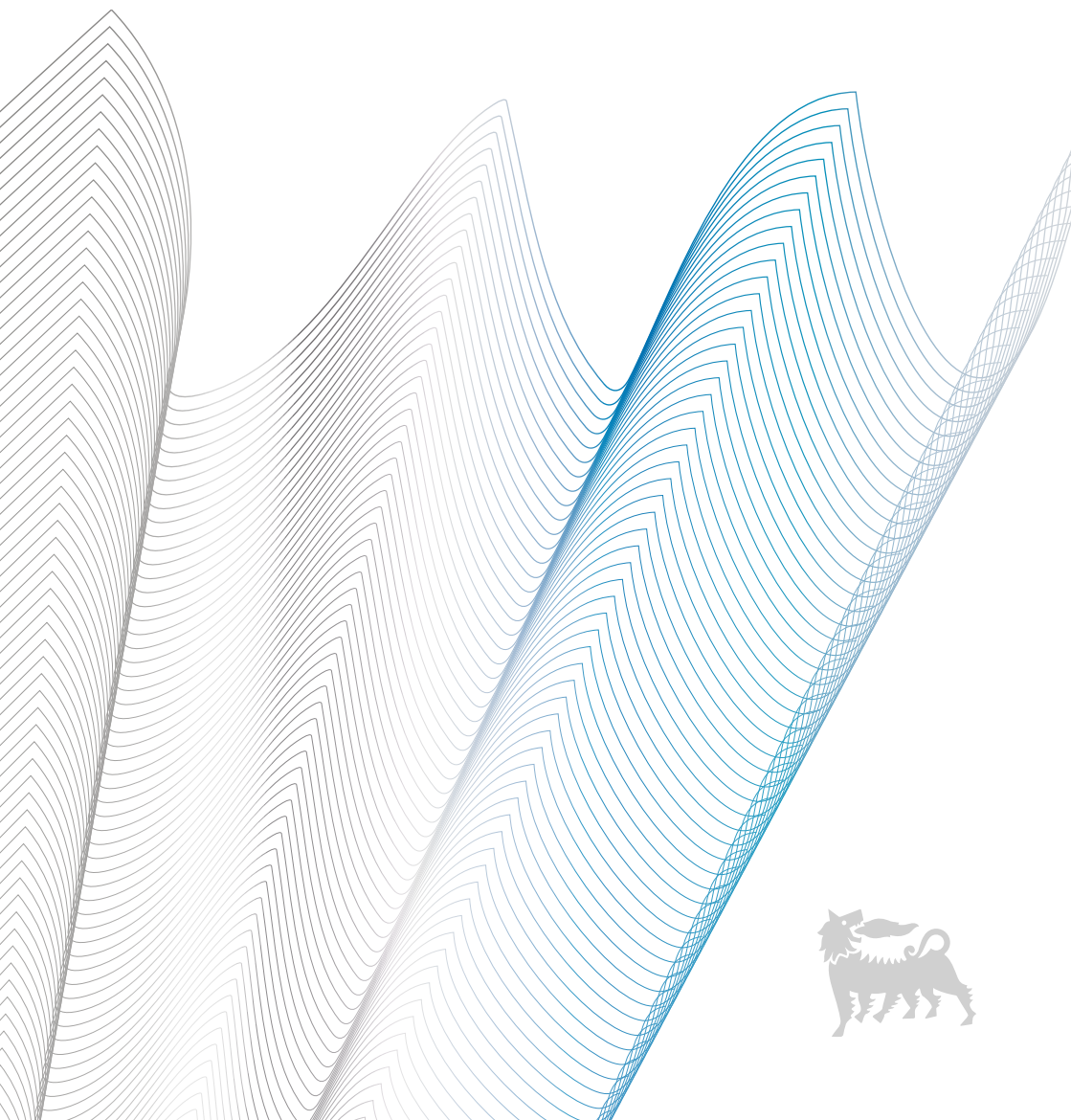


Eni
Shareholder's
Guide
2019



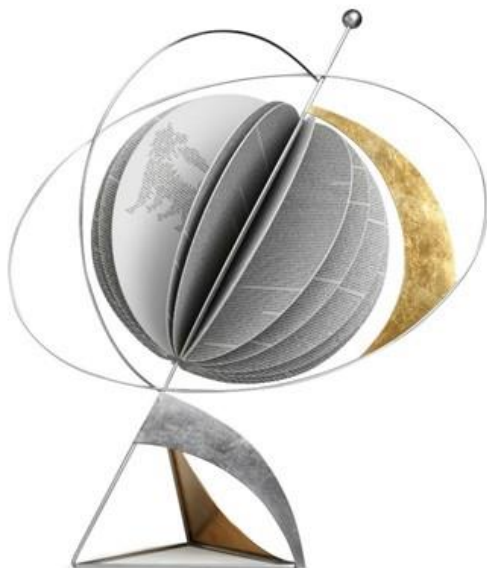
Mission

We are an energy company.

We are working to build a future where everyone can access energy resources efficiently and sustainably.

Our work is based on passion and innovation, on our unique strengths and skills, on the quality of our people and in recognising that diversity across all aspects of our operations and organisation is something to be cherished.

We believe in the value of long term partnerships with the countries and communities where we operate.



The Shareholder's Guide has been prepared to provide clear, concise and comprehensive information for shareholders in order to foster a more active relationship with Eni.

The Shareholder's Guide is not intended to replace the official documentation published by Eni in accordance with applicable law or to substitute the institutional functions performed by the competent authorities.

Updated to 15 April 2019

Prepared by the Corporate Affairs and Governance Department

Eni Spa - Company Law, Governance and Secretariat and Issuers' Compliance Unit

Welcome Message to Shareholders

For a number of years now we have prepared this Guide to give our Shareholders a tool that sets out their rights in a simple and clear manner.

We have focused on practical information, making no claim to completeness, in order to promote effective and informed involvement in the Company.

The Guide also offers essential information on Eni and its subsidiaries, on operations, performance, strategies and objectives, as well as on the principles and values that Eni pursues in the conduct of its business.

This information is supplemented by the Financial Calendar for 2019, a short glossary and a list of useful contacts where you can obtain more information.

The Shareholder's Guide also underscores Eni's interest in those who own a small stake in the Company, because every contribution plays a role in achieving success.

The origin of this project, in line with the recommendations of the Corporate Governance Code and Eni's Code of Ethics, is the firm belief that safeguarding shareholders means taking an active role, helping them to exercise their rights, providing accessible information, and encouraging participation in company activities.

All this in the knowledge that clear information represents a value for shareholders.



Emma Marcegaglia
CHAIRMAN OF THE BOARD



Claudio Descalzi
CHIEF EXECUTIVE OFFICER

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Being Eni shareholders means having chosen to invest in Italy's largest energy company, which since 1953 for more than half a century has been synonymous with energy, sharing its open, dynamic and integrated character and core values such as sustainability, culture, partnership, innovation and efficiency.

Having purchased Eni shares, you became the owner of a part of the share capital of the Company. This means that you have the right not only to receive a financial return, but also to participate in the most important decisions concerning its activities. Every Eni share you have gives you a financial and administrative rights, enabling you to satisfy a financial interest and to participate in the life of the Company.

Before you learn more about your rights as a shareholder, here is some information about Eni and its shares.

Eni's activities and the countries in which it operates

Eni is an integrated energy company, with operations in 67 countries and 31,701 employees (10,699 abroad).

Eni SpA, the operating company and holding company of the Group along with 213 subsidiaries, is active in the exploration, development and extraction of oil and natural gas; marketing of natural gas, electricity, LNG and products in European and non-European markets, thanks also to trading activities.

The assets are insured by the oil and gas upstream production, from long-term contracts, by cogeneration electric power plants, by Eni's refining system and by Versalis' chemical plants. The supply of raw materials is optimized by trading. Vertical integration between business units allows to capture operational synergies and cost efficiencies.

Eni's strategies, decisions on resource allocation and day-to-day operations underpin sustainable value creation for shareholders and, more generally, all of our stakeholders: the host communities where we work and engage in

promoting higher socio-economic standards and responsibly using resources; our people, to whom we dedicate our best efforts to preserve health and safety in the workplace and to enhance each individual's contribution and diversity; our suppliers, partners and government departments with whom we interact by running our operations in a transparent manner, respecting human rights and tackling corruption; finally our clients, to whom we offer competitive and up-to-date commercial choices and high quality services.

Exploration & Production

The E&P sector has 11,645 employees working in the exploration, development and production of oil and natural gas worldwide. Many of these activities are carried out through joint ventures with national oil companies. The Eni cooperation model is based on agreements which are designed to promote both oil activities and the social, civil and economic development and progress of the producing countries' population.

In 2018 capital expenditure amounted to €7.9 billion, of which over 80% were invested in completing major development projects (particularly in Egypt, Ghana, Norway, Libya, Nigeria, Congo and Iraq).

Hydrocarbons production in 2018 was 1.85 million boe/day, the highest level ever achieved. At the end of 2018, proved reserves amounted to 7.15 billion boe. All-sources replacement ratio was 124%. Organic replacement ratio was 100% (105% net of price effects). Three-year average organic replacement ratio was 131%. The reserve life index was 10.6 years.

Gas & Power

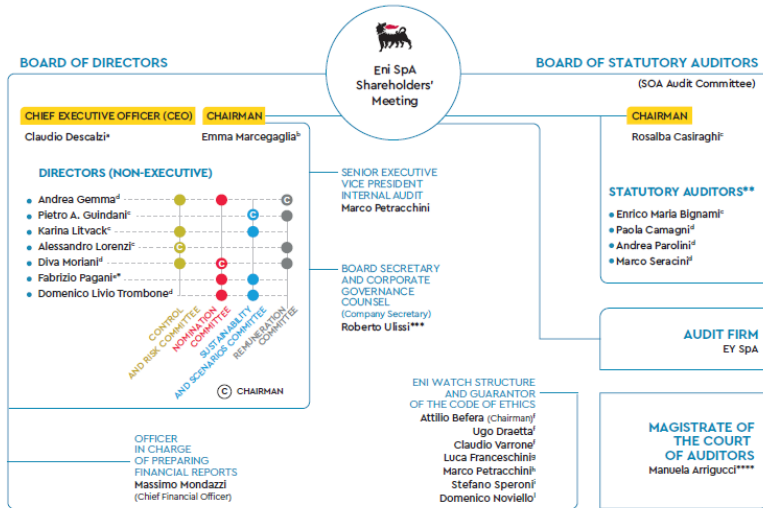
The G&P sector has 3,040 employees involved in sourcing and selling natural gas, LNG and electricity. Eni has a solid competitive position thanks to the availability of gas (both from its own production and from long-term supply contracts), access to infrastructure and a broad customer portfolio. Eni also has considerable electricity generation capacity. Eni has long contributed to Italy's energy security, thanks to the diversification of its procurement sources.

In 2018, Eni sold 76.71 billion cubic meters of natural gas and 10.3 billion cubic meters of LNG. Electricity sales amounted to 37.07 TWh.

Refining & Marketing and Chemicals

The R&M and Chemicals sector has 11,136 employees. Eni is a main operator in the refining and marketing of fuels, bio-fuels and other refined products in Italy and in Europe. The refining system has a balanced overall capacity of 548 thousand barrels/day. In 2018, sales of petroleum products in Europe totalled 8.39 million tonnes. Eni through Versalis performs activities of production and marketing of chemical products, leveraging on advanced production facilities and a large and efficient retail network. In 2018 production volumes of petrochemicals amounted to 9,483 ktonnes, with an average plant utilization rate of 76%.

Eni SpA Corporate Governance Model



a Member appointed from the majority list.

b Member appointed from the majority list non-executive and independent pursuant to law.

c Member appointed from the minority list and independent pursuant to law and Corporate Governance Code.

d Member appointed from the majority list and independent pursuant to law and Corporate Governance Code.

e Member appointed from the majority list, non-executive and non independent.

f External member.

g Executive Vice President Integrated Compliance.

h Senior Executive Vice President Internal Audit.

i Senior Executive Vice President Legal Affairs. Until December 31, 2018 Marco Bollini.

l Executive Vice President Labour Law and Dispute.

* The Advisory Board is chaired by Director Fabrizio Pagani and composed of leading international energy experts: Ian Bremmer, Christiana Figueres, Philip Lambert and Davide Tabarelli.

** The following are Alternate Auditors:

Stefania Bettoni - Member appointed from the majority list.

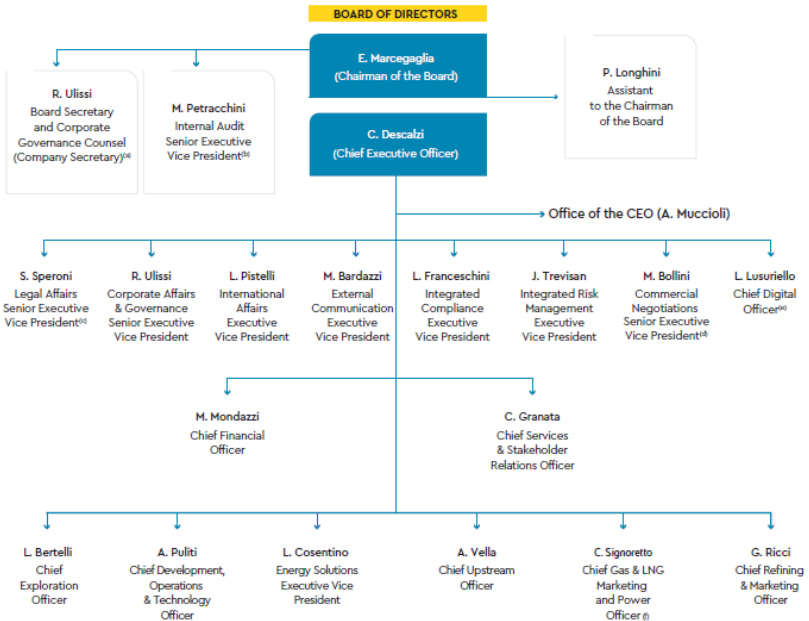
Claudia Mezzabotta - Member appointed from the minority list.

*** Also Senior Executive Vice President Corporate Affairs and Governance.

**** Adolfo Teobaldo De Girolamo until February 28, 2019.

Organizational Management Structure

The following is a chart setting out the current macro-organizational structure of Eni SpA, updated at April 15, 2019:



(a) The Board Secretary and Corporate Governance Counsel (Company Secretary) reports hierarchically and functionally to the Board of Directors and, on its behalf, to the Chairman.

(b) The Senior Executive Vice President Internal Audit reports hierarchically to the Board of Directors and, on its behalf, to the Chairman, without prejudice to its functional reporting to the Control and Risk Committee and to the CEO in his capacity as Director in charge of the Internal Control and Risk Management System.

(c) In force since January 1st, 2019.

(d) From January 1st, 2019. Until December 31, 2018, Senior Executive Vice President Legal Affairs.

(e) Since September 18, 2018.

(f) Since April 15, 2019.

Principles and values

The Code of Ethics



Integrity and transparency are the principles that guide Eni's action in formulating a management and control structure that is suited to its size, complexity and operating structure, in adopting an effective internal control and risk management system, and in communicating

with shareholders and other stakeholders, also by reviewing and updating the information on its website.

These values are set forth in the Eni Code of Ethics, approved by the Board of Directors on March 14, 2008, which replaces the previous 1998 Code of Conduct. The Code of Ethics was most recently updated on November 23, 2017.

Directors, Statutory Auditors, management and all Eni's employees, as well as those who operate in Italy or abroad to achieve Eni's objectives, are required to uphold, in the context of their own functions and duties, the principles set out in the Code of Ethics.

The Code contains concrete rules of behaviour, so that the principles contained therein form a practical guide for corporate operations.

For that purpose, the Code of Ethics has been translated into 21 languages. It has been distributed widely and is explained through a range of initiatives, including special training courses.

The Code contains unavoidable general principles of Model 231 (Legislative Decree No.231/2001), as well as a key element of the anti-corruption framework. The synergies between the Code of Ethics and the Model are underlined by the assignment to the Eni SpA Watch Structure - established by Model 231 - of the function of Guarantor of the Code of Ethics, with the duty of promoting and verifying its implementation.

The Guarantor of the Code of Ethics presents a report every six months on the implementation of the Code and any updating needed to the Control and Risk Committee, to the Board of Statutory Auditors and to the Chairman and Chief Executive Officer (CEO) of Eni, who in turn report to the Board.

The Code of Ethics applies to all direct or indirect subsidiaries, both in Italy and abroad. Eni SpA Watch Structure has the function of Guarantor of the Code of Ethics for all companies of the Group.

The representatives designated by Eni on the corporate bodies of associated companies, consortia and joint ventures promote the principles and contents of the Code within their respective spheres of responsibility.

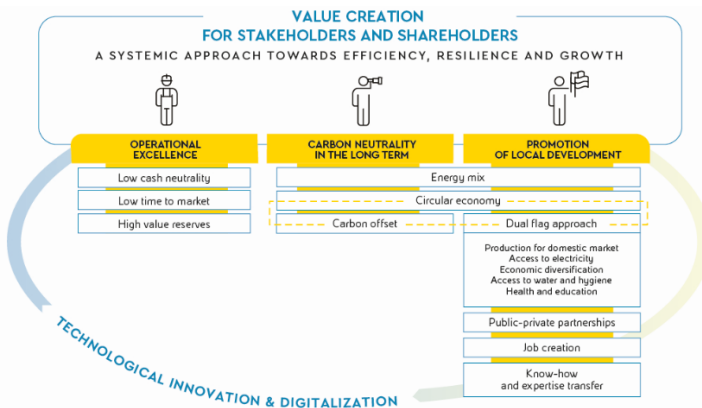
For more details on the dissemination and communication of the Code, please see the "Governance" and the "Sustainability" sections of Eni's website.

Eni's commitment to creating sustainable value

Eni's business model is focused on creation both for stakeholders and shareholders. Eni recognizes that the main challenge in the energy sector is providing access to energy resources for all efficiently and sustainably, while combating climate change. This challenge will determine new development paradigms that will impact consumption patterns, supply and industrial processes. In this framework, Eni has adopted a systemic approach that focuses on efficiency, resilience and growth, which integrates sustainability to make it a business, which incorporates the emerging trends of decarbonisation and inclusive development, integrating them in its industrial plan and in the operational model. Therefore, Eni adopts a business model, powered by the application of its own innovative technologies and the digitalization process, which is based on the following pillars:

- **operational excellence;**
- **carbon neutrality in the long term;**
- **promotion of local development.**

To this end, support for countries' development in order to promote efficient and sustainable access to energy resources for all, valuing people, environmental protection, combating climate change, safeguarding health and safety, respect for human rights, ethics and transparency are fundamental values integrated within the Eni Business Model.



In this context, the Board of Directors of Eni plays a central role in the definition of sustainability policies and strategies, acting on a proposal of the Chief Executive Officer, the definition of annual, four-year and long-term targets, shared between units and subsidiaries, also verifying the associated results, which are also presented to shareholders at the Shareholders' Meeting. The importance that Eni places on these areas is demonstrated by the fact that, once again in 2018, the strategic objectives, including those for decarbonisation, are specified in the objectives for company management, including the Chief Executive Officer and managers with strategic responsibilities.

While carrying out the related duties, the Board is supported by the **Sustainability and Scenarios Committee**, established by the Board of Directors in 2014. In 2018, in all its meetings, the Sustainability and Scenarios Committee evaluated issues concerning climate change, among which the decarbonisation strategy, energy scenarios, renewable energies, research and development for energy transition, forestry and the climate partnership, gas sales in domestic markets and issues related to biodiversity.

Furthermore, from the second half of 2017, the Board of Directors has appointed an **Advisory Board**, presided over by Director Fabrizio Pagani and made up of a number of international experts, which in 2018 focused on analysing the main geopolitical, technological and market trends, including issues related to the decarbonisation process. Thanks to its commitment in the decarbonisation strategy, Eni was confirmed, with a score of A-, as leader in the **CDP 2018**, the independent rating that evaluates the actions and strategies of the major companies in the world in response to climate change. Moreover, **Transition Pathway Initiative (TPI)** also confirmed the quality of Eni climate-related governance, strategy and risk management, considering the company as best practice in the Oil & Gas sector. In 2018, Eni also assured its contribution to the "Climate Governance" initiative of the World Economic Forum (WEF), also with the involvement of Eni's Board of Directors.

In order to emphasize the contribution to creating value for the Company and stakeholders stemming from operating in a sustainable manner, the sustainability targets and results, as well as all the main activities that determine the same, are communicated in the Annual Report, as provided for under the integrated reporting framework supported by the International Integrated Reporting Council (IIRC). During 2018, continuing the process of integrating financial and non-financial disclosure in the Annual Report (so-called integrated reporting), the Management Report in the Annual Report has been supplemented with a specific section entitled "Consolidated Non-Financial Information" (hereinafter the NFS) as provided for under Legislative Decree No. 254/2016. This choice was recognized also through the Eni distinguished itself in the panorama of large companies, winning the Financial Statements Oscar with the 2017 Annual Financial Report, for having focused on transparency and greater integration between financial and non-financial information and

the high quality of disclosure, in particular corporate governance and sustainability.

For a more extensive discussion, please see the Annual Report 2018 and Eni's website.

By-laws and Corporate Governance Code

By-laws

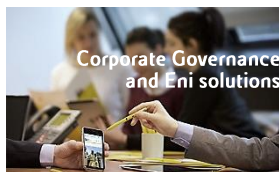


The By-laws define the main characteristics and purpose of the Company, as well as the primary rules for its organisation and management. They describe the system of governance and set out the criteria adopted for the composition and division of powers attributed to the corporate bodies and the relationship between those bodies. More specifically, by supplementing the provisions of law, the By-laws define the criteria and procedures for identifying the persons who contribute, at the highest level, to the management and control of the Company.

The By-laws also describe the rights of shareholders, the means for exercising such rights and their possible modification by means of a resolution of the Extraordinary Shareholders' Meeting. However, when amendments to the By-laws involve updating its language in order to comply with legislative changes, the Board of Directors may make such changes by direct resolution.

A copy of the current By-laws is available on Eni's website.

Corporate Governance Code



The Corporate Governance Code, together with the By-laws, defines the functions and relations between the bodies of management and control of the Company, also prescribing the general principles of transparency to be observed in relations with shareholders and the market and describing the main features of the internal control and risk management system.

Eni has adopted the Corporate Governance Code for listed companies since the edition of the 1999 and has adopted solutions, even improving, in order to implement the recommendations of the Code.

In 2011 a new edition of the Corporate Governance Code approved by the Corporate Governance Committee was published and adopted by Eni on April 2012.

Afterwards, in 2014, the Board adopted the new recommendations of July 2014, ascertaining that Eni corporate governance model was already broadly consistent with the new recommendations. Some of the solutions previously adopted by Eni, were updated to include and specify the role assigned by the Board of Directors to the Chairman of the Board regarding the internal audit function. On 25 February 2016, the Board adopted the recommendations of July 2015, related in particular to improve some principles in the matter of corporate social responsibility and corporate control standard on legality and transparency. Lastly, on 14 February 2019 the Board adopted the new recommendations of July 2018, referred in particular to diversity, including by gender, for the composition of the Board of Directors and the Board of Statutory Auditors in listed companies.

In order to provide the market with a simple, transparent and comparable assessment of the choices made by the Company in adopting the Code, the text of the Corporate Governance Code was published on Eni website, with an indication of the solutions adopted by Eni in respect of the individual recommendations, along with explanations of these choices.

For a general, comprehensive view of the corporate governance system adopted by Eni, please see the 2018 Corporate Governance and Shareholding Structure Report and the "Governance" section of Eni's website.

Eni's Corporate Governance Initiatives



In line with the principles, defined in the Corporate Governance "Corporate Governance" Policy, adopted by the Board of Directors on 28 July 2010, Eni is committed to creating a Corporate Governance system that is inspired by excellence, in open dialogue with the market.

Accordingly, the Company pursued a number of initiatives for improving its own system and that of the nation, **focusing heavily on communication with its stakeholders** and demonstrating an on-going commitment to helping shareholders exercise their rights effectively.

More specifically, in 2011 Eni provided to the debate on the corporate governance of listed Italian companies, based on the analysis of foreign best practices that are not yet established in the national system and to which Eni pays particular attention

due to the international scope of its business. The results of the analysis, filtered through the Company's experience, led to the drafting of 35 proposals (regulatory and self-discipline) to improve the efficiency of the Italian system. A large portion of the proposals was incorporated as recommendations or comments in the 2011 edition of the Corporate Governance Code. Following this initiative, in 2018 the competent corporate functions, also with the support of an external consultant, carried out some in-depth analysis on aspects of possible interest with a view to the continuous improvement of Eni's governance model.

Moreover in January 2018, given the need to keep an ongoing dialogue with the market on corporate governance issues, continuing the path taken since 2013, Eni organized a Corporate Governance Roadshow of the Chairman in London with some of the leading institutional investors to present, among other things, Eni main initiatives, with a focus on the internal control and risk management system, on the Advisory Board and on the Company's commitment, starting from the Board, to further strengthen the culture of compliance and on climate change.

We invite you to visit the "Governance" section of Eni's website and, for more details on the subject, the Report on Corporate Governance and Ownership Structure 2018.

Shareholders

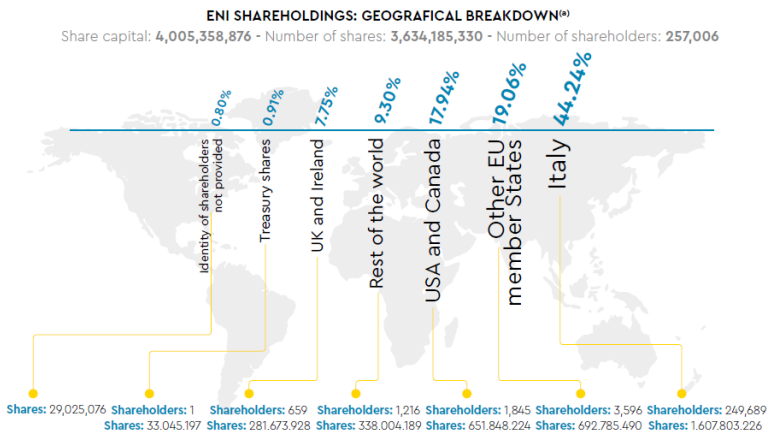
The Company's share capital amounts to €4,005,358,876 - fully paid-up - and comprises 3,634,185,330 ordinary registered shares without par value.

Shareholders with significant investments

Shareholders with significant investments

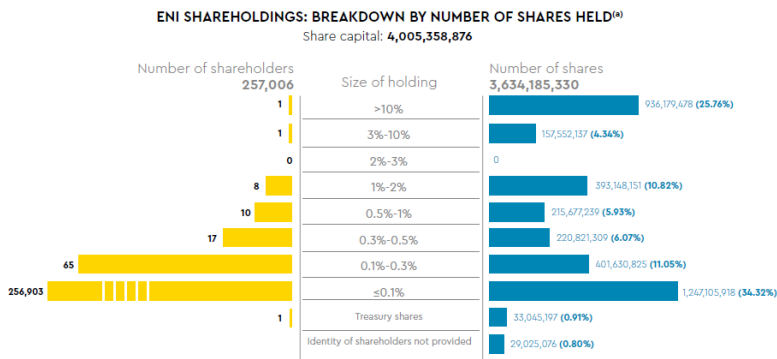
Controlling shareholders	Number of shares	% of total ordinary shares
Ministry of the Economy and Finance	157,552,137	4.34
CDP SpA	936,179,478	25.76
Total	1,093,731,615	30.10

Eni shareholdings: geographical breakdown (a)



(a) Eni's share capital is equal to €4,005,358,876, represented by 3,634,185,330 ordinary nominative shares without par value.

Eni shareholdings: breakdown by number of shares held^(a)



(a) Eni's share capital is equal to €4,005,358,876, represented by 3,634,185,330 ordinary nominative shares without par value.

By law, no one except the Italian State, public entities and organizations controlled by the latter may hold, in any capacity, a shareholding of more than 3% of the Company's share capital. Exceeding these limits shall lead to a

suspension of the exercise of voting rights or any other rights (except for the right to participate in profits) related to the portion exceeding this limit.

Share capital structure based on 2018 interim dividend payment



Eni in the stock markets

All the shares listed on the Italian Stock Exchange are identified with an internationally recognised alphanumeric code, called the International Securities Identification Number (ISIN).

For Eni shares the ISIN is IT0003132476.

In addition to the ISIN, Eni shares are also identified by two other code numbers, SEDOL 7145056 for the UK market and CUSIP 26874R108 for the US market.

Shares are also identified with an abbreviation or ticker symbol that varies depending on the market: the abbreviation for Eni shares listed on the Italian Stock Exchange is ENI.

Depending on the financial news agency involved (Reuters, Bloomberg) the suffix of the abbreviation may vary, as follows:

Agency	Italian Stock Exchange (Eni Shares)	NYSE (Eni ADR)
Reuters	ENI.MI	E
Bloomberg	ENI.IM	E.US

As with any other listed stock, Eni shares are purchased on the stock exchange, but you have to carry out the transaction through a bank or an authorized securities investment firm.

Eni Profile	
Capitalization at 5/4/2019	around 57 billions of euro
Shares in circulation	3,634,185,330
Share capital	4,005,358,876
Sector	Energy
Sub-sector	Energy
ISIN	IT0003132476
Ticker symbol	ENI
Market/segment	MTA
Class	Ordinary share
Main indices in Italy	FTSE All-Share Capped, FTSE Italia All-Share, FTSE MIB, FTSE Italia Petrolio e Gas Naturale,

To check stock information in addition to being published on Eni's website, you can visit the website of Borsa Italiana SpA www.borsaitaliana.it, in the section entitled "Stocks", which reports information on all listed companies, which are shown in alphabetical order.

The table "Instrument Info" in the Stocks section provides information on:

- Dividends
- Documents and Reports
- Study Research
- Events
- Shareholder Meetings
- Internal Dealing



Much of this information is provided to Borsa Italiana directly by Eni SpA.

Eni shares are also listed in the United States.

More specifically, in 1995 Eni issued an ADR (American Depositary Receipts) programme directed at US investors. An ADR is a certificate which represents shares of a non-US company traded on US stock markets.

Each Eni ADR is equal to two ordinary Eni shares. Eni's ADRs are listed on the New York Stock Exchange (NYSE).

For more information, please visit "Investors" section of Eni website.

Financial rights

By buying Eni shares you acquire a part of the share capital of the Company, becoming a shareholder. Each share is an investment, as it gives the holder certain financial rights. The return on the investment is not guaranteed, as it depends on the performance of the Company from year to year. The risk exposure of an investment in shares is equal to the price of the shares purchased.

Right to participate in profits

As a shareholder you are entitled to a proportionate share of net profits (which may be distributed as a so-called dividend) earned by the Company as its return on capital employed.

The Shareholders' Meeting that approves the financial statements is responsible for deciding whether to distribute profits. Generally, the amount of the dividend, and how and when it will be distributed are proposed by the Board of Directors, in line with the dividend policy.

To learn the amount of the interim dividend and the balance of the total dividend, as well as the payment dates, check the press releases and the financial calendar on Eni website, notices published in newspapers or the website of Borsa Italiana. The terminology used includes:

- **dividend per share**, namely the amount of profit distributed divided by the number of shares representing share capital (less treasury shares); to learn the total dividend payment to which you are entitled, multiply the dividend per share by the number of shares you own;
- **ex-dividend date (ex date), record date and payment date**: the ex-dividend date (or ex date) is governed by the calendar of Borsa Italiana and for Eni, like the other main companies making up the FTSE-MIB index, it is usually the first trading day following the third Friday of each calendar month; the record date (i.e. the day at the end of which the records of the intermediary with whom you have deposited your shares will count as proof for the purposes of determining entitlement to the dividend) is the first settlement date following the ex-dividend date (ex date); finally, the payment date indicates the day that the dividends payable will be credited to the beneficiary. It coincides with the settlement date following the record date, unless special circumstances announced to the market by the issuer associated with the nature of the dividend (for example, where the persons entitled to the dividend payment have the option to receive payment in shares in lieu of cash, known as a "scrip dividend"), that affect the timing of the payment (for example, payment in instalments) of the dividend or are connected with the trading of the shares on multiple markets.

	Balance dividend 2018	Interim dividend 2019
Payment Date	22 May 2019	25 September 2019
Ex-Dividend Date	20 May 2019	23 September 2019
Record date	21 May 2019	24 September 2019

Shares sold or purchased as from the ex-dividend date are traded "ex" (i.e. without rights to the dividend).

You have five years to collect your dividend from the day on which they become due. After that deadline, they return to the Company.

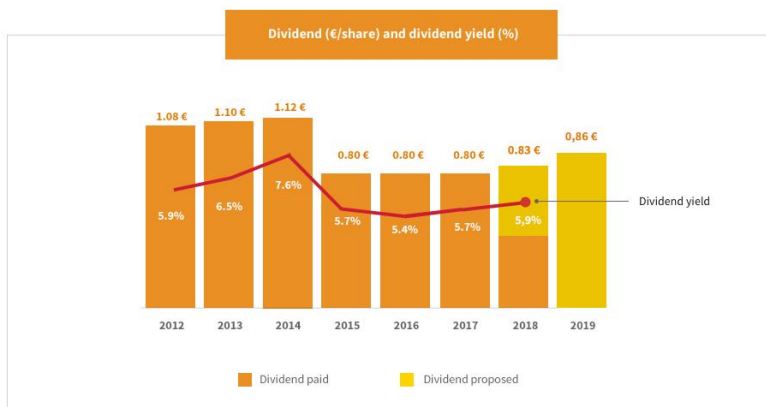
Shareholder Remuneration Policy

Since 2005, Eni has distributed dividends twice a year, following the practice of international financial markets and other leading oil companies.

The website provides a table with a record of dividends per share distributed since initial placement on the stock exchange (1995) and the associated payment dates and ex dividend dates.

The yield is the ratio of the dividend per share to the share price, and represents the percentage return on the stock without taking account of capital gains or losses.

Dividends distributed by Eni in the last years



The following methodology was used for the calculation of values: value of dividend in relation to the average of closing prices in the December of the year to which the dividend pertains.

The dividend for the financial exercise 2018 was defined by the Shareholders' Meeting in €0.83 per share of which 0.42 paid in September 2018 as interim dividend. The final dividend of 0.41 € per share will be paid on 22 May 2019 (ex-dividend date: 20 May 2019; record date: 21 May 2019).

The Board of Directors will propose to the Shareholders' Meeting - to be held on 14 May 2019 on single call - an increase in 2019 dividend by 3.6% to € 0.86 per share. The interim dividend for the 2019 financial year will be paid on 25 September 2019 (ex-dividend date: 23 September 2019; record date: 24 September 2019).

Shareholders' remuneration policy

Eni's remuneration policy is progressive with our underlying earnings and free cash flow growth. Furthermore, the Board of Directors resolved to propose to the Ordinary Shareholders' Meeting of 14 May 2019 to authorise the purchase of treasury shares for a period of 18 months from the date of the Shareholders' Meeting to the Ordinary Shareholders' Meeting of 14 May 2019. This proposal concerns the purchase of a maximum of 67 million treasury shares, equal to about 1.84% of share capital, for a potential maximum outlay of €1,200 million.

Indeed, as part of Eni's 2019-2022 Strategic Plan, which was presented to the financial community on 15 March 2019, a four-year buy-back programme will be launched with an initial purchase of €400 million in 2019 and an annual amount of €400 million for the period 2020-2022, assuming leverage stably lower than 20%, net of the effects of the application of accounting standards governing leases (IFRS 16), in a scenario with Brent at 60-65 dollars per barrel or €800 million with Brent higher than 65 dollars per barrel.

The purchase of treasury shares is intended to give the Company a flexible option to grant its shareholders additional remuneration beyond the distribution of dividends, consistent with Eni's commitment to a progressive shareholder return policy linked to the growth of profit and in line with the policies adopted by the major oil companies. Accordingly, the Board of Directors will submit to the Shareholders' Meeting called to approve the financial statements at 31 December 2019 a proposal to cancel the treasury shares purchased up to the date that Meeting is called, in execution of the buy-back programme, specifying that the cancellation will be carried out without a reduction in share capital in consideration of the fact that Eni shares have no par value.

Participating in a capital increase - right of pre-emption

When the Company increases its share capital through the issue of new shares for consideration, the right of pre-emption gives you the preferential right to purchase a number of shares (or bonds convertible into shares) proportionate

to the number that you already own. This ensures that your percentage shareholding and the associated rights are not reduced.

You cannot exercise this right if the Company decides not to use it for certain reasons or if it decides that the capital increase will not be carried out in cash.

Once the Company decides to issue new shares, you have 15 days from the publication of the offer to decide whether to subscribe them. Once this period is completed, the pre-emption rights that have not been exercised are offered on the stock market by the Directors for at least 5 trading sessions, with the revenue going to the Company.

In practical terms, you can exercise your pre-emption rights through your authorised intermediary.

For more information, please visit the website of Borsa Italiana or the Financial Education section of the Consob website.

Non-financial rights

Owing Eni shares is the key to entering the life of the Company and taking part in making key decisions.

The primary non-financial rights enabling you to dialogue with Eni are discussed below.

The right to information

Eni provides you with a range of documentation to enable you to participate in the life of the Company in an informed manner.

Much of this documentation (especially that submitted to the Shareholders' Meeting for approval) can be accessed in electronic format on Eni website and on "1Info" centralized storage mechanism authorized by Consob (www.1info.it). You can also ask for a paper copy of some of this documentation to be sent to you free of charge (e.g. the Annual Report) by filling out a form on Eni website or by contacting Eni Corporate Secretary's Office at the contacts given in the Contacts section of this Guide.

In addition, you are entitled to view all instruments filed at the registered office for Shareholders' Meetings that have already been called and to obtain a copy.

Finally, you also have the right to examine the Shareholder Register and the Register of the meetings and resolutions of the Shareholders' Meetings and to obtain an extract of them.

Right to attend and to vote at the Shareholders' Meeting

Ownership of Eni shares gives you the right to participate and vote in the Shareholders' Meeting. The Shareholders' Meeting is a key occasion for dialoguing with the Directors, gaining a clearer understanding of the results and objectives of Eni and, through your vote, participating in making decisions on issues on the agenda.

Depending on the issues to be addressed, the Shareholders' Meeting is called in ordinary or extraordinary session and, normally, is held on a single call unless the Board of Directors decides it is advisable to hold the Shareholders' Meeting on multiple calls. In any case, the Shareholders' Meeting resolves with the majorities established by law.

The Shareholders' Meeting is called by the Directors with notice specifying the day, time and place in which it will be held, the items to be discussed on the agenda and a description of the rights and procedures for participating and voting in the Shareholders' Meeting. You can find all the details, information and documentation needed to participate in the Meeting and exercise your rights on Eni's website.

In any event, the Ordinary Shareholders' Meeting must be called at least once a year, within 180 days of the close of the financial year (in this case, the end of the calendar year) to approve the financial statements. The notice of the Shareholders' Meeting, which is also issued in English, is published on Eni's website and with Borsa Italiana SpA, and at least an extract is published in one or more national Italian newspapers (generally *Il Sole 24 Ore*) and one foreign paper (generally *The Financial Times*), normally 30 days before the date of the single (or first) call.

This time limit can be shorter or longer depending on the issues that the Shareholders' Meeting is being called to address. For example, when the Meeting must appoint the Board of Directors and the Board of Statutory Auditors, the notice is published at least 40 days prior to the date of the Shareholders' Meeting.

In the case of multiple calls, given the composition of Eni shareholder base, the Ordinary Shareholders' Meeting is usually held at the second call, while the Extraordinary Shareholders' Meeting is held at the third call.

In order to participate and vote in the Shareholders' Meeting, you must be an Eni shareholder as of the **record date** (the end of the seventh trading day prior to the date of the Shareholders' Meeting). In addition, your authorised intermediary (bank or securities investment firm) with whom you hold your Eni shares must send the Company the statement certifying eligibility to participate in the Shareholders' Meeting. Subsequently, if you wish, you may sell some or all of your Eni shares without losing entitlement to participate and vote in the called Meeting. If you only buy Eni shares after the record date you are not eligible to participate in that Shareholders' Meeting.

Example: the notice calling the 2019 Shareholders' Meeting states that the Ordinary Shareholders' Meeting will be held on a single call on (Thursday) 14 May 2019. In order to participate and vote in the Shareholders' Meeting, you must own Eni shares as of (Monday) 3 May 2019 and subsequently ask your intermediary to send Eni the statement certifying eligibility to participate in the Shareholders' Meeting.

Remember that you can always ask your intermediary to send you a copy of the statement that it sent and that the statement remains valid for calls after the first.

You may participate in the Shareholders' Meeting:

- in person on the day of the Shareholders' Meeting at the place and time indicated in the notice calling the Meeting, being sure to bring valid identification document to the venue;

or

- through a representative who shall attend the Shareholders' Meeting in your place, bearing a written proxy and valid identification to the Meeting venue.

You can use a proxy form like the one shown below, which you can request from the Company's registered office or download from Eni's website.

You can also submit a proxy via web, in accordance and within restrictions provided for by law. Proxies are normally valid for each Shareholders' Meeting, with effect for subsequent calls as well. The name of the proxy holder must be specified on the proxy.

In addition to giving voting instructions, you may revoke the proxy at any time, designate one or more alternate representatives or allow the proxy holder to designate an alternate of his or her choosing.

If you have more than one securities account, you may designate a representative for each account.

Proxy Form for the Shareholders' Meeting of Eni S.p.A. *	
To the attention of Eni S.p.A. Piazzale Enrico Mattei, 1 00144 Roma	
The undersigned
Surname Name
Born in date of birth.....
Resident in
Taxpayer Identity Code
Identity Papers (type) N°.....
Issued by Term
As:	
<input type="checkbox"/> shareholder	
<input type="checkbox"/> legal representative of (Company business name)	
Registered Office's address.....	
Taxpayer Identity Code.....	
Main elements of the deed or of the resolution conferring powers to the legal representative.....	
**Communication provided by the intermediary N°.....	
**Date of the request of the Communication.....	
**Identification codes, if present	
HEREBY APPOINTS	
Surname and name/ Company Business Name	
Born in (only for individuals)..... date of birth.....	
Resident in/Registered Office's address.....	
Taxpayer Identity Code.....	
TO ATTEND AND VOTE ON MY BEHALF AT THE ORDINARY SHAREHOLDERS' MEETING OF Eni S.p.A. ON MAY 14, 2019 ON SINGLE CALL, AS PER INSTRUCTIONS PROVIDED BY THE UNDERSIGNED WITH REFERENCE TO A N° Eni S.p.A. ORDINARY SHARES.	
REGISTERED ON STOCK ACCOUNT N°.....	
AT.....(depository intermediary)	
ABI Code..... CAB	
The Proxy holder may be substituted by:	
1. Surname and name/ Company Business Name	
Born in (only for individuals)..... date of birth.....	
Resident in/Registered Office's address.....	
Taxpayer Identity Code.....	
2. Surname and name/ Company Business Name	
Born in (only for individuals)..... date of birth.....	
Resident in/Registered Office's address.....	
Taxpayer Identity Code.....	
The undersigned (only if different from the owner of the shares)	
.....	
Signs the proxy as (tick one box)	
<input type="checkbox"/> pledge <input type="checkbox"/> stock borrower <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> managing agent <input type="checkbox"/> legal representative	
Date	Signature
.....
*NB: This proxy form is valid only if Eni S.p.A. receives the statement sent by the authorized intermediary, upon request of the person entitled to attend and vote.	
** Optional information.	
.....	
It is the Proxy holder's liability to attest the identity of the delegating party and, in case, the compliance of the proxy form copy to the original, pursuant to art. 135-ovies of Italian legislative Decree no. 58 of February 24, 1998.	
Date	Signature of the Proxy holder
.....

The Italian text prevails over the English version

The proxy, without voting instructions, may be notified to Eni by:

1) **mail** at the following address:

Eni SpA
Segreteria Societaria

(Delega Assemblea maggio 2019)
Piazzale Enrico Mattei, 1
00144 Roma - Italy

- 2) fax to the Corporate Secretary's Office at +39 06 598 22 233
- 3) certified e-mail at the address corporate_sesocorp@pec.eni.com
- 4) appropriate section of the Company's website according to the procedures specified therein.

The proxy holder may notify the Company or may go directly to the Meeting on the scheduled date with a copy of the proxy (including in electronic format) certifying under their sole responsibility that the copy conforms to the original and the identity of the proxy grantor.

➡ If you cannot attend in person and you don't know anyone you can grant a proxy, Eni has designated a shareholder representative for this purpose (the **Designated Representative**), to whom you can grant your proxy free of charge, with voting instructions for all or some of the items on the agenda. The proxy has no effect for items for which you have not given voting instructions.

To grant a proxy to the Designated Representative, you should complete and sign the special proxy form available at Eni registered office or on the Company's website, and send it to the Representative by the end of the second trading day prior to the Shareholders' Meeting. You may revoke the proxy and the voting instructions by the same deadline.

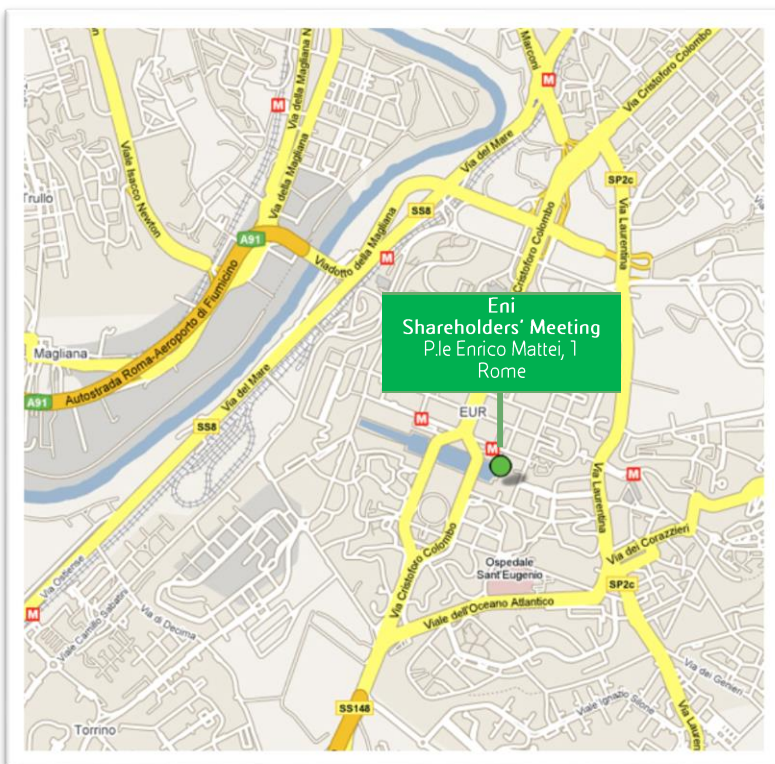
The shares for which you have granted a proxy, whether full or partial, are counted for the purposes of the due constitution of the Shareholders' Meeting.

The proxy shall not be valid for proposals for which no voting instructions have been provided.

The name of the Designated Representative, his address and the deadline for submitting the special proxy form are given in the notice calling the Meeting and on Eni's website.

<p>The Designated Representative for the 2019 Annual Shareholders' Meeting is Mr Dario Trevisan (Viale Majno, 45 - 20122 - Milano, Italy), to whom shareholders should send the special proxy form by and no later than 10 May 2019.</p>
--

The following map shows the location of the Shareholders' Meeting:



To learn how the Shareholders' Meeting operates and how to participate, please see the **Rules governing the Shareholders' Meetings of Eni SpA** approved by the Shareholders' Meeting and attached to this Guide (they can also be consulted on Eni's website).

We now turn to how you can exercise your right to vote.

Each share you hold entitles you to one vote on each of the items on the agenda. You can vote:

- **in person**, using a special remote voting device that you will receive during registration and accreditation at the Shareholders' Meeting venue. The device will be pre-set to the number of shares you hold;
- **by proxy**, through the person you have delegated in writing or electronically, or through the Designated Representative to whom you have granted a special proxy; or

- **by mail**, asking Eni's Company Secretariat to send you the special vote by mail form or downloading the form from the Company's website.

To be counted, the vote by mail form must be signed and received by 13 May 2019 at the following address:

Eni SpA
Segreteria Societaria
(Voto per corrispondenza Assemblea maggio 2019)
Piazzale Enrico Mattei, 1
00144 Roma - Italy

You can also revoke a vote you mailed in by sending a written statement to the same address by 13 May 2019 or by attending the Shareholders' Meeting and expressly revoking your vote.

Completing the vote by mail form

The vote by mail form consists of two parts:

- **PART 1**: personal information about you and the number of shares held;
- **PART 2**: casting your vote on each of the items on the agenda.

In **PART 2**, for each item on the agenda, it is possible to cast a "for", "against" or "abstain" vote on the resolutions presented by the Board of Directors, or other shareholders, by marking the appropriate box.

Moreover, where applicable, in the case of amendments or additions to resolutions, you can confirm, revoke or modify your vote. In the latter case, it is possible to cast an "abstain", "against" or "for" vote on the proposals submitted by the Board of Directors or other shareholders. If no choice is indicated, your initial vote is confirmed.

In the event you do not cast a vote, make an unclear vote or revoke a vote cast before amendments or additions are made to resolutions, your shares are nevertheless included in the calculation for the purpose of determining the due constitution of the Shareholders' Meeting. These shares are not calculated in determining the majority and the percentage of capital required for the resolutions to be carried.

Your vote remains valid for subsequent calls of the same Shareholders' Meeting.

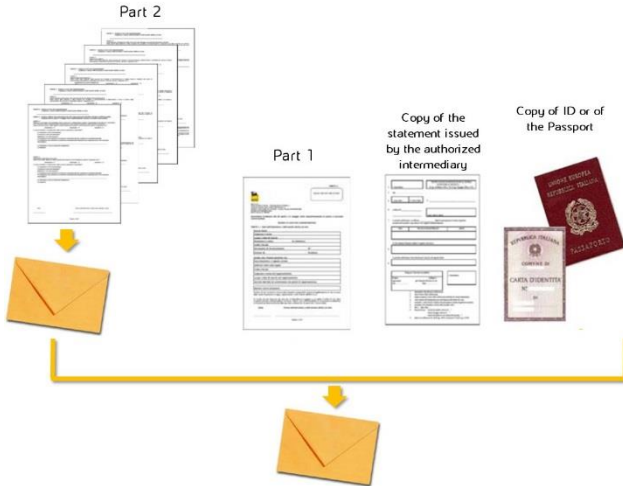
Vote by mail form delivery

To ensure that votes remain confidential until they are counted, **PART 2**, duly completed and signed, must be placed in a sealed envelope.

This envelope, together with **PART 1** of the vote by mail form duly completed and signed with suitable documentation certifying entitlement to sign such vote by mail form and, if possible, a copy of the statement issued by the authorized

intermediary must be placed in another sealed envelope and sent to the address indicated above.

The following chart shows how to deliver the vote by mail form:



The packet, as composed above, can be sent using a courier service whose cost will be charged to the Company. For those who wish to use this service, please contact the Corporate Secretary's Office as indicated in the Contacts section of this Guide.

In certain special circumstances a shareholder may not be entitled to vote.

More specifically:

- if a shareholder, with the exception of the State or an entity controlled by it, should hold more than 3% of Eni's share capital, they may not vote the shares exceeding that threshold;
- if a shareholder is a member of a shareholders' agreement that has not been reported as required by law;
- if a shareholder holds a percentage of shares exceeding certain minimum thresholds established by law and does not report the position as required.

In all of these cases, if the shareholder votes and the vote was decisive in achieving a majority, the Shareholders' Meeting's resolution may be challenged with an action to void the measure.

Finally, if a shareholder has an interest on his own behalf or on behalf of third parties that conflicts with that of the Company, and the decision taken could

harm the Company, the resolution may be challenged if the vote of the shareholder was decisive in achieving a majority.

The right to submit slates of candidates for members of the Board of Directors and the Board of Statutory Auditors

In addition to participating in the Shareholders' Meeting and taking part in its decisions through the exercise of your voting rights, you may also nominate and vote on the candidates for the offices of Director and Statutory Auditor, which the Ordinary Shareholders' Meeting elects through a slate voting mechanism.

It is important to know that, by law, in privatised companies such as Eni, at least one-fifth of the Directors shall be drawn from the slate submitted by non-controlling shareholders that received the most votes. Improving legal provisions, Eni's By-laws establish that at least three-tenths of the Directors shall be drawn from the slate submitted by non-controlling shareholders.

Furthermore, the Chairman of the Board of Statutory Auditors, one standing Statutory Auditor and one alternate Statutory Auditor shall be appointed from among those drawn from the slates submitted by non-controlling shareholders.

More specifically, a shareholder or group of other shareholders representing **at least 0.5% of share capital** (or the different percentage provided by Consob) may submit a slate of candidates for the offices of Director and/or Statutory Auditor who meet the requirements established by law and the By-laws. The slates must be accompanied by the statements and information about the candidates and the shareholders established in applicable law.

The slates must be filed at the Company's registered office at least 25 days prior to the date of the Shareholders' Meeting called to elect the Board of Directors and the Board of Statutory Auditors. The slates may also be filed electronically following the instructions in the notice of the Shareholders' Meeting.

At least 21 days prior to the Shareholders' Meeting you can view the lists at the registered office of Eni, on Eni's website, and on the "1Info" centralized storage mechanism authorized by Consob (www.1info.it).

Ownership of the minimum holding to submit a slate is determined on the basis of the shares you hold on the day on which the slates are filed. The statement of ownership of the minimum holding issued by the authorised intermediary may also be submitted after the slate is filed, provided that it is submitted no later than 21 days prior to the date of the Shareholders' Meeting.

Additional information on the submission, filing and publication of slates is provided in the By-laws (Articles 17 and 28), in Eni's website and, when the Shareholders' Meeting is called to elect the corporate bodies, the report of the

Board of Directors on the items on the agenda, which can be found on Eni's website.

The right to request the calling of the Shareholders' Meeting

Shareholders who severally or jointly represent at least 5% of the share capital may ask the Directors to call the Shareholders' Meeting, specifying the matters to be discussed.

Shareholders' Meetings may not be called upon the request of the shareholders for matters upon which the Shareholders' Meeting must resolve upon a proposal of the Directors or on the basis of a project or report of the Directors themselves.

The shareholders who ask for a Meeting to be called must prepare a report on the proposals relating to the matters to be discussed. Together with the notice calling the Meeting, the Board of Directors shall make the report available to the public, together with its own evaluations, if any, at the Company's registered office, Borsa Italiana SpA, Company's website and on "1Info" centralized storage mechanism authorized by Consob (www.1info.it).

Additions of items to the agenda and proposed resolutions on the items on the agenda of the Shareholders' Meeting

Shareholders who severally or jointly represent at least 2.5% of the Company's share capital may ask for items to be added to the agenda specifying the additional proposed items in their request or presenting proposed resolutions on items already on the agenda.

Matters upon which, according to law, the Shareholders' Meeting must resolve upon a proposal of the Board of Directors or on the basis of a project or report of the Directors other than the report on the items on the agenda, may not be added to the agenda.

Within 10 days of the publication of the notice calling the Shareholders' Meeting, you must submit, by registered mail with return receipt or by certified e-mail at: corporate_sesocorp@pec.eni.com

- the request to add items to the agenda or to submit new proposed resolutions on items already on the agenda;
- the report on the matters to be discussed.

Ownership of Eni shares can be attested by specific statement requested to the authorized intermediary and sent by the intermediary to Eni.

In any event, each person entitled to vote may individually submit proposed resolutions on the items on the agenda during the Shareholders' Meeting.

At least 15 days prior to the Shareholders' Meeting, Eni will give notice of the additions to the agenda or the proposed resolutions admitted by the Board of Directors at the Company's registered office, on its website, Borsa Italiana S.p.A and on "Info" centralized storage mechanism authorized by Consob (www.info.it) and in the newspapers in which the notice calling the Shareholders' Meeting was published (Il Sole 24 Ore and the Financial Times).

Within the same time limit and using the same channels, the Board of Directors will make the report on the proposed items together with its own evaluations, if any, available to the public.

Right to ask questions prior to the Shareholders' Meeting

Shareholders may ask questions on items on the agenda prior to the Shareholders' Meeting, submitting them by 11 May 2019.

Eni does not guarantee an answer to questions received after that time.

Questions received by the above deadline may be answered:

a) before the Shareholders' Meeting, including through publication on the "Q&A" section of the Company website;

or

b) at the Shareholders' Meeting.

Written answers made available at the start of the Shareholders' Meeting to all shareholders in attendance are also considered as having been given during the Shareholders' Meeting.

The Company will provide a single answer to questions having the same content. No answer will be provided if the information requested is already available in the "Q&A" format in the relevant section of the Company website or when the answer was already published in the same section.

The right to submit questions before the Shareholders' Meeting applies to those on behalf of whom the authorized intermediary with whom the shares are deposited has sent to Eni the specific statement for the exercise of the related right or the statement which attests the right to attend and vote issued in accordance with Italian law.

Questions can be submitted as follows:

1) by **mail**, to the following address:

Eni SpA
Segreteria Societaria
(Domande Assemblea maggio 2019)
Piazzale Enrico Mattei, 1
00144 Roma - Italy

- 2) by **fax** to Eni Company Secretariat (Segreteria Societaria), to the number +390659822233
- 3) by **e-mail** at segreteriasocietaria.azionisti@eni.com
- 4) by **certified e-mail** at the address corporate_sesocorp@pec.eni.com
- 5) through the special section of **Eni's website**.

The right to ask for postponement of the Meeting

Shareholders holding one-third of the share capital represented at the Shareholders' Meeting may ask for the Shareholders' Meeting to be postponed by no more than 5 days if they certify that they were not sufficiently informed of the items to be resolved.

Right of withdrawal

As a shareholder, you may withdraw, in full or partially, from the Company if you did not participate in decisions of the Shareholders' Meeting concerning:

- the amendment of the corporate purpose when such modification permits a substantial change in the business of the Company;
- the transformation of the Company into a different form of entity;
- the transfer of the registered office abroad;
- the revocation of the state of liquidation;
- the elimination of one or more of the justifications for withdrawal provided for by law or the By-laws;
- the amendment of the criteria for determining the value of shares in the case of withdrawal;
- the amendment of the provisions of the By-laws concerning voting rights or participation rights;
- the extension of the duration of the Company;
- the introduction or removal of restrictions on the circulation of shares; and
- the delisting of the Company.

In these cases, you should exercise your right of withdrawal by sending a registered letter specifying your identity, where you are domiciled, and the number and class of shares. The letter must be sent within 15 days of the entry of the resolution in the Company Register. If the circumstance prompting your withdrawal is not a resolution of the Meeting, the letter must be sent within 30 days of your becoming aware of the circumstance.

In exercising the right of withdrawal, your shares will be purchased at a price equal to the arithmetic mean of the closing price in the 6 months preceding the publication of the notice calling the Meeting whose resolution justified the withdrawal.

You may also exercise the right of withdrawal if you purchased shares after the record date and before the start of the Shareholders' Meeting.

Challenging of resolutions, complaints to the Board of Statutory Auditors and the courts, shareholder suits

By law, shareholders that represent at least 0.1% of share capital and were absent, abstained, dissented or purchased their shares after the record date and before the Shareholders' Meeting, may challenge resolutions of the Shareholders' Meeting that do not comply with the law or the By-laws. If the resolution is void, it may be challenged by anyone holding an interest in respect of the matter.

If they find that certain circumstances or facts are censurable, shareholders may complain to the Board of Statutory Auditors. If the shareholders represent 2% of share capital, the Board of Statutory Auditors shall conduct an investigation and report on its findings and any recommendation to the Shareholders' Meeting. In significantly serious or urgent cases, it may call a Shareholders' Meeting. If there is a well-founded suspicion that the Directors, in violation of their duties, have committed serious management irregularities that could cause harm to the Company or the Group, shareholders representing at least 5% of share capital may file a complaint with the courts.

In addition to shareholder suits to be initiated through the Shareholders' Meeting, shareholders representing at least 2.5% of share capital may lodge a shareholder suit against the Directors.

In any case, a shareholder who has been directly harmed by the fraudulent or negligent action of the Directors may file suit for damages through the courts within 5 years of the commission of the action causing the harm.

Shareholders' associations

Italian law allows individual shareholders to organize themselves into shareholders' associations in order to encourage and facilitate participation in Company life. These associations must:

- be formed by authenticated private agreement;
- not exercise business activities other than those directly instrumental to the purpose of the association;
- be composed of at least 50 natural persons, each of whom owning a number of shares not exceeding 0.1% of the share capital represented by shares with voting rights.

On the occasion of Shareholders' Meetings, these shareholders' associations may ask their members to grant proxies to the association, accompanying these requests with recommendations, statements or other information meant

to influence the vote without considering this operation to be a proxy solicitation.

If you are a shareholder and employee of Eni or its subsidiaries and belong to a shareholders' association, Eni provides these shareholders' associations locations for communications and collecting proxies, in accordance with the terms and conditions agreed with the legal representatives of these associations.

Information tools for shareholders

In addition to the By-laws and the Corporate Governance Code, which along with the Code of Ethics represent the key documents of the Company, Eni also offers shareholders a range of tools to obtain accurate, carefully prepared, transparent and timely information on its operations, on events that could impact the stock price and on all other issue of interest to investors and the market, except where confidentiality concerns for certain information may arise.

The main information tools available to the public are surveyed below.

This documentation, which is published periodically, gives you an understanding of Eni's situation, developments in operations and performance. More specifically, it comprises:

- the **Annual Report**, published within 4 months of the close of the financial year, which includes:
 - the draft financial statements, to be submitted for approval to the Shareholders' Meeting, and the consolidated financial statements approved by the Board of Directors, which report the financial position and performance of the Company and its subsidiaries during the year under review;
 - the management report, in which the Directors report on the operations and performance of the Company as a whole and in the various segments in which it operates, including through the subsidiaries, with detailed reporting of costs, revenues and capital expenditure and a discussion of the main risks and uncertainties facing the Company. The report also discusses research and development activities, significant events occurring after the close of the year and the outlook for operations. Since 2017, the management report has been supplemented with a specific section entitled "Consolidated Non-Financial Statement" (hereinafter the "NFS") as provided for under Legislative Decree no. 254/2016. The NFS is prepared on the basis of the Global Reporting Initiative (GRI) reporting standard, is approved by the Eni Board of Directors and audited by the firm engaged to perform the statutory audit of Eni's financial statements, in accordance with the provisions of law and the appropriate professional standards (ISAE 3000).

- the certification of the Chief Executive Officer and the officer responsible for preparing financial reports.

The Annual Report is accompanied by the Report of the Board of Statutory Auditors, in which the Board of Statutory Auditors discusses the work it carried out in performing its duties, and by the Report of the Independent Auditors on the separate and consolidated financial statements.

- the **Interim Consolidated Report**, published as soon as possible and however within three months of the year, which includes:
 - the condensed consolidated interim financial statements;
 - the interim management report, in which among other things the Directors report on significant events in the first half of the year and their impact on the condensed interim financial statements, a description of the main risks and uncertainties facing the Company in the remaining six months of the year, as well as information on significant transactions with related parties;
 - the certification of the Chief Executive Officer and the officer responsible for preparing financial reports.

The Interim Consolidated Report is accompanied by the Report of the Independent Auditors on the condensed consolidated interim financial statements.

■ Additional periodic financial information

Legislative Decree no. 25/2016, transposing the European Directive 2013/50/EU, in force as 18 March 2016, has removed the reporting obligation to disclose quarterly financial results. Therefore, according to article 82-ter Issuers' Regulations (Consob Regulation no. 11971 of 14 May 1999 and subsequent amendments and inclusions), Eni intends to continue providing, on a voluntary basis, Company's quarterly financial results following approval by the Board of Directors due to be published on the dates indicated in this Financial Calendar.

Eni's reporting practice is consistent with the one adopted in 2017 and 2018 to provide investors with regular information about the Company's financial and operating performances considering the disclosure policy followed by peers which are reporting on a quarterly basis.

Quarterly results will include at least the following key performance indicators:

- consolidated and by segment operating profit;
- consolidated and by segment adjusted operating profit;
- consolidated net results;
- consolidated and by segment adjusted net results;
- consolidated net financial position;
- consolidated shareholder's equity;
- consolidated leverage.

- The **Fact Book**, published as a supplement to the Annual Report, which illustrates the activities and the main development projects as well as the historical performance series of Eni and its activities.
- **Eni In**, published in English, in conjunction with the Fact Book, aims to illustrate a summary of Eni's activities, financial and operational results and medium-long term strategies.

All of the above documentation can be obtained free of charge from the registered office of the Company and on the website of Eni and on the "1Info" centralized storage mechanism authorized by Consob (www.1info.it).

To obtain a printed copy, you can contact the Corporate Secretary's Office as indicated in the Contacts section of the Guide.

In addition:

- the **Corporate Governance Report**, published at the same time as the Annual Report, provides a detailed look at Eni's corporate governance arrangements, i.e. the set of rules and procedures through which the Company is managed and controlled and its compliance with Corporate Governance Code for listed companies.

An integrated view of the information is given in the management report in the Annual Report, in the "Governance" chapter.

The Report is available at the Company's registered office, the website of Borsa Italiana SpA, and on the "1Info" centralized storage mechanism authorized by Consob (www.1info.it). You can also download it directly from Eni website in the Governance section, in the sub-section "Corporate Governance Report".

In Eni's website there is also a repository of Corporate Governance Reports starting from 2004.

- the **Remuneration Report**, approved by the Board of Directors acting on a proposal by the Remuneration Committee and published at the same time as the Annual Report, provides detailed information on the remuneration of Eni's corporate bodies and top management. More specifically, the Report sets out and discusses:
 - in the first section, with reference to at least the following year Eni's policy on the remuneration of Directors, and other key management personnel (the Executives reporting directly to the CEO and in any case those who are part of the Management Committee), specifying the general objectives pursued, the corporate bodies involved and procedures used in adopting and implementing the policy. The general principles and guidelines set out in Eni remuneration policy also apply to

the determination of the remuneration policies of Eni's direct and indirect subsidiaries;

- in the second section, the compensation paid during the financial year of reference to Directors, Statutory Auditors and other key management personnel of Eni.
- the **Reports of the Board of Directors on the proposed agenda items presented to the Shareholders' Meeting**, published on the occasion of the Shareholders' Meeting, provide a discussion of the resolutions being proposed by the Board of Directors to the shareholders.

The reports of the Board of Directors are available to you at Eni's registered office, are filed with Borsa Italiana SpA, Eni's website and on the "1Info" centralized storage mechanism authorized by Consob (www.1info.it).

- the **Minutes of the Shareholders' Meetings** are public and provide you with a picture of how the Meetings proceeded, what matters were discussed and what were the results of the voting. The minutes are posted on Eni's website within 30 days of the Meeting.

Eni's website contains the minutes of Meetings as from 2005. The minutes are also available at the Company's registered office and you can obtain them from the Company Secretariat Office as indicated in the Contacts section of the Guide.

- In addition, a summary report of the outcome of shareholder votes gives the number of share represented in the Meeting and the shares for which a vote was made, the percentage of share capital that those shares represent as well as the number of votes in favour and against a resolution and the number of abstentions is published on Eni's website within 5 days of the Meeting.
- Eni's Board of Directors also reviews and approves the sustainability reporting contained in a voluntary document called **Eni for**.
- **Press Releases** keep you updated on all significant events in Eni's operations.

You can read the most recent press releases on the homepage of Eni's website, while the Media section contains all press releases published since 2011.

- **Eni's website** can be considered the foundation of all our information tools, as it contains not only all the information indicated above but also other documentation, studies and multimedia contents concerning the entire Eni world.

Abundance and usability, design and content are the principles on which Eni's website has been founded. These characteristics have enabled www.eni.com to

remain at the top of the rankings published by the leading web-ranking companies, such as KWD Webranking - Lundquist and Bowen Craggs.

The Investors section provides services that enable you to:

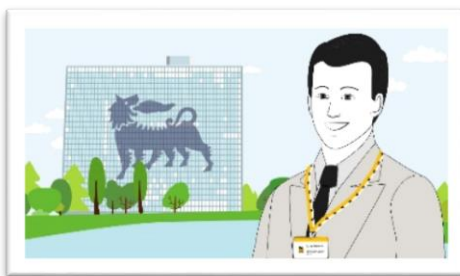
- calculate the past performance of Eni shares;
- track the updated price of your Eni shares;
- analyse and view, using interactive charts and tables, Eni's main financial and operational data;
- compare, using interactive charts, the performance of Eni shares with those of our leading competitors and the leading industry indices;
- read the Annual Report in interactive format.

The **Governance** area also hosts a section devoted to "initiatives for shareholders for everyone who, like you, has decided to invest in Eni. Over time, the section will be expanded with new initiatives developed to help you have an ever more active and direct relationship with the Company in relation to your needs as an Eni shareholder.

These initiatives include the publication of an **interactive video** on Eni's website to help you better understand how to participate in the Shareholders' Meeting and exercise your voting and other rights, as well as the **Shareholders' Guide** you are reading, which closes the list of information tools.

2019 Shareholders' Meeting

Informational message to shareholders



2019 Financial Calendar

Preliminary financial statements as at December 31, 2018 and dividend proposal for 2018	Meeting of the Board of Directors	February 14, 2019
	Press release and conference call	February 15, 2019*
Consolidated financial statement and draft financial statement as at 2018	Meeting of the Board of Directors	March 14, 2019
	Dividend proposal for 2018	Press release
	Press release and strategy presentation	March 14, 2019
First quarter 2019 results	Meeting of the Board of Directors	March 15, 2019
	Press release and conference call	April 24, 2019
Financial statement 2018	Shareholders' meeting	April 24, 2019**
	Press release	May 14, 2019 (single call)
Second quarter 2019 results and interim financial report as at June 30, 2019	Shareholders' meeting	May 14, 2019
	Press release	May 14, 2019
Interim dividend announcement for the financial year 2019	Meeting of the Board of Directors	July 25, 2019
	Press release and conference call	July 26, 2019*
Board resolution on 2019 interim dividend	Meeting of the Board of Directors	September 19, 2019
	Press release	September 19, 2019
Third quarter 2019 results	Meeting of the Board of Directors	October 24, 2019
	Press release and conference call	October 25, 2019*

*Press Release scheduled for issue before markets open. A conference call for the presentation of results to the financial community will be held during the day.

** The issue of the press release and the conference call for the presentation of results to the financial community are scheduled after the resolution of the Board of Directors on the First quarter 2019 results.

The final dividend for the 2018 fiscal year will be paid on May 22, 2019 (ex-dividend date: May 20, 2019; record date: May 21, 2019) and the interim dividend for the 2019 financial year will be paid on September 25, 2019 (ex-dividend date: September 23, 2019; record date: September 24, 2019).

Markets will be promptly informed of any changes to the above calendar.

Glossary

Financial, economic and legal terms

American Depository Receipts (ADR): certificates representing the stocks of foreign companies trading on a US exchange.

Balance sheet: a schedule reporting the assets, liabilities and shareholders' equity of a company at a given instant in time.

Bonus capital increase: a special transaction involving the transfer of equity from "reserves" to "share capital". In this way the company can decide whether to issue new shares free of charge to existing shareholders or increase the value of existing shares.

Cash flow statement: this is intended to indicate the capacity of the Company to generate liquidity. It summarises and reconciles changes during the year in the Company's assets and liabilities and the associated cash situation.

Convertible bonds: credit instruments issued by a company limited by shares to raise debt capital. In general, bonds entitle their subscribers to receive, at specified intervals, the payment of interest ("coupons") calculated on a fixed or variable basis and the repayment at a specified date or dates of the nominal principal value of the loan. Bonds are convertible when they give the bondholder the option, at specified intervals, of requesting the conversion of the bond into shares of the issuer in lieu of repayment in cash.

Corporate Governance: this term refers to the management and control system of the company, that is a set of mechanisms and rules, legal and technical, for the effective and efficient company management, oriented to value creation for shareholders in the medium - long term, taking into account the interests of other stakeholders. In particular, this system represents a fundamental element of the Eni business model and, supporting the business strategy, is aimed at supporting the relationship of trust between Eni and its stakeholders and to contribute to the achievement of business results, creating sustainable value in the long period.

Designated Representative: the person that the Company may designate for each Meeting to whom shareholders may grant a proxy with voting instructions on all or some of the items on the agenda. The proxy must be granted by the end of the second trading day prior to the Meeting on first or single call (see Article 135-undecies of the Consolidated Law on Financial Intermediation).

Dividend yield: this measures the return on a stock based on dividends for the year. Calculated as the ratio of dividends per share and the market price of the stock.

EBIDTA (Earnings Before Interest, Taxes, Depreciation and Amortization): this is a representation of gross operating profit, enabling us to verify whether the company's ordinary operations are profitable.

FTSE MIB: the most important stock market index of the Borsa Italiana, the Italian national stock exchange, which consists of the listed companies with the largest capitalizations on the markets operated by Borsa Italiana.

Income statement: the schedule reporting costs and revenues for the accounting period.

Leverage: this is a metric of the company's debt and is calculated as the ratio of net financial debt to shareholders' equity, including non-controlling interests.

Market capitalisation: the value of a listed company obtained by multiplying the stock price by the number of the company's shares in circulation.

MTA: a market operated by Borsa Italiana for the trading of shares (ordinary shares, preference shares, savings shares), convertible bonds, warrants, pre-emption rights and certificates representing units in collective investment undertakings, i.e. investment funds and SICAVs.

Ordinary and special dividend: ordinary dividends are those distributed from profits. By contrast, a special dividend represents the distribution, not of a share of profits for the year, but rather part of the company's cash reserves. They may be associated with amounts set aside in previous years, the sale of business units or other company strategies.

Ordinary share: represents the minimum participation in the share capital of a company. The distinguishing characteristics of ordinary shares include discretionary payment of dividends, residual rights in the equity of the company, limited liability and voting rights in shareholders' meetings.

Quorum to convene: the minimum percentage of share capital required by law to consider a shareholders' meeting duly convened.

Quorum to deliberate: the minimum percentage of share capital required by law for a resolution passed by the shareholders' meeting to be valid.

Record date: in general, the date on which a person must be the owner of the company's shares in order to be able to exercise a right attaching to those shares. With regard to the Shareholders' Meeting, it is the date in respect of which eligibility to participate and vote in the Meeting is determined. Article 83-sexies of the Consolidated Law on Financial Intermediation establishes that the record date shall be the end of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, as long as the dates of any subsequent calls are specified in the single notice calling the Meeting; otherwise the date of each call shall apply.

ROACE: return on average capital employed. This is calculated as the ratio of net income before non-controlling interests, plus net financial charges on net financial debt, less the related tax effect, to net average capital employed.

Shareholders' agreements: an agreement, separate from the By-laws and the Articles of Association, under which shareholders undertake to act in a certain manner with regard to, for example, the management of their shareholdings (e.g. a share transfer restriction agreement) or voting rights (voting agreement).

Shareholders' equity: the book difference between the value of the assets and liabilities in the balance sheet of a company.

Stakeholder: this comprises all persons who can influence, be influenced by or have an interest in the activity of a company, in their capacity as employees, shareholders, customers, suppliers, commercial and financial partners, government institutions, non-governmental organisations, local communities with whom the company interacts and future generations.

Total Shareholder Return (TSR): this is the total percentage return of a share, calculated on an annual basis, comprising both the change in the price of the stock (the ratio between the price at the start of the year and that at the end of the year) and dividends distributed and reinvested in the stock as at the ex-dividend date.

Treasury shares: company shares that the latter has repurchased for a variety of purposes.

Operational terms

Barrel of oil equivalent (BOE): this is used as a standard unit of measure for oil and natural gas, with the latter being converted from cubic metres to barrels of oil equivalent using a coefficient of 0.00615.

LNG: Liquefied Natural Gas, obtained through the cooling of natural gas to minus 160 °C at normal pressure. The gas is liquefied to enable transportation from the place of extraction to the sites at which it is transformed and consumed. One tonne of LNG corresponds to 1,400 cubic metres of gas.

LPG: Liquefied Petroleum Gas, a mix of light petroleum fractions, which are gaseous at normal pressure and easily liquefied at room temperature through limited compression.

Oil spills: the discharge of oil or oil products from refining or oil waste occurring in the normal course of operations (when accidental) or deriving from actions intended to hinder operations of business units or from sabotage by organized groups (when due to sabotage or terrorism).

Proved reserves: estimated amounts of oil and gas that, on the basis of the available geological and engineering data, can with reasonable certainty be considered economically recoverable from known accumulations under the existing technical, contractual, economic and operational conditions at the time of the estimation. Reasonable certainty means that there is a high degree of confidence that the amounts will be recovered, i.e. that it is much more likely than not that they will be recovered. Development must have begun or the operator must be reasonably certain (there is a clear management intention to commence) that it will begin with a reasonable period of time.

Reserves: reserves are the estimated volumes of oil, natural gas, natural gas condensates, liquids recovered from natural gas and other associated substances (for example, sulphur from hydrocarbons containing H₂S) that are expected to be economically recoverable from known accumulations as from a given date under existing economic and regulatory conditions. The estimation of reserves is based on an interpretation of the geological, geophysical and/or engineering data available at the time the estimate is performed. Depending on the level of confidence attributed to those data, reserves are classified as proved or unproved. Unproved reserves are in turn classified as probable and possible reserves.

Ship-or-pay: a clause included in natural gas transportation contracts under which the customer for whom the transportation is performed is required to pay for the transportation of the gas even if the gas is not transported.

Take-or-pay: a clause included in natural gas purchase contracts under which the purchaser is required to pay the contractual price, or a fraction of such price, for a minimum quantity of gas set in the contract even if the gas is not withdrawn by the customer. The customer has the option in subsequent years covered by the contract of withdrawing the gas paid but not withdrawn at a price reduced by the portion of the price already paid.

Upstream/Downstream: upstream refers to hydrocarbon exploration and production activities. Downstream regards oil industry activities that take place after exploration and production.

Workover: work on a well to perform significant maintenance and the substitution of basic equipment for the collection and transport to the surface of liquids contained in a field.

Contacts

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Italian Stock Exchange

(Borsa Italiana)

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Consob

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1 Info (www.1info.it) - centralized storage mechanism authorized by Consob where you can obtain all of the regulated information disseminated by Eni.

Attachment

Eni Spa Shareholders' Meeting Rules

Article 1 – Scope of application

- 1) Ordinary and Extraordinary Shareholders' Meetings of Eni SpA, a company having its registered office at Piazzale Enrico Mattei, No. 1, Rome, are held in accordance with these Rules.
- 2) Shareholders may obtain a copy of the Rules, approved by the Ordinary Shareholders' Meeting held on 4 December 1998, at the Company's registered office and at the venues where the Shareholders' Meetings are held.

Article 2 – Meeting participation

- 1) Participation in Meetings is governed by the provisions of law, the Eni By-laws and the notice calling the Shareholders' Meeting.
- 2) Subject to a request to be delivered to Eni's Corporate Secretariat in accordance with the provisions set forth in the Notice at least two days prior the Meeting, and subject to the consent of the Chairman of the Meeting, financial analysts, experts, journalists and representatives of the audit firm may attend the Meeting.
- 3) If deemed useful by the Chairman for the proper conduct of the Meeting or in relation to items on the agenda, employees of the Company and its subsidiaries may attend the Meeting.

Article 3 – Verifying the Right to Participate in Meetings

- 1) Procedures for identifying persons wishing to participate in the Meeting and verifying whether persons are entitled to participate shall be performed at the Meeting venue and shall begin an hour before the Meeting itself.
- 2) In order to facilitate the process of verifying the powers of those who participate as legal or voluntary representatives of shareholders or any other persons entitled to participate, such persons are requested to deliver documentation demonstrating that they possess such powers to the Corporate Secretariat at least two days before the date of the Meeting as instructed in the notice calling the Meeting.

Article 4 – Admittance to the Meeting

- 1) Access to the Meeting venue is subject to the performance of the identification and verification procedures. As soon as the identification procedures are completed, each shareholder and the persons indicated in Article 2 are given a badge to be worn until they leave the Meeting.
- 2) Shareholders or their representatives wishing to leave the Meeting venue for any reason must first notify the Meeting staff.

- 3) Unless otherwise provided for by the Chairman, and without prejudice to the provisions applicable pursuant to Article 5 of the Rules, the use of recorders, cameras and similar instruments is not allowed at the Meeting.

Article 5 – Constitution of the Meeting and opening of the proceedings

- 1) The minutes of the Meeting are recorded by a secretary, not necessarily chosen from among the shareholders, if a notary public is not appointed. The secretary is appointed by the shareholders acting upon a proposal of the Chairman. The secretary or the notary may be assisted by persons of their choice and recording equipment.
- 2) The Chairman may appoint one or more scrutineers, not necessarily chosen from among the shareholders, and a Meeting secretariat.
- 3) The Chairman may appoint auxiliary personnel charged with ensuring order in the Meeting. They shall be identified with special identification.
- 4) Pursuant to Article 14 of the By-laws, the Chairman, who may do so through the scrutineers and the Meeting secretariat, shall check the validity of proxies and entitlement to participate in the Meeting.
- 5) If the majority of the share capital representing a quorum is not present, the Chairman shall adjourn the Meeting until the next call, at least an hour after the time set in the notice for the beginning of the Meeting.
- 6) Once it has been ascertained that the Meeting is duly constituted, the Chairman shall open the proceedings.

Article 6 – Interruption and Adjournment of the Meeting

- 1) The Meeting normally takes place in a single day. Except as provided for in Article 7, paragraph 4, of the Rules, the Chairman may, if necessary and if the shareholders do not object, interrupt the Meeting for periods of no more than two hours.
- 2) Without prejudice to Article 2374 of the Italian Civil Code, the Meeting may resolve, with the majority of the share capital represented, to adjourn the Meeting, specifying the new location, date and time for its continuation. The date for continuation of the Meeting shall be set in consideration of the cause of the interruption, but shall not in any case exceed thirty days.

Article 7 – Discussion

- 1) The Chairman shall explain the items on the agenda and may invite the Directors, Statutory Auditors and employees of the Company to assist him in doing so. The order of the items on the agenda may be modified by a majority vote of the share capital represented in the Meeting.
- 2) The Chairman directs the Meeting and guarantees the propriety of the discussion and the right to speak of the shareholders. To this end, at the beginning of the Meeting, the Chairman sets the maximum duration of

remarks, which may not ordinarily exceed fifteen minutes. The Chairman may ask speakers to finish their comments if they exceed the time limit or are not addressing the items on the agenda and shall prevent obvious abuses of speaking privileges by shareholders, including by interrupting their comments or, in extreme circumstances, ordering that the shareholder engaging in such behaviour be removed from the Meeting for the remainder of the discussion.

- 3) Requests to speak on items on the agenda may be presented to the Meeting secretariat from the beginning of the Meeting until the Chairman opens the discussion on the relevant item. The Chairman normally invites those entitled to speak in the order their requests are submitted. Each Shareholder may speak only once on each item in the agenda.
- 4) Normally, the Chairman or those Directors, Statutory Auditors and employees of the Company or its subsidiaries invited by him to do so, responds to the shareholders' comments once all the shareholders have finished speaking on each item in the Agenda. The Chairman may interrupt the Meeting for no more than two hours in order to respond to the comments. Once the response is completed, the Chairman declares the discussion at an end. Shareholders may not reply to the responses received. Once the discussion has ended, only brief declarations of vote are allowed.

Article 8 - Voting process

- 1) The Chairman shall decide whether votes on each item in the agenda will take place after the discussion on one item only or after the discussion on more than one item.
- 2) Before the beginning of the voting process, the Chairman shall readmit to the Meeting those shareholders who left the meeting room during the discussion.
- 3) Voting is by open ballot.
- 4) The Chairman regulates the voting process and may set a time limit for voting. At the end of the voting, the votes are counted. Once this is completed, the Chairman himself, or the secretary or the notary, announces the results to the Meeting.
- 5) Votes expressed in a manner that differs from the procedure established by the Chairman are considered void.
- 6) Shareholders who vote against or who abstain from voting on an item on the agenda shall give their name to the staff specifically appointed for this purpose. Once voting for all items on the agenda is completed, the Chairman shall declare the Meeting at an end.

Article 9 - Final provisions

- 1) For matters not expressly regulated by these Rules, the Italian Civil Code and specific laws concerning these matters and the By-laws shall apply.



Eni SpA

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Capital Stock as of December 31, 2018: € 4,005,358,876.00 fully paid

Tax identification number 00484960588

Branches

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Piazza Ezio Vanoni, 1 - San Donato Milanese (Milan) - Italy

Publications

Financial Statement pursuant to rule 154-ter paragraph 1 of Legislative Decree No. 58/1998

Annual Report

Annual Report on Form 20-F for the Securities and Exchange Commission

Fact Book (in Italian and English)

Interim Consolidated Report as of June 30 pursuant to rule 154-ter paragraph 2 of Legislative Decree No. 58/1998

Corporate Governance Report pursuant to rule 123-bis of Legislative Decree No. 58/1998

(in Italian and English)

Remuneration Report pursuant to rule 123-ter of Legislative Decree No. 58/1998

(in Italian and English)

Eni in 2018 - Summary Annual Review (in English)

Eni For 2018 - Sustainability Report (in Italian and English)

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