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.
Remuneration Report 2018

Approved by the Board of Directors on 15th March 2018

The Report is published in the “Company/Governance” and “Publications” sections of the Company website (www.eni.com)
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Dear Shareholders,

I am very pleased to present, on behalf of the Committee and of the Board, the annual Remuneration Report.

In the first section, the Report describes the Remuneration Policy planned for 2018, as prepared by the Committee established following the most recent appointment of the corporate bodies, the members of which are the Board members Pietro Guindani, Alessandro Lorenzi, and Diva Moriani. To them, and to Board member Karina Litvack, who has been called upon by the new Board to perform new duties, I extend my personal thanks for the important work they did during the previous term and over these last few months of joint effort.

In 2017, upon completion of the preparatory work that began in 2016, the Committee first finalized the proposals related to revision of the variable incentive system for Eni senior management and, in particular, supported the Board in defining the new equity-based 2017-2019 Long-Term Share Incentive Plan. These proposals represented the main change in the 2017 Remuneration Policy and has been widely approved by shareholders (with 96.33% of those in attendance voting in favour).

The Committee formed after appointment of the corporate bodies began working in April 2017, performing preliminary groundwork aimed at defining remuneration for Directors with delegated powers for the upcoming term (2017-2020) by reviewing developments in the regulatory framework and benchmarking remuneration levels and practices in relevant markets.

To this end, the Committee took account of the end of the regulatory restrictions in force at the beginning of the previous term concerning the remuneration of Directors with delegated powers of publicly controlled companies, assessing:

− with regard to the Chairman of the Board of Directors, the need to adapt remuneration to the complexity, powers and responsibilities of the position held, while also taking account of median remuneration levels in relevant markets, which is made up of the leading publicly listed Italian corporations;
− with regard to the Chief Executive Officer and General Manager, the need to readjust fixed remuneration so as to allow for the potential recovery, in total pay resulting from application of the variable incentive systems defined under 2017 policies, of the statutory reduction imposed during the previous term. In making this assessment, the Committee was supported by in-depth analyses of remuneration benchmarks conducted with the support of leading advisory firms. This enabled us to make a proposal balancing the need to provide Eni’s Chief Executive Officer with a performance-based, competitive and motivating remuneration package, given the challenges successfully faced since 2014, and the need to maintain a profile of general consistency with the applicable market benchmarks in the international oil&gas industry, as well as with past Company practice.

The Committee’s proposals concerning the remuneration of Directors with delegated powers were approved by the Board of Directors at the meetings of 19th June and 27th July 2017. During the remainder of the year, the Committee’s efforts focused on its annual plan. More specifically, given the great importance that Eni places on dialogue and interaction with investors, we implemented, with the support of the competent Company functions, a structured plan of meetings with leading institutional investors and proxy advisors. This was done in order to receive their feedback and evaluate their orientation for the purposes of defining the 2018 Remuneration Policy, receiving indications and suggestions to help us constantly improve this Report.

In light of the feedback received, as well as the Committee’s assessment of the adequacy, overall consistency, and actual application of the 2017 Policy Guidelines, the update to the remuneration benchmark in the relevant market, and the monitoring of trends in market best practice, the Committee defined the proposals for 2018 Remuneration Policy, in line with those of 2017, while taking account of the decisions of the Board following the election of the corporate bodies.

These proposals were then submitted to the Board of Directors for approval on 15th March 2018 as described in the first section of this Report.

It is my hope that the decisions made, which are consistent with the remuneration policy framework approved by the previous Shareholders’ Meeting, will be understood and appreciated, and I would like to thank you in advance, on behalf of the Committee as well as my own, for your support for the Remuneration Policy planned for 2018.

5th March 2018

Chairman of the Remuneration Committee

ANDREA GEMMA
This Report was approved by the Board of Directors on 15th March 2018, as per the recommendation of the Remuneration Committee, in accordance with applicable legal and regulatory requirements.

It defines and illustrates:
- in the first section, the 2018 Policy adopted by Eni SpA (hereafter “Eni” or the “Company”) for the remuneration of Directors and Managers with strategic responsibilities, specifying: the general aims pursued, the bodies involved, and the procedures used to adopt and implement the Policy. The general principles and guidelines outlined in this Report also apply to the remuneration policies of companies directly or indirectly controlled by Eni;
- in the second section, the remuneration paid in 2017 to Eni Directors, Statutory Auditors, Chief Executive Officer and General Manager and other Managers with strategic responsibilities.

The Policy described in the first section of the Report has been prepared in line with the recommendations on remuneration of the Italian Corporate Governance Code for listed companies [the “Corporate Governance Code”], in the version last approved in July 2015, which Eni adopted, as well as with recent recommendations by the Corporate Governance Committee.

The two sections of the Report are preceded by a summary (“Executive Summary”) in order to provide an easily accessible overview of the key elements of the 2018 Policy. The Executive Summary also provides some additional information in order to describe the context in which remuneration choices have been made (with reference to the performance and sustainability indicators, the results of the engagement process with leading proxy advisors and shareholders, the vote results on the Remuneration Report at the last Shareholders’ Meetings).

Finally, the Report lists the shareholdings held by Directors, Statutory Auditors, Chief Executive Officer and General Manager and other Managers with strategic responsibilities and explains how the terms of the 2017-2019 Long-Term Incentive Plan were applied in 2017, in accordance with applicable regulation.

The text of this Report will be published no later than twenty-one days before the date of the 2018 Shareholders’ Meeting at which investors will be invited to approve the 2017 financial statements as well as to vote on a non-binding resolution regarding the first section of the Report, in accordance with applicable regulation. The text of the Report is available at the Company’s registered headquarters, on the Company website in the sections “Company/Governance” and “Publications”, or via the website of the provider of disclosure and storage services for regulated information “1Info” [available at www.1info.it].

The documents relating to existing remuneration plans based on financial instruments are available in the “Company/Governance” section of the Company website.

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[2] Those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling Eni fall under the definition of “managers with strategic responsibilities”, in accordance with Art. 65, paragraph 1-quater of the Issuers Regulation. Eni Managers with strategic responsibilities, other than Directors and Statutory Auditors, are those who sit on the Management Committee and, in any case, those who report directly to the Chief Executive Officer and to the Chairman of the Board of Directors. For more information on the organisational structure of Eni, see the “Company” section of the Company’s website (www.eni.com).
[3] The remuneration policies of the subsidiaries will be determined in respect of the principle of their management autonomy, in particular for listed companies and/or those subject to regulation, as well as in accordance with the provisions of local legislation.
[4] For further information on the terms of adoption of Eni’s Corporate Governance Code, please refer to the section “Company/Governance” on the Company website.
[5] Letter of the Chairman of the Committee to the Chairmen of the boards of Italian listed companies of 13 December 2017.
The Eni Remuneration Policy is deliberated by the Board of Directors, following a proposal by the Remuneration Committee, which is entirely made up of Non-Executive, Independent Directors. It is defined in accordance with the corporate governance model adopted by the Company, as well as in line with the provisions of the Corporate Governance Code. The Policy aims to align the interests of management with the long-term profitability of the Company, in accordance with the guidelines defined in the Strategic Plan of the Company. In particular, the Policy recognizes the importance of a long-term approach to remuneration, which is consistent with the principles and criteria provided for in the 2017 Remuneration Policy and in implementation of the applicable provisions of law and by-laws.

The 2018 Policy also describes the remuneration approved by the Board of Directors elected by the Shareholders’ Meeting of 13th April 2017 for Directors with delegated powers (Chairman and Chief Executive Officer and General Manager) and for Non-Executive Directors in relation to their participation on Board Committees, in the light of the principles and criteria provided in the 2017 Remuneration Policy and in implementation of the applicable provisions of law and by-laws.

The following table describes the main elements of the approved Guidelines for the remuneration of the Chief Executive Officer and General Manager, and the other Managers with strategic responsibilities (MSR).

(9) See 2017 Remuneration Report, Section I, chapter entitled Remuneration Policy Guidelines 2017 (page 17 et seq.).
(10) The conditions of the new Long-Term Incentive Plan are described in the section “Remuneration Policy Guidelines 2018 – Chief Executive Officer and General Manager – Variable remuneration: long-term share incentives” of this Report, as explained in more detail in the Information Document prepared in accordance with Art. 114-bis of Consolidated Law on Financial Intermediation and Art. 84-bis of the Issuers Regulation and available on the Company’s website.
(11) Art. 2389, third paragraph, of the Civil Code and Art. 24 of the By-laws.

The 2018 Remuneration Policy does not contain substantial changes compared with the policy approved in 2017 for the 2017-2020 term and is characterised by the adoption of a new, simpler variable incentive system, based on a short-term Share-Based Incentive Plan, featuring a three-year deferral mechanism applicable to a portion of accrued bonuses and subject to specific performance conditions over a three-year term, to ensure the medium-term sustainability of results achieved in the short-term. A Long-Term Share-Based Incentive Plan, effective in managing the greater incentive on long-term performance and aimed at achieving medium to long-term objectives that are consistent with the Strategic Plan and the expectations of shareholders, as measured by comparison with the performance achieved by a defined Peer Group.
**Table 1**

<table>
<thead>
<tr>
<th>PURPOSE</th>
<th>TRIMMED CORRIDORS</th>
<th>PRACTICES/OUTCOMES</th>
<th>PRIZE</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Non-Compete of Office</strong></td>
<td><strong>Payments Due</strong></td>
<td><strong>Benefits</strong></td>
<td><strong>Incentive Plan</strong></td>
</tr>
<tr>
<td>Remuneration policy 2018 confirms the core remuneration ceiling was approved by ESGS organized as follows.</td>
<td>Remuneration levels reflect executive responsibilities, performance, and the interests of the Company and Shareholders.</td>
<td>Incentive programs should align the behavior of executives with the long-term interest of the Company.</td>
<td>Payable portion deferred at 100% of fixed remuneration.</td>
</tr>
<tr>
<td>Economic measures: are based upon executive remuneration, executive performance, and the balance of interests between the Company and the Shareholders.</td>
<td>Incentive programs aim to promote the Company’s sustainable growth and align it with the interests of the shareholders.</td>
<td>Executive insurance is paid up to 100% of fixed remuneration.</td>
<td>Incentive plans are complemented with fixed remuneration.</td>
</tr>
<tr>
<td>Incentive plans are developed in the context of the Company’s growth strategy and its need to attract and retain senior management.</td>
<td>Incentive programs should encourage the alignment of the executive’s interests with the long-term interests of the Company and its Shareholders.</td>
<td>Executive insurance is provided up to 121% of fixed remuneration.</td>
<td>Executive insurance is paid by the Remuneration Committee and having heard the opinion of the Board of Statutory Auditors,</td>
</tr>
</tbody>
</table>

**Short-Term Remuneration**

- **Incentive Plan**
  - The performance scale is made up of two components:
    - Incentive base
    - Total Incentive award
  - Target result is defined as a percentage of fixed remuneration, and differs depending on the level of assigned role.
  - Educational awards at the end of vesting period:
    - Awarded shares
    - Shares granted at the end of vesting period
  - Determined applying a multiplier between zero and 180% of the number of awarded shares.

**Executive Employment Relationship**

- **Executive employment relationship**:
  - Management managements of long-term gains in sustainable and long-term perspectives.
  - Determined by the ratio between the monetary value (calculated as a percentage of fixed remuneration differentiated according to the level of the role), and the price of the award, calculated as the average of the daily prices recorded in the four months before the month in which the executive employment relationship began.

**Executive Employment Relationship with Restricted Shares**

- **Executive employment relationship**:
  - Management of long-term gains in sustainable and long-term perspectives.
  - Determined by the ratio between the monetary value (calculated as a percentage of fixed remuneration differentiated according to the level of the role), and the price of the award, calculated as the average of the daily prices recorded in the four months before the month in which the executive employment relationship began.

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### Summary indicators

#### PERFORMANCE AND REMUNERATION

In 2010–2013, as shown in Chart 1, Eni delivered a Total Shareholder Return of 46%, compared with 10.7% in the Peer Group, while the FTSE Mib index produced a 15% CAGR (Compound Annual Growth Rate) in an average 5.6% for the peer companies’ respective benchmark Stock market indices. Chart 2 shows the comparison between developments in TSR and total ESGM remuneration in 2012–2017.

The remuneration of the Chief Executive Officer and General Manager (75%) is given at the top of the table in Chart 3, taken account of the taper of the requirement for a remuneration cap at 90% for the 2013–2015 terms, on which the German remuneration benchmark to the companies in the Peer Group, submitted to an average of approval rate of 92.97%, in line with 2016 results. As shown in the following chart 6, the overall percentage of participants voting in favour in 2017 was 96.33%, while the subset of institutional investors voting in favour came to 96.20%, in line with 2016 results. These results are the outcome of ongoing dialogue maintained with leading investors and proxy advisors in order to further improve the Company’s remuneration policy.

#### ENVIRONMENTAL SUSTAINABILITY AND SAFETY

In 2011–2017, as shown in Chart 1, Eni delivered a Total Shareholder Return of 46%, compared with 10.7% in the Peer Group, while the FTSE Mib index produced a 15% CAGR (Compound Annual Growth Rate) in an average 5.6% for the peer companies’ respective benchmark Stock market indices. Chart 2 shows the comparison between developments in TSR and total ESGM remuneration in 2012–2017.

### Remuneration Report 2017 (Section I)

The Shareholders’ Meeting of April 13th, 2017, in accordance with the provisions of the applicable legislation (art. 224 of Legislative Decree 118/10), issued an advisory vote on the first section of the 2017 Remuneration Report.

The overall percentage of participants voting in favour in 2017 was 96.33%, while the subset of institutional investors voting in favour came to 96.20%, in line with 2016 results. As shown in the following chart 5, the overall percentage of participants voting in favour of the Shareholders’ meeting on the Eni Remuneration Policy show an average of approval rate of 92.97%, in line with 2016 results.

### Remuneration Report 2017 (Section I)

The Shareholders’ Meeting of April 13th, 2017, in accordance with the provisions of the applicable legislation (art. 224 of Legislative Decree 118/10), issued an advisory vote on the first section of the 2017 Remuneration Report.

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SECTION I – REMUNERATION POLICY 2018

| Corporate governance |

**BODIES AND PARTIES INVOLVED**

The Policy governing the remuneration of members of the Eni Board of Directors is defined in accordance with the provisions of law and the By-laws, according to which:
- the Shareholders’ Meeting determines the remuneration of the Chairman and other members of the Board of Directors, at the time they are appointed and for the entire duration of their term;
- the Board of Directors determines the remuneration of the Directors with delegated powers and of those who participate in Board Committees, after examining the opinion of the Board of Statutory Auditors.

In line with Eni’s corporate governance system, the Board is also responsible for:
- defining the Company’s targets and approving the Company’s performance thereby determining the variable remuneration of eligible Directors;
- approving the general criteria for remunerating Managers with strategic responsibilities;
- subject to a proposal of the Chairman in agreement with the Chief Executive Officer, defining the remuneration structure of the Group Head of Internal Audit in accordance with the Remuneration Policies of the Company, on receipt of a favourable opinion from the Control and Risk Committee and having examined the opinion of the Board of Statutory Auditors.

In line with the recommendations of the Italian Corporate Governance Code, the Board of Directors is supported by a Committee of independent Non-Executive Directors, pursuant to law and Corporate Governance Code. According to the Committee’s rules, the Committee may be composed of Non-Executive Directors, a majority of whom shall be independent, provided that in this case the Chairman is chosen from among the independent Directors. The Committee’s rules also require that at least one of its members possess adequate knowledge and experience of financial matters or remuneration policies, as assessed by the Board at the time of his or her appointment (Art. 6.P.3).

**ENI REMUNERATION COMMITTEE**

**COMPOSITION, APPOINTMENTS AND TASKS**

The Eni Remuneration Committee was first established by the Board of Directors in 1996. Its composition and appointment, remit and terms of reference are governed by specific rules approved by the Board of Directors and published on the Company website, the Committee is composed of three to four Non-Executive Directors, all of whom meet the definition of independence as set out in Italian law and the Italian Corporate Governance Code. According to the Committee’s rules, the Committee may be composed of Non-Executive Directors, a majority of whom shall be independent, provided that in this case the Chairman is chosen from among the independent Directors. The Committee’s rules also require that at least one of its members possess adequate knowledge and experience of financial matters or remuneration policies, as assessed by the Board at the time of his or her appointment (Art. 6.P.3).

**CHART 7 - COMPOSITION OF THE REMUNERATION COMMITTEE**

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Andrea Gemma (Chairman)</td>
<td></td>
</tr>
<tr>
<td>Pietro A. Guindani</td>
<td></td>
</tr>
<tr>
<td>Alessandro Lorenzi</td>
<td></td>
</tr>
<tr>
<td>Diva Moriani</td>
<td></td>
</tr>
</tbody>
</table>

1. Composition following renewal of corporate bodies (Board of Directors’ decision on 13th April 2017 as announced in the press release of the same date). The Committee is entirely composed of Non-Executive and Independent Directors, pursuant to law and Corporate Governance Code.

2. Directors Guindani and Lorenzi have been appointed from the minority list.

The Chief Services & Stakeholder Relations Officer of Eni or, on his behalf, the Executive Vice President Compensation & Benefits, acts as Secretary to the Committee. The Secretary assists the Committee and its Chairman in the performance of their activities.

In line with the recommendations of the Italian Corporate Governance Code (Art. 6.P.4 and Art. 6.C.5), the Committee performs the following consultative and advisory functions for the Board of Directors:
- submits the Remuneration Report and in particular the Remuneration Policy for Directors and Managers with strategic responsibilities to the Board of Directors for approval, prior to its presentation at the Shareholders’ Meeting called to approve the year’s financial statements, in accordance with the time limits set by applicable law;
- periodically evaluates the adequacy, overall consistency and effective implementation of the Policy, formulating proposals, as appropriate, for approval by the Board of Directors;
- presents proposals for the remuneration of the Chairman and the Chief Executive Officer, including the various components of compensation and non-monetary benefits;
- presents proposals for the remuneration of Board Committee members;
- having examined the Chief Executive Officer’s input, proposes general criteria for the compensation of Managers with strategic responsibilities, the annual and Long-Term Incentive Plans, including equity-based schemes, sets performance objectives and assesses performance against them, in connection with the determination of the variable portion of remuneration for Directors with delegated powers and with the implementation of the approved incentive plans;

12. For more information regarding the Eni corporate governance system, please refer to the “Corporate Governance Report” published in the “Company/Governance” section of the Company website.

13. The rules of the Remuneration Committee are available in the “Company/Governance” section of the Company’s website.

14. Total 2017 figures on previous and current composition of the Committee, following the election of the corporate bodies.
- monitors execution of decisions taken by the Board;
- reports at the first available meeting of the Board of Directors through the Committee Chairman on the most significant issues addressed by the Committee during the meetings. It also reports to the Board on its activities at least every six months and no later than the time limit for the approval of the Annual Report and the Interim Report at 30th June, at the Board meeting designated by the Chairman of the Board of Directors. Furthermore, in exercising its functions, the Committee may issue opinions as required by Company procedures in relation to operations with related parties, in accordance with specified procedures.

OPERATIONAL PROCEDURES
According to its rules, the Committee meets as often as necessary to fulfill its functions, usually on the dates established in the annual meeting schedule approved by the Committee itself, and in the presence of at least the majority of its current members. The Chairman of the Committee calls and chairs the meetings; in case of absence or impediment, the meeting is chaired by the oldest attending member. The Committee decides with an absolute majority of those present; in the case of tied votes, the Committee Chairman has a casting vote. The Committee Secretary, who may be assisted in this function by the Executive Vice President Compensation & Benefits, produces the minutes of the meetings. The Chairman of the Board of Statutory Auditors, or another Statutory Auditor designated by the Chairman, attends the meetings of the Committee; other Statutory Auditors may also attend the meetings. Meetings may be attended, at the invitation of the Chairman of the Committee on behalf the Committee, by the Chairman of the Board of Directors and the Chief Executive Officer; the meetings may also be attended by Managers of the Company or other persons, including other members of the Board of Directors, to provide information and feedback on specific agenda items. No Director and in particular no Director with delegated powers may take part in Committee meetings during which Board proposals relating to his or her remuneration are being discussed (Art. 6.C.6), unless they are deemed proposals regarding all the members of the Committees established within the Board of Directors. The provisions applicable to the composition of the Committee shall remain applicable where the Committee is called upon to perform the duties required under the procedure for related-party transactions adopted by the Company. The Committee has the right to access information and Company managers as necessary to perform its duties, and to make use of external consultants, whose independence is assured, within the terms and limits of the budget set by the Board of Directors (Art. 4.C.1, letter e; Art. 6.C.7). The Committee shall report to the Board of Directors on the results of its meetings at each subsequent full Board meeting, in addition to providing half-yearly updates on the manner in which it has exercised its duties and the issues it has addressed (Art. 4.C.1, letter d).

ACTIVITIES PERFORMED IN 2017
In 2017, the Remuneration Committee, in its previous and current composition, met a total of 10 times, with an average attendance of 98% of its members and an average duration of 2 hours and 35 minutes. At least one member of the Board of Statutory Auditors participated in each meeting as well as, following the renewal of corporate bodies, the Chairman of the Board of Auditors. At the invitation of the Chairman of the Committee, the Chief Executive Officer and General Manager, Managers of the Company and advisors participated in specific meetings to provide information and clarifications requested by the Committee to pursue the enquiries conducted. In the first part of the year, the Committee focused on the following topics:

- review, with the assistance from leading law firms, of relevant updates to legal and regulatory requirements governing Directors or Managers severance arrangements under Italy’s national collective bargaining regime (CCNL);
- periodic evaluation of Remuneration Policy, as implemented in 2015, also with a view to developing new Policy proposals for 2017, which provided for the introduction of a new and
generally simplified variable incentive system, as discussed in greater detail in the 2017 Remuneration Report\textsuperscript{15};

(iii) verification of the Company’s 2016 results for the purpose of implementing the Short-Term and Long-Term Variable Incentive Plans, using a predetermined gap analysis method approved by the Committee in order to neutralise the positive or negative impact of exogenous factors and enable the objective assessment of the performance achieved;

(iv) definition of 2017 performance targets relevant to the variable incentive plans, with the introduction in the new Short-Term Incentive Plan with deferral\textsuperscript{16}, of the new “Severity Incident Rate” metric, which measures both the frequency and severity of injuries, replacing the previous metric, the Total Recordable Incident Rate (TRIR);

(v) definition of proposals for the implementation of the Deferred Monetary Incentive Plan for the Chief Executive Officer and General Manager, as well as for other senior executives;

[vi] definition of proposals for the new Short-Term and Long-Term Share Incentive Plans 2017-2019. The procedures and characteristics of the LTI Plan are described in the Information Document examined for subsequent approval by the Shareholders’ Meeting\textsuperscript{17}, in accordance with Art. 114-bis of the Consolidated Law on Financial Intermediation, and in the 2017 Remuneration Report\textsuperscript{18};

[vii] review of the 2017 Eni Remuneration Report;

[viii] review of the outcome of the meetings conducted with main institutional investors, before the 2017 Shareholders’ Meeting, in order to maximize shareholder consensus on the 2017 Remuneration Policy, as well as develop voting projections with the support of an international consultant.

\textsuperscript{15} 2017 Remuneration Report, Executive Summary (page 6) and Section I, 2017 Remuneration Policy Guidelines, (page 15 and ff.).

\textsuperscript{16} As in 2016, the Short-Term Incentive Plan with deferral retains a structure focused on essential milestones balanced in respect of the interests of the various stakeholders.

\textsuperscript{17} The new Long-Term Plan was approved by the General Meeting of Shareholders on 13th April 2017; the related information document is available on the Company’s website.

\textsuperscript{18} 2017 Remuneration Report, Section I, 2017 Remuneration Policy Guidelines, section “Long-Term Variable Incentive Plan” (page 19 et seq.).
[ix] definition, following the appointment of the corporate bodies, of the proposals for the remuneration of the Directors with delegated powers [Chairman - Chief Executive Officer and General Manager] for the 2017-2020 term, in particular with regard to the fixed component, consistently with the Eni 2017 Remuneration Policy and with the conditions of the 2017-2019 Long-Term Share Incentive Plan, approved by the Shareholders’ Meeting of April 13th, 2017.

As regards further, important activities carried out during the second half of the year, the Committee:

(i) examined the 2017 Shareholders’ Meeting vote results, with regard to the Eni Remuneration Report and the 2017-2019 Long-Term Share Incentive Plan, as compared with the results of the main Italian and European listed companies and the Peer Group;

(ii) finalised the proposal (2017 grant) for the implementation of the 2017-2019 Long-Term Share Incentive Plan for the Chief Executive Officer and General Manager and for Managers with strategic responsibilities;

(iii) review of the outcome of the first cycle of engagement conducted, after the 2017 Shareholders’ Meeting, with various Eni institutional investors and leading proxy advisors, as well as additional planned activities in the run up to the 2018 Shareholders’ Meeting, to enable the broadest possible understanding and sharing of the Policy;

(iv) started the review of 2018 Remuneration Policy Guidelines, with the support of the competent Company functions, in the light of the monitoring conducted of the developments in the regulatory framework and in market standards for reporting on remuneration issues.

ACTIVITIES PLANNED FOR 2018

The Committee scheduled eight meetings for 2018, three of which had already been held as of the date of approval of this Report, focusing on the following:

(i) periodic evaluation of Remuneration Policy as implemented in 2017, on the basis of the remuneration benchmark analysis performed, in accordance with the provisions of the Italian Corporate Governance Code (Art. 6. C.5), with the aim of developing new Policy proposals for 2018;

(ii) assessment of performance results against targets in 2017, and definition of new 2018 performance targets linked to the implementation of the short- and Long-Term Variable Incentive Plans;

(iii) the finalisation of the proposals in respect of the implementation of the Annual Variable Incentive Plan with deferral for the Chief Executive Officer and General Manager and of the associated Regulation for other senior managers;

(iv) review of this Report in preparation for the Board of Directors approval;

(v) review of the outcome of the first cycle of engagement conducted with the main Eni institutional investors and proxy advisors, before the 2018 General Meeting, in order to maximize shareholder consensus on the 2018 Remuneration Policy, as well as develop voting projections with the support of an international consultant.

In 2018 the Committee will examine the vote results of the 2017 Shareholder’s Meeting, and will implement the LTI Plan for the Chief Executive Officer and General Manager as well as – Managers with strategic responsibilities, in accordance with the planned annual cycle of activities. For the purposes of developing the Remuneration Policy Guidelines for 2018, the following activities will also be performed: (i) monitoring developments in the applicable regulatory framework and the voting policies of institutional investors and leading proxy advisors; (ii) examining the findings of comparative studies of the Remuneration Reports published in 2018 in Italy and abroad; and (iii) definition of the programme of meetings with institutional investors and leading proxy advisors.

2018 REMUNERATION POLICY APPROVAL PROCESS

In performing its duties, the Remuneration Committee focused on defining the structure and contents of the Remuneration Policy, for the purposes of preparing this Report, specifically at meetings held on 5th December 2017, 25th January, 13th February and 5th March 2018, in accordance with the recommendations of the Italian Corporate Governance Code. In taking its decisions, the Committee reviewed the appropriateness, overall consistency and effective implementation of the Policy Guidelines approved for 2017.

In preparing this Report, it also considered national and international disclosure standards for the preparation of the Remuneration report, as well as feedback received during meetings with leading international consultants and proxy advisor. The Committee also considered comparative remuneration studies prepared by independent international consultants in the preliminary analysis for the 2018 Remuneration Policy proposals.

The 2018 Eni Remuneration Policy for Directors and other Managers with strategic responsibilities was approved by the Board of Directors at its meeting on 15th March 2018, following a proposal by the Remuneration Committee, alongside approval of this Report.

Once approved, policies are implemented by management in accordance with instructions from the Board of Directors and with the assistance from relevant Company departments.

ENGAGEMENT ON REMUNERATION POLICY

The Committee reports to the Shareholders’ Meeting called to approve the financial statements on the manner in which it exercises its functions, through its Chairman or another member designated by the Chairman, in accordance with the recommendation of the Italian Corporate Governance Code [Art.6 - Comment] and with the aim of building a constructive dialogue with shareholders and investors. The Committee is informed of the annual engagement programme with main institutional investors and proxy advisor, devised by staff from Investor Relations and Compensation & Benefits, monitoring its outcome for the purposes of assessing the feedback received. Between the end of 2017 and the beginning of 2018, management held a first round of meetings with leading proxy advisors and institutional investors to acquire information on development in the guidelines and voting policies of investors and proxy advisors as well as receiving feedback on the Remuneration Report submitted to shareholders’ vote in 2017. Overall, the Eni Remuneration Policy was considered balanced and the level of disclosure offered in the Report was also assessed as being in line with market best practice. A second round of meetings with interested investors may be organised after publication of this Report, in order to ensure broader understanding and provide any necessary clarifications on the 2018 Remuneration Policy Guidelines.
Purpose and general principles of the Remuneration Policy

PURPOSE

The Eni Remuneration Policy is defined in accordance with the governance model adopted by the Company and with the recommendations of the Italian Corporate Governance Code (referred to below in the main principles and implementation criteria). The remuneration of Directors and Managers with strategic responsibilities is established in order to attract, motivate and retain individuals of high professional and managerial standing (Art. 6.P.1). CEO and Managers with strategic responsibilities remuneration is also aimed at ensuring the alignment of management interests with the primary goal of creating value for shareholders over the medium to long-term (Art. 6.P.2).

Eni’s Remuneration Policy contributes to achieving the Company’s mission and strategies, by:

- promoting actions and behaviours reflecting the Company’s values and culture, consistent with the principles of plurality, equal opportunity, non-discrimination, enhancement of individuals’ knowledge and skills, fairness and integrity, as described in the Code of Ethics and Eni Policy “Our People”;
- recognising roles and responsibilities, results, and the quality of professional contribution, taking into account the operating environment and relevant market pay scales;
- defining incentive structures that are tied to the sustainable long-term achievement of financial, business development, operational and individual objectives, consistent with the Company’s Strategic Plan and the duties assigned.

GENERAL PRINCIPLES

In pursuing the above, the remuneration of Directors and Managers with strategic responsibilities is defined in line with the following principles and criteria:

REMUNERATION OF NON-EXECUTIVE DIRECTORS

Remuneration of Non-Executive Directors is commensurate with the effort required for participation on Board Committees set-up in accordance with the Articles of Association (Art. 6.P.2); appropriate differentiation between the remuneration afforded to Committee Chairmen and that of other Committee Members, considering the different roles respectively held regarding coordination of work and relationships with Corporate bodies and managerial teams; Non-Executive Directors are not beneficiaries of variable incentive plans, including equity-based ones, unless decided otherwise by the Shareholders’ Meeting (Art. 6.C.4).

STRUCTURE OF EXECUTIVE REMUNERATION

The remuneration package is appropriately balanced between a fixed and a variable component, in relation to the strategic objectives and the risk management policy of the Company, taking due account of the business sector (Art. 6.C.1.a).

MARKET REFERENCES

Total remuneration packages aim for consistency with standard market values applicable for positions or roles of similar level of responsibility and complexity, based on panels of relevant comparators that were developed through benchmarking analysis carried out by international remuneration advisors.

FIXED REMUNERATION

The fixed component is consistent with role and/or responsibilities, as well as adequate in the event the variable component is not delivered (Art. 6.C.1.c).

VARIABLE REMUNERATION

The variable component is defined within maximum limits (Art. 6.C.1.b), and is aimed at aligning remuneration with performance actually achieved.

INCENTIVE TARGETS

Targets related to short and long-term variable remuneration, including equity-based compensation, are defined in a manner consistent with the four-year Strategic Plan and with the expectations of shareholders, in order to foster a strong focus on results. Targets are defined in advance, measurable and mutually complementary in order to fully capture the priorities that underpin the Company’s overall performance (Art. 6.C.1.c). These targets are defined so as to ensure:

- annual performance assessment, on the basis of a balanced scorecard that values the overall business and individual performance, defined in relation to each area of responsibility, and for those in charge of internal audit responsibilities, in line with their specific assigned role (Art. 6.C.3);
- the definition of Long-Term Incentive Plans that allow Company performance to be evaluated both in absolute terms, i.e. based on the capacity to generate sustained growth in profitability, and in relative terms compared with a Peer Group, by way of a ranking against Eni’s main international competitors.

SUSTAINABILITY OF RESULTS

Remuneration for executive roles with the greatest influence on business performance contains a significant percentage of...
incentive components, particularly long-term awards [Art. 6.P.2]. The vesting period and/or incentive deferral period are defined over a period of at least three years, in line with the long-term nature of the business activities performed and with the associated risk profile [Art. 6.C.1.e].

EQUITY-BASED COMPENSATION PLANS
Equity-based compensation plans are designed to ensure alignment with shareholders expectations over the medium to long-term, by way of: three-year vesting periods, linkage with pre-determined and measurable performance targets, the provision of a lock-up period that applies to a proportion of share awards [Art. 6.C.2].

VERIFICATION OF RESULTS
Incentive awards linked to remuneration delivered pursuant to a detailed verification process that assesses performance against assigned targets, net of the effects of exogenous variables22, on the basis of a variance analysis methodology approved by the Committee, in order to recognise actual value-added attributable to managerial actions.

CLAWBACK CLAUSES
The adoption, with specific Rules approved by the Board of Directors, acting on a proposal of the Remuneration Committee, of a mechanism that provides for the variable component of remuneration, if already paid and/or granted, to be reclaimed, and if still subject to deferral, to be withheld, in instances where results underpinning such awards were based on data that subsequently proved to be manifestly misstated [Art. 6.C.1.f]. Beneficiaries must also make restitution of all incentives for the year (or years) for which they have been found responsible for:
- the wilful alteration of the data used in verifying performance for the purpose of entitlement to the incentive;
- and/or the commission of serious and intentional violations of law and/or regulations, the Code of Ethics or Company rules that are pertinent to or have an impact on the employment relationship, affecting the associated fiduciary relationship, without prejudice to any action allowed under law for the protection of the Company’s interests. The Clawback Rules provides that the activation of recoupment claims (or withdrawal of incentives awarded but not yet paid) must take place, once appropriate verification has been completed, within three years of payment (or award) in cases of error, and within five years in cases of deliberate intent to defraud.

NON-MONETARY BENEFITS
Non-monetary benefits are determined in line with relevant market comparators, consistent with local regulation, in order to complete and enhance the overall remuneration package, taking account of the roles and/or responsibilities, and allowing for relevant social security and insurance components.

SEVERANCE INDEMNITIES AND NON-COMPETITION AGREEMENTS
To the extent that additional payments may be awarded upon termination of employment and/or term of office for executive roles, and that non-compete agreements may apply for roles at greater risk of “poaching”, these are defined in terms of either a maximum amount or number of years of remuneration, in line with the remuneration received and the performance achieved, as per recommendations set forth in the implementation criteria [Art. 6.C.1.g] of the Italian Corporate Governance Code.

Remuneration Policy Guidelines 2018
This section contains the 2018 Remuneration Policy Guidelines defined by the Board of Directors on 15th March 2018 for Directors and Managers with strategic responsibilities. The 2018 Remuneration Policy Guidelines contain no substantial changes compared with what was previously described in the first section of the 2017 Remuneration Report examined by shareholders at the annual meeting of 13th April 2017, which was approved by favourable vote of 96.33% of those in attendance. In this section, we also present the remuneration for Directors with delegated powers [i.e. the Chairman and the Chief Executive Officer and General Manager], as recommended by the Remuneration Committee and having heard the opinion of the Board of Statutory Auditors, approved by the Board of Directors on 19th June and 27th July 2017. These resolutions were passed in line with the 2017 Remuneration Policy Guidelines and with the conditions of the 2017-2019 Long-Term Incentive Plan23. The Board took account of the end of the previous restrictions concerning the reduction of remuneration for directors with delegated powers of listed companies that are controlled, directly or indirectly, by government entities24 and of the results of comparative remuneration analyses with similar panels.

MARKET REFERENCES AND THE PEER GROUP
For the Chief Executive Officer and General Manager, the positioning of the Company’s remuneration is assessed by comparing similar roles only in the international oil&gas sector, with regard to upstream activities in particular and in line with the company’s strategy to increase its focus on this segment of the business. More specifically, the comparator group includes the main listed companies in the oil&gas sector, which are Eni’s competitors at the international level and possess comparable business characteristics [Anadarko, Apache, BP, Chevron, ConocoPhillips, ExxonMobil, Marathon Oil, Shell, Statoil, and Total]. These companies also make-up the Peer Group used for the relative comparison of Eni’s performance under the new Long-Term Incentive Share Plan.

[22] Exogenous variables are those events that, due to their nature or though Company choice, are not under the control of the managers, such as, for example, oil&gas prices or the euro/dollar exchange rate.
[23] Plan approved by the shareholders on 13th April 2017 in accordance with Article 114-bis of the Consolidated Law on Financial Intermediation.
For the Chairman and the Non-Executive Directors, the positioning of remuneration is assessed by comparing similar roles in the Top Italy panel, which is composed of the main companies listed on the FTSE MIB (Assicurazioni Generali, Atlantia, Enel, Intesa Sanpaolo, Leonardo, Luxottica, Mediaset, Mediobanca, Poste Italiane, Snam, Terna, TIM, and Unicredit).

For Managers with strategic responsibilities, the positioning of remuneration is assessed by comparing roles with the same level of managerial responsibility and complexity in national and international panels of companies within the industrial sector.

Comparisons of remuneration have been conducted with the help of the advisory firms Mercer, Willis Towers Watson, and Korn Ferry-Hag Group.

CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER

The 2018 Remuneration Policy Guidelines for the Chief Executive Officer and General Manager of the Company are in line with the 2017 Remuneration Guidelines and reflect the decisions of the Board of Directors of 19th June and 27th July 2017 as well as the model of organization and corporate governance adopted by the Company. In particular, the 2018 remuneration policies take account of: (i) the end of the regulatory restrictions concerning the remuneration of directors delegated powers of listed companies subject to government control; (ii) the conditions of the 2017-2019 Long-Term Plan approved by the Shareholders’ Meeting of 13th April 2017 in accordance with Article 114-bis of the Consolidated Law on Financial Intermediation; and (iii) the outcome of the comparative studies conducted by considering the total median remuneration of the companies within the Peer Group, appropriately compared to the dimensional characteristics of Eni.

FIXED REMUNERATION

Annual fixed remuneration (FR) approved by the Board of Directors on 19th June 2017 for the position of Chief Executive Officer and of General Manager totals €1,600,000 gross, which includes: (i) annual remuneration of €600,000 gross for the position of Chief Executive Officer, including annual remuneration of €80,000 gross for the position of member of the Board as approved by the Shareholders’ Meeting of 13th April 2017; (ii) a base salary of €1,000,000 gross for the executive employment relationship as General Manager. This remuneration encompasses any emoluments due for participation in the meetings of the boards of directors of other Eni subsidiaries and/or shareholdings.

In his capacity as Senior Manager, the General Manager is also entitled to receive an allowance for travel, in Italy and abroad, in line with the applicable provisions under the relevant national collective bargaining agreement for senior managers of industrial companies and with supplementary company-level agreements.

VARIABLE REMUNERATION: SHORT-TERM MONETARY INCENTIVE WITH DEFERRAL

The Short-term Incentive Plan with deferral, as approved by the Shareholders’ Meeting of 13th April 2017 under the Remuneration Policy Guidelines and as described in the 2017 Remuneration Report, provides for a portion of the incentive to be paid annually and a portion to be deferred for three-year period as described below. The 2018 Short-Term Incentive with deferral is linked to the achievement of the 2017 objectives approved by the Board of Directors on 28th February 2017. Achievement of the objectives is assessed net of the effects of exogenous variables [e.g. oil and gas prices or euro/dollar exchange rates] on the basis of a predetermined method of variance analysis as approved by the Remuneration Committee.
The 2018 objectives approved by the Board of Directors on 15th March 2018 for the 2019 short-term monetary incentive with deferral provide for maintenance of a structure that is focused on essential milestones in line with the Strategic Plan and balanced in respect of the interests of the various stakeholders. The structure and weighting of the different objectives are shown in the table below (Eni chart of annual objectives). The value of each objective, at the target performance level, is aligned with the budgeted value.

The incentive values as a % of fixed remuneration shown in the table were calculated as follows:

\[ \text{Threshold: } 83\% = 65\% \times (150\% \times 85\%); \]
\[ \text{Target: } 98\% = 65\% \times (150\% \times 100\%); \]
\[ \text{Max: } 146\% = 65\% \times (150\% \times 150\%). \]

In particular, with regard to the objectives of Environmental Sustainability and Human Capital, the use of the Severity Incident Rate (SIR) aims to focus Eni's commitment on reducing severe incidents, given that Eni has already achieved excellent results in terms of reducing the overall number of injuries. More specifically, SIR measures the frequency of total injuries recordable over the number of hours worked, assigning them increasing weights depending on the severity of the incident. In addition, maintaining the CO2 emissions target on operated production confirms Eni's strategic commitment to reducing the emission of greenhouse gases that are connected with climate change and is consistent with the target for 2025 announced to investors.

In line with the general remuneration policy principles, the STI Plan features the characteristics described below. Each target is predetermined and measured in accordance with a performance scale of 70-150 points (target = 100) in relation to the weight assigned to each objective. For purposes of the total incentive award, the minimum overall performance is 85 points. The total incentive is determined in reference to a minimum multiplier (performance = 85), target multiplier (performance = 100) and maximum multiplier (performance = 150), equal, respectively, to 85%, 100% and 150%, to be applied in relation to the performance achieved by Eni over the previous year. The chart below shows the value of the multiplier as a function of performance.

The total incentive (TI) is calculated using the following formula:

\[ \text{TI} = \text{FR} \times I_{\text{Target}} \times \text{Multiplier} \]

where \( I_{\text{Target}} \) is the incentive percentage at target performance level, which is set to 150% of total fixed remuneration for the Chief Executive Officer.

This incentive is divided into two portions:

1) A portion paid annually (\( I_{\text{Annual}} \)) equal to 65% of the total incentive.

\[ I_{\text{Annual}} = 65\% \times \text{TI} \]

The levels of the portion of the incentive payable annually, depending on the performance levels achieved, are shown in the table below.

<table>
<thead>
<tr>
<th>Annual performance</th>
<th>&lt;85</th>
<th>85 threshold</th>
<th>100 target</th>
<th>150 max</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual incentive (% of Fixed Rem.)</td>
<td>0%</td>
<td>83%</td>
<td>98%</td>
<td>146%</td>
</tr>
</tbody>
</table>

2) A deferred portion (deferred) equal to 35% of the total incentive, subject to further performance conditions during a three-year vesting period, as shown in the figure below.

[29] The incentive values as a % of fixed remuneration shown in the table were calculated as follows:

Threshold: 83% = 65% x (150% x 85%); Target: 98% = 65% x (150% x 100%); Max: 146% = 65% x (150% x 150%).
VARIABLE REMUNERATION:
LONG-TERM SHARE INCENTIVES
The 2017-2019 Long-Term Share Incentive Plan approved by the Shareholders’ Meeting of 13th April 2017, as described in the Remuneration Report and in the Disclosure Document published in 2017, ensures the following objectives in line with international best practice:
- strengthening the culture of management of business risk from the perspective of shareholders by incentivizing through share ownership;
- setting a more challenging minimum incentive threshold, positioned at median level;
- aligning performance conditions with the long-term expectations of shareholders, by reference to:
  • performance of the Company’s Total Shareholder Return over a three-year period compared with that of the reference stock market index, compared with the same performance of the main international competitors (the Peer Group);
  • incentivize the capacity to develop industrial assets, measured using the increase in net present value of hydrocarbon reserves over the medium/long-term (in accordance with standard SEC assessment methodology), measured in relative terms compared with the Peer Group.

The Plan provides for three annual awards starting from 2017, each with a three-year vesting period, in accordance with the timeline below.

CHART 10 - STI PLAN - TIMELINE

<table>
<thead>
<tr>
<th>CHART 11 - DEFERRED PORTION MULTIPLIER</th>
</tr>
</thead>
<tbody>
<tr>
<td>Multiplier</td>
</tr>
<tr>
<td>230%</td>
</tr>
<tr>
<td>130%</td>
</tr>
<tr>
<td>85%</td>
</tr>
<tr>
<td>Performance</td>
</tr>
<tr>
<td>70</td>
</tr>
<tr>
<td>85</td>
</tr>
<tr>
<td>100</td>
</tr>
<tr>
<td>150</td>
</tr>
</tbody>
</table>

The deferred portion payable at the end of the vesting period is determined by multiplying the initial deferred portion by the payment multiplier given by the average of the annual multipliers recorded over the three-year period in relation to the performance achieved based on the chart of annual Eni objectives. The multiplier of the deferred portion depends on the performance achieved as shown below.

The Deferred Incentive (I_{deferred}) payable at the end of the three-year deferment period is calculated using the following formula:

$$I_{deferred} = 35\% \times T^1 \times \text{Multiplier}$$

The levels of the payable deferred portion, depending on the performance levels achieved throughout the three-year period, are shown in the table below:

<table>
<thead>
<tr>
<th>TABLE 5 - LEVELS OF PAYABLE DEFERRED PORTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Average 3-year performance</td>
</tr>
<tr>
<td>&lt;85 threshold</td>
</tr>
<tr>
<td>85 target</td>
</tr>
<tr>
<td>100 max</td>
</tr>
<tr>
<td>Deferred incentive (% of Fixed Rem.)</td>
</tr>
<tr>
<td>0%</td>
</tr>
<tr>
<td>38%</td>
</tr>
<tr>
<td>68%</td>
</tr>
<tr>
<td>181%</td>
</tr>
</tbody>
</table>

[30] The incentive values as a % of fixed remuneration shown in the table were calculated as follows:
Threshold: 34% = 35\% \times (150\% \times 85\%) \times 85\%,
Target: 68% = 35\% \times (150\% \times 100\%) \times 130%,
Max: 181% = 35\% \times (150\% \times 150\%) \times 230%,
TSR_{ex}^{c}: TSR of the reference stock market index of the company to which TSR_{ex}^{c} applies;
\rho_{co,IDX}: correlation coefficient between the financial return of the share and the financial return of the reference market (FTSE MIB, S&P 500, FTSE 100, CAC 40, AEX, OBX).
This indicator was introduced in order to neutralize the potential effects of the performance of the respective stock market on the performance of each share. More specifically, this neutralisation is proportionate to the correlation between the share and the market over the same three-year period, by using the correlation coefficient.

2) Net Present Value (NPV) of proven reserves vs. the Peer Group, measured in terms of the annual percentage change, calculating the average annual performance over the three-year period (50% weighting).

The reference Peer Group is described in the section “Market References and Peer Group” (Anadarko, Apache, BP, Chevron, ConocoPhillips, ExxonMobil, Marathon Oil, Shell, Statoil, and Total). For the Chief Executive Officer and General Manager, the Plan conditions provide for the annual award of shares for a value equivalent to 150% (\$_{\text{target}}) of total fixed remuneration (FR), using the following formula:

\text{No. of granted shares} = \frac{\text{No. of awarded shares} \times \text{Multiplier}}{\text{Price_{Attr}}}

where the price of the award (\text{Price_{Attr}}) is calculated as the average of the daily official prices (source: Bloomberg) recorded in the four months before the date of the Board of Directors meeting that annually approves the plan rules and the award to the Chief Executive Officer and General Manager.

The granting of shares at the end of the three-year vesting period is determined using a final multiplier to be applied to awarded shares (calculated as the weighted average of the multipliers of each parameter) determined over the vesting period in relation to the position reached in the Peer Group.

Each multiplier may be between zero and 180%, with a threshold set at a median level, in accordance with the scale shown below.

**TABLE 6 - PERFORMANCE SCALE - MULTIPLIER**

<table>
<thead>
<tr>
<th>Ranking</th>
<th>1st</th>
<th>2nd</th>
<th>3rd</th>
<th>4th</th>
<th>5th</th>
<th>6th</th>
<th>7th</th>
<th>8th</th>
<th>9th</th>
<th>10th</th>
<th>11th</th>
</tr>
</thead>
<tbody>
<tr>
<td>Multiplier</td>
<td>180%</td>
<td>160%</td>
<td>140%</td>
<td>120%</td>
<td>100%</td>
<td>80%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
</tbody>
</table>

\text{Median positioning}

Grantable shares are calculated using the following formula.

\text{No. of granted shares} = \text{No. of awarded shares} \times \text{Multiplier}

The table below shows the thresholds, targets and maximum value of shares (as a percentage of fixed remuneration) grantable to the Chief Executive Officer and General Manager at the end of the vesting period, net of changes in share price over the same period^{31}.

**TABLE 7 - SHARE VALUES**

<table>
<thead>
<tr>
<th>Weighted average 3-year performance</th>
<th>&lt;26.6</th>
<th>26.6 threshold (\alpha)</th>
<th>100 target</th>
<th>180 max</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value of Shares (% of Fixed Rem.)</td>
<td>0%</td>
<td>40%</td>
<td>150%</td>
<td>270%</td>
</tr>
</tbody>
</table>

\(\alpha\): Achieved, for example, if the NPV indicator of proven reserves reaches the minimal level (6th place) for at least two years.

For executives still in service, the rules of the Plan state that 50% of the shares granted at the end of the vesting period are to remain restricted for one year from the granting date.

**NON-MONE TARY BENEFITS**

The Remuneration Policy provides for a life insurance policy and a permanent disability insurance policy covering injury or illness contracted in the workplace or elsewhere, and, as per provisions contained in the national collective bargaining agreement and the supplementary company agreements for Eni senior managers, for enrolment in the supplementary pension plan (FOPDIRE^{32}) and in the supplementary health plan (FISDE^{33}) together with a company car for business and personal use.

**PAY MIX**

The remuneration package for the Chief Executive Officer and General Manager includes a fixed component, a short-term variable component, and a long-term variable component, comprising a short-term incentive deferral and long-term share incentive valued using internationally recognized methodologies for remuneration benchmarks.

The pay mix, calculated by considering fixed remuneration as the base, is weighted significantly towards the variable components, with a dominant weighting attributed to the long-term component, as shown in the chart below.

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[31] The incentive values as a % of fixed remuneration shown in the table were calculated as follows:
- Threshold: 40% = 150% x 26.6%;
- Target: 150% = 150% x 100%;
- Max: 270% = 150% x 180%.
[33] Fund that reimburses healthcare spending for active or retired senior management and their family members (www.fisde-eni.it).
PAYMENTS DUE IN THE EVENT OF TERMINATION OF OFFICE OR EMPLOYMENT

For the Chief Executive Officer and General Manager, based on a proposal by the Remuneration Committee and having heard the opinion of the Board of Statutory Auditors, the Board of Directors resolved on 19th June 2017 to maintain the severance payments in the event of termination of office or of employment established in the 2017 Remuneration Policy Guidelines. These payments are as follows:

1. An indemnity for the administrative relationship in the event of dismissal without cause and/or non-renewal of the office, including in the event of resignation due to a substantive reduction of delegated powers. This indemnity has been set at two years of fixed remuneration for the position, for a total of €1,200,000, in accordance with European Commission Recommendation No. 385 of 30th April 2009.

2. An indemnity in the event of the consensual termination of the executive employment relationship in relation to termination of the associated administrative position in addition to standard post-employment benefits. This indemnity has been set, taking due account of the provisions of the appropriate national collective bargaining agreement, in accordance with the parameters and policies defined for Eni Managers with strategic responsibilities, equal to two years of annual fixed and variable remuneration for the General Manager position, excluding the Long-Term Share Incentive Plan and with mutual exemption from any obligation of advance notice, without payment of the related indemnity. In reference to criterion (6.C.1, letter g), of the Italian Corporate Governance Code, this indemnity is not due in the following cases: (i) dismissal for “just cause” under Article 2119 of the Italian Civil Code; (ii) resignation as Chief Executive Officer prior to the expiry of the term in office not justified by a reduction of delegated powers; (iii) in the event of death as governed by Article 2122 of the Italian Civil Code; (iv) dismissal from the role of Chief Executive Officer for just cause.

With reference to long-term incentives, in the event of early termination for the Chief Executive Officer and General Manager, due to resignation and not justified by a substantial reduction in powers or of dismissal for cause, all rights to the award and payment of incentives shall lapse. In the event of termination related to expiry of the term on the Board of Directors without renewal, the long-term incentives awarded during the term shall vest in accordance with the terms and conditions established by the respective regulations.

In order to safeguard the company’s interests from potential competitive risks related to the considerable international importance of the professional and managerial background of the Chief Executive Officer and General Manager, on 27th July 2017, the Board of Directors, based on the recommendation of the Remuneration Committee and having obtained a favourable opinion of the Board of Statutory Auditors, has also resolved to maintain the non-competition agreement in place since 2014, while extending the clause to geographical areas and industries that have taken on greater strategic importance over the last three years.

More specifically, the agreement, which can be activated at the sole discretion of the Board through the exercise of an option right, has the following characteristics: (i) period of validity of 12 months post-termination; (ii) restricted markets extended from exploration and production to also include the midstream sector; (iii) 18 restricted Countries with the addition of Mexico to those that were envisaged during the previous term (Algeria, Angola, Congo, Egypt, Ghana, Indonesia, Iraq, Italy, Kazakhstan, Libya, Mozambique, Nigeria, Norway, Russia, UK, USA, Venezuela); (iv) additional confidentiality and non-solicitation restrictions. Payment for the non-competition agreement provides for maintaining two components calculated on the basis of current remuneration levels and the extension of commitments undertaken: (i) a fixed component in the amount of €1,800,000; (ii) a variable component to be determined by the Board of Directors, based on a recommendation by the Remuneration Committee, in line with the average annual performance over the previous three years, as follows: for performance below the target, this component will be equal to zero; for performance on target, it will be €500,000; and for maximum performance, it will be €1,000,000. The average annual performance shall be calculated on the basis of annual performance achieved under the Short-Term Monetary Incentive Plan.

MANAGERS WITH STRATEGIC RESPONSIBILITIES

For Managers with strategic responsibilities, the 2018 Remuneration Policy Guidelines are unchanged on those for 2017, maintaining remuneration plans that are strictly in line with those of the Chief Executive Officer and General Manager, to better guide and align managerial action with the objectives set out in the Company’s Strategic Plan, and with the provisions and protections laid down by national collective bargaining agreement for senior managers.

In particular, the new Long-Term Share Incentive Plan and Short-Term Variable Incentive Plan with deferral — intended for the Chief Executive Officer and General Manager will also apply to Managers with strategic responsibilities.

[34] Information provided in accordance with Article 123-bis, paragraph 1, letter i), of the Consolidated Law on Financial Intermediation, as specified under note 24 above.
[35] It should be noted that, under Italian law, directors of joint-stock companies may not be appointed for terms of longer than three financial years, and their terms expire on the date of the meeting of shareholders held to approve the financial report for the last financial year of their term (Article 2383, second paragraph, of the Italian Civil Code).
[36] Payment of the option right, for a total of €500,000, was paid in full as reported on page 24 of Eni’s 2015 Remuneration Report (Section II, Table 1, note 4 b).
**FIXED REMUNERATION**

Fixed remuneration is based on roles and responsibilities assigned taking into consideration a graduated and a generally median to below-median positioning versus national and international executive markets for comparable roles. It may be updated periodically, during the annual salary review for all managers. Given current market comparators and trends, the 2018 Guidelines provide for a selective approach to salary reviews, while maintaining appropriate levels to ensure competitiveness and motivation.

More specifically, the proposed actions will include measures to adjust fixed/one-off remuneration for those in positions that have seen a significant increase in responsibility or scope, and to address retention risk and reward excellent performance.

In addition, in their capacity as Eni executives, Managers with strategic responsibilities are entitled to receive allowances due for travel in Italy and abroad, in line with applicable provisions of the Italian national collective bargaining agreement for senior managers and supplementary Company agreements.

**VARIABLE INCENTIVE PLANS**

*Short-term Variable Incentive Plan with deferral*

The Short-Term Incentive Plan with deferral, already described for the Chief Executive Officer and General Manager, will be implemented in 2018.

The targets set for Managers with strategic responsibilities are consistent with those assigned to the Chief Executive Officer and General Manager, on the basis of the same balancing of stakeholder interests, in addition to relevant individual targets, consistent with the responsibilities of the role and the provisions of the Company’s Strategic Plan. For Managers with strategic responsibilities, the target incentive levels for the Short-term Variable Incentive Plan differ depending on the role’s level of responsibilities and complexity and are limited to a maximum of 100% of fixed remuneration, with a maximum incentive level payable for the annual and deferred portions of 98% and 121% of fixed remuneration, respectively.

*Long-Term Variable Incentive Plan*


The Plan is directed at managers who are critical for the business and envisages three annual awards, starting in 2017, with the same performance conditions and characteristics as those described above for the Chief Executive Officer and General Manager.

For Managers with strategic responsibilities, the value of the shares to be awarded each year differs depending on the level of their role and is limited to a maximum of 75% of fixed remuneration, with the maximum award corresponding to 135% of fixed remuneration, calculated with reference to the award price of the shares.

**NON-MONETARY BENEFITS**

In line with national collective bargaining agreement and supplementary Company-level agreements for Eni managers, the Policy Guidelines provide for life and disability insurance cover [due to workplace or other injury or illness], as well as enrolment in the supplementary pension plan [FOPDIRE] and health plan [FISDE], together with a company car for business and personal use, and the possible assignment of housing based on operational and mobility requirements.

**PAY MIX**

In line with market best practice, as well as the valuation methods used for the Chief Executive Officer and General Manager the average target pay mix of the remuneration package for Managers with strategic responsibilities who are eligible for the Short-Term Monetary Plan with deferral and the Long-Term Incentive Share Plan features a balance between fixed and variable components that is weighted towards medium-long term variable incentives.

**CHART 14 - PAY MIX MSR**

<table>
<thead>
<tr>
<th>FR</th>
<th>STI</th>
<th>LTI</th>
</tr>
</thead>
<tbody>
<tr>
<td>26%</td>
<td>24%</td>
<td>50%</td>
</tr>
</tbody>
</table>

**PAYMENTS DUE IN THE EVENT OF CONSENSUAL TERMINATION OF EMPLOYMENT**

Managers with strategic responsibilities, as well as Eni senior managers, are entitled to severance benefits for employment termination established by-law and applicable national collective bargaining agreements, together with any termination indemnities agreed on an individual basis, in accordance with the criteria established by Eni for cases of early termination, within the limits of protections envisaged by applicable national collective bargaining agreements and consistent with application criterion (6.C.1, letter g) of the Italian Corporate Governance Code. These criteria take into account the position held, statutory retirement age and actual age of the manager at the time employment is terminated and the annual remuneration received.

For cases of termination that present high competitive risks relating to the nature of the position, agreements may contain additional non-compete clauses with payments defined in relation to remuneration level, scope, duration and effectiveness of the agreement.
Implementation of the 2017 Remuneration Policies

Implementation of the 2017 remuneration policies for Directors and Managers with strategic responsibilities, as verified by the Remuneration Committee in conjunction with its periodic assessment as provided for in the Corporate Governance Code, was in line with the 2017 Remuneration Policy approved by the Board of Directors on 28th February 2017, taking account of the provisions of the resolutions of the Board of Directors of 13th April 2017 and 19th June 2017 concerning, respectively, remuneration for Non-Executive Directors serving on Board Committees and the remuneration of Directors with delegated powers.

This section reports: (i) verification of results for 2016 for the purpose of incentives paid and/or awarded in 2017; (ii) verification of results for 2017 for the purpose of incentives vested and payable and/or awardable in 2018.

VERIFICATION OF 2016 PERFORMANCE FOR THE PURPOSE OF INCENTIVES PAID AND/OR AWARDED IN 2017

ANNUAL MONETARY INCENTIVE (AMI) PLAN 2017

For the purpose of paying 2017 annual incentives, the verification of performance in relation to the objectives set for 2016 in line with the Strategic Plan and the annual budget, measured on constant-scenario basis, was approved by the Board on 28th February 2017, based on a recommendation by the Remuneration Committee, and resulted in a performance score of 124 points on the measurement scale used, the target and maximum performance levels of which are 100 and 130 points, respectively. Table 8 shows the weightings and performance achieved for each objective.

The verification of targets was conducted net of exogenous variables (e.g. oil and gas prices and the euro-dollar exchange rate), using the variance analysis method predetermined and approved by the Remuneration Committee. The following are the main actions that led to achieving the results.

- EBT: performance was achieved through the improvement of operational results and reduction of operating costs – particularly in the upstream sector – and of general and administrative expenses.
- Free cash flow: performance was achieved through actions to optimize working capital and to reduce investments.
- Hydrocarbon production: production increases were achieved in Iraq and Libya despite the increase in bunkering in Nigeria.
- Exploration resources: significant exploration resources were added, particularly in Egypt, totalling 1.1 billion BOE, equal to nearly two times the annual production.
- Total Recordable Incident Rate (TRIR) per employee and contractor: a new record in TRIR was reached, with a reduction of 21% compared with 2015, which consolidates the trend of improvement recorded in recent years, also compared to the positioning of our competitors.
- CO₂ emissions/operated upstream production: this indicator has fallen 9% compared with 2015 thanks to a reduction in fugitive emissions, to energy-efficiency efforts, and to flaring-down projects.
- ROACE: this performance was achieved by improving economic results and reducing invested capital as a result of efforts to optimize working capital.
- Debt-to-EBITDA: this performance was achieved by improving financial results.

DEFERRED MONETARY INCENTIVE (DMI) PLAN 2012-2014

2014 DMI paid

The 2012-2014 DMI Plan provides for three annual awards, and for the last of these, on 28th February 2017, the Board of Directors, as verified and proposed by the Remuneration Committee, approved...
Eni 2016 EBITDA at the minimum performance level, resulting in an annual multiplier of 70%.
Therefore, given the already verified results of 2014 and 2015, a three-year average multiplier of 123% is to be applied to incentives awarded in 2014 for payment in 2017.
Table 9 shows the performance levels achieved during the vesting period.

### Table 9 - Payment DMI 2014 - EBITDA 2014-2016

<table>
<thead>
<tr>
<th>Target EBITDA (billion €)</th>
<th>Multiplier 2014</th>
<th>Multiplier 2015</th>
<th>Multiplier 2016</th>
<th>Final multiplier for payment 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBITDA ≥ budget+0.9</td>
<td>170%</td>
<td>170%</td>
<td>170%</td>
<td>123% (3-year average)</td>
</tr>
<tr>
<td>budget ≤ EBITDA &lt; budget+0.9</td>
<td>130%</td>
<td>130%</td>
<td>130%</td>
<td></td>
</tr>
<tr>
<td>budget -1.0 ≤ EBITDA &lt; budget</td>
<td>70%</td>
<td>70%</td>
<td>70%</td>
<td></td>
</tr>
<tr>
<td>EBITDA &lt; budget-0.9</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td></td>
</tr>
</tbody>
</table>

### Deferred Monetary Incentive (DMI) Plan 2015-2017

#### 2017 DMI awarded

The 2015-2017 DMI Plan provides for three annual awards, and for the last of these, on 28th February 2017, the Board of Directors, as verified and proposed by the Remuneration Committee, approved 2016 EBT, measured on a constant-scenario basis, at higher performance level than target, resulting in the application of a multiplier of 130% to the the base percentage for the 2017 DMI award.
Table 10 shows the 2016 EBT performance.

### Table 10 - Assignment DMI 2017 - EBT 2016

<table>
<thead>
<tr>
<th>Target EBT (billion €)</th>
<th>Multiplier for 2017 assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBT ≥ budget+0.5</td>
<td>130%</td>
</tr>
<tr>
<td>budget ≤ EBT &lt; budget+0.5</td>
<td>100%</td>
</tr>
<tr>
<td>budget -0.6 ≤ EBT &lt; budget</td>
<td>70%</td>
</tr>
<tr>
<td>EBT &lt; budget-0.6</td>
<td>0%</td>
</tr>
</tbody>
</table>

### Long-Term Monetary Incentive (LTI) Plan 2014-2016

#### 2014 LTI paid

The 2014-2016 LTI Plan provides for three annual awards, and for the first of these, on 19th June 2017, the Board of Directors, as verified and proposed by the Remuneration Committee, approved the performance for the 2016 of Total Shareholder Return and Net Present Value of proven reserves at seventh and third place, respectively, within the Peer Group for an annual multiplier of 40%.

Therefore, given the already verified results of 2014 and 2015, a three-year average multiplier of 54% is to be applied to incentives awarded in 2014 for payment in 2017.
Table 11 shows the positioning achieved during the vesting period.

### Table 11 - Payment LTI 2014 - TSR and NPV Proven Reserves 2014-2016

<table>
<thead>
<tr>
<th>Positioning in Peer Group</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
<th>Final multiplier for payment 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>TSR 60%</td>
<td>130%</td>
<td>130%</td>
<td>130%</td>
<td>130%</td>
</tr>
<tr>
<td>NPV 40%</td>
<td>115%</td>
<td>115%</td>
<td>115%</td>
<td>115%</td>
</tr>
<tr>
<td>TSR 60%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
</tr>
<tr>
<td>NPV 40%</td>
<td>85%</td>
<td>85%</td>
<td>85%</td>
<td>85%</td>
</tr>
<tr>
<td>1°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>2°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>3°</td>
<td>70%</td>
<td>70%</td>
<td>70%</td>
<td>70%</td>
</tr>
<tr>
<td>4°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>5°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>6°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>7°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>8°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>9°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>10°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>11°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>12°</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
</tr>
<tr>
<td>3-year average</td>
<td>130%</td>
<td>115%</td>
<td>100%</td>
<td>85%</td>
</tr>
</tbody>
</table>

### Long-Term Share Incentive (LTI) Plan 2017-2019

#### 2017 LTI awarded

The 2017-2019 equity-based LTI Plan provides for three annual awards, and for the first of these, on 26th October 2017, the Board of Directors, as verified and proposed by the Remuneration Committee, approved the award price of €13.4856, calculated in accordance with the parameters set under the plan (average of daily official closing prices recorded in the four months before the month in which the Board of Directors approved the award).

### Verification of 2017 Performance for the Purpose of Incentives Vested and Payable and/or Awardable in 2018

In this section, we describe the remuneration incentives earned in relation to verified 2017 targets and payable or awardable in 2018 to the Chief Executive Officer and General Manager and to other Managers with strategic responsibilities.

### Short-Term Incentive (STI) Plan with Deferral 2018

The new 2018 STI Plan, approved by the Shareholders’ Meeting of 13th April 2017, provides for the vesting of an incentive, upon verification of performance levels related to targets set for 2017, divided into a 65% portion payable in 2018 and a 35% deferred portion that is awardable in 2018 and subject to the performance conditions established in the plan over a three-year vesting period.

More specifically, the verified performance related to objectives assigned in 2017 to the Chief Executive Officer and General Manager was approved by the Board of Directors, based on a proposal by the Remuneration Committee, on 15th March 2018 and resulted in a performance score of 134 points on the measurement scale used, the target and maximum performance of which are 100 and 150 points, respectively.
Table 12 shows the weightings and performance level achieved for each target.

The verification of targets was conducted net of exogenous variables [e.g. oil and gas prices and the euro-dollar exchange rate], using the variance analysis method predetermined and approved by the Remuneration Committee.
The following are the main actions that led to achieving the results.

- EBT: performance was achieved through the improvement of operations particularly in the mid-downstream sector, and reduction of costs — particularly in the upstream sector — and of general and administrative expenses.
- Free cash flow: this performance was achieved by improving operations and efforts to optimize working capital.
- Hydrocarbon production: performance was penalised by the shutdown of Val d’Agri, unplanned shutdowns in Norway, Kazakhstan and in the United State and the increase in bunkering and sabotage in Nigeria.
- Exploration resources: exploration resources were added, particularly in Mexico, Egypt and Indonesia, totalling 1.0 billion BOE.
- Severity Incident Rate [SIR], a total recordable incident rate per employee and contractor for millions of worked hours, which weighs injuries on the basis of severity: it declined by 56% compared with 2016, consolidating the trend of improvement recorded in recent years, also compared to the positioning of our competitors.
- CO2 emissions/operated upstream production: indicator has fallen 3% compared with 2016 thanks to a reduction in fugitive emissions, to energy-efficiency efforts, and to flaring-down projects.
- ROACE: performance was achieved by improving economic results, including the reduction of the tax rate.
- Debt-to-EBITDA: performance was achieved by improving financial results.

**DEFERRED MONETARY INCENTIVE (DMI) PLAN 2015-2017**

**2015 DMI vested**

On 15th March 2018, the Board of Directors, as verified and proposed by the Remuneration Committee, approved 2017 EBT for Eni at the maximum performance level, resulting in an annual multiplier of 170%.

Therefore, given the already verified results of 2015 and 2016, a three-year average multiplier of 170% is to be applied to incentives awarded in 2015 for payment in 2018.

Table 13 shows the performance levels achieved during the vesting period.

**TABLE 12 - PAYMENT OF STI 2018 (ANNUAL PORTION) - 2017 TARGETS**

<table>
<thead>
<tr>
<th>PERFORMANCE PARAMETERS</th>
<th>% WEIGHT</th>
<th>MIN</th>
<th>BUDGET</th>
<th>MAX</th>
<th>OVER PERFORMANCE</th>
<th>FINAL MULTIPLIER</th>
<th>WEIGHTED SCORE</th>
</tr>
</thead>
<tbody>
<tr>
<td>i. Economic and financial results</td>
<td>25.0</td>
<td>12.5</td>
<td>12.5</td>
<td>15.0</td>
<td>148.0</td>
<td>18.5</td>
<td>37.2</td>
</tr>
<tr>
<td>- EBT [Earning Before Tax] adjusted</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Free cash flow</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ii. Operating performance and sustainability of economic results</td>
<td>25.0</td>
<td>12.5</td>
<td>12.5</td>
<td>15.0</td>
<td>134.1</td>
<td>16.8</td>
<td>26.8</td>
</tr>
<tr>
<td>- Hydrocarbon production</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Exploration resources</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>iii. Environmental sustainability and human capital</td>
<td>25.0</td>
<td>12.5</td>
<td>12.5</td>
<td>15.0</td>
<td>120.0</td>
<td>15.0</td>
<td>33.7</td>
</tr>
<tr>
<td>- Severity Incident Rate [SIR]</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- CO2 emissions/UPS production</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>iv. Efficiency and financial strength</td>
<td>25.0</td>
<td>12.5</td>
<td>12.5</td>
<td>15.0</td>
<td>140.0</td>
<td>17.5</td>
<td>36.3</td>
</tr>
<tr>
<td>- ROACE [Return On average Capital Employed] adjusted</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Net Debt/EBITDA adjusted</td>
<td>12.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>100.0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>134.0</td>
</tr>
</tbody>
</table>

**TABLE 13 - VESTED DMI 2015 - EBT 2015-2017**

<table>
<thead>
<tr>
<th>Target EBT (billion €)</th>
<th>Multiplier 2015</th>
<th>Multiplier 2016</th>
<th>Multiplier 2017</th>
<th>Final multiplier for payment 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBT ≥ budget+0.5</td>
<td>170%</td>
<td>170%</td>
<td>170%</td>
<td>170% (3-year average)</td>
</tr>
<tr>
<td>budget ≤ EBT &lt; budget+0.5</td>
<td>130%</td>
<td>130%</td>
<td>130%</td>
<td></td>
</tr>
<tr>
<td>budget-0.6 ≤ EBT &lt; budget</td>
<td>70%</td>
<td>70%</td>
<td>70%</td>
<td></td>
</tr>
<tr>
<td>EBT &lt; budget-0.6</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td></td>
</tr>
</tbody>
</table>

**REMUNERATION PAID AND/OR AWARDED IN 2017**

In this section, we describe the remuneration paid and/or awarded in 2017 to the Chairman of the Board of Directors, to Non-Executive Directors, to the Chief Executive Officer and General Manager, and to other Managers with strategic responsibilities in accordance with the 2017 Remuneration Policy and in relation to the performance achieved during the period in which they held their respective roles. Remuneration paid/awarded in 2017 is shown in the tables of Section II.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**EMMA MARCEGAGLIA**

**Fixed remuneration**

The Chairman was paid the following amounts: (i) up to 12th April 2017, the prorated amount of fixed remuneration for the role and for the delegated powers, approved respectively by the Shareholders’ Meeting on 8th May 2014 and by the Board of Directors on 28th May 2014; (ii) since 13th April 2017, the prorated amount of fixed remuneration for the role and for the delegated powers, approved respectively by the Shareholders’ Meeting on 13th April 2017 and by the Board of Directors on 19th June 2017.

For details of remuneration paid, see Table 1 in the section “Fixed remuneration”.

**Non-monetary benefits**

The Chairman, in accordance with the resolution of the Board of Directors of 28th May 2014 and 19th June 2017, was granted
a life insurance policy and a permanent disability insurance policy covering injury or illness contracted in the workplace or elsewhere.

**NON-EXECUTIVE DIRECTORS**
The Non-Executive Directors were paid the fixed remuneration approved by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting on 13th April 2017 in the amount of €80 thousand gross. Non-Executive Directors were also paid the prorated amount of additional remuneration payable for participation on Board Committees, as approved by the Board of Directors on 12th March 2015 for remuneration up to 12th April 2017 and on 13th April 2017 for remuneration subsequent to that date, in line with the 2017 remuneration policies. These are detailed in Table 1 under the section “Remuneration for participation on the Committees”.

**CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER CLAUDIO DESCALZI**

**Fixed remuneration**
The Chief Executive Officer and General Manager was paid the following:

1. Up to 12th April 2017, the prorated amount of fixed remuneration approved by the Board of Directors on 28th May 2014;
2. Since 13th April 2017, the prorated amount of fixed remuneration approved by the Board of Directors on 19th June 2017.

For details of remuneration paid, see Table 1 in the section “Fixed remuneration” above.

**2017 Annual Monetary Incentive**
For the 2017 AMI Plan, the Chief Executive Officer and General Manager was paid an annual gross variable incentive of €1,674 thousand in 2017 in relation to 2016 performance (124 points) as approved by the Board of Directors on 28th February 2017 and as shown in Tables 1 and 2.

**2012-2014 Deferred Monetary Incentive**
In 2017 the Chief Executive Officer and General Manager received the Deferred Monetary Incentive awarded in 2014, in his capacity as CEO of the E&P Division, in the amount of €465 thousand in relation to the final multiplier verified over the vesting period (123%) as approved by the Board of Directors on 28th February 2017.

**2015-2017 Deferred Monetary Incentive**
The Chief Executive Officer and General Manager was awarded a gross deferred monetary incentive of €864 thousand in 2017 in relation to the 2016 EBIT performance, as approved by the Board of Directors on 28th February 2017.

**2014-2016 Long-Term Monetary Incentive**
In 2017, the Chief Executive Officer and General Manager was paid the Long-Term Monetary Incentive awarded in 2014 in the amount of €729 thousand, in relation to the final multiplier verified over the vesting period (54%) as approved by the Board of Directors on 19th June 2017.

**2017-2019 Long-Term Equity-based Incentive Plan**
In 2017, the Chief Executive Officer and General Manager was awarded 17,968 Eni shares in 2017 as approved by the Board of Directors on 26th October 2017. The number of shares awarded was determined based on the percentage of 150% to be applied to total fixed remuneration and the award price of €13.4856, calculated in accordance with the parameters of the plan.

**Non-monetary benefits**
In line with the resolutions of the Board of Directors of 28th May 2014 and 19th June 2017, the Chief Executive Officer and General Manager was granted a life insurance policy and a permanent disability insurance policy covering injury or illness contracted in the workplace or elsewhere, as well as, in compliance with the provisions of Italy’s national collective bargaining agreement and the supplementary company agreements for Eni senior managers, the enrolment in the supplementary pension plan (FOPDIRE) and supplementary health plan (FISDE), together with a company car for business and personal use.

**Summary of remuneration paid to the CEO/GM**
Table 7 provides a summary of all remuneration paid in 2017 to Claudio Descalzi in relation to his role as Chief Executive Officer and General Manager and to his previous role as COO of the E&P Division (which he held until 8th May 2014).

**MANAGERS WITH STRATEGIC RESPONSIBILITIES**

**Fixed remuneration**
In 2017, within the context of the annual salary review process envisaged for all managers, selective adjustments were made to fixed remuneration for current Managers with strategic responsibilities, in cases of promotion to more senior levels, or in line with necessary market-driven adjustments. The total gross value of fixed remuneration paid in 2017 to Managers with strategic responsibilities is shown in Table 1 in the chapter “Compensation paid in 2017”, under the item “Fixed compensation”.

**2017 Annual Monetary Incentive**
In 2017, annual variable incentives were paid to Managers with strategic responsibilities in accordance with the Remuneration Policy and based on performance achieved in 2016. In particular, the incentive is linked to performance against a range of metrics related to business and sustainability objectives (safety, environmental protection, stakeholder...
sections II | Remuneration and other information

Eni Remuneration Report 2018

Approved by the Board of Directors on 28th February 2017, monetary incentive awards on the basis of the 2016 EBT results, 2015-2017 Deferred Monetary Incentive Plan
Managers with strategic responsibilities were paid deferred monetary incentives awarded in 2014, on the basis of the final multiplier verified in the vesting period (123%), approved by the Board of Directors on 28th February 2017. The total gross value of the incentives paid in 2017 to Managers with strategic responsibilities is shown in Table 2 in the chapter "Compensation paid in 2017", under the item "Bonus for the year - payable/paid".

2015-2017 Deferred Monetary Incentive Plan
Managers with strategic responsibilities were granted deferred monetary incentives awarded on the basis of the 2016 EBT results, approved by the Board of Directors on 28th February 2017, as proposed by the Remuneration Committee in accordance with the 2017 Remuneration Policy. The total gross value of the awards granted to Managers with strategic responsibilities in 2017 is shown in Table 2 in the chapter "Compensation paid in 2017", under the items "Bonus for previous years - payable/paid".

2014-2017 Long-Term Monetary Incentive Plan
Managers with strategic responsibilities were paid in 2017 long-term monetary incentives awarded in 2014, on the basis of the final multiplier verified in the vesting period (54%), approved by the Board of Directors on 19th June 2017. The total gross value of the award paid to Managers with strategic responsibilities is shown in Table 2 in the chapter "Compensation paid in 2017", under the items "Bonus for the year - deferred" and "Bonus for previous years - payable/paid".

2017-2019 Long-Term Share-based Incentive Plan
In accordance with the resolution of the Board of Directors at its meeting of 26th October 2017, managers with strategic responsibilities were granted the first award for the Plan. The aggregate number of shares awarded to managers with strategic responsibilities is shown in Table 3 of the chapter "Remuneration paid in 2017", under the item "Eni shares awarded during the year".

Severance indemnity for end-of-office or termination of employment
During 2017, Managers with strategic responsibilities who accepted enhanced voluntary termination offers were paid, in addition to amounts due under legal and contractual obligations, additional amounts defined in line with company policy on early retirement. The total gross value of the indemnities paid for terminations during 2017 and the related impacts on the Incentive Plans in effect are shown in the chapter "Compensation paid in 2017", respectively in Table 1 under the item "Severance indemnity for termination of office or termination of employment" and in Table 2 under item "Bonus for previous years - no longer payable" (note 5).

Non-monetary benefits
For Managers with strategic responsibilities, in line with provisions in Italy’s national collective bargaining agreement and supplementary corporate agreements for Eni managers, the Policy Guidelines provide for enrolment in the supplementary pension plan (FOPDIRE) as well as in the supplementary health plan (FISDE), life and disability insurance cover, together with a company car for business and personal use.

Incentives vested and payable and/or awardable in 2018
This section describes the incentives vested and payable and/or awardable in 2018 to the Chief Executive Officer and General Manager and to other Managers with strategic responsibilities in relation to the verification of 2017 performance.

Chief Executive Officer and General Manager
Claudio Descalzi

2018 Annual Monetary Incentive and Short-Term Incentive Plan with deferral
With reference to the Remuneration Policy in force during the period from 1st January to 31st December 2017, the following incentives vested in favour of the Chief Executive Officer and General Manager:

- 2014-2017 term, up to 12th April 2017, the Board of Directors, on 28th May 2014, approved the procedures and parameters for determining the variable remuneration of the Chief Executive Officer and General Manager, corresponding to target and maximum levels of 100% and 130% of fixed remuneration of €1,350,000, determined on the basis of a performance scale of 85-130 points. Therefore, in relation to the performance achieved in 2017 (134 points, reduced to 130 as the maximum applicable score), is payable an annual incentive of €491 thousand, calculated pro rata for the period from 1st January 2017 to 12th April 2017.
- 2017-2020 term, starting 13th April 2017, the Board of Directors, on 19th June 2017, approved the procedures and parameters for determining the variable remuneration of the Chief Executive Officer and General Manager, corresponding to target and maximum levels of 100% and 150% of fixed remuneration of €1,600,000 euro, determined on the basis of a performance scale of 85-150 points and divided into a portion payable in the year and a deferred portion equal, respectively, to 65% and 35% of the total incentive. Therefore, in relation to the performance achieved in 2017 (134 points), is payable an annual portion of €1,506 thousand, in addition to a deferred portion awardable of €811 thousand, calculated pro rata for the period from 13th April 2017 to 31st December 2017.

2015-2017 Deferred Monetary Incentive
The incentive awarded in 2015, payable in 2018, vested in favour of the Chief Executive Officer and General Manager in the amount of €1,469 thousand, determined on the basis of the final multiplier verified over the vesting period (170%), as approved by the Board of Directors on 15th March 2018.
MANAGERS WITH STRATEGIC RESPONSIBILITIES

2018 Short-Term Incentive with deferral
The incentives payable/awardable in 2018 based on performance achieved in 2017 vested in favour of the Managers with strategic responsibilities, in the aggregate amounts that will be disclosed in the 2019 Remuneration Report. More specifically, these incentives were related to company performance and a series of business targets, sustainability targets (i.e. safety, environmental protection, relations with stakeholders), and individual targets assigned in relation to the scope of responsibilities of the given role, in line with the provisions of Eni’s Strategic Plan.

2015-2017 Deferred Monetary Incentive
The incentive awarded in 2015, payable in 2018, vested in favour of the Managers with strategic responsibilities, determined on the basis of the final multiplier verified over the vesting period (170%), as approved by the Board of Directors on 15th March 2018. The total aggregate amount of such incentives will be published in 2019 Remuneration Report.
Remuneration paid in 2017

TABLE 1 - Remuneration paid to Directors, Statutory Auditors, to the Chief Executive Officer and General Manager and to other Managers with strategic responsibilities

The table below reports the remuneration paid to Directors, Statutory Auditors, the Chief Executive Officer and General Manager and, in aggregate form, Managers with strategic responsibilities. The remuneration received from subsidiaries and/or associates, except that waived or paid to the company, are shown separately. All parties who filled these roles during the period are included, even if they only held office for a fraction of the year. In particular:

- the column labelled “Fixed Remuneration” reports fixed remuneration and fixed salary from employment due for the year (on an accrual basis), gross of social security contributions and taxes to be paid by the employee. Details of the compensation are provided in the notes, and any indemnities or payments with reference to the employment relationship are indicated separately;
- the column labelled “Remuneration for participation on Committees” reports (on an accrual basis) the compensation due to Directors for participation in Committees established by the Board. In the notes, compensation for each Committee in which each Director participates is indicated separately;
- the column labelled “Variable non-equity remuneration” under the item “Bonuses and other incentives” shows the incentives paid during the year due to rights vested following the assessment and approval of related performance results by relevant corporate bodies, in accordance with that specified, in greater detail, in the Table “Monetary incentive plans for the Chief Executive Officer and General Manager and other Managers with strategic responsibilities”;
- the column labelled “Profit-sharing” does not show any figures since no profit-sharing mechanisms are in place;
- the column labelled “Benefits in kind” reports (on an accrual and taxability basis) the value of any fringe benefits awarded;
- the column labelled “Other remuneration” reports (on an accrual basis) any other remuneration deriving from other services provided;
- the column labelled “Total” reports the sum of the amounts of all the previous items;
- the column labelled “Fair value of equity compensation” reports the relevant fair value for the year related to the existing stock option plans, estimated in accordance with the international accounting standards that allocate the related cost in the vesting period;
- the column labelled “Severance indemnity for end-of-office or termination of employment” reports indemnities accrued, even if not yet paid, for terminations that occurred during the financial year, or in relation to the end of term in office and/or employment.

(37) The statutory conditions for disclosure on an individual basis have not been met.
### Table 1 - Remuneration Paid to Directors, Statutory Auditors, to the Chief Executive Officer and General Manager and to Other Managers with Strategic Responsibilities (Amounts in Euro Thousands)

<table>
<thead>
<tr>
<th>First Name and Surname</th>
<th>Position</th>
<th>Note</th>
<th>Period for which the position was held</th>
<th>Remuneration for participation in Committees (a)</th>
<th>Non-monetary Benefits (b)</th>
<th>Other Remuneration (c)</th>
<th>Total Remuneration (d)</th>
<th>Severance Indemnity for End of Office or Termination of Employment (e)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Emma Marcegaglia</td>
<td>Chairman</td>
<td>[1]</td>
<td>01.01 - 12.31</td>
<td>426</td>
<td>15</td>
<td>3,955</td>
<td>4,426</td>
<td>40</td>
</tr>
<tr>
<td>Claudio Descalzi</td>
<td>Chief Executive Officer and General Manager</td>
<td>[2]</td>
<td>01.01 - 12.31</td>
<td>1,537</td>
<td>2,403</td>
<td>15</td>
<td>3,995</td>
<td>40</td>
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<tr>
<td>Pietro Angelo Guindani</td>
<td>Director</td>
<td>[3]</td>
<td>01.01 - 12.31</td>
<td>80</td>
<td>98</td>
<td>199</td>
<td>377</td>
<td>199</td>
</tr>
<tr>
<td>Karina Livnack</td>
<td>Director</td>
<td>[4]</td>
<td>01.01 - 12.31</td>
<td>80</td>
<td>73</td>
<td>155</td>
<td>248</td>
<td>155</td>
</tr>
<tr>
<td>Alessandro Lorenzetti</td>
<td>Director</td>
<td>[5]</td>
<td>01.01 - 12.31</td>
<td>80</td>
<td>98</td>
<td>178</td>
<td>286</td>
<td>178</td>
</tr>
<tr>
<td>Dina Morlani</td>
<td>Director</td>
<td>[6]</td>
<td>01.01 - 12.31</td>
<td>80</td>
<td>112</td>
<td>192</td>
<td>294</td>
<td>192</td>
</tr>
<tr>
<td>Fabrizio Fagiani</td>
<td>Director</td>
<td>[7]</td>
<td>01.01 - 12.31</td>
<td>80</td>
<td>61</td>
<td>21</td>
<td>162</td>
<td>162</td>
</tr>
<tr>
<td>Alessandro Profumo</td>
<td>Director</td>
<td>[8]</td>
<td>01.01 - 04.13</td>
<td>23</td>
<td>11</td>
<td>34</td>
<td>68</td>
<td>34</td>
</tr>
<tr>
<td>Domenico Livo Trombone</td>
<td>Director</td>
<td>[9]</td>
<td>04.13 - 12.31</td>
<td>57</td>
<td>43</td>
<td>104</td>
<td>204</td>
<td>104</td>
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<tr>
<td>Board of Statutory Auditors</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Matteo Caratzolai</td>
<td>Chairman</td>
<td>[11]</td>
<td>01.01 - 04.12</td>
<td></td>
<td></td>
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<td>110</td>
<td>133</td>
</tr>
<tr>
<td>Rosalba Casaghi</td>
<td>Chairman</td>
<td>[12]</td>
<td>04.13 - 12.31</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>57</td>
</tr>
<tr>
<td>Enrico Maria Bignami</td>
<td>Statutory Auditor</td>
<td>[13]</td>
<td>04.13 - 12.31</td>
<td></td>
<td></td>
<td></td>
<td>50</td>
<td>50</td>
</tr>
<tr>
<td>Paola Camagni</td>
<td>Statutory Auditor</td>
<td>[14]</td>
<td>01.01 - 12.31</td>
<td></td>
<td></td>
<td></td>
<td>100</td>
<td>170</td>
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<tr>
<td>Alberto Falini</td>
<td>Statutory Auditor</td>
<td>[15]</td>
<td>01.01 - 04.12</td>
<td></td>
<td></td>
<td></td>
<td>93</td>
<td>113</td>
</tr>
<tr>
<td>Marco Lacchini</td>
<td>Statutory Auditor</td>
<td>[16]</td>
<td>01.01 - 04.12</td>
<td></td>
<td></td>
<td></td>
<td>20</td>
<td>20</td>
</tr>
<tr>
<td>Andrea Parolini</td>
<td>Statutory Auditor</td>
<td>[17]</td>
<td>04.13 - 12.31</td>
<td></td>
<td></td>
<td></td>
<td>50</td>
<td>50</td>
</tr>
<tr>
<td>Marco Seracini</td>
<td>Statutory Auditor</td>
<td>[18]</td>
<td>01.01 - 12.31</td>
<td></td>
<td></td>
<td></td>
<td>97</td>
<td>167</td>
</tr>
<tr>
<td>Other Managers with strategic responsibilities (**)</td>
<td>Remuneration in the company that prepares the Financial Statements and Remuneration from subsidiaries and associates</td>
<td>[19]</td>
<td>2017 - 2020</td>
<td>8,794</td>
<td>8,267</td>
<td>155</td>
<td>17,416</td>
<td>63</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>8,794</td>
<td>8,267</td>
<td>155</td>
<td>17,416</td>
<td>63</td>
</tr>
</tbody>
</table>

Note

[*] The term of office expires with the Shareholders’ Meeting approving the Financial Statements for the year ending 31 December 2019.

[**] Managers who were permanent members of the Company’s Management Committee during the year together with the Chief Executive Officer, or who reported directly to the CEO (nineteen managers).

1. Emma Marcegaglia - Chairman of the Board of Directors
   - (a) The amount includes: (i) the fixed remuneration of €90 thousand set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting on 13th April 2017; (ii) pro-rata of fixed remuneration for the delegated powers approved by the Board for the 2014-2017 and 2017-2020 terms, equal to €41.9 and €293.8 thousand, respectively.

2. Claudio Descalzi - Chief Executive Officer and General Manager
   - (a) The amount includes: (i) the pro-rata fixed remuneration for the position of Chief Executive Officer for the 2014-2017 and 2017-2020 terms, coming to €155.8 and €430 thousand respectively; (ii) the pro-rata fixed remuneration for the position of General Manager for the 2014-2017 and 2017-2020 terms, coming to €194.3 and €757.1 thousand, respectively.
   - (b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €33.6 thousand for participating in the Control and Risk Committee; €35.8 thousand for the Compensation Committee; €5.7 thousand for Sustainability and Scenarios Committee; €30.1 thousand for the Nomination Committee.

3. Andrea Gemma - Director
   - (a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
   - (b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €47.2 thousand for participating in the Control and Risk Committee; €35.8 thousand for the Compensation Committee; €155.8 thousand for Sustainability and Scenarios Committee; €30.1 thousand for the Nomination Committee.

4. Pietro Angelo Guindani - Director
   - (a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
   - (b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €33.6 thousand for participating in the Control and Risk Committee; €5.7 thousand for the Compensation Committee; €30.7 thousand for the Sustainability and Scenarios Committee.

5. Karina Livnack - Director
   - (a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
   - (b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €33.6 thousand for participating in the Control and Risk Committee; €5.7 thousand for the Compensation Committee; €30.7 thousand for the Sustainability and Scenarios Committee.
[6] Alessandro Lorenzi - Director
(a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €572 thousand for participating in the Control and Risk Committee; €30.8 thousand for the Compensation Committee.

[7] Dina Montani - Director
(a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €472 thousand for participating in the Control and Risk Committee; €30.8 thousand for the Compensation Committee; €34.3 thousand for the Nomination Committee.

[8] Fabrizio Pagani - Director
(a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017 and 2017-2020 terms, and in particular: €33.6 thousand for participating in the Sustainability and Scenarios Committee; €27.2 thousand for the Nomination Committee.
(c) The amount corresponds to the pro-rata remuneration for the office of Chairman of the Advisory Board for oil&gas.

[9] Alessandro Profumo - Director
(a) The amount corresponds to the pro-rata annual fixed remuneration until 13th April 2017, set by the Shareholders’ Meeting on 8th May 2014.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2014-2017, and in particular: €5.7 thousand for participating in the Sustainability and Scenarios Committee and €5.7 thousand for the Nomination Committee.

[10] Domenico Livio Trombone - Director
(a) The amount corresponds to the pro-rata annual fixed remuneration set by the Shareholders’ Meeting on 13th April 2017.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2017-2020 term, and in particular: €25.1 thousand for participating to the Sustainability and Scenario Committee; €21.5 thousand for the Nomination Committee.

(a) The amount corresponds to the pro-rata annual fixed remuneration until 13th April 2017, set by the Shareholders’ Meeting on 8th May 2014.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €45 thousand as Chairman of the Board of Statutory Auditors of Eni Fuel SpA; €45 thousand as Chairman of the Board of Statutory Auditors of Eni Adfin SpA.

[12] Rosaiba Casiaghi - Chairman of the Board of the Statutory Auditors
(a) The amount corresponds to the pro-rata annual fixed remuneration since 13th April 2017, set by the Shareholders’ Meeting.
(b) The amount includes the pro-rata remuneration set by the Board of Directors for participating in the Committees for the 2017-2020 term, and in particular: €25.1 thousand for participating in the Control and Risk Committee; €30.8 thousand for the Compensation Committee; €34.3 thousand for the Nomination Committee.

[13] Enrico Maria Bigiani - Statutory Auditor
(a) The amount corresponds to the pro-rata annual fixed remuneration set by the Shareholders’ Meeting on 13th April 2017.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €135.5 thousand as Chairman of the Board of Statutory Auditors of Agi SpA; €27 thousand as Chairman of the Board of Statutory Auditors of Eni East Africa SpA; €23.3 thousand as Statutory Auditor of Syndial, €30 thousand as Auditor of Eni Angola SpA.

[14] Paola Camagni - Statutory Auditor
(a) The amount corresponds to the pro-rata annual fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €45 thousand as Chairman of the Board of Statutory Auditors of Agi SpA; €17.5 thousand as Chairman of the Board of Statutory Auditors of Eni East Africa SpA; €14.3 thousand as Statutory Auditor of Syndial, €30 thousand as Auditor of Eni Angola SpA.

(a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €45 thousand as Chairman of the Board of Statutory Auditors of Eni Angola SpA; €18 thousand as Chairman of the Board of Statutory Auditors of Eni Timor Leste SpA; €30 thousand as Auditor for TIPC SpA.

[16] Marco Laccinelli - Statutory Auditor
(a) The amount corresponds to the pro-rata annual fixed remuneration until 13th April 2017, set by the Shareholders’ Meeting on 8th May 2014.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €27 thousand as Chairman of the Board of Statutory Auditors of LNG Shipping SpA; €27 thousand as Chairman of the Board of Statutory Auditors of Ing. Luigi Conti Vecchi; €30 thousand as Statutory Auditor of Eni Fuel SpA; €13 thousand as Statutory Auditor of Eni Adfin SpA.

[17] Andrea Porolini - Statutory Auditor
(a) The amount corresponds to the pro-rata annual fixed remuneration set by the Shareholders’ Meeting on 13th April 2017.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €27 thousand as Chairman of the Board of Statutory Auditors of LNG Shipping SpA; €27 thousand as Chairman of the Board of Statutory Auditors of Ing. Luigi Conti Vecchi; €30 thousand as Statutory Auditor of Eni Fuel SpA; €13 thousand as Statutory Auditor of Eni Adfin SpA.

[18] Marco Seracini - Statutory Auditor
(a) The amount corresponds to the fixed remuneration set by the Shareholders’ Meeting on 8th May 2014 and confirmed by the Shareholders’ Meeting of 13th April 2017.
(b) The amount includes remuneration for serving as Statutory Auditor on the Boards of subsidiaries or associated companies and in particular: €27 thousand as Chairman of the Board of Statutory Auditors of LNG Shipping SpA; €27 thousand as Chairman of the Board of Statutory Auditors of Ing. Luigi Conti Vecchi; €30 thousand as Statutory Auditor of Eni Fuel SpA; €13 thousand as Statutory Auditor of Eni Adfin SpA.

[19] Other Managers with strategic responsibilities
(a) The amount of €8,794 thousand for Gross Annual Salary is supplemented by the indemnities owed for transfers, in Italy and abroad, in line with the provisions of the relevant national collective labour agreement and with the Company’s additional agreements, as well as other indemnities related to employment for a total of €437 thousand.
(b) The amount includes the payment of €2,946 thousand related to the deferred and long-term monetary incentives assigned in 2014 for performance targets achieved in the 2014-2016 vesting period, as well as the pro-rata amounts of the long-term Incentive Plans (DMI and LTI), paid upon consensual termination as defined in the respective Plan Regulations.
(c) The amount includes the taxable value of insurance and welfare coverage, complementary pensions and the car for business and personal use.
(d) Amounts due to for the positions held by Managers with strategic responsibilities in the Supervisory Body established under the Company’s Model 231 and the Manager responsible for the preparation of the Company’s financial statements.
(e) The amount includes severance payments and early retirement incentives paid in relation to employment termination.
### TABLE 2 - Monetary incentive plans for the Chief Executive Officer and General Manager and for other Managers with strategic responsibilities

The table below reports, by name, the variable monetary incentives, both short and long-term, envisaged for the Chief Executive Officer and General Manager and, at an aggregate level, other Managers with strategic responsibilities including all individuals who filled these roles during the period, even if for only a fraction of the year.

The column labelled “Bonus for the year” details:
- under the item "payable/paid," the short-term variable incentive award paid during the year based on verification by relevant Company bodies that performance met the objectives defined for the previous year;
- under the item "deferred," the amount of the base incentive award granted during the year in line with the Monetary Incentive Plan with deferral;
- under the item "deferral period," the duration of the vesting period for the deferred incentive awards granted in the year;
- under the item "no longer payable," the long-term incentive awards no longer payable in relation to verified performance conditions for the vesting period or incentives that expired due to events relating to employment relationships as envisaged in the Plan Rules;
- under the item "still deferred," incentives assigned in previous years that have not yet vested, in line with previous long-term incentive plans.

The column labelled “Other Bonuses” details incentives paid on a one-off extraordinary basis related to the achievement of particularly important results or projects during the year. The total of the amounts under the item "payable/paid" in the columns "Bonus for the year," “Bonus for previous years” and “Other Bonuses” is the same as that indicated in the "Bonuses and other incentives” column in Table 1.

### TABLE 2 - MONETARY INCENTIVE PLANS FOR THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER AND FOR OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES (AMOUNT IN EURO THOUSANDS)

<table>
<thead>
<tr>
<th>First name and surname</th>
<th>Plan</th>
<th>Bonus for the year</th>
<th>Bonus for previous years</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>payable/paid</td>
<td>deferred</td>
</tr>
<tr>
<td>Claudio Descalzi</td>
<td>2017 Annual Monetary Incentive Plan BoD 28th February 2017</td>
<td>1,624</td>
<td>864</td>
</tr>
<tr>
<td></td>
<td>2017 Deferred Monetary Incentive Plan BoD 28th February 2017</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2016 Deferred Monetary Incentive Plan BoD 1st March 2016</td>
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<td></td>
<td>2016 Long-Term Monetary Incentive Plan BoD 13th September 2016</td>
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<tr>
<td></td>
<td>2016 Deferred Monetary Incentive Plan BoD 13th March 2015</td>
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<tr>
<td></td>
<td>2015 Long-Term Monetary Incentive Plan BoD 2nd September 2015</td>
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<tr>
<td></td>
<td>2014 Long-Term Monetary Incentive Plan Assignment: BoD 17th September 2014 Payment: BoD 19th June 2017</td>
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<tr>
<td>Total</td>
<td>1,674</td>
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<tr>
<td>Other Managers with strategic responsibilities(4)</td>
<td>2017 Annual Monetary Incentive Plan BoD 28th February 2017</td>
<td>5,320</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2017 Deferred Monetary Incentive Plan BoD 28th February 2017</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2016 Deferred Monetary Incentive Plan BoD 1st March 2016</td>
<td>3,834</td>
<td>38(5) 40(5) 2,930</td>
</tr>
<tr>
<td></td>
<td>2016 Long-Term Monetary Incentive Plan BoD 13th September 2016</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2015 Deferred Monetary Incentive Plan BoD 12th March 2015</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2012 Long-Term Monetary Incentive Plan BoD 2nd September 2015</td>
<td>57(5) 33(5) 2,588</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Deferred Monetary Incentive Plan Assignment: BoD 17th March 2014 Payment: BoD 28th February 2017</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2014 Long-Term Monetary Incentive Plan Assignment: BoD 17th September 2014 Payment: BoD 19th June 2017</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>5,320</td>
<td>3,834</td>
<td>1,371</td>
</tr>
<tr>
<td></td>
<td>6,994</td>
<td>4,650</td>
<td>1,992</td>
</tr>
</tbody>
</table>

---

1. Payment relating to the deferred monetary incentive and the long-term monetary incentive awarded in 2014.
2. In 2017, Claudio Descalzi, with regard to his previous position of CoD of the E&P Division held until 8th May 2014, received the amount of €465 thousand, relating to the deferred monetary incentive assigned in 2014, calculated in relation to the performance achieved in the 2014-2016 vesting period.
3. Amount no longer payable, equal to the difference between the incentive assigned in 2014 and that paid in 2017.
4. Managers who were permanent members of the Company’s Management Committee during the year, together with the Chief Executive Officer and who reported directly to the CEO (nineteen managers).
5. Pro-rata amount that is no longer payable, following the termination of employment relationship, in relation to the vesting period expired, as provided for in the Plan Regulation.
6. Pro-rata amount paid, following the consensual termination of employment relationship, in relation to the vesting period expired, as provided for in the Plan Regulation.

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Eni Remuneration Report 2018
TABLE 3 - Incentive plans based on financial instruments, other than stock options, for the Chief Executive Officer and General Manager and for other Managers with strategic responsibilities

The table below shows, for the equity-based incentive plan, the shares awarded to the Chief Executive Officer and General Manager and the aggregate numbers awarded to the other Managers with strategic responsibilities [including all individuals who covered such positions for any period of time during the year]. In particular:
- the column "Financial instruments awarded in previous years and not vested during the year" shows the type, number and vesting period of any financial instruments awarded in previous years and not yet vested;
- the column "Financial instruments awarded during the year" shows the type, number, total fair value, vesting period, award date, and market price on that date for financial instruments awarded during the year;
- the column "Financial instruments vested during the year and not granted" shows the type and number of any financial instruments awarded and no longer grantable based on verification of performance during the vesting period, or of any financial instruments awarded and not grantable due to events relating to employment relationships as envisaged in the Plan Rules;
- the column "Financial instruments vested during the year and grantable" shows the type, number and value on the vesting date of any financial instruments awarded and vested during the year and grantable based on the verification of performance during the vesting period, or the amounts due to events relating to employment relationships as envisaged in the Plan Rules;
- the column "Financial instruments for the year" shows the fair value of the financial instruments awarded and still in existence solely for the portion related to the year, which is also shown in Table 1 in the column "Fair value of equity-based remuneration".

<table>
<thead>
<tr>
<th>First name and surname</th>
<th>Position</th>
<th>Plan</th>
<th>Financial instruments awarded in previous years and not vested during the year</th>
<th>Financial instruments awarded during the year</th>
<th>Financial instruments vested during the year and not assigned</th>
<th>Financial instruments vested during the year and grantable</th>
<th>Financial instruments for the year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number of Eni shares</td>
<td>Vesting period</td>
<td>Number of Eni shares</td>
<td>Fair value at award date (thousands of euros)</td>
<td>Award date</td>
</tr>
<tr>
<td>Claudio Descazi</td>
<td>Chief Executive Officer and General Manager</td>
<td>2017 Equity-based Long-Term Incentive Plan 2017</td>
<td>177,968</td>
<td>3 years</td>
<td>1,422</td>
<td>13.92</td>
<td>26/10/2017</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td>177,968</td>
<td>1,422</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Managers with strategic responsibilities(1)</td>
<td></td>
<td></td>
<td>285,491</td>
<td>3 years</td>
<td>2,281</td>
<td>13.81</td>
<td>30/11/2017</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td>285,491</td>
<td>2,281</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>463,459</td>
<td>3,703</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Managers who were permanent members of the Company’s Management Committee during the year, together with the Chief Executive Officer and who reported directly to the CEO [eighteen managers].
**Shareholdings held**

The table below reports, under Article 84-quater, fourth paragraph, of the Consob Issuers Regulation, the shareholdings in Eni SpA and its subsidiaries that are held by Directors, Statutory Auditors, Chief Operating Officers, and other Managers with strategic responsibilities, as well as by their spouses from whom they are not legally separated, and their children under eighteen years of age, directly or through subsidiaries, trust companies, or intermediaries, as recorded in the register of shareholders communications received and other information sources. The table includes all parties who meet this description for all or part of the reporting period. The number of shares (all "ordinary") is indicated, for each company held, by name, for Directors, Statutory Auditors, Chief Operating Officers of Eni Divisions and, at an aggregate level, for the other Managers with strategic responsibilities. The individuals indicated hold title to the shareholdings.

**TABLE 4 - Shareholdings held by Directors, Statutory Auditors, the Chief Executive Officer and General Manager and other Managers with strategic responsibilities**

<table>
<thead>
<tr>
<th>First name and surname</th>
<th>Position</th>
<th>Affiliated company</th>
<th>Number of shares held as at 31.12.2016</th>
<th>Number of shares purchased</th>
<th>Number of shares sold</th>
<th>Number of shares held as at 31.12.2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Emma Marcegaglia</td>
<td>Chairman</td>
<td>Eni SpA</td>
<td>34,270</td>
<td>0</td>
<td>0</td>
<td>34,270</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Eni SpA(1)</td>
<td>45,000</td>
<td>0</td>
<td>0</td>
<td>45,000</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Eni SpA(2)</td>
<td>7, 654</td>
<td>523</td>
<td>437</td>
<td>7,740</td>
</tr>
<tr>
<td>Claudio Descalzi</td>
<td>Chief Executive Officer and General Manager</td>
<td>Eni SpA</td>
<td>39,455</td>
<td>0</td>
<td>0</td>
<td>39,455</td>
</tr>
</tbody>
</table>

**Board of Statutory auditors**

<table>
<thead>
<tr>
<th>First name and surname</th>
<th>Position</th>
<th>Affiliated company</th>
<th>Number of shares held as at 31.12.2016</th>
<th>Number of shares purchased</th>
<th>Number of shares sold</th>
<th>Number of shares held as at 31.12.2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marco Laclini(3)</td>
<td>Statutory Auditor</td>
<td>Eni SpA(2)</td>
<td>5,000</td>
<td>0</td>
<td>0</td>
<td>5,000</td>
</tr>
</tbody>
</table>

**Other Managers with strategic responsibilities(4)**

<table>
<thead>
<tr>
<th>First name and surname</th>
<th>Affiliated company</th>
<th>Number of shares held as at 31.12.2016</th>
<th>Number of shares purchased</th>
<th>Number of shares sold</th>
<th>Number of shares held as at 31.12.2017</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Eni SpA</td>
<td>171,559</td>
<td>0</td>
<td>0</td>
<td>171,559</td>
</tr>
</tbody>
</table>

---

(1) Bare ownership.
(2) Asset management.
(3) In office until 13th April 2017.
(4) Managers who were permanent members of the Company Management Committee during the year together with the Chief Executive Officer and who reported directly to the CEO (nineteen managers, of which fifteen held shares in Eni SpA and its subsidiaries).
With reference to the 2017-2019 Long-Term Share Incentive Plan approved by the ordinary Shareholders’ Meeting on 13th April 2017, subject to the conditions and purposes set out in the Information Document available on the website, the following table shows details of the 2017 Plan assignment, in accordance with Art. 84-bis (Annex 3A, schedule 7) of the Consob Issuer Regulations.

### TABLE NO. 1 OF SCHEDULE 7 OF ANNEX 3A OF REGULATION NO. 11971/1999

#### REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS

<table>
<thead>
<tr>
<th>First name and surname or category</th>
<th>Position</th>
<th>Date of shareholders’ resolution</th>
<th>Type of financial instruments</th>
<th>Number of financial instruments</th>
<th>Award date</th>
<th>Purchase price of the instruments</th>
<th>Market price on award date (euro)</th>
<th>Vesting period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Claudio Descalzi</td>
<td>CEO and General Manager Eni SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>17,968 (1)</td>
<td>26/10/17</td>
<td>n.a</td>
<td>13.92</td>
<td>3 years</td>
</tr>
<tr>
<td>Antonio Massimiliano Baldassarre</td>
<td>Managing Director Agip Karachaganak BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,522</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Massimo Bechi</td>
<td>CEO Eni Deutschland GmbH</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,781</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Claudio Brega</td>
<td>CEO EniServizi SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>7,490</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Guido Bruzzo</td>
<td>Managing Director Eni Angola Production BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,486</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Paolo Campelli</td>
<td>Managing Director Eni Mozambique Engineering Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,794</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Stefano Carbonara</td>
<td>Managing Director Eni Myanmar BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,075</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Fabio Cavanna</td>
<td>Managing Director IEOC Production BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,559</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Andrea Ceccinotto</td>
<td>Chairman and CEO Ing. Luigi Conti Vecchi SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,631</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Alberto Chiarini</td>
<td>CEO Eni gas e luce SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>14,831</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Marco Coccagna</td>
<td>CEO Eni Corporate University SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,894</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Fabrizio Cosco</td>
<td>CEO Eni Finance International SA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,261</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Fabrizio Dassogno</td>
<td>Chairman and CEO Tigoz DS0</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>893</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Carmine De Lorenzo</td>
<td>Managing Director Eni Venezuela BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,076</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Daniel Fava</td>
<td>Directeur General Eni Gas &amp; Power France SA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,819</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Daniele Ferrari</td>
<td>CEO Versalis SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>16,114</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Lorenzo Fiorillo</td>
<td>Directeur Général Eni Congo SA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,856</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Ernesto Formichella</td>
<td>CEO Banque Eni SA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,745</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Gabriele Franceschini</td>
<td>President and Chief Executive Officer Eni US Operating Co Inc</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,116</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Alessandro Gelmetti</td>
<td>Managing Director Eni South Africa BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,484</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Andrea Giacchino</td>
<td>Managing Director Eni Algeria Production BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,928</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Salvatore Giammetti</td>
<td>General Director ODO-Eni Energhe</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,396</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Giorgio Guidi</td>
<td>Managing Director Eni Pakistan Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,188</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Philip Duncan Hemmens</td>
<td>Managing Director EniNorge AS</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,235</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Massimo Maria Insuilla</td>
<td>Vice Chairman &amp; Managing Director Nigerian Agip Oil Company Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,067</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Salvatore Ippolito</td>
<td>CEO Agenzia Giornalistica Italia SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,152</td>
<td>30/11/17</td>
<td>n.a</td>
<td>13.81</td>
<td>3 years</td>
</tr>
</tbody>
</table>

(1) Number of shares awarded with resolution of the Board of Directors of 26th October 2017.
### TABLE NO. 1 OF SCHEDULE 7 OF ANNEX 3A OF REGULATION NO. 11971/1999
### REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS

<table>
<thead>
<tr>
<th>First name and surname or category</th>
<th>Position</th>
<th>Date of shareholders’ resolution</th>
<th>Type of financial instruments</th>
<th>Number of financial instruments</th>
<th>Award date</th>
<th>Purchase price of the instruments</th>
<th>Market price on award date (euro)</th>
<th>Vesting period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Giuseppe La Scola</td>
<td>Chairman &amp; General Manager Versalis Pacific Trading (Shanghai) CO Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,411</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Vincenzo Larocca</td>
<td>CEO Syndial SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>9,047</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Franco Magnani</td>
<td>CEO Eni Trading &amp; Shipping SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>11,197</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Giuseppe Moscato</td>
<td>Directeur General Eni/Tunisia BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,004</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Antonio Panza</td>
<td>Chairman &amp; Managing Director di Eni North Africa BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>8,898</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Biagio Pietraroia</td>
<td>Managing Director Agip Caspian Sea BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,597</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Marcello Poidemani</td>
<td>Chairman Versalis France SAS</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,599</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Stefano Quartullo</td>
<td>CEO Eni France Sàrl</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,558</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Francesca Rinaldi</td>
<td>Managing Director Eni UK Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,743</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Damian Robinson</td>
<td>Chairman and CEO Eni Trading &amp; Shipping Inc</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,197</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Giancarlo Ruiu</td>
<td>Managing Director Eni Ghana E&amp;P Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,076</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Mauro Russo</td>
<td>Chairman and CEO Eni Iberia SLU</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,558</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Loris Tealdi</td>
<td>Managing Director Eni Iraq BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>3,485</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Luciano Maria Vasques</td>
<td>Chairman and CEO EniProgetti SpA</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>4,709</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Umberto Vergine</td>
<td>Managing Director Eni International BV</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>16,722</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Marco Volpati</td>
<td>Managing Director Eni International Resources Ltd</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>2,929</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Other managers with strategic responsibilities Eni(2)</td>
<td>15 managers</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>245,299</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
<tr>
<td>Other managers</td>
<td>301 managers</td>
<td>13th April, 2017</td>
<td>Eni shares</td>
<td>1,100,607</td>
<td>30/11/17</td>
<td>n.a.</td>
<td>3.81</td>
<td>3 years</td>
</tr>
</tbody>
</table>

(2) Other managers who, at time of award and together with the Chief Executive Officer, were permanent members of the Company’s Management Committee or reported directly to the CEO.
Eni SpA

Headquarters
Piazzale Enrico Mattei, 1 - Rome - Italy
Capital Stock as of December 31, 2017: € 4,005,358,876,00 fully paid
Tax identification number 00484960588

Branches
Via Emilia, 1 - San Donato Milanese (Milan) - Italy
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
Integrated 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 2017 – Summary Annual Review (in English)
Eni For 2017 – Sustainability Report (in Italian and English)

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