



## **Eni Shareholders approve 2013 Financial Statements and appoints the Company Officers at Annual Meeting**

- **2013 net profit €4.41 billion**
- **Total dividend per share for 2013 of €1.10**
- **Authorisation to the Board of Directors to acquire treasury shares**
- **Article 16.2 of company by-laws amended**
- **Appointment of the Directors and the Statutory Auditors**
- **Approval of the Long-Term Monetary Incentive Plan (2014-2016)**
- **Remuneration Report approved**

*Rome, 8 May 2014* – The Ordinary and Extraordinary Meeting of Eni's Shareholders which was held today, resolved the following:

- ♦ to approve the financial statements at December 31, 2013 of Eni S.p.A. which report a net profit amounting to 4,409,777,928.34 euro;
- ♦ to allocate the net profit for the period of 4,409,777,928.34 euro, of which 2,417,239,554.69 euro remains following the distribution of the 2013 interim dividend of 0.55 euro per share, resolved by the Board of Directors on September 19, 2013, as follows:
  - an amount of 176,184,575.82 euro to the reserve required by Article 6, paragraph 1, letter a) of Legislative Decree No. 38 of February 28, 2005;
  - to Shareholders in the form of a dividend of 0.55 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 2013. The total dividend per share for financial year 2013 therefore amounts to 1.10 euro per share;

- ♦ the payment of the balance of the 2013 dividend in the amount of 0.55 euro, payable on May 22, 2014, with an ex-dividend date of May 19, 2014 and a record date of May 21, 2014;
- ♦ 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 May 10, 2013;
- ♦ 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 months from the date of this resolution - up to a maximum of 363,000,000 ordinary Eni shares, for a total amount of no more than 6,000,000,000.00 euro, including, respectively, the number and the value of treasury shares purchased subsequent to the Shareholders Meeting of July 16, 2012 authorising the share buy-back, at a unit price of no less than 1.102 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%, in accordance with the procedures established in the Rules of the Markets organised and managed by Borsa Italiana S.pA. In order to respect the limit envisioned 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 approve the amendments to Article 16.2 of the By-laws relating to the single call of the Shareholders' Meeting;
- ♦ 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. 2016 Financial Statements and appoint the Board of Directors and the Chairman of the Board. The Directors are:
  - Emma Marcegaglia, Chairwoman<sup>(1)\*</sup>;
  - Claudio Descalzi, Director<sup>(1)</sup>;
  - Andrea Gemma, Director<sup>(1)\*</sup>;
  - Pietro A. Guindani, Director<sup>(2)\*</sup>.
  - Karina A. Litvack, Director<sup>(2)\*</sup>;

- Alessandro Lorenzi, Director<sup>(2)\*</sup>;
  - Diva Moriani, Director<sup>(1)\*</sup>;
  - Fabrizio Pagani, Director<sup>(1)\*</sup>;
  - Luigi Zingales, Director<sup>(1)\*</sup>.
- ◆ 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 reduce the remuneration of the Directors with delegated powers pursuant to Article 23-*bis*, paragraph 5-*quinquies*, of Decree Law No. 201 of December 6, 2011, ratified with Law No. 214 of December 22, 2011, as most recently amended by Article 84-*ter* of Decree Law No. 60 of June 21, 2013, ratified with amendments with Law No. 98 of August 9, 2013; the remuneration which may be determined by the Board of Directors for the Directors with delegated powers must comply with the criteria pursuant to paragraph 5-*quater* and 5-*sexies* of the aforementioned article; also the maximum amount possible payable to the Chief Executive Officer shall also include the remuneration for any eventual business relationship or any other relation with the company or its subsidiaries and affiliates. The remuneration of the Chairwoman, which may be determined by the Board of Directors, cannot exceed 238,000 euro, including the remuneration for the position of Director set by the Shareholders' meeting;
  - ◆ 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. 2016 Financial Statements. The Statutory Auditors are:
    - Matteo Caratozzolo, Chairman<sup>(2)</sup>;
    - Paola Camagli, Effective Auditor<sup>(1)</sup>;
    - Alberto Falini, Effective Auditor<sup>(1)</sup>;
    - Marco Lacchini, Effective Auditor<sup>(2)</sup>;
    - Marco Seracini, Effective Auditor<sup>(1)</sup>;
    - Stefania Bettoni, Alternate Auditor<sup>(1)</sup>;
    - Mauro Lonardo, Alternate Auditor<sup>(2)</sup>.

- ♦ to set the Chairman 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;
- ♦ to confirm the delegation of authority to the Board to determine the allowance for the Magistrate of the Court of Auditors responsible for monitoring the financial management of Eni;
- ♦ to approve the Long-Term Monetary Incentive Plan (2014-2016) according to the conditions provided by the informative document available on the Eni website.

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.

With reference to the point 4 of the agenda, regarding the amendments to Article 17.3 of the By-laws of Eni S.p.A. and the addition of the new article 17-*bis* relating to the integrity requirements and the related grounds for ineligibility and forfeiture for Directors, the Shareholders' Meeting did not approve the proposal presented.

The curricula of the Directors and Statutory Auditors appointed are available on [www.eni.com](http://www.eni.com).

At the present date Claudio Descalzi holds 39.455 Eni shares and Luigi Zingales 1.000 ADR Eni (representing no. 2.000 Eni shares).

#### Notes

<sup>(1)</sup> Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.335% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

<sup>(2)</sup> Drawn from the slate of candidates presented by a group of Italian and Foreign Institutional Investors, owning, jointly, approximately the 0.703% 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 possess the qualification of independence pursuant to Articles 148, paragraph 3 of the Legislative Decree 58/98 and Article 3 of the Corporate Governance Code.

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