



Ordinary Shareholders' Meeting – April 13, 2017

Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree n. 58 of February 24, 1998

Item 1 of the agenda: Eni S.p.A. financial statements at December 31, 2016. Related resolutions. Eni consolidated financial statements at December 31, 2016. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.

Resolution: Shareholders' Meeting approved the financial statements at December 31, 2016 of Eni S.p.A. which report a net profit amounting to 4,521,093,313.31 euro.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,064,481 | 63.01452 % | - |
| Shares on which a vote was expressed | 2,290,064,481 | 63.01452 % | 100.00000 % |
| In favour | 2,283,697,241 | 62.83932 % | 99.72196 % |
| Against | 3,183,443 | 0.08760 % | 0.13901 % |
| Abstentions | 3,183,797 | 0.08761 % | 0.13903 % |

Item 2 of the agenda: Allocation of net profit.

Resolution: Shareholders' Meeting resolved to allocate the net profit for the period of 4,521,093,313.31 euro, of which 3,080,637,260.11 euro remains following the distribution of the 2016 interim dividend of 0.4 euro per share, resolved by the Board of Directors on September 15, 2016, as follows:

- the amount of 19,233,515.44 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
- to Shareholders in the form of a dividend of 0.4 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2016 of 0.4 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2016 therefore amounts to 0.8 euro per share;
- the payment of the balance of the 2016 dividend in the amount of 0.4 euro, payable on April 26, 2017, with an ex-dividend date of April 24, 2017 and a record date of April 25, 2017.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,064,381 | 63.01452 % | - |
| Shares on which a vote was expressed | 2,290,064,381 | 63.01452 % | 100.00000 % |
| In favour | 2,278,100,191 | 62.68531 % | 99.47756 % |
| Against | 8,891,234 | 0.24466 % | 0.38825 % |
| Abstentions | 3,072,956 | 0.08456 % | 0.13419 % |

Item 3 of the agenda: Determination of the number of members of the Board of Directors.

Resolution: Shareholders' Meeting set the number of the Directors at nine.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,294,665,381 | 63.14112 % | - |
| Shares on which a vote was expressed | 2,294,665,381 | 63.14112 % | 100.00000 % |
| In favour | 2,291,479,132 | 63.05345 % | 99.86115 % |
| Against | 101,461 | 0.00279 % | 0.00442 % |
| Abstentions | 3,084,788 | 0.08488 % | 0.13443 % |

Item 4 of the agenda: Determination of the Directors' term of office.

Resolution: Shareholders' Meeting set the term of the office of the Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. Financial Statements at December 31, 2019.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,294,665,101 | 63.14111 % | - |
| Shares on which a vote was expressed | 2,294,665,101 | 63.14111 % | 100.00000 % |
| In favour | 2,289,480,869 | 62.99846 % | 99.77407 % |
| Against | 2,105,692 | 0.05794 % | 0.09176 % |
| Abstentions | 3,078,540 | 0.08471 % | 0.13416 % |

Item 5 of the agenda: Appointment of the Directors.

Resolution: Shareholders' Meeting appointed as Directors:

- Emma Marcegaglia^{(1)*};
- Claudio Descalzi⁽¹⁾;
- Andrea Gemma^{(1)**};
- Pietro A. Guindani^{(2)**};
- Karina A. Litvack^{(2)**};
- Alessandro Lorenzi^{(2)**};
- Diva Moriani^{(1)**};
- Fabrizio Pagani⁽¹⁾;
- Domenico Trombone^{(1)**}.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.7% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(*) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance), as cited in the By-Laws.

(**) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance) and Article 3 of the Corporate Governance Code for listed companies.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,299,371,505 | 63.27062 % | - |
| Shares on which a vote was expressed | 2,299,371,505 | 63.27062 % | 100.00000 % |
| Votes in favour to the slate filed by the Ministry of Economy and Finance | 1,297,468,788 | 35.70178 % | 56.42711 % |

| | | | |
|--|-------------|------------|------------|
| Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other Institutional Investors | 987,228,423 | 27.16505 % | 42.93471 % |
| Against all the slates | 11,926,487 | 0.32817 % | 0.51868 % |
| Abstentions | 2,747,807 | 0.07561 % | 0.11950 % |

Item 6 of the agenda: Appointment of the Chairman of the Board of Directors.

Resolution: Shareholders' Meeting appointed Emma Marcegaglia as Chairwoman of the Board of Directors.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,055,381 | 63.01427 % | - |
| Shares on which a vote was expressed | 2,290,055,381 | 63.01427 % | 100.00000 % |
| In favour | 2,269,880,187 | 62.45912 % | 99.11901 % |
| Against | 12,881,797 | 0.35446 % | 0.56251 % |
| Abstentions | 7,293,397 | 0.20069 % | 0.31848 % |

Item 7 of the agenda: Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.

Resolution: Shareholders' Meeting set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,059,476 | 63.01438 % | - |
| Shares on which a vote was expressed | 2,290,059,476 | 63.01438 % | 100.00000 % |
| In favour | 2,215,140,862 | 60.95289 % | 96.72853 % |

| | | | |
|-------------|------------|-----------|-----------|
| Against | 69,059,524 | 1.90028 % | 3.01562 % |
| Abstentions | 5,859,090 | 0.16122 % | 0.25585 % |

Item 8 of the agenda: Appointment of the Statutory Auditors.

Resolution: Shareholders' Meeting appointed the Statutory Auditors. The term of office of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2019 Financial Statements. The Statutory Auditors are:

- Rosalba Casiraghi, Effective Auditor ⁽²⁾;
- Enrico Maria Bignami, Effective Auditor⁽²⁾;
- Paola Camagni, Effective Auditor ⁽¹⁾;
- Andrea Parolini, Effective Auditor ⁽¹⁾;
- Marco Seracini, Effective Auditor ⁽¹⁾;
- Stefania Bettoni, Alternate Auditor ⁽¹⁾;
- Claudia Mezzabotta, Alternate Auditor ⁽²⁾.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.7% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(*) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance), as cited in the By-Laws.

(**) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance) and Article 3 of the Corporate Governance Code for listed companies.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|--|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,286,508,974 | 62.91669 % | - |
| Shares on which a vote was expressed | 2,286,508,974 | 62.91669 % | 100.00000 % |
| Votes in favour to the slate filed by the Ministry of Economy and Finance | 1,958,287,743 | 53.88519 % | 85.64531 % |
| Votes in favour to the slate filed by a group of shareholders composed of asset management companies and other Institutional Investors | 325,856,285 | 8.96642 % | 14.25126 % |
| Against all the slates | 918,466 | 0.02527 % | 0.04017 % |
| Abstentions | 1,446,480 | 0.03980 % | 0.06326 % |

Item 9 of the agenda: Appointment of the Chairman of the Board of Statutory Auditors.

Resolution: Shareholders' Meeting appointed as Chairman of the Board of Statutory Auditors Rosalba Casiraghi, effective auditor drawn from the minority list.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 1,196,317,556 | 32.91845 % | - |
| Shares on which a vote was expressed | 1,196,317,556 | 32.91845 % | 100.00000 % |
| In favour | 1,189,954,494 | 32.74336 % | 99.46811 % |
| Against | 223,114 | 0.00614 % | 0.01865 % |
| Abstentions | 6,139,948 | 0.16895 % | 0.51324 % |

Item 10 of the agenda: Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.

Resolution: Shareholders' Meeting set the Chairman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 80,000 euro and 70,000 euro pre-tax, respectively.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,167,466 | 63.01735 % | - |
| Shares on which a vote was expressed | 2,290,167,466 | 63.01735 % | 100.00000 % |
| In favour | 2,274,837,460 | 62.59553 % | 99.33062 % |
| Against | 9,429,609 | 0.25947 % | 0.41174 % |
| Abstentions | 5,900,397 | 0.16236 % | 0.25764 % |

Item 11 of the agenda: Long term incentive Plan 2017-2019 and disposal of Eni treasury share to serve the Plan.

Resolution: Shareholders' Meeting, pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation and of Art. 2357-ter of the Italian Civil Code, resolved:

- to approve the Long-Term Incentive Plan 2017-2019, under the terms and conditions set forth in the Informative Document made available along with the Explanatory Report of the Board of Directors on the items of the agenda of the Shareholders' Meeting, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, resolving: i) the annual award of Eni Shares to the Chief Executive Officer; ii) the approval of the Regulation for each annual award; iii) the identification of the Beneficiaries on the basis of the defined criteria; iv) and any other terms and conditions for implementation provided they do not conflict with the resolutions approved by the Shareholders' Meeting.
- to authorize the Board to dispose of up to 11 million treasury shares to serve the implementation of the Plan.

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,286,648,368 | 62.92052 % | - |
| Shares on which a vote was expressed | 2,286,648,368 | 62.92052 % | 100.00000 % |
| In favour | 1,790,095,758 | 49.25714 % | 78.28470 % |
| Against | 482,153,455 | 13.26717 % | 21.08560 % |
| Abstentions | 14,399,155 | 0.39621 % | 0.62971 % |

Item 12 of the agenda: Remuneration report (Section I): policy on remuneration.

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

Vote result

| | Number of shares | % Share capital | % of shares in attendance to the meeting |
|---|------------------|-----------------|--|
| Shares represented at the Shareholders' Meeting | 2,290,059,381 | 63.01438 % | - |
| Shares on which a vote was expressed | 2,290,059,381 | 63.01438 % | 100.00000 % |
| In favour | 2,205,976,097 | 60.70070 % | 96.32834 % |
| Against | 69,759,323 | 1.91953 % | 3.04618 % |
| Abstentions | 14,323,961 | 0.39415 % | 0.62548 % |