



Ordinary Shareholders' Meeting Resolutions

Eni S.p.A. Ordinary Shareholders' Meeting held on April 13, 2017 resolved:

- to approve the financial statements at December 31, 2016 of Eni S.p.A. which report a net profit amounting to 4,521,093,313.31 euro;
- to allocate the net profit for the period of 4,521,093,313.31 euro, of which 3,080,637,260.11 euro remains following the distribution of the 2016 interim dividend of 0.4 euro per share, resolved by the Board of Directors on September 15, 2016, as follows:
 - the amount of 19,233,515.44 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
 - to Shareholders in the form of a dividend of 0.4 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2016 of 0.4 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2016 therefore amounts to 0.8 euro per share;
 - the payment of the balance of the 2016 dividend in the amount of 0.4 euro, payable on April 26, 2017, with an ex-dividend date of April 24, 2017 and a record date of April 25, 2016;
- to set the number of the Directors at nine, set the term of the office of the Directors and of the Chairman of the Board so appointed to three financial years, with this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2019 financial statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:
 - Emma Marcegaglia, Chairwoman^{(1)*};
 - Claudio Descalzi, Director⁽¹⁾;
 - Andrea Gemma, Director^{(1)**};
 - Pietro A. Guindani, Director^{(2)**};
 - Karina A. Litvack, Director^{(2)**};
 - Alessandro Lorenzi, Director^{(2)**};
 - Diva Moriani, Director^{(1)**};
 - Fabrizio Paganì, Director⁽¹⁾;
 - Domenico Trombone, Director^{(1)**};
- to set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively;
- to appoint the Statutory Auditors and the Chairman of the Board of Statutory Auditors. The term of office of the Board of Statutory Auditors and of the Chairman of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2019 financial statements. The Statutory Auditors are:
 - Rosalba Casiraghi, Chairwoman⁽²⁾;
 - Enrico Maria Bignami, Effective Auditor⁽²⁾;
 - Paola Camagni, Effective Auditor⁽¹⁾;
 - Andrea Parolini, Effective Auditor⁽¹⁾;
 - Marco Seracini, Effective Auditor⁽¹⁾;
 - Stefania Bettoni, Alternate Auditor⁽¹⁾;
 - Claudia Mezzabotta, Alternate Auditor⁽²⁾;
- to set the Chairwoman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 80,000 euro and 70,000 euro pre-tax, respectively;
- pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Financial Intermediation and of Art. 2357-ter of the Italian Civil Code:
 - to approve the Long-Term Incentive Plan 2017-2019, under the terms and conditions set forth in the Informative Document made available along with the Explanatory Report of the Board of Directors on the items of the agenda of the Shareholders' Meeting, granting the Board of Directors all the powers needed to implement the Plan, including through persons delegated for this purpose, resolving: i) the annual award of Eni Shares to the Chief Executive Officer; ii) the approval of the Regulation for each annual award; iii) the identification of the Beneficiaries on the basis of the defined criteria; iv) and any other terms and conditions for implementation provided they do not conflict with the resolutions approved by the Shareholders' Meeting.
 - to authorize the Board to dispose of up to 11 million treasury shares to serve the implementation of the Plan.

In addition Eni's Shareholders Meeting resolves in favour of the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree 58/98.

The curricula of the Directors and Statutory Auditors appointed are available on www.eni.com.

Documents to be distributed

Eni's Annual Report 2016 (Italian edition) including the financial statements of the parent company at December 31, 2016, approved by the Shareholders' Meeting, the consolidated financial statements at December 31, 2016, the report of the Directors, the certification pursuant to article 154-bis, paragraph 5, of Legislative Decree 58/1998, the report of the statutory auditors, the report of the external auditors and the most relevant 2016 Integrated Sustainability Performances is available at the company's registered office in Rome, Piazzale Enrico Mattei, 1, at Borsa Italiana S.p.A. (Italian stock exchange) and at the centralized storage device authorised by Consob called "linfo" - which can be consulted on the website www.linfo.it.

The minutes of the Meeting will be available under law provisions.

The Report on corporate governance and shareholding structure and the Remuneration report are also available at Eni S.p.A. registered office, Borsa Italiana S.p.A. (Italian Stock Exchange) and at the centralized storage device authorised by Consob called "linfo" - which can be consulted on the website www.linfo.it.

The above-mentioned documents are also available free of charge on the Company website (www.eni.com) and may be requested by e-mail at segreteria.societaria.azionisti@eni.com or by calling the Toll-Free number 800 940 924 for calls from Italy and 800 11 22 34 56 for calls from outside Italy, after dialling the international access code (+).

Payment of year 2016 final dividend

Eni S.p.A. Shareholders' Meeting resolved to pay final dividends on April 26, 2017, coupon No. 28, being the ex-dividend date April 24, 2017 and the record date April 25, 2017. Dividends are not entitled to tax credit and, depending on the receiver, are subject to a withholding tax on distribution or are partially cumulated to the receiver's taxable income.

In order to exercise the rights incorporated in the shares owned, Shareholders holding shares not yet in dematerialized form shall first deliver these shares to an authorized intermediary, who will have them dematerialized in the Central Depository System.

The payment of dividends to Beneficial Owners of ADRs, each of them representing two Eni shares, listed on the New York Stock Exchange, will be executed through The Bank of New York Mellon.

(1) Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.34% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

(2) Drawn from the slate of candidates presented by a group of shareholders composed of asset management companies and other Institutional Investors, owning, jointly, approximately the 1.7% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

(*) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance), as cited in the By-Laws.

(**) Candidate who declared to hold the independence requirements provided by the law (Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance) and Article 3 of the Corporate Governance Code for listed companies.