

INFORMATIVE DOCUMENT

PREPARED IN ACCORDANCE WITH ARTICLE 114-*BIS* OF ITALIAN LEGISLATIVE DECREE N.58/1998 (CONSOLIDATED LAW ON FINANCE - TUF) AND ARTICLE 84-*BIS* REGULATION ADOPTED BY CONSOB WITH RESOLUTION 11971 OF MAY 14th, 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED ("ISSUERS' REGULATION")

LONG-TERM MONETARY INCENTIVE PLAN 2014 - 2016

Introduction

This Informative Document, prepared in accordance with article 84-*bis* (Annex 3 A, scheme no.7) of the Issuers' Regulation, has been prepared by Eni S.p.A. ("Eni") to provide information to its shareholders and to the market in relation to the proposed adoption of the Long-Term Monetary Incentive Plan 2014-2016 (the "Plan"), approved by the Board of Directors of Eni on March 17th, 2014, which will be submitted for approval in accordance with art. 114-*bis* of the Consolidated Law on Finance to the Ordinary Shareholders' Meeting convened on May 8th, 2014, in single call (the "Shareholders' Meeting").

The Plan does not provide for the allocation of financial instruments, but only for the assignment of monetary incentives, determined also on the basis of a performance condition linked to the performance of the Eni share during the three-year period in question (Total Shareholder Return). For this reason, the Informative Document does not contain the information required for schemes that consider the allocation of shares or share options.

This Plan applies to Eni and its subsidiaries excluding those with shares listed on regulated markets and companies controlled by them, and it is considered to be of "particular significance" under art. 84-*bis*, paragraph 2, of the Issuers' Regulation since it is intended for the subjects referred to in art. 114-*bis* of the Consolidated Law on Finance, and in particular:

- i) for the Chief Executive Officer of Eni who will be appointed by the Board of Directors following the Shareholders' Meeting;
- ii) to the Chief Operating Officers of Eni;
- iii) for the managers of Eni and its subsidiaries who are considered "Managerial Resources Critical for the Business", identified among those who occupy the positions that are most directly responsible for the business performance or that are of strategic interest and who, at the date of assignment, are employees and/or working for Eni and its subsidiaries, including Managers with Strategic Responsibilities of Eni.

This Informative Document is available to the public at the registered office of Eni Piazzale E. Mattei, 1, Roma, in the "Governance" section of the website of Eni (www.eni.com) and in the manners specified by Article 84-*bis* of the Issuers' Regulation.

Definitions

Below is a description of the meanings of certain terms used in the Informative Document:

<i>Eni</i>	Eni S.p.A. (with registered office in Piazzale E. Mattei, 1 Rome).
<i>Chief Executive Officer</i>	The Chief Executive Officer of Eni.
<i>Beneficiaries</i>	The addressees of the Plan.

<i>Chief Operating Officers</i>	The Division Chief Operating Officers of Eni. With reference to the current situation: the Chief Operating Officers of the Exploration&Production and Refining&Marketing Divisions.
<i>Managers with strategic responsibilities</i>	In accordance with Article 65, paragraph 1- <i>quater</i> of the Issuers' Regulation, the managers of Eni who have the power and responsibility, directly and indirectly, for planning, directing and controlling Eni, with reference to the managers who sit on the Management Committee and, in any case, those who report directly to the Chief Executive Officer.
<i>Managerial Resources Critical for the Business</i>	The managers of Eni and its subsidiaries identified during the annual implementation of the Plan among those who occupy the positions that are most directly responsible for the business performance or that are of strategic interest and who, at the date of assignment, are employees and/or working for of Eni and its subsidiaries, including Eni Managers with strategic responsibilities.
<i>The Board of Directors</i>	Board of Directors of Eni.
<i>Management Committee</i>	The Management Committee of Eni, with an advisory and support role to the activities of the Chief Executive Officer.
<i>Compensation Committee of Eni</i>	The Committee of Eni, composed entirely of non-executive and independent directors, whose composition, appointment, tasks and operating methods are governed by a special Regulation approved by the Board of Directors, having an advisory and consultative role in matters relating to remuneration.
<i>Subsidiaries</i>	Entities controlled by Eni under art. 2359 of the Italian Civil Code. For the purposes of the Plan, this shall exclude the Subsidiaries whose shares are listed on regulated markets and the companies they control.
<i>Assigned incentive</i>	Monetary amount assigned to the Beneficiaries and that may be paid at the end of a predetermined period (Vesting Period) according to predefined performance and retention conditions.
<i>Paid incentive</i>	Monetary amount paid to the Beneficiaries at the end of the predetermined time (Vesting Period) to a value linked to the levels of performance achieved within the terms and conditions set forth in the Plan.
<i>Vesting Period</i>	Three-year period between the time when the incentive is assigned and the time when the same can be paid.
<i>Peer Group</i>	The group of companies used for comparison with Eni of the business performance according to the defined performance parameters, consisting of the major international oil companies, namely: Exxon, Chevron, BP, Shell, Total and Repsol.
<i>Regulation</i>	The document, approved annually by the Board of Directors, which governs the conditions of each annual assignment of the Plan.
<i>Total Shareholder Return (TSR)</i>	Indicator that measures the overall performance of a share as the sum of capital gains and reinvested dividends
<i>Net Present Value of Proved reserves (NPV)</i>	Indicator that represents the present value of the future cash flows of proved hydrocarbon reserves, net of future production and development costs and related taxes
<i>Eni share</i>	Ordinary share issued by Eni, listed on the Electronic Stock Market of Borsa Italiana S.p.A.

1. The addressees

- 1.1 The indication of the names of the addressees who are members of the board of directors or management board of the financial instrument issuer, of the companies controlling the issuer and the companies directly or indirectly controlled by it

The Plan applies to the Chief Executive Officer who will be appointed by the Board of Directors following the Shareholders' Meeting.

If any of the Beneficiaries described in section 1.2 below are persons for whom, under current regulations, identification by name is required, also in relation to the position of Director possibly covered in a Subsidiary, the Company will provide the market with the related information, at the time of the notifications provided by Article 84-*bis*, paragraph 5, of the Issuers' Regulation.

- 1.2 The categories of employees or collaborators of the financial instrument issuer and companies controlling or controlled by this issuer

- The Chief Operating Officers;
- The managers of Eni and its Subsidiaries identified as Managerial Resources Critical for the Business at the time of the annual implementation of the Plan (currently 330 managers).

- 1.3 The names of the parties benefitting from the plan and belonging to the following groups:

- a) General Managers of the financial instrument issuer

Chief Operating Officers, currently identified as:

- Claudio Descalzi - Chief Operating Officer Exploration&Production Division
- Angelo Fanelli - Chief Operating Officer Refining&Marketing Division

- b) other managers with strategic responsibilities of the financial instrument issuer not classed as "small", in accordance with Article 3, paragraph. 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation assigned to the members of the board of directors or management board, and to the general managers of the financial instrument issuer

Not applicable.

None of the managers with strategic responsibilities of Eni have received a total compensation during the course of the year in excess of the highest total compensation assigned to the members of the Board of Directors and to the Chief Operating Officers of Eni.

- c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer

Not applicable.

- 1.4 Description and numerical indication, broken down according to category:

- a) managers with strategic responsibilities other than those specified under letter b) of

paragraph 1.3

The Managers with Strategic Responsibilities of Eni are currently 12.

- b) in the case of "small" companies, according to Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all managers with strategic responsibilities of the financial instrument issuer

Not applicable.

- c) any other categories of employees or collaborators for which different characteristics are envisaged for the plan

Not applicable.

2. The reasons behind the adoption of the plan

2.1 The objectives to be achieved by means of the attribution of plans

The Plan was introduced as a tool of incentive and loyalty of the management most critical for the company and aims to support the achievement, in line with international best practices, of the following objectives:

- further promote the alignment with the shareholders' interests in the medium to long term by the use of the Total Shareholder Return;
- a more sustainable value creation over the medium to long term through the introduction of the Net Present Value of proved hydrocarbon reserves.

For each annual assignment, the Plan provides for a three-year Vesting Period in line with the best practices in the industry at international level.

2.2 Key variables, including in the form of *performance* indicators considered in order to attribute the financial instrument based plans

The incentive levels are defined as a percentage of fixed remuneration, in accordance with the following principles of the remuneration policy adopted by Eni:

- compensation package for management suitably balanced between: i) a fixed component consistent with the powers and/or responsibilities assigned and ii) a variable component defined within maximum limits serving to fix the remuneration to the actual performance;
- consistency of the total remuneration with the market references applicable for similar positions or roles with a similar level of responsibility and complexity, in the context of company panels that are comparable with Eni;
- variable remuneration of the executive roles that have a greater influence on business performance levels characterised by a significant percentage of long-term incentive components, through an appropriate deferment over a period of at least three years in line with the long-term nature of the business activities of Eni;

The performance indicators can be found at paragraph 2.3.1 below.

2.3 Elements underlying the determination of the entity of the financial instrument based compensation, namely the criteria with which to determine it

See paragraph 2.2 and 2.3.1.

2.3.1 more detailed information

The value of the monetary incentives assigned to each beneficiary is differentiated according to the level of responsibility/criticality of the role, from a minimum of 20% up to a maximum of 100% of fixed remuneration, taking into account for the Chief Executive Officer the constraints provided by art. 84-*ter* of the Italian Legislative Decree of 21 June 2013 no. 69, converted with amendments by Law no. 98 of 9 August 2013 concerning the remuneration of Executive Directors of listed companies controlled by Public Administrations⁽¹⁾.

The performance conditions of the Plan are linked to the following parameters:

1. Total Shareholder Return (TSR) of the Eni share, with a weight of 60%, measured on an annual basis in the Vesting Period in terms of the relative positioning versus the Peer Group of reference.
2. Net Present Value of the reserves (NPV), with a weight of 40%, measured on an annual basis in the Vesting Period in terms of the relative ranking of the annual percentage variation vs. the Peer Group of reference.

The annual results are measured in terms of relative ranking in the Peer Group.

2.4 The reasons underlying any decision to assign financial instrument based compensation plans not issued by the financial instrument issuer

Not applicable.

2.5 Evaluations with regards to significant tax and accounting implications which have affected the definition of the plans

The structure of the Plan has not been affected by the applicable tax legislation or by accounting implications.

2.6 Any support of the plan by the special Fund to encourage workers to participate in businesses, pursuant to art. 4, paragraph 112 of Italian Law no. 350 of 24 December 2003

Not applicable.

3. **Approval process and timing of the allocation of the financial instruments**

3.1 Scope of powers and functions delegated by the shareholders' meeting to the board of directors in order to implement the plan

The Eni Board of Directors Meeting on March 17th, 2014 resolved, based on a proposal by the Compensation Committee and with the abstention of the Chief Executive Officer, to submit the Plan to the approval of the Shareholders' Meeting under art. 144-*bis* of the Consolidated Law on Finance;

Following the approval of the Shareholders' Meeting, the Board of Directors, exercising the powers that will be conferred by the Shareholder's Meeting, shall implement the Plan,

⁽¹⁾ In the implementation of said law, at the time of the renewal of the corporate bodies, a proposal relating to the remuneration of the Executive Directors of Eni and its subsidiaries will be submitted for the approval of the shareholders' meeting, according to which the remuneration referred to in art. 2389, paragraph 3, of the Italian Civil Code, for the Directors to whom the Board of Directors will confer the powers in the next mandate, cannot be set at more than 75% of the "total remuneration" for any reason determined, including that for any relationship of employment with the Company, during the current mandate.

including through delegation of powers, resolving: i) the annual assignment of the incentive to the Chief Executive Officer, ii) the approval of the Regulation of each annual assignment, iii) the identification of the Beneficiaries on the basis of defined criteria, iv) and any other terms and conditions for the implementation to the extent this does not conflict with the decisions of the Shareholders' Meeting.

3.2 Indication of the parties appointed to administrate the plan and their function and competence

The administration of the Plan is entrusted to the competent departments of the Eni Human Resources Division.

3.3 Any procedures in place for the review of plans, including in relation to any alteration of the basic objectives

There are no procedures for the amendment of the Plan.

3.4 Description of the methods by which to determine the availability and assign the financial instruments on which the plans are based

The Plan provides for the payment of cash incentives and does not provide for the allocation of financial instruments.

3.5 The role played by each director in determining the characteristics of said plans; any situations of conflict of interest arising concerning the relevant directors

In line with the recommendations of the Corporate Governance Code for Listed Companies, which Eni has adopted, the conditions of the Plan have been defined based on a proposal by the Compensation Committee, composed entirely of non-executive and independent Directors. The proposal to submit the Plan to the Shareholders' Meeting, under Article 114-*bis* of the Consolidated Law on Finance, was then approved by the Board of Directors, with the abstention of the Chief Executive Officer after obtaining the favourable opinion of the Board of Statutory Auditors under art. 2389 of the Italian Civil Code, paragraph 3.

The Plan, in relation to its Beneficiaries, constitutes a related party transaction subject to shareholders' approval under art. 114-*bis* of the Consolidated Law on Finance, therefore the specific procedures defined by Consob resolution no. 17221 of 12.3.2010 ("Regulation on related party transactions") are not applicable.

3.6 The date of the decision taken by the competent body to propose the approval of the plans to the shareholders' meeting and any proposal of a remunerations committee, where existing

The Board of Directors, on March 17th, 2014, based on a proposal by the Compensation Committee of January 29th, 2014, resolved to submit the Plan to the Shareholders' Meeting.

3.7 The date of the decision taken by the competent body with regards to the assignment of instruments and the potential proposal to said body by a remunerations committee, where existing

Not applicable.

3.8 The market price, recorded on said dates, for the financial instruments on which the plans are based, if traded on regulated markets

Official Eni share price at the date of March 17th, 2014 (the date of approval by the Board of Directors to submit the proposal of the Plan to the Shareholders' Meeting): 17.2725 €.

3.9 In the case of plans based on financial instruments traded on regulated markets, in what terms and how the issuer considers, when identifying the timing of the assignment of instruments in implementation of the plan, of the possible timing coincidence of:

i) said assignment or any decisions taken in this regard by the remunerations committee; and

ii) the diffusion of any significant information in accordance with art. 114, paragraph 1 of the Consolidated Law on Finance; for example, if such information is: a) not already public and able to positively affect market listings, or b) already public and able to negatively affect market listings.

Not applicable.

4. The characteristics of the instruments assigned

4.1 The description of the ways in which the compensation plans based on financial instruments are structured

The Plan provides for three annual assignments of cash incentives that may be paid after three years in a value linked to the performance achieved according to the predetermined criteria and parameters and the other defined conditions.

4.2 The indication of the period of effective plan implementation also with reference to any different cycles envisaged

The Plan provides for three annual assignments for the period 2014-2016. Each assignment is subject to a Vesting Period of three years and consequently the period of implementation of the Plan is between 2014 and 2019, with reference to the last possible payment, as described in the scheme below.

1) Incentive assigned in 2014 (payment in 2017)	Performance and vesting period			2017 (payment)
	2014	2015	2016	
2) Incentive assigned in 2015 (payment in 2018)	Performance and vesting period			2018 (payment)
	2015	2016	2017	
3) Incentive assigned in 2016 (payment in 2019)	Performance and vesting period			2019 (payment)
	2016	2017	2018	

4.3 The plan terms

The Plan will expire in 2019, at the end of the Vesting Period for the last assignment of 2016.

4.4 The maximum number of financial instruments, also in the form of options, assigned for each tax year in relation to the entities identified or the specified categories

The Plan provides for the payment of cash incentives and does not provide for the allocation of financial instruments.

4.5 The methods and clauses for the implementation of the plan, specifying if the effective attribution of the instruments is subject to conditions being met or given results being achieved, including performance-related; a description of said conditions and results

The performance conditions of the Plan are verified annually and at the end of each three-year period as the result of a careful process of verification of the results actually achieved by the Compensation Committee, in support of the resolutions passed on the matter by the Board of Directors.

The performance conditions of the Plan are linked to the following parameters:

1. Total Shareholder Return (TSR) of the Eni share, with a weight of 60%, measured on an annual basis during the Vesting Period in terms of the relative positioning versus the Peer Group.
2. Net Present Value of the reserves (NPV), with a weight of 40%, measured on an annual basis during the Vesting Period in terms of the relative ranking of the annual percentage variation vs. the Peer Group.

Scheme of the main features of the Plan

Parameter	Total Shareholder Return (per year) Indicator of ability to create value for shareholders in terms of dividends and price change	NPV (annual change in% eni vs peer group) Indicator of ability to generate cash flow and sustain long-term growth
Weight	60%	40%
Peer Group	BP, Chevron, Exxon, Shell, Repsol, Total	

The TSR measures the total return of a share as the sum of the components:

- i) capital gains: the ratio between the change in the share price (difference between the share price at the end and at the beginning of the reference period);
- ii) reinvested dividends: the ratio between dividends per share distributed during the reference period and the share price at the beginning of the reference period. Dividends are considered reinvested in the security on the ex-dividend date.

TSR is calculated annually in local currency, taking as the starting point of the analysis the last trading day of the year preceding the reference year, and as the end point of the analysis the last trading day of the reference year.

The Net Present Value represents the present value of the future cash flows of proved hydrocarbon reserves, net of future production and development costs and related taxes. It is stated in accordance with the rules of the FASB Extractive Activities - Oil and Gas (topic 932) allowing a consistent benchmark of data reported by oil companies.

The calculation of the key elements of this indicator includes:

- for proved reserves (developed and undeveloped), the valuation at the average price of the year, which remains unchanged in future years unless contractual variations are already defined;
- for production and development costs, a valuation at constant terms (not inflated);
- the application of a 10% standardized discount rate.

The Net Present Value will be normalized excluding the impact of divestment and acquisition operations in order to track the organic growth of the company. Data are published in 10-K and 20-F Forms which oil companies file under the U.S. Securities and Exchange Commission (SEC).

The scale for determining the annual multiplier of each indicator, in relation to the ranking in the Peer Group, is defined as follows:

Ranking	1 st	2 nd	3 rd	4 th	5 th	6 th	7 th
Multiplier	130%	115%	100%	85%	70%	0%	0%

At the end of each Vesting Period, the final multiplier for the payment is determined as the average of the annual multipliers, to be applied to the assigned incentive for the determination of the incentive to be paid. This incentive may be paid as a percentage between zero and 130%. There is no payment in the event of failure to reach the 5th rank for both indicators in at least one of the three year period.

The Plan provides for the adoption of clawback mechanisms for the recovery of any incentives that, as may be proven by the competent departments within a period of three years from the payment, are found to be not due. These mechanisms will be used in cases involving persons who have been responsible for wilfully altering the data used for the achievement of the objectives or who have reached the same objectives by displaying conduct that is contrary to Company or legal regulations, without prejudice to any other action permitted by law to protect the interests of Eni.

- 4.6 The indication of any restrictions of availability affecting the instruments assigned or the instruments from the year of the options, with specific reference to the terms within which subsequent transfer to the company or third parties is permitted or prohibited

Not applicable.

- 4.7 The description of any termination conditions in relation to the attribution of plans in the event that the addressees should carry out hedging operations that enable the neutralisation of any prohibitions of the sale of the financial instruments assigned, also in the form of options, or financial instruments arising from the exercise of these options

Not applicable.

4.8 The description of the effects determined by the termination of the employment

The Regulation of the Plan provides as follows:

- in cases of consensual termination of the employment relationship of the Beneficiary, or loss of control by Eni of the Subsidiary of which the Beneficiary is an employee, or transfer to a non-subsidiary of the company (or of the business unit) of which the Beneficiary is an employee, occurring by the date on which the Board of Directors establishes the final percentage for the payment, the incentive will be paid to Beneficiaries in proportion to the period between the assignment and the occurrence of the aforementioned events, as well as in relation to the results possibly recorded during this period;
- in the case of death of the Beneficiary, the heirs retain the right to receive the entire amount of the assigned incentive;
- in cases of unilateral termination of employment relationship, if the event occurs during the Vesting Period, there is no payment of the incentive.

For the Chief Executive Officer, in case of non-renewal of the mandate, the payment of each incentive assigned will nonetheless occur at the natural expiration of the Plan, in accordance with the performance conditions defined in the same.

4.9 The indication of any other causes for the cancellation of the plans

There are no causes for the cancellation of the Plan.

4.10 Reasons for the possible "redemption" by the Company of the financial instruments covered by the plans prepared under articles 2357 et seq. of the Italian Civil Code; the beneficiaries of the redemption, indicating whether this is intended only for certain categories of employees; the effects of the termination of the employment on said redemption

Not applicable.

4.11 Any loans or any benefits intended to be granted for the purchase of shares in accordance with art. 2358 of the Italian Civil Code.

Not applicable.

4.12 The indication of assessments of the forecast burden for the company on the date of the related assignment, as can be determined on the basis of the terms and conditions already defined, for the total amount and in relation to each plan instrument

The expected total spending of the three assignments provided by the Plan is approximately 60 million euro, in the case of achieving the target level of performance (100%) in each year of the vesting period of the three assignments.

4.13 The indication of any dilution effects on the capital determined by the compensation plans

Not applicable.

4.14 - 4.23

The sections concerning the allocation of shares and stock options are not applicable.

4.24

Not applicable.