



## Ordinary Shareholders' Meeting – May 10, 2013

### Summary Report of the votes

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

**Item 1 of the agenda: Eni S.p.A. Financial statements at December 31, 2012. Related resolutions. Eni Consolidated Financial Statements at December 31, 2012. 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, 2012 of Eni S.p.A. which report a net profit amounting to 9,078,358,525.02 euro.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,219,809,908	61.08136 %	100,00000 %
Shares on which a vote was expressed	2,219,804,908	61.08122 %	99,99977 %
In favour	2,216,609,487	60.99330 %	99,85582 %
Against	84,014	0.00231 %	0,00378 %
Abstentions	3,111,407	0.08561 %	0,14017 %
Shares on which no vote was expressed	5,000	0.00014 %	0,00023 %

**Item 2 of the agenda: Allocation of net profit.**

**Resolution:** Shareholders' Meeting resolved to allocate the net profit for the period of 9,078,358,525.02 euro, of which 7,122,048,121.80 euro remains following the distribution of the 2012 interim dividend of 0.54 euro per share, resolved by the Board of Directors on September 20, 2012, as follows:

- the amount of 2,603,272,923.40 euro to the reserve required by Article 6, paragraph 1, letter a) of Legislative Decree no. 38 of February 28, 2005;
- the amount of 3,391,234,297.34 euro to the optional reserve;
- as to the remaining profit and, where necessary, using the available reserve, to shareholders in the form of a dividend of 0.54 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, thus completing payment of the dividend for the financial year 2012. The total dividend per share for financial year 2012 therefore amounts to 1.08 euro per share;
- the payment of the balance of the 2012 dividend in the amount of 0.54 euro, payable starting from May 23, 2013, with an ex-dividend date of May 20, 2013 and a record date of May 22, 2013.

### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,219,810,908	61.08139 %	100,00000 %
Shares on which a vote was expressed	2,219,805,358	61.08124 %	99,99975 %
In favour	2,216,646,979	60.99433 %	99,85747 %
Against	41,472	0.00114 %	0,00187 %
Abstentions	3,116,907	0.08577 %	0,14041 %
Shares on which no vote was expressed	5,550	0.00015 %	0,00025 %

### Item 3 of the agenda: Remuneration report: policy on remuneration.

**Resolution:** Shareholders' Meeting resolved in favour of the first section of the Remuneration report regarding the Company's policy on the remuneration of Board directors, general managers and executives with strategic responsibilities and the procedures used to adopt and implement this policy.

### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,219,811,408	61.08140 %	100,00000 %
Shares on which a vote was expressed	2,219,805,908	61.08125 %	99,99975 %
In favour	2,135,376,822	58.75806 %	96,19632 %
Against	74,685,365	2.05508 %	3,36449 %
Abstentions	9,743,721	0.26811 %	0,43894 %
Shares on which no vote was expressed	5,500	0.00015 %	0,00025 %

### Item 4 of the agenda: Authorisation of buy-back plan of Eni shares after first cancelling the previous buy-back plan authorised by the Shareholders' Meeting on July 16, 2012, with respect to that portion not implemented. Related and consequent resolutions.

**Resolution:** Shareholders' Meeting resolved as follows:

- to cancel, for the portion not yet implemented as of the date of the Shareholders' Meeting, the authorisation to the Board of Directors to acquire treasury shares as resolved by the Shareholders' Meeting of July 16, 2012;
- to authorise the Board of Directors, pursuant to Article 2357 of the Italian Civil Code, to purchase on the Mercato Telematico Azionario - in one or more transactions and in any case within 18 (eighteen) months from the date of this resolution - up to a maximum number of 363,000,000 (three hundred and sixty-three million) ordinary Eni shares, for a price of no less than € 1.102 (one

point one zero two euro) and not more than the official price reported by Borsa Italiana for the shares on the trading day prior to each individual transaction, plus 5%, and in any case up to a total amount of €6,000,000,000.00 (six billion euro and zero cents) in accordance with the procedures established in the Rules of the Markets organised and managed by Borsa Italiana S.p.A. In order to respect the limit envisaged in the third paragraph of Article 2357 of the Italian Civil Code, the number of shares to be acquired and the relative amount shall take into account the number and amount of Eni shares already held in the portfolio;

- to grant the Board of Directors all the broadest powers to execute this resolution, including through the use of delegation, including the possible assignment of tasks to intermediaries authorised pursuant to law, with the speed held to be appropriate for the interests of the Company, as permitted by applicable regulations, in the manner envisaged in Article 144-bis, paragraph 1, letter b) of the Issuers' Regulation, taking into account market practices inherent to the acquisition of treasury shares admitted by Consob pursuant to Article 180, paragraph 1, letter c) of the T.U.F., with Resolution no. 16839 of March 19, 2009, as well as EC Regulation no. 2273/2003 of December 22, 2003, where applicable.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,219,811,408	61.08140 %	100,00000 %
Shares on which a vote was expressed	2,219,730,677	61.07918 %	99,99636 %
In favour	2,209,789,060	60.80562 %	99,54850 %
Against	6,793,046	0.18692 %	0,30602 %
Abstentions	3,148,571	0.08664 %	0,14184 %
Shares on which no vote was expressed	80,731	0.00222 %	0,00364 %