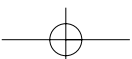
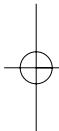
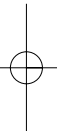


Renewal of the agreement establishing  
the European Works Council  
for the worker of Eni Group

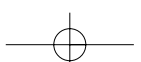
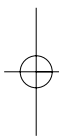
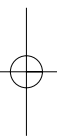


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## RENEWAL OF THE AGREEMENT ESTABLISHING THE EUROPEAN WORKS COUNCIL FOR THE WORKERS OF ENI GROUP

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On the day of June 25<sup>th</sup> 2004 in Madrid

Between

the company Eni S. p.A.

and

The General Secretariat of EMCEF

The National Secretariats of FILCEM-Cgil, FEMCA-Cisl

and UILCEM-Uil (FULC)

Having examined the agreements drawn up on Avril 19th 1995, Avril 19th 1998, and June 22<sup>nd</sup> 2001 regarding the establishment of the European Works Council for the Employees of Eni Group;

Having judged as positive the experience obtained up to this point, and taking into account the procedures adopted and the parameters of measurement which this experience points to as appropriate,

It is jointly decided that the above mentioned agreement will be extended on the basis of the contents of the following consolidated text.

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### Preamble

Eni, the General Secretariat of EMCEF and the National Secretariats of FILCEM, FEMCA and UILCEM (FULC) agree to the establishment of a European Works Council (EWC) for the Employees of Eni Group, considering such a body to be an instrument for a closer working relationship on a transnational level between the companies of the Group and the union representatives of the workers. To this end the establishment of the European Works Council is meant to make a significant contribution to an economic-production policy geared towards promoting growth, competitiveness and employment, with one potential instrument being worker participation.

Through this initiative, Eni intends to confirm on a European level the Italian tradition of Industrial Relations, expanding the dialogue to include the union representatives of workers employed by countries operating in the European Community.

## ■ Art. 1 - Scope of application

With the present agreement, the Parties intend to implement the trans-national information and consultation activities regarding workers contemplated under Directive EEC 94/45.

The present agreement regards Eni SpA and the Companies/Divisions that operate in Italy and in the other nations of the European Economic Space and that are included in the Consolidated Balance Sheets, in as much as they control, directly or indirectly, more than 50% of the share capital or exercise a dominant influence, as for the provisions of art. 2359 of the Civil Code.

Countries that are candidates for membership in the European Union may enter the scope of application as soon as they are admitted into the E.U. Meanwhile, the representatives of workers employed in the enterprises of the Group located in these countries may be granted admission as observers.

Appendix A indicates the enterprises of Eni Group to which the present agreement applies as of the date of December 31st 2003. This list will be updated on an annual basis.

## ■ Art. 2 - The composition of the EWC

The European Works Council of the Eni Group has 32 members. The seats on the Council are allocated as follows:

- 1 seat assigned to EMCEF;
- a total of 3 seats assigned to FILCEM, FEMCA and UILCEM;
- 1 seat assigned to the EWC Coordinator (see art. 4) 27 seats assigned to workers' representatives who have been elected or appointed from among the active employees of the Eni Group: 15 are to be Italian representatives and 12 are to be representatives of the local personnel of the other countries of the European Economic Space, distributed according to the following criteria:
  - 15 Italian delegates for Eni Divisions/Companies defined for the employment dimension and for business reality, also at the European level;
  - The 12 European representatives have to be defined as follows:
    - 1 representative for each country where at least 100 local workers are employed;
    - additional representatives which hold strategic business activities with significant employment levels and prospects for development;
    - For each country, the representatives will be defined depending on the employment level and business importance of the activities.

The distribution of the seat by country and by business sector will be controlled annually by Eni Management and the Select Committee, taking into account the

Group's ongoing organisational development and the resulting dynamics in terms of employment. They will verify this distribution at the meeting that will be held in the same time of the meeting of Eni Industrial Council concerning the presentation of economic and energy reference scenario (september), as defined in the Protocol of Industrial relations of June 22nd 2001 and then modified in the dates with Eni-Fulc minutes of meeting of 25/3/2004. Every change that may be decided at this meeting about the distribution of the seats will operate from January 1st of the subsequent year.

The distribution of the seats by country, based on the employment figures found in the balance-sheet closed as of 31 December 2003, is illustrated in appendix B.

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### ■ Art. 3 - Designation and term of the members

The representatives elected or appointed from among the employees of Eni Group must have accumulated no less than three years of seniority with enterprises of the Group.

The names of these representatives shall be identified in accordance with the legislative and contractual norms in force in their country of origin, or, should there be no such norms, by the union representatives operating in the production units, or by the union organisations representing the greatest number of workers, in accordance with EMCEF.

For each member of the EWC, an alternate member shall be elected or appointed under the same procedures; the alternate shall take the place of the serving representative in the event of temporary impediment, resignation, revocation or expiration.

The list of the representatives elected and appointed, and of the alternate representatives, shall be notified in writing to the Eni Management by the EMCEF and the FULC.

The members of EWC serve a three-year term, unless modifications are made following the annual control referred to under art. 2 or a notice of revocation is communicated by the EMCEF and the FILCEM, FEMCA, UILCEM to Eni. The terms of representatives elected or appointed from among the employees of the Eni Group automatically expire in the event that their employment relationship is terminated.

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#### ■ Art. 4 - EWC Coordinator

For a better work and continuity of the EWC initiatives and of the Select Committee, the Unions organisations signing the Agreement will appoint an EWC Coordinator. This appointment must be ratified by the majority of the delegates of the EWC.

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#### ■ Art. 5 - The Select Committee

The EWC shall appoint, from among its members, a Select Committee consisting of 4 members – two Italian and two of other European countries - responsible for functions or coordination and interface with Eni Management and of the EWC coordinator (art. 4).

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#### ■ Art. 6 - Topics of information and consultation

The European Works Council is informed of and consulted on the Group's performance and activities, particularly as regards:

- the economic-financial situation
- business and investment plans
- significant changes in the structure of the Group, including mergers, acquisitions and sales of activities and/or enterprises
- the current state and future prospects for employment
- downsizing, meaning closings of companies or production units with transnational repercussions
- the transfer of production activities among the countries of the European Union, or outside of the Union
- the introduction of new working techniques and new production processes
- transnational transfers of workers of the Group
- on-the-job health and safety
- environmental policies
- initial and ongoing professional training
- positive action programmes.

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#### ■ Art. 7 - Ordinary meetings

As a rule, EWC will meet once a year, normally by the end of the month of June. The date, site and agenda of the meetings will be agreed to by the Company Management



and the Select Committee. The members of the EWC shall be notified of the agenda at least thirty days prior to the date on which the meeting is to take place. The members of the Council may send to the Select Council requests for placement on the agenda of specific subjects within the scope of the topics indicated under art. 5. Suitable documentation of the topics placed on the agenda shall be sent to the participants.

Ordinary meetings shall last for two days: one day shall be devoted to an information and consultation meeting with the Management of the Group, while the other shall be set aside for internal meetings of the EWC.

Eni shall be represented by the Upper Management and by the personnel departments of the companies in charge of the different sectors. The meetings attended by both the EWC and the Management shall be chaired jointly by a representative of the corporation and a representative of the workers.

At the end of each meetings, the technical secretary referred to under art. 8 shall draw up a joint statement, together with the minutes of the encounter; both documents shall be submitted to the Management and to the Select Committee for approval before being made public.

For both the meetings with the Management and those inside the EWC, simultaneous translation shall be provided in the necessary languages, together with translation of the preliminary and subsequent documentation.

---

### ■ Art. 8 - Select Committee Meetings

In order to obtain more continuous and effective information and consultation regarding the on-going development of the Group's activities, plus related issues, a meeting of the Select Committee of the EWC shall be held at the same time as each of the three annual meetings of the Industrial Relations Council called for under the Protocol on Industrial Relations of 22 June 2001. On this occasion, the Select Council may hold an internal meeting in preparation for the ordinary annual meeting.

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### ■ Art. 9 - Extraordinary meetings

Should exceptional circumstances arise which have a significant effect on the interests of the workers, particularly as regards delocalisation, the closing of enterprises or plants, or mass layoffs, the Select Council has the right to be informed. It also has the right to meet with the Management of the Group, at the level at which the decisions were taken, together with the members of the European Works Council of the countries or the enterprises affected by the

circumstance, in order to be informed and consulted on the measures contemplated. This meeting is to be held as far in advance as possible of enactment of the measures, based on a report drawn up by the Management, regarding which an opinion can be formulated at the end of the meeting, or within seven days. Before his meeting, the Select Council, together with the additional elements referred to above, shall hold an internal meeting.

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### ■ Art. 10 - Organization

A technical secretariat will be established at the Eni headquarters in order to update the enterprises to which the present agreement applies with regard to the pertinent data on employment, as well as the calling and the organisation of the meetings referred to under arts. 6 and 7, plus the formulation of the necessary documentation.

The final statement and the minutes of the meetings shall be sent, under the responsibility of the technical secretariat, to the members of the EWC, which shall ensure that the primary contents are distributed, apart from any confidential information, to their own representatives. For the purpose of making the information available, the materials from the meetings may also be distributed by means of a dedicated section of the Eni portal.

The members of the European Works Council and its Select Council shall benefit from paid leaves for the period of time necessary for their participation in the meetings referred to under articles 6 and 7.

Within the limits of normal costs, the Eni Group shall bear the expense of organising the meetings contemplated under articles 6 and 7, as well as the cost reasonably considered to be necessary for the operations of the EWC.

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### ■ Art. 11 - Training

Eni shall facilitate the participation of the members of the EWC in courses in the English or Italian languages organised by the enterprises of the Group in which the EWC members are employed. Agreements may also be reached by the Eni Management and the Select Council on training activities regarding topics held to be of interest and focussed on the performance of the Council's role.

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### Art. 12 - Safeguarding of the members

The members of the EWC are covered by the safeguards contemplated under

legislative or contractual norms for the benefit of workers' representatives in the country in which they are employed. This guarantee extends for a year following expiration of their term of office.

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### ■ Art. 13 - Confidentiality

Participants in meetings of the EWC are required not to disclose information presented in confidential form.

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### ■ Art. 14 - Relations with national norms

Under the present agreement, the rights of workers and their representatives in force in the different countries under legislative or contractual norms regarding information or consultation remain in effect.  
The European Works Council cannot replace the workers representatives in the performance of their negotiating functions.

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### ■ Art. 15 - Duration of the agreement

The present agreement has a duration of three years. Six months before its expiration, the parties that signed the agreement, having heard the opinion of the EWC in office, shall examine the advisability and/or conditions for renewal of the present agreement. Should the parties fail to reach a joint decision six months prior to the expiration of the agreement, then the procedures contemplated under Legislative Decree no. 74 of 2 April 2002 shall apply.  
At any point in time, the parties may agree to modifications in the present agreement, as is the case of variations in the European Community norms on which it is based.

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### ■ Art. 16 - Applicable body of law and communication of the agreement

The present agreement is subject to the laws, norms and collective bargaining contracts currently in force in Italy, to the extent that these are applicable.  
The agreement shall be deposited with the Italian Ministry of Labour and with the Commission of the E.U.

Eni

Emcef  
Filcem-Cgil  
Femca-Cisl  
Uilcem-Uil

## Annex A.1

## ENI PERSONNEL IN THE EUROPEAN UNION (+Norway)

### E&P DIV. & Other Companies

	Personnel
Great Britain	318
ITALY	3.459
The Netherlands	122
Norway	101
<b>TOTAL</b>	<b>4.000</b>

### G&P DIV. & Other Companies

	Personnel
ITALY	724
<b>TOTAL</b>	<b>724</b>

### R&M DIV. & Other Companies

	Personnel
Austria	85
France	79
Germany	260
ITALY	6.845
The Netherlands	33
Portugal	14
Spain	1.010
Czech. Rep.	62
Slovakia	6
Slovenia	6
Hungary	48
<b>TOTAL</b>	<b>8.448</b>

### ENIPOWER

	Personnel
ITALY	502
<b>TOTAL</b>	<b>502</b>

**ENGINEERING**

	Personnel
Austria	10
Denmark	3
France	2
Great Britain	177
Gracia	4
<b>ITALY</b>	<b>3.321</b>
The Netherlands	2
Portugal	5
Cyprus	3
Malta	3
Poland	1
<b>TOTAL</b>	<b>3.531</b>

**COSTRUCT. & DRILLING**

	Personnel
Austria	1
France	3.301
Germany	5
Great Britain	473
<b>ITALIA</b>	<b>1.457</b>
Luxembourg	2
The Netherlands	91
Portugal	192
Spain	44
Norway	325
<b>TOTAL</b>	<b>5.891</b>

**SNAM R.G.**

	Personnel
<b>ITALY</b>	<b>2.484</b>
<b>TOTAL</b>	<b>2.484</b>

**ITALGAS**

	Personnel
Greece	11
ITALY	6.511
Slovenia	16
Hungary	2.150
<b>TOTAL</b>	<b>8.688</b>

**POLIMERI EUROPA**

	Personnel
Austria	2
Belgium	45
France	716
Germany	47
Great Britain	350
ITALY	5.571
Portugal	2
Spain	29
Czech. Rep.	6
Slovakia	4
Hungary	128
<b>TOTAL</b>	<b>6.900</b>

**CORPORATE E FINANCI.**

	Personnel
Belgium	40
Great Britain	2
ITALY	2.616
The Netherlands	25
<b>TOTAL</b>	<b>2.683</b>

**SYNDIAL**

	Personnel
ITALY	3.435
<b>TOTAL</b>	<b>3.435</b>

**OTHER BUS.**

	Personnel
Austria	1
Great Britain	1
ITALY	2.926
<b>TOTAL</b>	<b>2.928</b>

**TOTAL**

	Personnel
Austria	98
Belgium	86
Denmark	3
Finland	0
France	4.098
Germany	312
Great Britain	1.321
Greece	15
Ireland	0
ITALY	39.851
Luxembourg	2
The Netherlands	273
Portugal	213
Spain	1.083
Sweden	0
Norway	426
Cyprus	3
Estonia	0
Latvia	0
Lithuania	0
Malta	3
Poland	1
Czech. Rep.	68
Slovakia	10
Slovenia	22
Hungary	2.326
<b>TOTAL</b>	<b>50.214</b>

**TOTAL ENI PERSONNEL (31.12.2003)****76.521**

Allegato A.2

## ENI PERSONNEL IN THE EUROPEAN UNION (EU Expansion as of 2007)

### R&M DIV. & Other Companies

	Personnel
Bulgary	0
Romania	211
<b>TOTAL</b>	<b>211</b>

### ENGINEERING

	Personnel
Bulgary	0
Romania	2
<b>TOTAL</b>	<b>2</b>

### COSTRUCT. & DRILLING

	Personnel
Bulgary	0
Romania	31
<b>TOTAL</b>	<b>31</b>

	Personnel
Bulgary	0
Romania	244
<b>TOTAL</b>	<b>244</b>



## ENI PERSONNEL IN THE EUROPEAN UNION (Other EU candidate Countries)

### E&P DIV. & Other Companies

	Personnel
Croatia	14
Turkey	0
<b>TOTAL</b>	<b>14</b>

### ENGINEERING

	Personnel
Croatia	0
Turkey	1
<b>TOTAL</b>	<b>1</b>

### COSTRUCT. & DRILLING

	Personnel
Croatia	154
Turkey	0
<b>TOTAL</b>	<b>154</b>

### CORPORATE E FINANC.

	Personnel
Croatia	0
Turkey	3
<b>TOTAL</b>	<b>3</b>

	Personnel
Croatia	168
Turkey	4
<b>TOTAL</b>	<b>172</b>

## Annex B.1

ITALIAN SEATS	Employed as at 31-12-2003	% of tot.	SEATS
E&P DIV	3.459	8,06	2
G&P DIV	724	1,8	1
R&M DIV	6.845	17,1	2
POLIMERI	5.571	13,09	1
SNAMPROGETTI	3.321	8,03	1
SAIPEM	1.457	3,06	1
SNAMRETEGAS	2.484	6,02	1
ITALGAS	6.511	16,03	2
ENIPOWER	502	1,02	1
CORPORATE+FINANC.	2.616	6,05	1
SYNDIAL	3.435	8,06	1
ENITECNOLOGIE	637	1,05	
SIECO	642	1,06	1
ENIDATA	675	1,06	
OTHERS	972	2,04	
<b>TOTAL</b>	<b>39.851</b>	<b>100</b>	<b>15</b>

## Annex B.2

FOREIGN SEATS	Employed as at 31-12-2003	% of total	A	F	D	UK	ES	NOR	HUN
E&P DIV	541	5,2						1	
R&M DIV	1.603	15,4	1		1		1		
POLIMERI	1.329	12,8		1		1			
SNAMPROGETTI	207	1,9							
SAIPEM	4.434	42,8		3		1		1	
ITALGAS	2.177	21							1
CORPORATE+FINANZ. + ALTRE	67	0,06							
<b>TOTAL</b>	<b>10.358</b>	<b>100</b>							
<b>SEATS PER COUNTRY</b>			<b>1</b>	<b>4</b>	<b>1</b>	<b>2</b>	<b>1</b>	<b>2</b>	<b>1</b>
<b>TOTAL SEATS</b>	<b>12 (+1 Observer to be chosen among new member States)</b>								