



Eni S.p.A. Shareholders' Meeting Regulation ("The Regulation")

The English text is a translation of the Italian official "Eni S.p.A. Shareholders' Meeting Regulation". For any conflict or discrepancies between the two texts the Italian text shall prevail.

Article 1 - Application

1. Ordinary and Extraordinary shareholders' meetings (the "Meetings" or the "Meeting") of Eni S.p.A. ("Eni"), a company incorporated under the Italian law with Registered Office in Rome, Piazzale Enrico Mattei, No. 1, are held pursuant to the norms set forth by this Regulation.
2. The Regulation approved by the Ordinary shareholders' meeting held on December 4, 1998, is at the Shareholders' disposal at the Company Registered Office and in the locations of the shareholders' meeting.

Article 2 - Participation to the Meetings

1. Attendance to the meetings is disciplined by the provisions of the current legislation, Eni by-laws and the Notice of the shareholders' meeting (the "Notice").
2. Subject to a request to be delivered to Eni Corporate Secretary (the "Secretary") according to the provisions set forth in the Notice at least two days before the relevant Meeting, and subject to the consent of the Chairman of the Meeting (the "Chairman"), financial analysts, experts, journalists and representatives of Eni Independent Auditors (the "Analysts") are allowed to attend the Meeting.
3. If deemed useful by the Chairman for the correct course of the Meeting, also in relation to the items in the Agenda, employees of the Company and its subsidiaries (the "Employees") may attend the Meeting.

Article 3 - Control of the Conditions Allowing Participation to the Meetings

1. Procedures for identification of persons wishing to attend the Meeting and controls of powers entitling their participation take place at the same location of the Meeting and begin an hour before the Meeting itself.
2. In order to simplify the aforementioned controls, those who intend to participate to the Meeting as legal or voluntary representatives of Shareholders and as Analysts, are requested to deliver to the Secretary the deeds entitling them to participate to the Meeting according to the provisions set forth in the Notice two days before the date of the Meeting.

Article 4 - Admittance to the Meeting

1. Subject to the execution of the identification and control procedures set forth in Article 3, paragraph 1, of the Regulation, persons are entitled to enter the Meeting room. As soon as the identification procedures are completed, each Shareholder or his representative (the "Shareholders" or the "Shareholder"), Employees and Analysts is given a badge to be worn until they leave the Meeting.
2. Shareholders wishing to leave the Meeting must contact the Meeting staff.
3. Unless otherwise provided by the Chairman, and notwithstanding the provisions applicable pursuant to Article 5 of the Regulation, the use of recorders, cameras and similar instruments is not allowed in the location of the Meeting.

Article 5 - Constitution and Opening of the Meeting

1. minutes of the Meeting are written down by a secretary, not necessarily chosen among Shareholders, if a Notary public is not appointed. The secretary is appointed by the Shareholders upon proposal of the Chairman. The secretary or the Notary may use reliable staff and recording instruments.

2. The Chairman may appoint one or more scrutineers, not necessarily chosen among Shareholders, and a Chairmanship Office (the "Office").
3. In order to assure order in the Meeting, the Chairman may apply to clerks recognisable through specific badges.
4. Pursuant to Article 14 of the by-laws, the Chairman, also through the scrutineers and the Office, controls the regularity of proxies and the right to attend the Meeting.
5. If the majority of capital necessary for the Meeting to start is not reached, the Chairman adjourns the Meeting to the next call, at least an hour after the time set in the Notice for the beginning of the Meeting.
6. Once the regular constitution has been ascertained, the Chairman opens the Meeting.

Article 6 - Interruption and Adjournment of the Meeting

1. If not otherwise resolved, the Meeting takes place in a single day. With the exclusion of Article 7, paragraph 4, of the Regulation, if necessary and if the Meeting does not vote against the proposal, the Chairman may interrupt the Meeting for periods no longer than two hours.
2. Notwithstanding Article 2374 of the Civil Code, the Meeting may resolve, with the majority of the share capital represented, the adjournment of the Meeting specifying the new location, day and hour. The term after which the adjournment may take place is set considering the cause of the interruption and cannot be longer than thirty days.

Article 7 - Discussion

1. The Chairman illustrates the items in the Agenda also through Directors, Auditors and Employees. The order of the items in the Agenda may be modified through a resolution of the shareholders' meeting voted by the majority of the share capital represented in the Meeting.
2. The Chairman directs the Meeting and guarantees fairness in the discussion and the right to intervene of Shareholders. In view of the foregoing, at the beginning of the Meeting, the Chairman sets the maximum duration of each intervention that may not ordinarily exceed fifteen minutes. The Chairman may: (i) invite to finish interventions if longer than the term set by the Chairman or not pertinent to the items in the Agenda; (ii) avoid clear excesses of Shareholders, also interrupting their interventions; (iii) and in extreme circumstances order that the Shareholder causing such situations leaves the Meeting until the discussion on the item in the Agenda ends.
3. The request of discussion on each item in the Agenda may be presented to the Office from the beginning of the Meeting and until the Chairman opens the discussion on the relevant item. If not otherwise resolved, persons entitled are invited to speak following the order of reservation of their requests. Each Shareholder may intervene only once on each item in the Agenda.
4. If not otherwise resolved, the Chairman, also through Directors, Auditors and Employees, answers to Shareholders at the end of all interventions on each item in the Agenda. In order to answer to the questions, the Chairman may interrupt the Meeting for no longer than two hours. At the end of the answers, the Chairman declares the end of discussion. Shareholders may not reply to the answers received. After the end of the discussion, only brief declarations of vote are allowed.

Article 8 - Voting Procedures

1. The Chairman resolves whether the voting procedures on each item in the Agenda will take place after the discussion on one item only or after the discussion on more than one item.

2. Before the beginning of the voting procedures, upon resolution of the Chairman, Shareholders who have not taken part to the discussion pursuant to Article 7, paragraph 3, of the Regulation are re-admitted to the Meeting.

3. The vote is open.

4. The Chairman regulates the voting procedures and may set a term for the exercise of the voting right. At the end of the voting procedures, the polls take place. Once the poll is over, the Chairman, also through the secretary or the Notary, declares the results to the Meeting.

5. Votes expressed differently from the way set by the Chairman are considered void.

6. Shareholders who vote against or who abstain on a proposal on an item in the Agenda shall give their name to the staff in charge. Once the voting rights have been exercised on each item in the Agenda, the Chairman declares the end of the Meeting.

Article 9 - General Provisions

1. For matters not expressly regulated by this Regulation, the norms of the Civil Code and specific laws concerning these matters and the by-laws will apply.

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Company Share Capital 4.005.358.876 fully paid

Rome Companies Register

Tax identification number 00484960588

