



## Notice of Shareholders' Meeting

Shareholders of Eni S.p.A. (hereinafter "Eni" or "Company") are hereby invited to attend the Ordinary Shareholders' Meeting, which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, pedestrian entrance on Passeggiata del Giappone, on April 30, 2012 at 10:00 a.m. (CET) on first call and, if necessary, on May 8, 2012, on second call, respectively, and the Extraordinary Shareholders' Meeting, which will be held on April 30, 2012 on first call and, if necessary, on May 7 and 8, 2012, at the same time and location, on second and third call, respectively, to discuss and deliberate on the following:

### Agenda

#### Ordinary Part

1. Eni Financial statements at December 31, 2011. Related deliberations. Eni Consolidated Financial Statements at December 31, 2011. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.
2. Allocation of net profit.
3. Remuneration report: policy on remuneration.

#### Extraordinary Part

1. Amendments to the By-laws articles 17 and 28 and addition of the new article 34.

#### Right to attend and to vote at the Shareholders' Meeting

Pursuant to Article 83-sexies of Italian Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance, hereinafter "T.U.F.") and Article 13.2 of the By-laws, the right to attend the Shareholders' Meeting applies to those on behalf of whom the intermediary - authorized pursuant to applicable regulations - has sent to the Company the statement certifying the ownership of the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on first call (April 19, 2012 - *record date*). The statement must be received by Eni by the end of the third trading day (April 25, 2012) prior to the date scheduled for the first call of the Shareholders' Meeting. The right to attend and to vote in the Shareholders' Meeting still remains even if the statement is received by the Company after the deadline indicated above, as long as it is received by the opening of the Shareholders' Meeting. Those who become shareholders only after the *record date* shall not be entitled to attend and to vote at the Shareholders' Meeting. Please note that the statement is sent to Eni by the intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the intermediary that keeps the related accounts to send the aforementioned statement to the Company. Any requests for prior notice or expense aimed at fulfilling the duties of the intermediary are not ascribable to the Company. In order to attend the Shareholders' Meeting, shareholders holding shares not yet in dematerialized form, shall previously deliver these shares to an authorized intermediary, who will have them dematerialized in the Central Depository System, and shall then request the above-mentioned statement of attendance.

#### Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the T.U.F., shareholders may ask questions on items on the agenda prior to the Shareholders' Meeting: the questions must be received by the Company within April 27, 2012; the Company does not guarantee an answer to the questions received after that date. The questions may be sent by mail at the following address:

Eni S.p.A.  
Segreteria Societaria (Domande Assemblea 2012)  
Piazzale Enrico Mattei, 1  
00144 Rome - Italy

by fax addressed to the Eni Corporate Secretary's Office (Segreteria Societaria) at +39 06 598 22 233, by e-mail at the address [segreteriasocietaria.azionisti@eni.com](mailto:segreteriasocietaria.azionisti@eni.com), or through the appropriate section of the Company's website. The interested parties must provide the information and documentation certifying the entitlement to the right, in compliance with the procedures specified in the website. Questions received within the aforementioned deadline shall be answered at the latest during the Shareholders' Meeting. The Company shall provide a single answer to questions having the same content. No reply is due when the requested information is available in "question and answer" form in the appropriate section of the Company's Internet website.

#### Integration of the agenda of the Shareholders' Meeting

Pursuant to Article 126-bis of the T.U.F. and in accordance with the provisions of Article 13.1 of the By-laws, the Shareholders who, severally or jointly, represent at least one fortieth of Eni share capital, may ask, within ten days from the date of publication of this notice, to add other items to the agenda. The request shall contain the matters to be proposed to the Shareholders' Meeting. The requests must be submitted in writing and addressed to the Company's registered office by recorded delivery letter with advice of delivery. Moreover, a report on the proposed issues must be presented by the shareholders requesting integration of the agenda, within the same deadline. Any further information is available on the Company's Internet website.

#### How to vote by proxy

Pursuant to Article 135-novies of the T.U.F. and Article 14.1 of the By-laws, parties entitled to vote may appoint a representative in the Shareholders' Meeting, in the manner specified by the law. The proxy may be notified to the Company by mail, at the following address:

Eni S.p.A.  
Segreteria Societaria (Delega Assemblea 2012)  
Piazzale Enrico Mattei, 1  
00144 Rome - Italy

by fax to the Eni Corporate Secretary's Office (Segreteria Societaria) at +39 06 598 22 233, or through the appropriate section of the Company's Internet website, according to

the procedures specified therein. The proxy and related voting instructions can be revoked at any time. A proxy form is available on the Company's Internet website and at the Company's registered office.

#### Shareholders' Representative designated by the Company

Pursuant to Article 135-undecies of the T.U.F. and Article 14.5 of the By-laws, the Company has designated Studio Legale Trevisan & Associati as the representative to whom shareholders may confer the proxy free of charge, with voting instructions on all or part of the proposals on the agenda. In this case, the proxy must be conferred by signing the related proxy form available on the Company's Internet website or at the Company's registered office. The form must be mailed to the following address and received within April 26, 2012:

Studio Legale Trevisan & Associati  
Viale Majno n. 45  
20122 Milan - Italy

The proxy and related voting instructions can be revoked within the above-mentioned deadline. The proxy shall not be valid for proposals for which no voting instructions have been provided.

For any further information, please visit the Company's website. Shareholders' Representative is available for further clarifications at toll-free number 800 134 679 and at the e-mail address [info@rappresentante-designato.it](mailto:info@rappresentante-designato.it).

#### How to vote by mail

Pursuant to Article 127 of the T.U.F. and Article 14.3 of the By-laws, voting may also be exercised by mail in accordance with the applicable regulations.

The "Vote by Mail Form", which will be available on the Company's website or at the Company's registered office, may also be mailed by the Corporate Secretary's Office to any Shareholders who request it, together with the relative envelope. The "Vote by Mail Form" - duly filled in and signed - must be mailed to the Corporate Secretary's Office at the following address, and received within the day before the Shareholders' Meeting:

Eni S.p.A.  
Segreteria Societaria  
(Voto per corrispondenza Assemblea 2012)  
Piazzale Enrico Mattei, 1  
00144 Rome - Italy

For those who wish to use the voting form available on the website, the related procedure for sending the form is specified on the website. Voting forms received after the fixed deadline or lacking the relative signature, shall not be counted in the initial or the voting quorum of the Shareholders' Meeting. The vote by mail is exercised directly by the owner of the voting right and is expressed separately for each of the deliberations proposed. The vote may be revoked by written statement notified to the Company at least the day before the Shareholders' Meeting, or following an express statement issued by the interested party during the course of the Shareholders' Meeting.

#### Information regarding ADRs holders

Beneficial Owners of ADRs, listed on the New York Stock Exchange, each ADR representing two Eni ordinary shares, who are recorded in Eni ADRs register of The Bank of New York Mellon, ADRs Depository, by March 26, 2012 will be entitled to participate in the Meeting, delegate the exercise of their voting right or to exercise votes by mail, after having complied with the deposit and registration requirements contained in Eni ADR Deposit Agreement; also Beneficial Owners who have taken advantage of Proxy Vote or Vote by Mail options are entitled to assist at the Meeting upon written request to be made to The Bank of New York Mellon.

#### Request for information and Internet website of the Company

Any further information related to the Shareholders' Meeting and, in particular, on the procedures for exercising rights, can be obtained by visiting the Company's website - [www.eni.com](http://www.eni.com) - or by writing to the email address [segreteriasocietaria.azionisti@eni.com](mailto:segreteriasocietaria.azionisti@eni.com). In addition, the following numbers are active:

- Toll-Free Number: 800 940 924 - from Italy only.
- Toll-Free Number: + 800 112 234 56 - from outside Italy.
- Fax number: +39 06 598 22 233.

#### Information documents

The documentation relative to the items on the agenda, the full texts of the deliberation proposals - together with the explanatory reports specified the applicable legislation - and the other information specified in Article 125-*quater* of the T.U.F., will be available to the public - in accordance with the terms of the law - at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website.

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Any experts, financial analysts and journalists who wish to be present at the Shareholders' Meeting must submit an appropriate request - by mail or fax at +39 06 598 22 233 - to be received by the Eni Corporate Secretary's Office (Segreteria Societaria) within April 27, 2012.

Those who are entitled to attend the Shareholders' Meeting are invited to arrive before the scheduled starting time of the Meeting, so as to facilitate admission procedures; registration operations shall be performed at the venue of the Shareholders' Meeting starting from 9:00. With regard to the composition of the Company's shareholding structure, the ordinary and the extraordinary session of the Shareholders' Meeting is likely to be held on May 8, 2012.

The Chairman of the Board of Directors  
Giuseppe Recchi