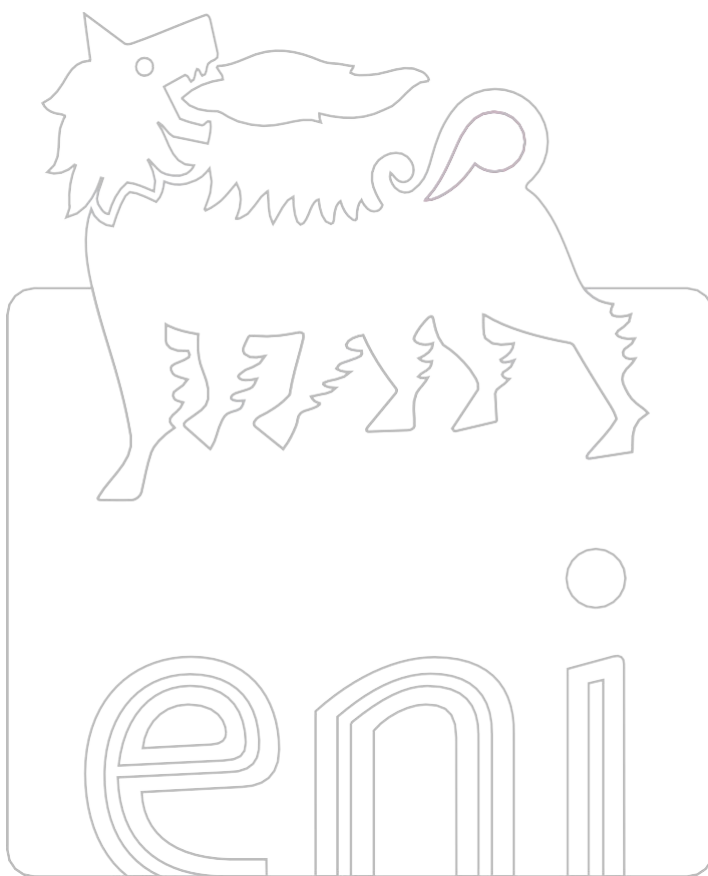


Board Secretary and Board Counsel Charter



The Italian text prevails over the English translation.

Board Secretary and Board Counsel Charter

The Secretary assists the Chairman in her duties, and, in particular, in the preparation of Board and Shareholders' Meetings, in the preparation of the related resolutions, in ensuring the adequacy, timeliness, completeness and clarity of the information flows directed to the Board, in the communication with the Directors, in ensuring, according to the understandings between the Chairman and the Chief Executive Officer, the attendance to the Board meetings of the heads of the corporate functions competent in the matters dealt with, in the organization of the Board induction and in the organization and care of the adequacy and transparency of the Board review process. The Secretary coordinates the secretaries of the Board Committees and handles the minutes of the Board meetings. He also assists the Chief Executive Officer in his relations with the Board.

The Secretary provides, with impartial judgment and independence, assistance and advice to the Board on any matter relevant for the correct functioning of the governance system regarding the functioning, powers and tasks of the Board and the Board Committees, he also provides assistance and independent (from the management) legal advice to the Board and the Directors on their powers, rights, duties and obligations, in order to ensure the proper exercise of their role and protect them from any liability.

The Secretary can hold other roles within the company as long as they do not compromise his independence of judgment towards the Board or the regular performance of his duties.

The Chairman ensures that the Secretary has adequate powers, tools, organizational structure and personnel for the exercise of his functions, oversees the independence of the Secretary (also ensured by the registration to the relevant bar associations of the Secretary and his collaborators in possession of the necessary requisites) and determines his remuneration (specific to the function and distinct from that due to other possible functions performed within the Company) in line with the Company's policies for senior management.

The Board, following the proposal of the Chairman, establishes the annual budget allocated to the Secretary, separate from that relating to any other duties, for which the Secretary has autonomous spending power. The Secretary reports annually to the Board on the use of the budget.

The activities and information flows related to the Secretary's functions are detailed in a dedicated corporate regulatory instrument, approved by the Chairman, after hearing the CEO. The above, without prejudice to the exclusive activities of the Corporate and Governance Affairs function, as indicated in the corporate regulatory instruments.



Eni SpA

Headquarters: Rome, Piazzale Enrico Mattei, 1

Capital Stock: €4,005,358,876 fully paid

Tax identification number: 00484960588

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