (one) share.

As provided for in the Notice calling the Meeting, answers were made available in the relevant section of the Company's Internet site on 12 May 2024 and, as specified by the Chairman, will be attached to the minutes.

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The document entitled **“Questions and answers prior to the Shareholders’ Meeting (Article 127-ter TUF) of Legislative Decree No. 58/1998”** is contained in Annex **“C”** to the minutes of the Meeting.

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The Chairman informed that applications were also received from Shareholder Tommaso Marino - holder of 1 (one) share - on 9 May 2024, beyond the deadline set forth in the Notice of call (6 May 2024). These questions will therefore not be answered.

Questions to which no answer was given prior to the Meeting since they relate to situations that could only be addressed during the Meeting, as well as questions presented through the Shareholders’ Representative during the Meeting will be answered after the Meeting, and published together with the document **“Questions and answers prior to the Shareholders’ Meeting”** in the relevant section of the Company Internet site.

Only in the event that the Shareholder, in asking the question in the proxy to the Shareholders’ Representative, conditioned their vote explicitly and objectively to the answer to the question, the answer will be given during the Shareholders’ Meeting.

After any answer to be provided during the Meeting has been given, the Meeting will vote on the items on the agenda. I, Notary will announce the results of each vote.

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The Chairman reminds the shareholders that all documents related to

the Shareholders' Meeting were filed and made available to the public at the Company's registered office, Borsa Italiana S.p.A., on Eni's Internet site and through Consob's authorised central storage mechanism, "Info SDIR & Storage" as required by law and regulations.

As mentioned, the document containing the answers to the questions received before the Shareholders' Meeting was also made available to the Shareholders on the Company's website, pursuant to Article 127-ter of the Consolidated Law on Financial Intermediation.

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The Chairman presents, in sequence, all the items on the agenda.

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The Chairman moves on to the first item of the agenda

ORDINARY PART

No. 1

ENI S.P.A. FINANCIAL STATEMENTS AT 31 DECEMBER 2023.

RELATED RESOLUTIONS. PRESENTATION OF

CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER

2023. REPORTS OF THE DIRECTORS, THE BOARD OF

STATUTORY AUDITORS AND THE AUDIT FIRM.

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For more information on this item, the Chairman refers the shareholders to the Report of the Board of Directors, made available to the public as required by law.

In relation to this item, on 3 May 2024 a letter from the Chairman and the CEO was published on the Company's website, concerning the

Company's climate strategy; the Chairman requests that the text of the letter shall be transcribed in the minutes.

**TRANSCRIPT OF THE MESSAGE FROM THE CHAIRMAN AND
CEO**

“ENI SHAREHOLDERS’ MEETING, 15 MAY 2024

MESSAGE FROM THE CHAIRMAN OF THE BOARD,
GIUSEPPE ZAFARANA AND THE CHIEF EXECUTIVE
OFFICER, CLAUDIO DESCALZI ON CLIMATE STRATEGY

FOCUSED ON NET ZERO EMISSIONS TARGET AT 2050
MEETING THE CHALLENGE OF THE ENERGY TRILEMMA

FAST TRACKING DEVELOPMENT OF NEW, HIGH
GROWTH AND VALUABLE ACTIVITIES RELATED TO
ENERGY TRANSITION WHILE FULLY REALIZING THE
VALUE OF OUR TRADITIONAL BUSINESSES

Dear Shareholders,

We are pleased to again share with you an outline of our climate transition strategy to 2050. Our commitment to reaching Net-Zero carbon emissions by 2050, aligned with the Paris Agreement target of a 1.5°C maximum temperature increase, remains unchanged and enjoys the full support of our Board of Directors, whose oversight role and that of its key committees is core to Eni's strategic transformation.

In our most recent Capital Markets Update in March 2024, we illustrated our plan through 2027 and beyond and confirmed our main interim

decarbonization and business targets, underpinning our transition strategy to carbon neutrality by 2050. By 2030, we aim to reduce by 35% in absolute terms our net greenhouse gas lifecycle emissions (scope 1+2+3) and our net carbon intensity (scope 1+2+3) by 15% versus the baseline year 2018. The goals that are critical to delivering this outcome are embedded in executive remuneration and key performance indicators are also contained in our Sustainability-Linked borrowing.

In a complex and changing energy market, Eni's strategy is one that continues to be focused on maximizing our opportunities through developing technologies, transforming the business and improving activities acknowledging that energy transition is irreversible.

The complexity of the transformation of the energy sector raises many questions about the future mix of technologies, the role of geopolitics in the pace of change, how and when it will be executed in the different geographies, and, most importantly, how all of this can be affordable from an economic standpoint. In such a scenario, there is not **a single answer, valid for all, to manage the energy trilemma**. Therefore, Eni's strategy is **an adaptive one that aims at the different objectives, namely security, affordability and decarbonisation**, and which develops levers and business models that are tailored to the differing countries and industries and, crucially, are economically sustainable.

This is an approach that is progressively becoming the consensus among policy makers, recognising these different needs, and in the case of Eni spans from:

- the increased **supply of gas and renewables** replacing higher emitting

energy sources in developing countries and improving their energy availability, to

- **the deployment of low and zero carbon technologies in OECD countries**, illustrated in our rapid build out of Plenitude and our industry leading positions in biofuels and Carbon Capture and Storage (CCS), in which we plan to build sizeable businesses.

In many cases, the development of our new businesses will involve the efficient repurposing of our existing facilities through a circular economy concept -for example - in the restructuring of our chemical business (Versalis) that we are repositioning, leveraging new platforms focused on specialized products, bio-based chemistry and circularity solutions, where we can compete with a leading position.

Leveraging on innovation and technological capabilities we have been successful in transforming our refining business and building out a leading position in the biorefining activity.

We are pursuing the same strategy for the transformation of our chemical business, targeting increased exposure to sectors / end use markets less exposed to base chemical margin volatility. For instance, we will continue to expand our portfolio of bioplastics for packaging or biodegradable products for the agriculture, having completed last October the acquisition of the remaining shares of Novamont, the world leader producer of bioplastics and biochemicals. We will also continue to expand our portfolio of specialized products in existing and new applications developing, for example, advanced solutions for the automotive, wire & cables, photovoltaic sectors.

We are clear that successfully seizing the industrial potential afforded by the Energy Transition requires innovation in the organisational and financial model.

Growth in new businesses requires us to apply managerial and financial focus to activities that have different characteristics in terms of frequency and size of investment decisions, geographies involved, or require a bigger role of marketing.

Above all, it is from an economic and financial perspective that a **potential trade off emerges**. Our satellite model – based on standalone companies either in the conventional business or in the new activities – addresses the capital absorption of new businesses **preserving the free cash flow from traditional assets for the benefit of shareholder distribution**. It allows us to develop emerging activities autonomously, usually with third-party funding, **accessing new pools of aligned capital and highlighting value creation**. It is therefore the means by which we can manage our **traditional businesses but also invest in the Energy Transition in a sustainable fashion**.

In our **Natural Resources** division our strategy emphasizes the reduction of greenhouse gas (GHG) emissions from operations, including flaring and methane, and developing a portfolio of CCS projects.

Our future production portfolio is shifting to lower emitting gas, with the gas component (including condensates) in production reaching more than 60% share by 2030. Our leading exploration business secures and enhances value in the Upstream and also focuses on gas. Moreover, exploration is conducted in the context of a focus on fast to market and the efficient use of

existing industry infrastructure, ensuring efficient development of resources. We will grow production in the near-term (3-4% on yearly average through 2027, 2% reported after the effect of net portfolio activity) while continuing to reduce GHG emissions. At end 2023, our Upstream net carbon footprint (scope 1+2) was already reduced by 40% (Eni's -30%) and methane emissions by more than 60% versus the 2018 baseline, on track for the Net Zero Upstream (scope 1+2) at 2030 and Eni's by 2035.

We will continue to focus on methane emission abatement (encompassing fugitives, flaring and venting reduction programs) aiming at near-zero methane emissions in the Upstream by 2030, having received the Gold Standard within the UN Oil and Gas Methane Partnership 2.0 (UN OGMP 2.0) program. In terms of methane emission intensity on gas sales, we have already achieved the Oil and Gas Climate Initiative (OGCI) of "well below 0.2%" target by 2025 (0.06% in 2023).

In the longer term the share of gas in production continues to rise to more than 90% beyond 2040 from the current 50% - helping to drive a significant reduction in Scope 3 emissions over that period. Hydrocarbon volumes in total will reduce in the medium-long term, primarily contributing to our full decarbonization target.

Carbon capture and storage, which represents a crucial technology to decarbonize hard to abate industrial emissions, will emerge as an important new Transition business during the Plan with significant growth beyond 2027. In CCS, we have established a leadership position particularly in UK and Italy, where this year we will start up our first CCS plant, in Ravenna. Our goal is to reach more than 15 million tonnes of CO₂ stored per year in

terms of gross capacity by 2030, rising to around 40 million tonnes in the following decade, relying on a large inventory of depleted reservoirs. Thanks to our distinctive exploration know-how and commercial capabilities we are well positioned to play the role of CO₂ Transport and Storage orchestrator for large industrial hubs.

In our **Energy Evolution** division Eni sees material opportunities to grow both activities and earnings from new forms of energy. Plenitude and Enilive are examples of how Eni can participate in the Transition, building businesses with high growth rates and attractive financial returns. On doing so they will contribute to a significant transformation in the overall scale, diversification and resilience of the Eni model.

After meeting or exceeding its targets, Plenitude is growing its renewable capacity to more than 8 GW in 2027 and to over 15 GW by 2030. Plenitude's integrated business model is a critical and differentiating quality. The combination of renewables and our 10 million clients provides valuable internal hedging, as seen in 2022 and 2023, two highly challenging years.

A highly significant event in late-2023 was the entry of Energy Infrastructure Partners as an investor in Plenitude. This investment provides additional resources for growth, validating our Satellite Model and confirming that there is a route to creating significant shareholder value while delivering the changes to the energy market required for Transition.

Biofuels will play a critical role in providing low carbon solutions for hard to abate transportation activities such as trucking, shipping and aviation. Leveraging our leading position in the biorefining business and our

proprietary Ecofining technology, Enilive will grow bio-refining capacity from 1.6 million tonnes per year to over 3 by 2026 and more than 5 million tonnes per year by 2030. We have the option to dedicate around 40% of that capacity to the manufacture of sustainable aviation fuel, where we see especially high demand growth. In 2023, we acquired a 50% stake in a biorefinery in Louisiana and announced the intention to build new biorefineries with partners in Malaysia and South Korea. In early 2024, we announced the decision to build our third bio-refinery in Italy with the conversion of our Livorno refinery. A unique aspect of Eni's biofuels strategy is the vertical integration with the growth of novel vegetable oils, not in competition with the food chain, in our agribusiness. This will provide over 35% of our Italian throughputs by 2027, providing us with competitive feedstocks and security of supply. Moreover, Enilive is integrated along the value chain with the sales of mobility products and services to retail, wholesale and worldwide cargo markets.

Our model for the new businesses preserves the competitiveness and relevance of the existing economic and industrial systems but also focuses on commercial strategies through technology and innovation to address current and future energy demand. This has been the foundation for Plenitude and Enilive and could be repeated in emerging opportunities such as CCS and biochemistry, while developing innovative technologies and optionality capable of shaping the energy system of the future, like Fusion. CFS - a MIT's spinout of which Eni is a strategic investor through Eni Next - is building an experimental fusion plant near Boston targeting the second half of this decade to generate net energy, moving to a first industrial plant

in the early 2030s.

In the past twelve months we have made significant strategic steps that give us increased confidence in the path we are taking, developing visibility on an industrial and financial strategy that will deliver the material reduction in emissions required while generating attractive returns for our shareholders. Ultimately, it is evident that the energy Transition can only become real if it creates material and sustainable returns and enables new forms of profitable business. And that is what we are doing.

Our consistent delivery has been confirmed also through Climate Action 100+ (CA100+) latest evaluation in October 2023, which indicated Eni as one of the companies most aligned with the investor coalition requirements for the third year in a row, following our engagement with CA100+ since 2019. This evaluation has been followed by the recent NZ Standard for Oil & Gas results by Institutional Investors Group on Climate Change (IIGCC), which confirmed once again Eni in a leadership position with respect to its peers. In addition, the Transition Pathway Initiative has recognized our net-zero pathway as in line with a 1.5°C scenario in the long term. Eni also maintained its A- score by CDP and was ranked first among Integrated Energy Companies by Carbon Tracker in its 2023 Absolute Impact Research report.

With the backdrop of persistent and significant energy market uncertainty, our decarbonization strategy is informed by continuous engagement and in-depth dialogue with our stakeholders, including CA100+ shareholders, government, civil society and customers. In this volatile context, we believe that this is the most appropriate and effective approach to gather feedback

as we continue to monitor the development of the scenario.

23 April, 2024”

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The Chairman provides me, the Notary, with the information on the fees paid to the audit firm PricewaterhouseCoopers S.p.A. to be included in these minutes; the information is as follows:

“As presented in the attachment to the separate financial statements, for the audit of the 2023 financial statements of Eni S.p.A., the audit firm PricewaterhouseCoopers S.p.A. (hereinafter also “PwC SpA) (i) audited Eni S.p.A.’s financial statements, including the limited review of the half-year interim report, periodic checks on the regular keeping of the accounts, the auditing of the consolidated financial statements, the limited review of the consolidated Non-Financial Statement (“NFS”), the auditing of the separate annual accounts of the Italian Regulatory Authority for electricity, gas and water for a fee of € 3,456,201 (three million four hundred and fifty-six thousand two hundred and one); (ii) audited the internal control system as it relates to financial reporting and Form 20-F, in accordance with the U.S. law, for a fee of € 6,584,450 (six million five hundred and eighty-four thousand four hundred and fifty); (iii) other audit-related activities for a fee of € 1,081,302 (one million eighty-one thousand three hundred and two).

Overall, a total of € 11,121,953 (eleven million one hundred and twenty-one thousand nine hundred and fifty-three) was recognised for the auditing of Eni S.p.A. 2023 financial statements by PwC SpA.

The total fees recognised by Eni S.p.A. and its subsidiaries for activities

performed by the PricewaterhouseCoopers network amount to € 29,561,878 (twenty-nine million five hundred and sixty-one thousand eight hundred and seventy-eight).”

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The Chairman reports that by filing a report, published and made available to the public within the time limits prescribed by current legislation, the Chairwoman of the Board of Statutory Auditors, Rosalba Casiraghi, informed the Meeting in accordance with Article 153 of the Consolidated Law on Financial Intermediation, on the oversight activities provided by the Board of Statutory Auditors and on any omissions or censurable facts uncovered.

The Chairman announces that the Board of Directors proposed to approve the financial statements at 31 December 2023 of Eni S.p.A., which report a net profit amounting to € 3,272,366,066.40 (three billion two hundred and seventy-two million three hundred and sixty-six point forty).

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The printed document entitled “**Annual Report 2023**” constituting Eni’s integrated financial statements - containing, among other things, the Management Report, the Consolidated Financial Statements as of 31 December 2023 (Financial Statement Schedules, Notes to the Consolidated Financial Statements, Supplementary Information on Oil&Gas Activities required by the SEC, Certification Pursuant to Article 154-*bis*, paragraph 5 of Legislative Decree 58/1998), the Financial Statements for the year ended 31 December 2023 (Financial Statements Schedules, Notes to the Financial Statements, Proposals of the Board of Directors to the Shareholders’

Meeting, Certification pursuant to Article 154-*bis*, paragraph 5 of Legislative Decree 58/1998), as well as the Annexes (Annexes to the Notes to the Consolidated Financial Statements of Eni S.p.A. as of 31 December 2023, Equity Investments of Eni S.p.A. as of 31 December 2023, Changes in the scope of consolidation that occurred during the year, Fees for the statutory audit of the accounts and non-audit services), Report of the Independent Auditors on the consolidated non-financial statements, Report of the Independent Auditors on the consolidated financial statements, Report of the Independent Auditors on the statutory financial statements, **Report of the Board of Statutory Auditors to the Shareholders' Meeting**; as well as the Report on Corporate Governance and Ownership Structure 2023 - are attached to these minutes as a whole under letter "D".

* * * * *

The Chairman then moved on to discuss the second item on the agenda

No. 2

ALLOCATION OF NET PROFIT.

* * * * *

The Chairman informs that, considering that the distribution for and in place of the payment of the dividend for financial year 2023 was made from Eni S.p.A.'s available reserves, the profit realised in the 2023 financial year is to be carried forward, as indicated in the Board of Directors' Report.

The Board of Directors therefore proposed to allocate the net profit for the period of € 3,272,366,066.40 (three billion two hundred and seventy-two million three hundred and sixty-six thousand sixty-six point forty) to the available reserve.

* * * * *

The Chairman then moves on to the third item on the agenda

No. 3

**EMPLOYEE STOCK OWNERSHIP PLAN 2024-2026 AND
DISPOSAL OF ENI TREASURY SHARES TO SERVE THE PLAN.**

* * * * *

The Chairman announces that the Board of Directors has resolved to submit to the approval of the present Shareholders' Meeting the adoption of an Employee Stock Ownership Plan 2024-2026 for all the employees (the "Plan" or "ESOP"), drafted on the proposal of the Remuneration Committee, as a tool to strengthen Eni's People's sense of belonging to the Company and promote their participation in the growth of the corporate value, in line with the Shareholders' interests, as well as to support their purchasing power, as illustrated in the Report of the Board of Directors and in the Informative Document prepared pursuant to Article 114-*bis* of the Consolidated Law on Financial Intermediation and Article 84-*bis* of the Consob Issuers' Regulations, attached to the aforementioned Report and made available to Shareholders within the terms of the law, also through publication on the Company's website.

The Chairman submits to the shareholders the proposal formulated by the Board of Directors to approve the Employee Stock Ownership Plan in the terms set forth in the Report to the Shareholders' Meeting on the items on the agenda.

The proposal is as follows:

pursuant to and for the purposes of Article 114-*bis* of the Consolidated Law

on Financial Intermediation and of Art 2357-ter of the Italian Civil Code:

1. to approve the 2024-2026 Employee Stock Ownership Plan, under the conditions set forth in the Informative Document attached to the Board of Directors Report and made available within the time limits prescribed by current legislation, granting the Board of Directors all the powers needed to implement the Plan, also through delegated subjects, including the powers to: i) annually grant Eni's shares; ii) identify the Beneficiaries on the basis of the defined criteria; iii) define terms and conditions for implementation of the measure provided they do not conflict with this resolutions;

2. to authorise the Board of Directors to dispose of up to a maximum of 10.5 million (ten point five) treasury shares to serve the implementation of the Plan, of which: (i) 4.1 (four point one) million already in the portfolio free of encumbrances, of which 2.9 (two point nine) million were originally allocated to the previous 2020-2022 LTI Share Plan and not used; (ii) 6.4 (six point four) million arising from the share buyback programme submitted for your authorisation and referred to in point 6, on the assumption that today's Shareholders' Meeting approves it."

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The Chairman then moved on to discuss the fourth item on the agenda.

No. 4

REPORT ON REMUNERATION POLICY AND REMUNERATION

PAID: SECTION I - 2024 REMUNERATION POLICY.

* * * * *

The Chairman informs that the proposed adoption of the Employee Stock Ownership Plan for the generality of employees, referred to in item 3

on the agenda, necessitates an adjustment for the year 2024 of section I of the Report on the 2023-2026 Remuneration Policy, as approved by the Shareholders' Meeting on 10 May 2023.

The first section of the Report on 2024 Remuneration Policy and remuneration paid 2023 (hereinafter, the "Remuneration Report"), prepared pursuant to Article 123-*ter*, paragraph 3, of the Consolidated Law on Financial Intermediation and Article 84-*quater* of the Issuers' Regulation, illustrates the Policy for 2024 as approved, upon the proposal of the Remuneration Committee, by the Board of Directors, for the remuneration of Directors, Chief Operating Officers, and other managers with strategic responsibilities, as well as, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the Statutory Auditors, and the procedures used to adopt and implement this policy. Pursuant to Article 123-*ter*, paragraph three-*ter*, of the Consolidated Law on Financial Intermediation, the Shareholders' Meeting shall resolve in favour or against the first section of the Report, to the contents of which reference is made. The resolution is binding.

The Chairman reads the proposed resolution.

"Dear Shareholders,

You are invited to vote on the proposal submitted by the Board of Directors to approve the first section of the Remuneration Report, which illustrates the 2024 Policy for the remuneration of the Directors, the Chief Operating Officers and other managers with strategic responsibilities, as well as, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the Statutory Auditors, and the procedures used to adopt and

implement this policy.”

* * * * *

The Chairman then moves on to the fifth item on the agenda.

No. 5

REPORT ON REMUNERATION POLICY AND REMUNERATION

PAID (SECTION II):

COMPENSATION PAID IN 2023.

* * * * *

The Chairman informs that the second section of the Remuneration Report, prepared on the basis of Article 123-*ter* of the Consolidated Law on Financial Intermediation and of Article 84-*quater* of the Issuers’ Regulation, illustrates the compensation paid during 2023 to the Directors, Statutory Auditors, Chief Operating Officers and, in aggregate form, to other managers with strategic responsibilities.

Pursuant to Article 123-*ter*, paragraph 6 of the Consolidated Law on Financial Intermediation the Shareholders’ Meeting shall resolve in favour or against the second section of the Report. The resolution is not binding.

The Board of Directors invites Shareholders to vote in favour.

* * * * *

The **Report on the 2024 Remuneration Policy and remuneration paid 2023** is attached to these minutes under letter “E”.

* * * * *

The Chairman then moved on to discuss the sixth item on the agenda.

No. 6

AUTHORISATION FOR THE PURCHASE AND DISPOSAL OF

**TREASURY SHARES; RELATED AND CONSEQUENT
RESOLUTIONS.**

* * * * *

The Chairman recalled that, as indicated in the 2024-2027 Strategic Plan, illustrated to the market on 14 March 2024, Eni intends to distribute between 30% (thirty per cent) and 35% (thirty-five per cent) of the annual CFFO (Cash Flow From Operations) in the form of dividends and buybacks. In particular, in the presence of upside of the CFFO with respect to the Plan, the Company intends to allocate up to 60% (sixty per cent) of the incremental cash flows from the Plan to the buyback.

In line with the Plan, it is therefore intended to launch a new buyback programme in 2024 worth € 1.1 (one point one) billion, increasable up to a total maximum of € 3.5 (three point five) billion. This plan is also functional to the 2024-2026 ESOP mentioned in agenda item 3.

Please note that shares that will be purchased for Shareholders' remuneration purposes will be proposed for cancellation under item 8 of the agenda of this Extraordinary Shareholders' Meeting.

The Board of Directors proposes to authorise the purchase and disposal of shares of the Company, in accordance with the provisions of Articles 2357 and 2357-*ter* of the Italian Civil Code, Article 132 of the Consolidated Law on Financial Intermediation, Article 144-*bis* of the Issuers Regulation, for the purposes, within the time limits and in accordance with the procedures specified in the Report of the Board of Directors.

The Chairman submits to the Shareholders the proposal formulated by

the Board of Directors, in the terms stated in the Report to the Shareholders' Meeting on the items on the agenda.

The proposal is as follows:

“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 shares of the Company, in multiple tranches, for a period until 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 (three hundred and twenty-eight million) ordinary shares for a total outlay of up to € 3.5 (three point five) billion, of which:

- up to a maximum of 321,600,000 (three hundred and twenty-one million six hundred thousand) shares for the purchase of treasury shares for the purpose of remunerating Shareholders;

- up to a maximum of 6,400,000 (six million four hundred thousand) shares allocated to serve the ESOP;

- 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. Part of the available reserves or distributable profits will be restricted for accounting purposes, for an amount equal to the purchases of treasury shares made, 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 (if applicable) current accepted market practices, which shall not be more than 10% lower or greater than the official price registered by the Eni SpA stock in the trading session of the Euronext Milan organised and operated by Borsa Italiana SpA, on the day before each individual transaction;

- the 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);

- under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution;

2) to authorise the Board of Directors - under the terms and for the purposes of Article 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 Shareholders, even before having exhausted 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 schedule defined by the ESOP and for any excess according to the methods considered most appropriate and in line with the Company's interests with no time limits 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 accepted market practices that maybe applicable;

3) 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.

* * * * *

The Chairman then moves on to the seventh item on the agenda

No. 7

**USE OF AVAILABLE RESERVES FOR AND IN PLACE OF THE
2024 DIVIDEND.**

* * * * *

The Chairman refers to the Board of Directors Report, made available

to the public as required by law.

The Chairman reads the proposed resolution.

“Dear Shareholders,

in accordance with the Shareholders’ Remuneration Policy approved by the Board of Directors of Eni S.p.A. on 13 March 2024, which provides for a dividend for 2024 of € 1 (one) per share and the distribution in 4 (four) tranches of the same amount [€ 0.25 (zero point twenty-five) per share] to be paid in the months of: (i) September 2024; (ii) November 2024; (iii) March 2025; and (iv) May 2025.

The Chairman submits to the Shareholders the proposal formulated by the Board of Directors in the terms set forth in the Report to the Shareholders’ Meeting on the items on the agenda.

The proposal is as follows:

1) to approve the distribution for and in place of the payment of the dividend relating to financial year 2024 of a sum of € 1 (one) per share, in equal tranches [€ 0.25 (zero point twenty-five) per share] in the months of (i) September 2024; (ii) November 2024; (iii) March 2025 and (iv) May 2025;

2) 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 10 May 2023;

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.”

* * * * *

The Chairman moves on to the eighth item of the agenda

EXTRAORDINARY PART

No. 8

**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.**

* * * * *

The Chairman reminds that, with reference to the purchase of Eni ordinary shares submitted for authorisation pursuant to item 6 on the agenda of the Shareholders’ Meeting in ordinary session, the Board of Directors has called an extraordinary session to resolve to cancel any treasury shares that will be purchased on the basis of the aforesaid authorisation for the purpose of paying to Shareholders further remuneration for the distribution of dividends, for a maximum number of 321,600,000 (three hundred and twenty-one million six hundred thousand) treasury shares, representing approximately 9.8% (eight point fifteen) of the Company’s share capital.

The cancellation — the execution of which is entrusted to the Board of Directors, with the option of delegation to the Chief Executive Officer and sub-delegation by the same — may be made also through several actions,

including before the purchase of the maximum number of shares authorised today by the Shareholders' Meeting in ordinary session under the terms of item no. 6 on the agenda and by and no later than July 2025.

The cancellation will be followed by the amendment of Article 5.1 of the By-laws in the part in which they indicate the number of shares into which the share capital is divided.

The Board of Directors, therefore, proposed to add a last paragraph to the current Article 5 of the By-laws, which will subsequently be annulled once the cancellation has been completed.

The Chairman refers to the Board of Directors Report, made available to the public as required by law.

The proposal is as follows:

“**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 (three hundred and twenty-one million six hundred thousand) treasury shares with no nominal value, which will possibly be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session today 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 Article 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A. 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 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 make, where necessary, any formal additions, amendments and deletions for registration in the Register of Companies and to do whatever else necessary and appropriate for the successful execution of the transaction.”

* * * * *

The **Report of the Board of Directors on the items on the agenda** is attached to these minutes under the letter “F”.

* * * * *

The Chairman invites the Shareholders' Representative to declare:

- a) if there are any shareholders who asked in their proxy to make a comment or a vote declaration or to ask questions independent of voting on the items on the agenda and, if so, to deliver the related texts to the Notary, which will not be read but transcribed/attached to the minutes;
- b) if there are any shareholders who conditioned their vote explicitly and objectively to questions asked in the proxy, and to read them to the Meeting.

* * * * *

Taking the floor is:

DARIO TREVISAN (STUDIO LEGALE TREVISAN E ASSOCIATI – SHAREHOLDERS' REPRESENTATIVE):

Thank you, Ms. Chairman,

as Shareholders' Representative, I hereby declare that I have not received any questions, on the items on the agenda, nor voting instructions explicitly and objectively conditioned on any questions formulated in the proxy.

I hereby declare that I have received a number of explanations of vote and speeches, the texts of which will be handed over to the Notary Public for attachment to the minutes of this Meeting.

More specifically:

(i) – on 13 May 2024, the shareholders Comitato Aria Pulita Basilicata, Liberiamo la Basilicata and Elman Rosania submitted the following intervention:

“To the representative of Trevisan Associati designated by Eni's top management (imposed as an “obligatory representative” for all

shareholders, due to the fact that the top management has once again exercised the optional right to convene a meeting “behind closed doors” as provided for by the regulations in force) this proxy is issued solely because the said Eni top management and the Control Authorities have not positively implemented, within their respective spheres of competence, the requests presented on 2 May 2024 by the members of Comitato Aria Pulita Basilicata Onlus and Associazione Liberiamo la Basilicata (holders of 1 Eni share each) who had asked to authorise (see attachment 1) their respective representatives (or freely chosen delegates) to physically take part in the Eni Shareholders’ Meeting convened “behind closed doors” on 15 May 2024 at 10:00 a.m. in Rome at Eni’s headquarters in piazzale Enrico Mattei n.1 (Eur area). Requests that the said environmental organisations of Basilicata had submitted to Eni’s top management and to the control authorities on the grounds of the “obvious incompatibility” of the representative of Trevisan Associati to carry out the role of their delegate in the shareholders’ meeting, having represented, in previous Eni shareholders’ meetings convened “behind closed doors”, conduct constituting “serious non-compliance” with the mandates/instructions granted to him by the two organisations”.

* * * * *

The above annex is attached to these minutes under the letter “G”.

* * * * *

(ii) – on 15 May 2024 at 9.58 a.m., a pec was received with which the Shareholders Comitato Aria Pulita Basilicata Onlus and Associazione Liberiamo la Basilicata sent a supplement to the previous submission sent

on 13 May 2024 (as reported above); said pec is attached to these minutes under letter “H”;

(iii) – on 14 May 2024, the Shareholder Ministry of Economy and Finance, in relation to item 4 of the Agenda (Report on remuneration policy and remuneration paid – Section I 2024 remuneration policy), submitted the explanation of vote and intervention transcribed below:

“With reference to item 4 on the Agenda concerning the first section of the Remuneration Policy Report, the Shareholders’ Representative is delegated to vote in favour by issuing the following statement: “The MEF approves the first section of the report, reminding the Board of Directors of the opportunity to adapt the remuneration policy to the provisions of Article 43 of Legislative Decree no. 48 of 4 May 2023, with particular reference to the need to adopt remuneration policies aimed at: a) containing management costs; b) favouring variable components directly linked to company and individual performance, over fixed components; c) excluding or in any case limiting the cases and amount of indemnities and emoluments paid in any way defined due to or on the occasion of the termination of employment attributable to the employee’s will and in cases of termination of office”.

* * * * *

The Chairman took the floor again and, acknowledging what the Shareholders’ Representative had said, put the individual proposals on the agenda items to the vote by electronic vote.

The Chairman asks the Bureau for the list of shareholders in attendance by proxy.

The Chairman announces that, by proxy granted to the Shareholders’

Representative, there are currently 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital.

He states that he did not receive any communication concerning situations of lack of entitlement to vote. The list setting out the results of the votes will be annexed to the minutes of the Meeting.

* * * * *

The Chairman calls for a vote on the proposal of the Board of Directors under **item 1** of the agenda, as follows:

“Approval of the financial statements at 31 December 2023 of Eni S.p.A. which report a net profit of € 3,272,366,066.40 (three billion two hundred and seventy-two million three hundred and sixty-six point forty).”

* * * * *

The Chairman invited the Shareholders’ Representative to proceed to the vote by electronic system.

Following the vote on item 1 on the agenda – taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to

66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital – is as follows:

Voting in favour were

2,162,979,814 (two billion six hundred and sixty-two million nine hundred and seventy-nine thousand eight hundred and fourteen) shares representing 99.318981% (ninety-nine point three hundred and eighteen thousand nine hundred and eighty-one per cent) of the votes.

Voting against were

12,968,008 (twelve million nine hundred and sixty-eight thousand) shares representing 0.595461% (zero point five hundred and ninety-five thousand four hundred and sixty-one per cent) of the votes.

Abstaining were

1,863,301 (one million eight hundred and sixty-three thousand three hundred and one) shares representing 0.085558% (zero point zero eighty-five thousand five hundred and fifty-eight per cent) of the votes.

* * * * *

Non-voting excluded from quorum

none.

* * * * *

The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “**I**”.

* * * * *

The Chairman calls for a vote on the proposal of the Board of Directors under **item 2** of the agenda, as follows:

“Allocation of the net profit for the period of € 3,272,366,066.40 (three billion two hundred and seventy-two million three hundred and sixty-six point forty) to the available reserves.”

* * * * *

The Chairman invited the Shareholders’ Representative to proceed to the vote by electronic system.

Following the vote on item 2 on the agenda – taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital – is as follows:

Voting in favour were

2,175,190,073 (two billion one hundred and seventy-five million one hundred and ninety thousand seven hundred and seventy-three) shares representing 99.879648% (ninety-nine point eight hundred and seventy-nine thousand six hundred and forty-eight per cent) of the votes.

Voting against were

2,301,532 (two million three hundred and one thousand five hundred and thirty-two) shares representing 0.105681% (zero point one hundred and five thousand six hundred and eighty-one per cent) of the votes.

Abstaining were

319,518 (three hundred and nineteen thousand five hundred and eighteen) shares representing 0.014672% (zero point zero fourteen thousand six hundred and seventy-two per cent) of the votes.

* * * * *

Non-voting excluded from quorum

none.

* * * * *

The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “L”.

* * * * *

The Chairman calls for a vote on the proposal of the Board of Directors under **item 3** of the agenda, as follows:

pursuant to and for the purposes of Article 114-*bis* of the Consolidated Law on Financial Intermediation and of Article 2357-*ter* of the Italian Civil Code:

1) to approve the 2024-2026 Employee Stock Ownership Plan, under the conditions set forth in the Informative Document attached hereto and made available within the time limits prescribed by current legislation, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, including the powers to: i) annually grant Eni’s shares ii) identify the Beneficiaries on the basis of the defined criteria; iii) define terms and conditions for implementation provided they do not conflict with this resolutions;

2) to authorise the Board of Directors to dispose of up to a maximum of

10.5 million treasury shares to serve the implementation of the Plan, of which: i) 4.1 (four point one) million already in the portfolio free of encumbrances, of which 2.9 (two point nine) million were originally allocated to the previous 2020-2022 ILT Share Plan and not used; ii) 6.4 (six point four) million arising from the share buyback programme submitted for your authorisation and referred to item 6, on the assumption that today's Shareholders' Meeting approves it."

* * * * *

The Chairman invited the Shareholders' Representative to proceed to the vote by electronic system.

Following the vote on item 3 on the agenda – taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital – is as follows:

Voting in favour were

2,176,760,481 (two billion six hundred and seventy-six million seven hundred and sixty thousand four hundred and eighty-one) shares representing 99.951757% (ninety-nine point nine hundred and fifty-one thousand seven hundred and fifty-seven per cent) of the votes.

Voting against were

725,881 (seven hundred and twenty-five thousand eight hundred and eighty-one) shares representing 0.033331% (zero point zero three thousand three hundred and thirty-one per cent) of the votes.

Abstaining were

324,761 (three hundred and twenty-four thousand seven hundred and sixty-one) shares representing 0.014912% (zero point zero fourteen thousand nine hundred and twelve per cent) of the votes.

* * * * *

Non-voting excluded from quorum

none.

* * * * *

The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “**M**”.

* * * * *

The Chairman calls for a vote on the proposal by the Board of Directors under **item 4** of the agenda which is as follows:

“To resolve in favour of the first section of the Remuneration Report regarding the Company’s 2024 Policy on the remuneration of Directors, Chief Operating Officers and other managers with strategic responsibilities and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the Standing Auditors, as well as the procedures used to adopt and implement this policy.”

* * * * *

The Chairman invited the Shareholders’ Representative to proceed

to the vote by electronic system.

Following the vote on item 4 on the agenda – taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital – is as follows:

Voting in favour were

2,033,825,564 (two billion three million eight hundred and twenty-five thousand five hundred and sixty-four) shares representing 93.388519% (ninety-three point three hundred and eighty-eight thousand five hundred and nineteen per cent) of the votes.

Voting against were

138,715,699 (one hundred and thirty-eight million seven hundred and fifteen thousand six hundred and ninety-nine) shares representing 6.369501% (six point three hundred and sixty-nine thousand five hundred and one per cent) of the votes.

Abstaining were

5,269,860 (five million two hundred and sixty-nine thousand eight hundred and sixty) shares representing 0.241980% (zero point two hundred and forty-one thousand nine hundred and eighty per cent) of the votes.

* * * * *

Non-voting excluded from quorum

none.

* * * * *

The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “N”.

* * * * *

The Chairman calls for a vote on the proposal under **item 5** of the agenda:

“To resolve in favour of the second section of the Remuneration Report regarding the, the compensation paid during 2023 to the Directors, Statutory Auditors, Chief Operating Officers, and, in aggregate form, to other managers with strategic responsibilities.”

* * * * *

The Chairman invited the Shareholders’ Representative to proceed to the vote by electronic system.

Following the vote on item 5 on the agenda – taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders’ Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital – is as follows:

Voting in favour were

1,964,445,203 (one billion nine hundred and sixty-four million four hundred and forty-five thousand two hundred and three) shares representing 90.202735% (ninety point two hundred and two thousand seven hundred and thirty-five per cent) of the votes.

Voting against were

212,654,758 (two hundred and twelve million six hundred and fifty-four thousand seven hundred and fifty-eight) shares representing 9.764610% (nine point seven hundred and sixty-four thousand six hundred and ten per cent) of the votes.

Abstaining were

711,162 (seven hundred and eleven thousand one hundred and sixty-two) shares representing 0.032655% (zero point zero thirty-two thousand six hundred and fifty-five per cent) of the votes.

* * * * *

Non-voting excluded from quorum

none.

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The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “O”.

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The Chairman calls for a vote on the proposal under **item 6** of the agenda, as follows:

“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 shares of the Company, in multiple tranches, for a period until 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 (three hundred and twenty-eight million) ordinary shares for a total outlay of up to € 3.5 (three point five) billion, of which:

- up to a maximum of 321,600,000 (three hundred and twenty-one million six hundred thousand) shares for the purchase of treasury shares for the purpose of remunerating Shareholders;

- up to a maximum of 6,400,000 (six million four hundred thousand) shares allocated to serve the ESOP;

- 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. Part of the available reserves or distributable profits will be restricted for accounting purposes, for an amount equal to the purchases of treasury shares made, 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 SpA's stock in the trading session of the Euronext Milan, 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 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);

- under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in this proposed resolution;

2) to authorise the Board of Directors – pursuant to and for the purposes of Article 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 Shareholders, even before having exhausted 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, with no time limits, 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 accepted market practices that may be applicable;

3) 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.

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The Chairman invited the Shareholders' Representative to proceed to the vote by electronic system.

Following the vote on item 6 on the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital - is as follows:

Voting in favour were

2,166,882,035 (two billion six hundred sixty-six million eight hundred eighty-two thousand thirty-five) shares representing 99.498162% (ninety-nine point four hundred and ninety-eight thousand one hundred and sixty-two per cent) of the votes.

Voting against were

10,186,821 (ten million one hundred and eighty-six thousand eight hundred and twenty-one) shares representing 0.467755% (zero point four hundred and sixty-seven thousand seven hundred and fifty-five per cent) of the votes.

Abstaining were

742,267 (seven hundred and forty-two thousand two hundred and sixty-seven) shares representing 0.034083% (zero point zero thirty-four thousand eighty-three per cent) of the votes.

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Non-voting excluded from quorum

none.

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The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “**P**”.

* * * * *

The Chairman calls for a vote on the proposal under **item 7** of the agenda, as follows:

“**1**) to approve the distribution for and in place of the payment of the dividend relating to financial year 2024 of a sum of € 1 (one) per share, in

equal tranches [€ 0.25 (zero point twenty-five) per share] in the months of (i) September 2024; (ii) November 2024; (iii) March 2025 and (iv) May 2025;

2) 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 10 May 2023;

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.”

* * * * *

The Chairman invited the Shareholders' Representative to proceed to the vote by electronic system.

Following the vote on item 7 on the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital - is as follows:

Voting in favour were

2,167,661,170 (two billion six hundred and sixty-seven million six hundred

and sixty-one thousand one hundred and seventy) shares representing 99.533938% (ninety-nine point five hundred and thirty-three thousand three hundred and thirty-eight per cent) of the votes.

Voting against were

4,289,491 (four million two hundred and eighty-nine thousand four hundred and ninety-one) shares representing 0.196963% (zero point one hundred and ninety-six thousand nine hundred and sixty-three per cent) of the votes.

Abstaining were

5,860,462 (five million eight hundred and sixty thousand four hundred and sixty-two) shares representing 0.269099% (zero point two hundred and sixty-nine thousand and ninety-nine per cent) of the votes.

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Non-voting excluded from quorum

none.

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The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “Q”.

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The Chairman calls for a vote on the proposal under **item 8** of the agenda, as follows:

“**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 321,600,000 (three hundred and twenty-one million six hundred thousand) treasury shares with no nominal value, which will

possibly be purchased on the basis of the authorisation of the Shareholders' Meeting in ordinary session today 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 Article 5, paragraph 1 of the By-laws in the part related to the number of shares into which the Eni S.p.A. 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 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 make, where necessary, any formal additions, amendments and deletions for registration in the Companies' Register and to do whatever else necessary and appropriate for the successful execution of the transaction.”

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The Chairman invited the Shareholders' Representative to proceed to the vote by electronic system.

Following the vote on item 8 on the agenda - taking account of the data provided by the structure responsible for ascertaining the attendance and the outcome of the use of remote voting devices carried out by the Shareholders' Representative – and having voted 2,845 (two thousand eight hundred and forty-five) shareholders holding a total of 2,177,811,123 (two billion seven hundred and seventy-seven million eight hundred and eleven thousand one hundred and twenty-three) shares with voting rights, equal to 66.305904% (sixty-six point three hundred and five thousand nine hundred and four per cent) of the entire share capital - is as follows:

Voting in favour were

2,174,530,437 (two billion seven hundred and seventy-four million five hundred and thirty-three thousand four hundred and thirty-seven) shares representing 99.849359% (ninety-nine point eight hundred and forty-nine thousand three hundred and fifty-nine per cent) of the votes.

Voting against were

2,959,897 (two million nine hundred and fifty-nine thousand eight hundred and ninety-seven) shares representing 0.135912% (zero point one hundred

and thirty-five thousand nine hundred and twelve per cent) of the votes.

Abstaining were

320,789 (three hundred and twenty thousand seven hundred and eighty-nine) shares representing 0.014730% (zero point zero fourteen thousand seven hundred and thirty per cent) of the votes.

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Non-voting excluded from quorum

none.

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The Chairman announces that the proposal is approved by a majority.

The list setting out the results of the vote is attached to these minutes as Annex “**R**”.

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The amended text of the By-laws is attached to these minutes as Annex “**S**”.

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The Chairman expresses his heartfelt thanks to the myself the Notary, the Shareholders’ Representative and all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings.

As nothing is left to be discussed, the Chairman declares that the agenda has been completed and adjourns the Meeting.

The time is 10:38 am.

Of which these are the minutes “.

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I, Notary, am exempted from reading the attachments.

As further requested, I have completed and received this document and read it to the party here before me, who, when asked, approves it, declaring that it represents his intentions, and signs it with me in the fifteen sheets of which it consists, written in part by a person known to me and in part by me, Notary, covering fifty-eight full pages and twenty-two lines of this page.

Signed: Giuseppe Zafarana

Signed: Paolo Castellini, the Notary