



Organizational,
Management and Control

Model
for Small Entities

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Approved by the Board of Directors of Eni Foundation on December 13th, 2012

CHAPTER 1 THE MODEL

1.1 The model and its purpose

This organizational, management and control Model (hereinafter referred to as the “**Model**”) was implemented by Eni Foundation (hereinafter referred to as the “**Foundation**”)¹ in order to prevent crimes² being committed in the interest of or for the advantage of the Foundation by:

- individuals who are representatives, directors or managers of the entity or of one of its financially and functionally independent organizational units, or by individuals who exercise management and control, including on a de facto basis, over the Foundation (top management, hereinafter also referred to as “**Apicals**”); and/or
- individuals who are managed or supervised by an individual in an apical position (individuals under the command of others or “**Subordinates**”).

In particular, the Model was also adopted on the basis of the justification provided by the Italian regulations relating to the “administrative liability of legal entities for misconduct resulting from criminal offences” contained in Legislative Decree 231 of 8 June 2001. (hereinafter referred to as “**Legislative Decree no. 231/2001**”), which provides that companies can adopt organizational, management and control models designed to prevent such violations.

The Eni Code of Ethics (Annex 1) is an integral and substantive part of the Model.

1.2 Adoption, implementation and updating of the Model

The Foundation falls within the definition of a “small entity” as defined by Article 6, paragraph 4 of Legislative Decree 231/2001, taking into account the essential details of its internal hierarchical and functional structure³. The provisions of the above decree have therefore been taken into account in preparing this Model, as well as the guidelines supplied by Confindustria in relation to the adoption of organizational models by small enterprises and the identification of the body described

1 The Foundation’s Model was adopted for the first time by resolution of the Board of Directors on 23rd April 2010.

2 The aim of the Model is to prevent the perpetration of relevant “offences”, that is offences for which sanctions can be directly imposed on the entity under Legislative Decree 231/2001 and related laws.

3 The essential characteristics of the hierarchical and functional structure required for classification as a “small entity/small enterprise” are governed by the Eni S.p.A. Model 231 (see paragraph 4.6) and where necessary detailed in the internal regulations connected to the latter.

in Section 4 below (hereinafter referred to as the “**Supervisory Body**” or simply the “**Body**”).

The Model has been adopted by resolution of the Board of Directors, following consultation with the Board of Auditors.

The General Secretary is responsible for the implementation of the Model and the adoption of all measures, including those of an organizational nature, required for its enforcement. Company provisions containing and adopting control arrangements and tools needed to implement the Model are issued by the relevant corporate departments, in compliance with the requirements of the regulatory instruments in force at the time. To this end, the Supervisory Body keeps and distributes to the relevant company departments the document entitled “Sensitive Activities and Specific Control Standards of the Model”

Updating of the Model to maintain its effectiveness over time must be carried out whenever there are:

- (a) legislative changes with reference to the regulations on the administrative liability of companies for misconduct deriving from criminal offences;
- (b) significant changes in the organizational structure⁴ or business activities of the Foundation;
- (c) significant violations of the Model and/or the outcome of checks on its effectiveness or relevant experience in the public domain relating to the sector. The task of preparing updates to the Model - except for the general principles that cannot be derogated, as indicated in the Eni S.p.A Model 231 (from here on the “**General Principles**”)⁵ - is attributed to the General Secretary who will also follow the directions received (i.e. communications suitable for determining the updates needed to the Model) from the Supervisory Body.

⁴ Significant changes to the organizational structure of the Foundation, which may affect its classification as a small entity, include the recruitment of personnel where there were none previously and/or the appointment of a Board of Auditors that was not present before, and vice versa.

⁵ The General Principles of the Eni S.p.A. Model 231 include: a) Eni’s Code of Ethics; b) Risk analysis methodology; c) Role and information flows of the Supervisory Body d) Annual schedule of supervision activities. e) Extension of Model 231 to subsidiaries. f) Disciplinary system. g) General standards of transparency of activities. h) Innovation implementation programme.

Without prejudice to the previous paragraph, at least on a yearly basis, the Board of Directors of the Foundation, also as indicated by the General Secretary, verifies the existence of the pre-requisites that characterize the Foundation as a small entity, legitimizing the possible assignment to the managing body of the task of monitoring the operation of the Model and compliance with it as well as ensuring it is kept up to date. If, successively, the assumptions underlying the classification of the Foundation as a small entity for the purposes of Article 6, paragraph 4, of Legislative Decree no. 231/2001, cease to apply the Board of Directors shall promptly take suitable measures, including amending the Model with regard to the identification and the composition of the Supervisory Body and the relevant information flows. The Board of Directors will have the option of delegating the revision of the Model provided for under this paragraph to one or more of its members.

A copy of the Model, and the relevant updates, is sent for information to the Secretary General of the Foundation and either the COO, CCOO, CFO or Eni Corporate Director, as considered most appropriate in relation to the routine communication channels between the Foundation and the relevant Eni units, and in each case to the Supervisory Body of Eni S.p.A.

1.3 Addressees of the Model

The principles and contents of the Model are addressed to the senior managers and subordinates of the Foundation and all those, including third parties, working in Italy and abroad for the achievement of Eni's objectives (from here on referred to, cumulatively, as the “**Addressees**”).

1.4 Training and Communication

Communication and staff training are important requirements for the correct implementation of the model. The Foundation therefore undertakes to facilitate and promote knowledge of the model among its Addressees – with different degrees of knowledge based on their position and role – and encourage their constructive contribution to a better understanding of its principles and contents.

In particular the following training and communication activities are provided for:

- (i) the Model is formally communicated by the Supervisory Body to all directors and senior managers (on the payroll and in service), all Unit Managers where present and - if not included in one of the first two categories - to the reference persons for the individual corporate processes (“*Key officers*”) who are required to attend compulsory training courses

- (ii) on the principles and the content of Legislative Decree 231/2001 and the Model;
- (iii) the model is displayed on company notice boards and communicated to each employee;
- (iv) initiatives are established to provide targeted information for supervisors, office staff and manual workers (not Key Officers) where present;
- (v) the Model is made available for consultation by all employees on the Foundation's web site.

The structure of training courses proposed by the relevant company departments is approved by the Supervisory Body. Specific training and communication initiatives may also be carried out using computer based distance learning techniques.

Each member of company bodies signs a declaration stating that they have read the model and agree with its principles and contents at the time of adoption and when any changes of a substantive nature are made as well as in all cases of amendments, updates and additions to the General Principles.

Without prejudice to the above, the principles and content of the Model are disclosed to anyone who the Foundation has contractual relations with. Such parties must expressly undertake to observe the relevant reference principles, under penalty of application of the sanctions described in Paragraph 5.6 below.

CHAPTER 2 RISK ANALYSIS METHODOLOGY

2.1 Risk analysis and system of internal control

The identification of corporate activities which may entail the risk to commit the offences the Model aims to prevent (hereinafter “**Sensitive Activities**”) is the result of analysis of the company processes described above.

For each Sensitive Activity, the existing operational and management procedures and control elements already in place are identified, as well as the Key Officer to be referred to for each individual company process.

A comparative analysis is then carried out between the existing control environment and the principles and contents of the Model (in particular the control arrangements).

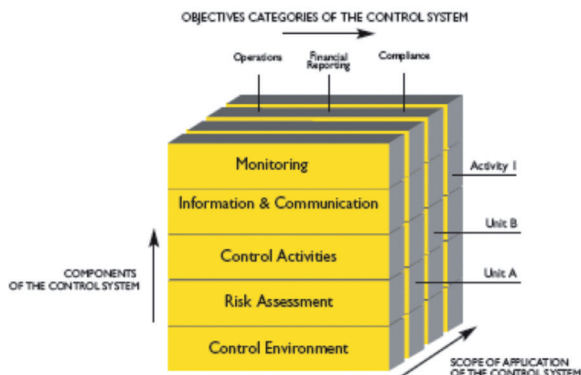
According to the “Internal Control - Integrated Framework” (CoSoIC-IF) issued by the Committee of Sponsoring Organizations of the Treadway Commission (CoSO)⁶, an internal control system can be defined as a set of mechanisms, procedures and tools prepared by management to ensure the achievement of objectives of efficiency of company operations, reliability of financial reporting, compliance with applicable laws and regulations and protection of company assets.

According to the CoSO Report, Internal Control – Integrated Framework, the internal control system is made up of following components: Control Environment⁷,

6 Committee of Sponsoring Organizations of the Treadway Commission (1992), internal control integrated framework, AICPA, www.coso.org).

7 Control environment: This reflects the attitudes and actions of Top Management with reference to internal control within the organization. The control environment includes the following elements:
integrity and ethical values;
management’s philosophy and style;
organizational structure;
assignment of authority and responsibility;
personnel policies and practices;
competence of company personnel.

Risk Assessment⁸, Information and Communication⁹, Control Activities¹⁰ and Monitoring¹¹, as described in the Figure below.



The components of the Foundation's internal control system are used as a reference point for the analysis of the risk of the offences covered by Legislative Decree No. 231/2001 being committed.

In particular, the analysis focuses on the design of the control environment, with identification of the types of sensitive activity and - following an analysis of their applicability - a check on compliance with the standards applicable to each type of sensitive activity.

The aim of this activity is to ensure maintenance and updating of the system for identifying, mapping and classifying risk areas for the purpose of control and supervisory activities.

⁸ Risk Assessment: definition of the process of identification and analysis of the most relevant and important risks that could compromise achievement of the entity's objectives.

⁹ Information and Communication: definition of an information system (computer system, reporting flow, system of process/activity indicators) which enables both senior management and operational personnel to perform the tasks assigned to them.

¹⁰ Control Activities: definition of corporate policies and procedures that ensure structured management of risks and company processes, enabling pre-defined objectives to be achieved.

¹¹ Monitoring: the process that checks the quality and results of the internal controls over time.

CHAPTER 3 CONTROL TOOLS

3.1 Structure of control arrangements

The control arrangements aimed at preventing perpetration of the offences referred to in Legislative Decree no. 231/2001 support compliance with the Eni Code of Ethics¹² and are structured on two control levels:

- 1) **general standards of transparency of activities**, which must always be present in all Sensitive Activities taken into consideration by the Model;
- 2) **specific control standards**, which contain special provisions aimed at governing the specific aspects of Sensitive Activities and which must be included in the relevant corporate procedures. These procedures must indicate the Model in the reference regulations.

3.1.1 General standards of transparency of activities

The **General standards of transparency of activities** are:

- a) **Segregation of duties**: there must be segregation of duties between the persons who carry out, check and authorize activities¹³;
- b) **Rules**: company policies and procedures must exist which provide at least general reference principles for the control of sensitive activities;
- c) **Signatory powers and powers of authorization**: formal rules must exist for the exercise of signatory powers and internal powers of authorization;
- d) **Traceability**: the individuals or departments concerned and/or the information system used must ensure the identification and traceability of sources, information and checks carried out to support the formation and implementation of the Foundation's decisions, as well as the procedures for managing financial resources.

12 Compliance with the principles and content of Eni's Code of Ethics is also required for preventing crimes against individuals pursuant to Act no. 7/2006 ("female genital mutilation practices"). In any case, all behaviour constituting physical violence or mental abuse is forbidden without exception.

13 This standard is defined as follows:

the segregation principle must take into consideration the sensitive activity within the context of the specific process in question;

segregation exists where there are codified, complex and organized systems in which individual phases are identified, regulated and managed in a consistent way, with a consequent limitation on discretion in terms of application, as well as traceability of the decisions made.

The competent departments must ensure that the general transparency standards relating to Sensitive Activities are adopted as part of the Foundation’s procedures.

3.1.2 Sensitive Activities and specific control standards

The document “Sensitive Activities and specific control standards of the Model” approved by the Board of Directors at the time of Model approval and by the General Secretary at the time of any subsequent amendments includes provisions designed to regulate certain special aspects of Sensitive Activities, taking into account the internal hierarchical and functional structure of the Foundation.

“Sensitive activities and specific control standards of the Model” (i) are kept by the Supervisory Body, (ii) are notified by the Supervisory Body to the units responsible for the implementation of the specific control standards in company procedures relating to Sensitive Activities and (iii) are also communicated to Eni’s Internal Audit Department for the performance of the control activities which it is responsible for.

3.2 Supply management processes

The following supply management processes:

1. **Financial transactions:** the Foundation’s payments management process and corresponding financial flows to and from the service companies, including debt management and finance companies.
2. **Procurement of goods and services:** process of procurement of goods and services with reference to (i) purchases managed by the responsible unit and/or third parties through a service contract; ii) phases of the process relating to production of the purchase requisition, supplier selection and contract award (iii) use and management of blanket orders and (iv) review of contracts concluded.
3. **Consultancy and professional services:** award process for professional services,
- II. **Contract management:** process for managing the contracts entered into by the Company,

are governed by corporate procedures, in which the relevant departments ensure the adoption of: (a) general standards of transparency of activities (paragraph 3.1.1) and (b) specific control standards (paragraph 3.1.2) aimed at governing the specific aspects of the Sensitive Activities connected with the above supply management processes.

3.3 Reference corporate procedures

Reference corporate procedures are communicated and disseminated by the relevant company departments in compliance with applicable laws and contracts. Subject to compliance with Eni's Code of Ethics, a compulsory general principle of the Model, the Foundation's management is required to comply with corporate procedures.

CHAPTER 4 SUPERVISORY BODY

4.1 Supervisory Body of the Foundation

4.1.1 Identification of the Supervisory Body

The task of monitoring the operation of and compliance with the Model and its updating is entrusted to the body of the Foundation equipped with autonomous decision making and supervisory powers.

Taking into account the provisions of Art. 6, paragraph 4 of Legislative Decree 231 of 2001, the function of the Supervisory Body as described in paragraph 1, point b) of the above article is performed, in the Foundation, directly by the Board of Directors, with the power of delegation in favour of one of its members who *(i)* is classifiable as a non executive director (i.e. has no delegated powers other than the ones listed in this paragraph) and *(ii)* is not employed by the parent companies controlling (directly or indirectly) the Foundation.

The Board of Directors retains the right, in any case, to appoint a Supervisory Body composed of a single person, to be identified in consultation with the Board of Auditors, who is separate from the governing body of the entity, has proven experience in the role and/or financial, legal and/or company-based organizational expertise (from here on “The External Subject”). The External Subject’s office will last for three years and the appointment may not be confirmed for more than two consecutive mandates.

The autonomy and independence of the Supervisory body is guaranteed by the position occupied by it within the organizational structure of the company, together with the possession by its members of the prerequisites of independence, honour and professionalism, as well as *(i)* by its composition consisting of several persons and the adoption of the collegial method when the functions of the Supervisory Body are performed by the Board of Directors, *(ii)* by the fact that the member does not have additional powers and is not an employee of parent companies when a director of the Foundation is delegated powers to perform the function of the Supervisory Body. It remains understood that any appointment of an External Subject to the role of Supervisory Body further increases the autonomy and independence of the Body.

4.1.2 Ineligibility, forfeiture and/or replacement of individual members of the Supervisory Body

Reasons for ineligibility and/or removal of individual members of the Supervisory Body are:

- (i) conflicts of interest – even potential ones – with the Foundation which undermine their independence;
- (ii) direct or indirect shareholdings of a scale which would allow them to exert a significant influence on the Foundation;
- (iii) having held the role of executive director, during the three financial years preceding their appointment as a member of the Supervisory Body, in enterprises subject to insolvency, forced liquidation/compulsory administration or equivalent procedures;
- (iv) having worked as a public employee in central or local government during the three years before appointment as member of the Supervisory Body;
- (v) having been sentenced, even if the case has not yet come to final judgement, or been subject to application of a penalty on request (similar to “plea bargaining”) in Italy or abroad, for offences resulting in administrative liability of entities under Legislative Decree no. 231/2001;
- (vi) having been sentenced, even if the case has not yet come to final judgement, or been subject to application of a penalty which involves a prohibition, even temporary, on holding public office, or temporary disqualification from acting as a director of entities and enterprises;
- (vii) (only in the case of a Body formed by a person distinct from the governing body of the Foundation) being related by blood or marriage within the fourth degree of kinship to a member of the Board of Directors or to individuals who are representatives, directors or managers of the Foundation or one of its financially and functionally autonomous organizational units as well as individuals who exercise management and control, including on a de facto basis, over the Foundation, as well as the other parties indicated by the law.

The following constitute grounds for replacement of the Supervisory Body or individual members thereof:

- (i) when the function of Supervisory Body is delegated to a director:
 - a. the granting to them of delegated powers of any kind in addition to those relating to the Supervisory body, or employment by the parent companies which control, directly or indirectly, the Foundation;
 - b. the termination of their role as a Member of Board of Directors of the Foundation or their waiver of it;

- (ii) in any case:
 - a. the assignment of tasks, roles and/or responsibilities within the corporate organizational structure which are not compatible with the requirements of autonomy and independence and/or continuity of action of the Supervisory Body;
 - b. termination or waiver by any member of their office for personal reasons.

If one of the above reasons for ineligibility, forfeiture and/or replacement applies, the individual concerned must immediately notify the Board of Directors. In addition, if the above cause applies to:

- (i) a member of the Board of Directors who performs the functions of the Supervisory Body in a collegial manner (i.e. without recourse to the delegated option provided for above), they will automatically lose/relinquish their role on the Supervisory Body, without prejudice to any possible measures, by the competent company bodies, to alter or add to the composition of the board of directors and possibly delegate the functions of the Supervisory Body to a director who meets the necessary requirements as described in paragraph 4.1.1 above;
- (ii) a director to whom the Board has delegated the role of Supervisory Body, they will immediately lose/relinquish the relevant power and the relevant functions will automatically revert to the Board of Directors until a subsequent power of attorney is granted to another appropriate director;
- (iii) an External Subject, they will immediately lose the office and the functions of the Supervisory Body will revert to the Board of Directors, in collegial mode, until a new external subject is appointed or the relevant powers are delegated to a director who meets the necessary requirements.

If the situation referred to in points (i) and (ii) arises, the Board of Directors may, in any case, resolve to appoint an External Subject as the Supervisory Body, as provided for in point (iii) of paragraph 4.1.1 above.

Without prejudice to the above, the Board of Directors, having consulted the Board of Auditors, may suspend or revoke the powers granted to any individual performing the functions of the Supervisory Body as a member of the Board of Directors, appointed body or External Subject, if lack of or insufficient monitoring is cited, even incidentally, in a sentence (even if the judgement has not become final) issued by a judge in the criminal courts pursuant to Legislative Decree 231/2001 against an entity in which the individual concerned occupies the role of Supervisory Body, or in the case of a serious failure to fulfil the functions and/or powers of the Super-

visory Body. In this case the provisions of points (i), (ii), and (iii) of the previous paragraph will apply.

4.2 Tasks

The tasks of the Watch structure are defined as follows:

- (i) overseeing the effectiveness of the Model; monitoring the implementation and updating of the Model;
- (ii) reviewing the adequacy of the Model i.e. its effectiveness in terms of preventing misconduct;
- (iii) analysing the maintenance, over time, of the requisites of soundness and functionality of the Model; ensuring the necessary updating, in a dynamic sense, of the Model;
- (iv) adopting an annual programme of supervisory activities in line with the principles and content of the Model and the planned checks and controls of the system of internal control; execution and/or coordination of scheduled and unscheduled control actions; reviewing the results of the activities performed and of the relevant reports as well as formulation of recommendations to the relevant company departments on any actions to be taken;
- (v) ensuring the necessary information flows are in place for relevant company departments;
- (vi) any other task assigned by law or by the Model.

4.3 Operation and powers

The Supervisory Body adopts rules to govern the performance of its activities, in accordance with the Model.

When performing the tasks assigned to it, the Supervisory Body has unlimited access to company information for its investigation, analysis and control activities. Any company department, employee and/or member of a company body has an obligation to provide the information requested by the Supervisory Body.

The Supervisory Body is guaranteed the availability of the financial resources required for it to perform its activities. The Supervisory Body communicates its forecast for the costs which will be incurred as part of its activities to the General Secretary on an annual basis. Based on this forecast a budget will be defined for the activities which the Supervisory Body is responsible for. Any transactions exceeding the amount defined in the relevant budget must be promptly notified in writing, with reasons, to the General Secretary of the Foundation.

4.4 Information flows

4.4.1 Information flows from the Supervisory Body to company management

The Supervisory Body reports on the implementation of the Model, and on the emergence of any critical aspects and communicates the outcome of the activities performed as part of the tasks assigned.

With regard to this, therefore:

- A. the director who has been delegated the functions of the Supervisory Body in accordance with paragraph 4.1.1 above:
 - (i) submits annual information to the Board of Directors and the Board of Auditors, preparing a report which provides information on the activities performed and includes the result of the inspections carried out and any new legislation or changes to existing legislation, highlighting (where applicable) any critical areas or risks identified during the performance of their functions;
- B. the External Subject:
 - (i) reports in an ongoing manner to the Secretary General, who in turn keeps the Board of Directors informed as part of his report on the exercise of delegated powers;
 - (ii) submits the annual report referred to in point A(i) above.

It remains understood that the Board of Directors (when it performs the role of Supervisory Body as a collegial body) will immediately inform the Board of Auditors, where established, if facts emerge which are material or particularly significant for the purposes of the monitoring and control carried out by the Supervisory Body.

Similarly, the non-executive director who has been delegated powers to perform the functions of the Supervisory Body in accordance with paragraph 4.1.1 above, or, as applicable, the External Subject will immediately inform the Chairman and Secretary General of the Foundation, as well as the Board of Auditors, if facts emerge which are material or particularly significant for the purposes of the monitoring and control carried out by the Supervisory Body.

4.4.2 Information flows from the Supervisory Body to other Eni corporate bodies

Without prejudice to the exclusive remit held by each Eni subsidiary to oversee the application of corrective actions to its own model, the Supervisory Body of the Foundation will inform the Supervisory Body of Eni S.p.A., together with the Sec-

retary General of the Foundation, of any relevant events and disciplinary sanctions that give rise to adjustments to this Model. In this case, a copy of the report is also sent to the CEO of Eni S.p.A., the COO, CCOO, CFO or the Eni Corporate Director, as considered most appropriate in relation to the normal communication channels in place between the Foundation and the relevant Eni units.

The Supervisory Body of the Foundation is also required to provide information upon request by the Supervisory Body of Eni S.p.A., as in the case of significant events or circumstances which are relevant for the purposes of the activities performed by the Supervisory Body of Eni S.p.A.

4.4.3 Information flows to the Supervisory Body: mandatory information

The Supervisory Body must be informed by the Addressees of the Model about any events that may result in liability for the Foundation under Legislative Decree no. 231/2001. With regard to this, each Apical or Subordinate, including consultants, work partners and business partners involved in the Foundation's activities must report any conduct which appears out of line with the principles and contents of the Model, contacting the Supervisory Body via the e-mail address: *organismodivigilanza.enifoundation@eni.com*

Individuals making such reports in good faith are guaranteed protection against any form of retaliation, discrimination or penalization and confidentiality will in any case be ensured with regard to their identity.

4.4.4 Collection and conservation of the information

All information, notifications and reports provided for in the model are kept by the Supervisory Body in a dedicated paper and/or computer archive. Except in response to legitimate orders made by the Public Authorities, any data and information contained in the archive is made available to parties outside the Supervisory Body only with the prior authorization of the Supervisory Body itself.

CHAPTER 5

System of Sanctions

5.1 Disciplinary System

The Foundation has defined the sanctions to be applied to punish failure to respect the measures indicated in the Model. The disciplinary system is applied independently from the development and results of any criminal proceedings initiated by the relevant judicial authorities.

Violations of the Model include actions or practices that do not conform to the prescriptions contained in the Model and/or Eni's Code of Ethics, or failure to carry out actions or adopt practices prescribed by the Model and/or Eni's Code of Ethics:

- (i) when carrying out Sensitive Activities;
- (ii) when carrying out activities linked to Sensitive Activities and/or supply management processes, or failure to comply with the information obligations with respect to the Supervisory Body as laid down in the Model that:
 - (a) expose the Company to a situation characterized by the objective risk that one of the offences referred to in Legislative Decree 231/2001 will be committed; and/or
 - (b) are solely aimed at perpetrating one or more of the offences referred to in Legislative Decree 231/2001; and/or
 - (c) are such as to result in application to the Company of sanctions provided for by Legislative Decree 231/2001.

It is to be noted that failure, when performing Sensitive Activities, to comply with reference corporate procedures containing the relevant control measures is a violation of the Model.

The Supervisory Body reports any violation of the Model to the relevant departments, and monitors, along with the Eni Chief Corporate Operations Officer (CCOO) the application of the disciplinary measures listed below.

5.2 Measures for managers, office workers and manual workers

Upon each notice of violation of the model communicated by the Supervisory Body, the procedure "Investigation into alleged misconduct by Eni employees" is put into operation by the CCOO:

- (i) when, following confirmation of shortcomings in relation to the contract applied, a violation of the Model or the Code of Ethics is revealed, the disci-

- plinary sanction provided for by the applicable contract and applicable law is identified in accordance with the above procedure and applied by the relevant Human Resources Manager to the individual guilty of misconduct;
- (ii) the sanction applied must however be proportional to the gravity of the offence. The following aspects are taken into account: the degree to which the misconduct was deliberate and the degree of fault or negligence involved; the overall behaviour of the employee with particular regard to the existence or otherwise of previous disciplinary problems; the seriousness of the effects of the violation, i.e. the level of the risk that the Company may reasonably be assumed to have been exposed to – for the intents and purposes of Legislative Decree no. 231/2001 – as a result of the employee’s behaviour; other special circumstances accompanying the disciplinary misconduct.

The disciplinary sanctions are the ones provided for by the collective agreement applicable to the work contract of the employee concerned, as well as those in any way deriving from the application of the general legal provisions in relation to withdrawal (with or without notice) from the work contract.

The relevant Human Resources department is responsible for informing the Supervisory Body about the disciplinary sanction(s) applied or any decision to close the procedure without further action and the reasons for this.

All legal and contractual obligations concerning the application of disciplinary sanctions must be complied with.

Any work contracts with employees working abroad, including secondments, are governed, according to provisions of the Rome Convention of June 19, 1980 on the law applicable to contractual obligations transposed by Act no. 975 of 18 December 1984, by the legal framework of the contracting States as well as, above and beyond this framework, by the alternative rules applicable in each specific case.

5.3 Measures for senior managers

When the Supervisory Body reports that a violation of the Model has taken place, if it is established in accordance with paragraph 5.2(i) above that the violation has been committed by one or more managers, the Foundation adopts the measures provided for by law and the applicable contract in respect of the individual responsible for the misconduct, taking into account the criteria in paragraph 5.2(ii). If the violation of the Model undermines the position of trust, the sanction, under the law, is dismissal for just cause.

5.4 Measures for Directors

The Supervisory Body informs the Board of Auditors, the Chairman of the Board of Directors and the Secretary General of any violation of the Model committed by one or more members of the Board of Directors. The Board of Directors, with the abstention of the individual concerned, or, in the case of inertia by this body, the Board of Auditors, proceeds with the necessary investigations and takes, after seeking the opinion of the Board of Auditors, the appropriate measures, which may include the precautionary revocation of delegated powers, as well as the calling of the Shareholders' General Meeting in order to provide for replacement, if necessary.

5.5 Measures for Members of the Board of Auditors

The Supervisory Body informs the Chairman of the Board of Auditors and the Board of Directors of any violation of the Model by one or more of the Auditors. The Board of Auditors, with the abstention of the party concerned, subsequently carries out all necessary investigations, and takes, after consulting the Board of Directors, the appropriate measures.

5.6 Sanctions for third parties

Company regulatory instruments define standard clauses providing for the application of the Model to third parties with whom or with which the Foundation has a contractual relationship, as well as the right for the Foundation to terminate the contract, and/or the payment of penalties, and/or other tools and remedies to protect Eni.



Sede in Roma
Piazzale Enrico Mattei, 1 - 00144 Roma
organismodivigilanza.enifoundation@eni.it
www.eni.it/enifoundation