



Ordinary and Extraordinary Shareholders' Meeting Resolutions

Eni S.p.A. Ordinary and Extraordinary Shareholders' Meeting held on May 8, 2014 resolved:

- to approve the financial statements at December 31, 2013 of Eni S.p.A. which report a net profit amounting to 4,409,777,928.34 euro;
- to allocate the net profit for the period of 4,409,777,928.34 euro, of which 2,417,239,554.69 euro remains following the distribution of the 2013 interim dividend of 0.55 euro per share, resolved by the Board of Directors on September 19, 2013, as follows:
 - the amount of 176,184,575.82 euro to the reserve required by Article 6, paragraph 1, letter a) of Legislative Decree No. 38 of February 28, 2005;
- to Shareholders in the form of a dividend of 0.55 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, thus completing payment of the dividend for the financial year 2013. The total dividend per share for financial year 2013 therefore amounts to 1.10 euro per share;
- the payment of the balance of the 2013 dividend in the amount of 0.55 euro, payable on May 22, 2014, with an ex-dividend date of May 19, 2014 and a record date of May 21, 2014;
- to cancel, for the portion not yet implemented as of the date of the Shareholders' Meeting, the authorisation to the Board of Directors to acquire treasury shares as resolved by the Shareholders' Meeting of May 10, 2013;
- to authorise the Board of Directors, pursuant to Article 2357 of the Italian Civil Code, to purchase on the Mercato Telematico Azionario - in one or more transactions and in any case within 18 months from the date of the resolution - up to a maximum of 363,000,000 (three hundred and sixty-three million) ordinary Eni shares, for a total amount of no more than 6,000,000,000.00 euro (six billion euro and zero cents), including, respectively, the number and the value of treasury shares purchased subsequent to the Shareholders Meeting of July 16, 2012 authorising the share buy-back, at a unit price of no less than 1.102 euro (one point one zero two euro) and not more than the official price reported by Borsa Italiana for the shares on the trading day prior to each individual transaction, plus 5%, in accordance with the procedures established in the Rules of the Markets organised and managed by Borsa Italiana S.p.A. In order to respect the limit envisioned in the third paragraph of Article 2357 of the Italian Civil Code, the number of shares to be acquired and the relative amount shall take into account the number and amount of Eni shares already held in the portfolio;
- to approve the amendments to Article 16.2 of the By-laws relating to the single call of the Shareholders' Meeting;
- to set the number of the Directors at nine, set the term of the office of the Directors and of the Chairman of the Board so appointed to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2016 Financial Statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:
 - Emma Marcegaglia, Chairwoman⁽¹⁾;
 - Claudio Descalzi, Director⁽¹⁾;
 - Andrea Gemma, Director⁽¹⁾;
 - Pietro A. Guindani, Director⁽²⁾;
 - Karina A. Litvack, Director⁽²⁾;
 - Alessandro Lorenzi, Director⁽²⁾;
 - Diva Moriani, Director⁽¹⁾;
 - Fabrizio Pagani, Director⁽¹⁾;
 - Luigi Zingales, Director⁽¹⁾;
- to set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively;
- to reduce the remuneration of the Directors with delegated powers pursuant to Article 23-bis, paragraph 5-quinquies, of Decree Law No. 201 of December 6, 2011, ratified with Law No. 214 of December 22, 2011, as most recently amended by Article 84-ter of Decree Law No. 60 of June 21, 2013, ratified with amendments with Law No. 98 of August 9, 2013; the remuneration which may be determined by the Board of Directors for the Directors with delegated powers must comply with the criteria pursuant to paragraph 5-quater and 5-sexies of the aforementioned article; also the maximum amount possible payable to the Chief Executive Officer shall also include the remuneration for any eventual business relationship or any other relation with the company or its subsidiaries and affiliates. The remuneration of the Chairwoman, which may be determined by the Board of Directors, cannot exceed 238,000 euro, including the remuneration for the position of Director set by the Shareholders' Meeting;
- to appoint the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The term of office of the Board of Statutory Auditors

and of the Chairman of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2016 Financial Statements. The Statutory Auditors are:

- Matteo Caratozzolo, Chairman⁽²⁾;
- Paola Camaglj, Effective Auditor⁽¹⁾;
- Alberto Falini, Effective Auditor⁽¹⁾;
- Marco Lacchini, Effective Auditor⁽²⁾;
- Marco Seracini, Effective Auditor⁽¹⁾;
- Stefania Bettoni, Alternate Auditor⁽¹⁾;
- Mauro Lonardo, Alternate Auditor⁽²⁾;
- to set the Chairman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 80,000 euro and 70,000 euro pre-tax, respectively;
- to confirm the delegation of authority to the Board to determine the allowance for the Magistrate of the Court of Auditors responsible for monitoring the financial management of Eni;
- to approve the Long-Term Monetary Incentive Plan (2014-2016) according to the conditions provided by the informative document available on the Eni website;

In addition Eni's Shareholders Meeting resolves in favour of the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree 58/98.

With reference to the point 4 of the agenda, regarding the amendments to Article 17.3 of the By-laws of Eni S.p.A. and the addition of the new article 17-bis relating to the integrity requirements and the related grounds for ineligibility and forfeiture for Directors, the Shareholders' Meeting did not approve the proposal presented.

The curricula of the Directors and Statutory Auditors appointed are available on www.eni.com.

Documents to be distributed

Eni's Annual Report 2013 (Italian Edition) including the financial statements of Eni at December 31, 2013, approved by the Shareholders' Meeting, the consolidated financial statements at December 31, 2013, the reports of the Directors, the certification pursuant to article 154-bis, paragraph 5, of Legislative Decree 58/1998, the report of the statutory auditors, the report of the external auditors, the 2013 Consolidated Sustainability Statements and the related independent assurance report is available at Eni S.p.A. Registered Office and Borsa Italiana S.p.A. (Italian Stock Exchange: www.borsaitaliana.it).

The minutes of the Meeting will be available under law provisions at Eni S.p.A. Registered Office and Borsa Italiana S.p.A. (Italian Stock Exchange: www.borsaitaliana.it).

The Report on corporate governance and shareholding structure and the Remuneration report are also available at Eni S.p.A. Registered Office and Borsa Italiana S.p.A. (Italian Stock Exchange: www.borsaitaliana.it).

The above-mentioned documents are also available free of charge on the Company website (www.eni.com) and may be requested by e-mail at segreteriaassociataria.azionisti@eni.com or by calling the Toll-Free number 800 940 924 for calls from Italy and 800 11 22 34 56 for calls from outside Italy, after dialling the international access code (+).

Payment of Year 2013 final Dividend

Eni S.p.A. Shareholders' Meeting resolved to pay final dividends on May 22, 2014, coupon No. 22, being the ex-dividend date May 19, 2014 and the record date May 21, 2014.

In order to exercise the rights incorporated in the shares owned, Shareholders whose shares are not yet in uncertificated form shall previously deliver said shares to a financial intermediary for their deposit with Monte Titoli S.p.A. (Italian Securities Register Centre) and their subsequent dematerialisation.

The payment of dividends to Beneficial Owners of ADRs, each of them representing two Eni shares, listed on the New York Stock Exchange, will be executed through The Bank of New York Mellon.

⁽¹⁾ Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.335% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

⁽²⁾ Drawn from the slate of candidates presented by a group of Italian and Foreign Institutional Investors, owning, jointly, approximately the 0.703% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

* Candidate who declared to possess the qualification of independence pursuant to Article 148, paragraph 3 of the Legislative Decree 58/98 and Article 3 of the Corporate Governance Code.