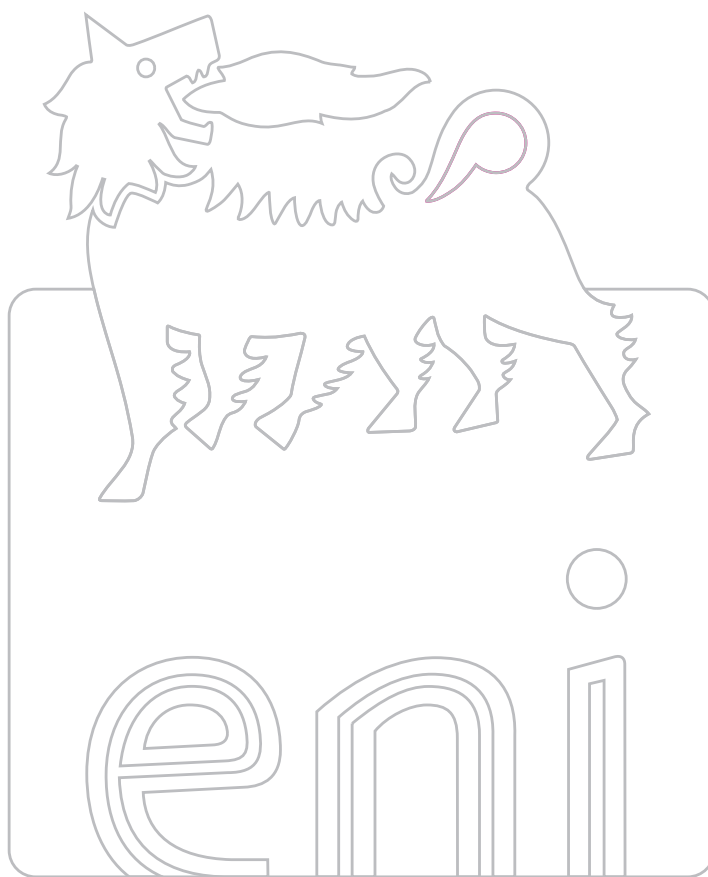


Rules of the Board of Statutory Auditors
of Eni S.p.A. for the purpose of compliance
with the Sarbanes-Oxley Act
(approved on 28 May 2014)



The Italian text prevails over the English translation.

Rules of the Board of Statutory Auditors of Eni S.p.A. for the purpose of compliance with the Sarbanes-Oxley Act (approved on May 28, 2014)

In its meeting of 22 March 2005, Eni's Board of Directors, electing the exemption provided for under SEC Rule 10A-3 for foreign private issuers of securities listed in the United States, designated the Board of Statutory Auditors as the body that, as from 1 June 2005, performs, to the extent permitted under Italian regulations, the functions attributed by the Sarbanes-Oxley Act and SEC rules to the audit committees of US registrants.

At least one member of the Board of Statutory Auditors shall be a financial expert and have an adequate understanding of the functions of the audit committee and experience in the analysis and application of accounting standards, the preparation and auditing of financial statements and internal control processes.

The following functions complement those already established under Italian regulations:

- evaluating the offers submitted by external auditors for their engagement and providing a reasoned recommendation to the Shareholders' Meeting concerning the engagement or removal of the external auditor;
- overseeing the work of the external auditor engaged to audit the accounts or perform other audit, review or certification services;
- making recommendations to the Board of Directors on the resolution of disagreements between management and the audit firm regarding financial reporting;
- approving the procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- approving the procedures for the pre-approval of specifically identified admissible non-audit services and examining the disclosures on the execution of the authorised services;
- evaluating requests to use the external audit firm engaged to perform audit services for admissible non-audit services and providing its opinion to the Board of Directors;
- examining the periodic reports from the external auditor relating to: (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; (c) other material written communication between the external auditor and management;
- examining reports from the Chief Executive Officer and the Chief Financial Officer concerning any significant deficiency in the design or operation of internal controls which are reasonably likely to adversely affect the Company's ability to record, process, summarize

and report financial information and any material weakness in internal controls;

- examining reports from the Chief Executive Officer and the Chief Financial Officer concerning any fraud that involves management or other employees who have a significant role in the issuer's internal controls.

In the performance of its functions the Board of Statutory Auditors may avail itself of Company units, in particular the Internal Audit unit and the Administration and Financial Reporting unit.

The Board may engage, including through Company units, external consultants or other experts to the extent it deems necessary to carry out its duties.

The Board shall be provided with the funds it deems necessary for payment of fees to independent consultants or other experts and payment of ordinary expenses incurred in the performance of its duties.

When the functions referred to in these Rules are performed, the members of the Control and Risk Committee may attend the meetings of the Board of Statutory Auditors. The Board may invite Eni's Chairman and Chief Executive Officer to attend the meetings in order to provide information and express their assessments of matters in their area of competence.

The Board shall meet as frequently as necessary to perform its duties. Meetings shall be called by way of a notice sent by the Secretary of the Board upon a request of its Chairman, normally at least three days before the date of the meeting.

The Executive Vice President Accounting and Financial Statement Department, or when he is absent the head of Eni Corporate Accounting and Financial Statement serve as Secretary of the Board of Statutory Auditors.

The notice shall indicate the place, normally Eni's registered office or one of its secondary offices, the date and time of the meeting as well as the issues to be discussed.

When the functions referred to in these Rules are performed, the minutes of the meetings shall be sent to all members of the Board of Statutory Auditors and the Control and Risk Committee, as well as to Eni's Chairman and Chief Executive Officer.

Article 2404 of Italian Civil Code (Meetings and resolutions of the Board of Statutory Auditors) and applicable statutory regulations shall apply.



Eni SpA

Headquarters: Rome, Piazzale Enrico Mattei, 1

Capital Stock as of December 31, 2016:

€4,005,358,876 fully paid

Tax identification number: 00484960588

Branches:

San Donato Milanese (Milan) - Via Emilia, 1

San Donato Milanese (Milan) - Piazza Ezio Vanoni, 1