

Shareholders' Rights



Shareholders' rights

The Italian text prevails over the English translation

Right to ask questions prior to the Shareholders' Meeting

Pursuant to Art. 127-ter of the Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Financial Intermediation), all those with voting rights may ask questions on items on the agenda prior to the Shareholders' Meeting, submitting them to the Company no later than 7 May 2018.

Eni does not guarantee an answer to the questions received after that term.

The right to submit questions before the Shareholders' Meeting applies to those on behalf of whom the authorized intermediary with whom the shares are deposited has sent to Eni the specific statement for the exercise of the related right or the statement which attests the right to attend and vote issued in accordance with Art. 83-sexies of the Consolidated Law on Financial Intermediation.

Questions, may be sent to the Company by the following means:

- 1) by mail, to the following address:
Eni S.p.A.
Segreteria Societaria
(Domande Assemblea maggio 2018)
Piazzale Enrico Mattei, 1
00144 Rome - Italy
- 2) by fax to Eni Corporate Secretary's Office (Segreteria Societaria), to the number +39 06 59822233
- 3) by e-mail at the address: segreteriasocietaria.azionisti@eni.com;
- 4) by certified e-mail at the address corporate_sesocorp@pec.eni.com;
- 5) by clicking in the proper form of Eni website

Questions received within the aforementioned deadline may be answered:

- a) prior to the Shareholders' Meeting, also through publication of the answer in the section "Questions and Answers" of Eni website;
- b) during the Shareholders' Meeting, also setting out the answer in the paper documents made available to each attendee who is entitled to vote.

The Company shall provide a single answer to questions having the same content.

No answer shall be due when the information requested is already available in the form of "FAQ" in the appropriate section of the Company website as well as if answer has already been published in the same section.

Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on the items on the agenda

Pursuant to Art. 126-bis of the Consolidated Law on Financial Intermediation and in

accordance with the provisions of Art. 13.1 of Eni's By-laws, within 10 days from the date of publication of the Notice of Shareholders' Meeting, shareholders who, severally or jointly, represent at least 2.5% of the Company share capital, may:

- ask to add other items to the agenda, specifying the additional proposed items in their request; or
- present proposed resolutions on items already on the agenda.

The requests are submitted in writing, following instructions below, together with the statement provided by the intermediary authorized attesting ownership of Eni shares. In any case, proposed resolutions on the items in the agenda may be presented individually at the Shareholders' Meeting by persons entitled to vote.

The requesting or proposing shareholders prepare a Report explaining the reasons for the addition or the proposed resolution. Additions to the agenda cannot be made for the matters upon which, according to law, the Shareholders' Meeting resolves on the basis of a proposal of the Board of Directors or on the basis of a project or report of the Board, different from the report on the items in the agenda.

In particular, within 10 days from the date of publication of the notice of Shareholders' Meeting:

- the written request for the additions of items to the agenda of Shareholders' Meeting or of presentation of proposed resolutions on items already on the agenda or of presentation of proposed resolutions on items already on the agenda;
- the Report on the request or proposal may be submitted by:
 - 1) registered letter with return receipt, to Eni's registered office at the following address:
Eni S.p.A.
Piazzale Enrico Mattei, 1
00144 Rome - Italy

or alternatively,

- 2) certified mail to the following address corporate_sesocorp@pec.eni.com

The additions to the agenda or the presentation of proposed resolutions allowed by the Board of Directors will be disclosed within 25 April 2018 by Eni on its website www.eni.com, Borsa Italiana, at the centralized storage device authorised by Consob called "1Info" - which can be consulted on the website www.1info.it, and in the newspapers which published the notice calling the Shareholders' Meeting (Il Sole 24 Ore and Financial Times).

In the same deadline and with the same aforementioned methods, the proposed resolutions and the reports of the presenting or proposing shareholders, accompanied by any evaluations of the Board of Directors, will be available to the public.

The order in which the items on the agenda will be put to vote is established by the Chairman of the Shareholders' Meeting.

Attending and voting in person

Pursuant to Art. 83-sexies of the Consolidated Law on Financial Intermediation and in accordance with the provisions of Art. 13.2 of Eni's By-laws, those entitled to attend and to vote at the Shareholders' Meeting are those on behalf of whom the authorized intermediary, pursuant to applicable regulations, has sent to Eni the statement

certifying entitlement to the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (30 April 2018- record date). The statement must be received by Eni by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (7 May 2018).

Those who become shareholders only after that date shall not be entitled to attend and to vote at the Shareholders' Meeting.

The statement is sent to Eni by the intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the intermediary that keeps the related accounts to send the aforementioned statement to Eni. Any requests for prior notice or expenses aimed at fulfilling the duties of the intermediary are not ascribable to Eni.

Please note that, upon request, the intermediary is required to make a copy of the above statement available to the person entitled to the right or to give him confirmation of the receipt.

In order to attend the Shareholders' Meeting, shareholders holding shares not yet in dematerialized form, shall previously deliver these shares to an authorized intermediary, who will have them dematerialized in the Central Depository System, and shall then request the abovementioned statement of attendance.

Those who are entitled to attend the Shareholders' Meeting are invited to arrive before the scheduled starting time of the Meeting, so as to facilitate admission procedures; registration operations shall be carried out at the venue of the Shareholders' Meeting at 9:00 (CET).

Information regarding ADRs holders

Beneficial Owners of ADRs, listed on the New York Stock Exchange, each ADR representing two Eni ordinary shares, who are recorded in the Eni ADRs register of Citibank N.A., ADRs Depository by 2 April 2018, will be entitled to participate in the Meeting, to delegate the exercise of their voting right or to exercise votes by mail, after having complied with the deposit and registration requirements contained in the "ADR Deposit Agreement". Beneficial Owners who have taken advantage of proxy vote or vote by mail options are entitled to attend the Meeting upon written request to be made to Citibank N.A.

Vote by proxy and notification

Pursuant to Art. 135-novies of the Consolidated Law on Financial Intermediation and Art. 14.1 of Eni's By-laws, parties entitled to vote may appoint a representative in the Shareholders' Meeting or may issue a proxy through a document in an electronic format with a digital signature in accordance with applicable laws and within limits established by the same¹ (normally, a single representative for each account on which the shares indicated in the communication to the Company in order to attend the Shareholders' Meeting are registered).

The delegating party is entitled to give instructions to the representative, to revoke the proxy she/he has conferred, to indicate one or more replacements, to attribute to the

¹ Please, refer to Legislative Decree no. 82 of 7 March 2005 and subsequent amendments and in particular "Chapter II" informatics document, digital signatures, fiduciaries services and funds transferral. Art. 21, subsection 2, of Legislative Decree no. 82/2005, as quoted by Art. 135-novies of the Consolidated Law on Financial Intermediation was repealed by Legislative Decree no. 217/2017 (Art. 21, subsection 1, lett. b)).

representative the faculty of appointing another person of his or her choice.

Proxy must be signed and blank proxy cannot be issued.

The proxy may be only issued for single Shareholders' Meeting, with effect also for subsequent calls, except for full power of attorney or proxy granted by a company or other legal entity to its employee.

If the power of attorney is granted to a company or other legal entity, it shall only confer the proxy on its employee or collaborator.

Asset management companies, SICAV, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one Shareholders' Meeting.

A proxy form is available:

- at the Registered Office of the Company, or;
- in Eni website.

Notification of the proxy

Proxy vote may be notified to the Company, by:

1) mail to the following address:

Eni S.p.A.

Segreteria Societaria

(Delega Assemblea maggio 2018)

Piazzale Enrico Mattei, 1

00144 Rome - Italy

2) fax to the number +39 06 59822233;

3) certified mail to the following address corporate_sesocorp@pec.eni.com;

4) electronic means clicking in the proper form of Eni website.

The submission of the proxy vote to the Company should not include any voting instructions given to the proxy-holder.

Any prior notification or delivery of a copy of the proxy, also on commonly-used electronic format, does not absolve the representative from the obligation to attest, under his or her responsibility, the conformity of the notified or delivered copy of the proxy to the original and the identity of the delegating party, during the Shareholders' Meeting admission procedures.

Shareholders' Representative Designated by the Company

Pursuant to Art. 135-undecies of Consolidated Law on Financial Intermediation and Art. 14.5 of Eni's By-laws, for the Ordinary Shareholders' Meeting called for 10 May 2018, on single call, Eni has designated Mr Dario Trevisan (hereafter "Designated Representative") as the subject on whom shareholders may confer proxies free of charge with voting instructions on all or some of the proposals on the agenda.

Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting.

With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

The proxy is conferred to the Designated Representative by completing and signing the appropriate form available:

- at Eni Registered Office;
- in Eni website.

The duly completed and signed proxy form must be delivered by 8 May 2018 to the following address:

Mr. Dario Trevisan
Viale Majno, 45
20122 Milan - Italy

The proxy and related voting instructions can be revoked by the above deadline. The proxy conferred to the Designated Representative shall not be valid for proposals for which no voting instructions are given.

The Designated Representative is available to Shareholders at the toll-free number, 800 134 679 and at the email address: rappresentante-designato@pec.it. for further clarifications

Vote by mail

Pursuant to Art. 127 of the Consolidated Law on Financial Intermediation, and Art. 140 and subsequent of Issuers Regulation (Consob Resolution no. 11971 of 14 May 1999) and Art. 14.3 of Eni's By-laws, voting may also be exercised by mail in accordance with applicable regulations.

Voting by mail must be cast directly by the person entitled to vote on each of the resolutions.

The form to cast votes by mail (Vote by Mail Form) will be available:

- at the Registered Office of the Company;
- in Eni website for a printable version.

The Vote by Mail Form, together with its envelope, may be mailed by Eni Corporate Secretary's Office to the Shareholders who request it at the following contact details:

- toll-free number 800 940 924 for calls in Italy;
- telephone + 800 112 234 56 for calls from abroad;
- by e-mail to segreteriasocietaria.azionisti@eni.com;
- fax number +39 06 59822233.

How to complete the Vote by Mail Form

The Vote by Mail Form is made of two parts:

- PART 1 is about personal information of shareholder or person entitled to vote and the number of shares held;
- PART 2 is about the casting of votes on the items on the agenda.

In PART 2, for each item on the agenda, it is possible to cast a "for", "against" or "abstain" vote on the resolutions presented by the Board of Directors, or other shareholders, by

marking the appropriate box.

Moreover, when expected, in case of amendments or additions to resolutions submitted to the Shareholders' Meeting it is possible to confirm, revoke or modify the vote (in this last case, it is possible to cast an "abstain", "against" or "for" vote to the proposals submitted by the Board of Directors or other shareholders).

Should a lack of will occur in such a case, the first vote is confirmed.

In case of failure to express a vote, of unclear vote or of revocation of vote cast before amendments or additions are made to resolutions submitted to the Shareholders' Meeting, relevant shares are calculated for the purpose of determining due constitution of the Shareholders' Meeting. These shares are not calculated for the majority and the percentage of capital required for the resolutions to be carried.

Vote by Mail Form delivery

In order to grant votes are confidential until scrutinized, PART 2, duly completed and signed, must be placed in a sealed envelope. This envelope, PART 1 duly completed and signed with suitable documentation to attest entitlement to sign, a copy of the statement issued by the authorized intermediary, if possible, must be placed in another sealed envelope.

Within 9 May 2018, this envelope must be received at the following address:

Eni S.p.A.

Segreteria Societaria

(Voto per corrispondenza Assemblea maggio 2018)

Piazzale Enrico Mattei, 1

00144 Rome - Italy

The envelope, made up as specified above, can be sent using a shipping service whose cost will be charged to the Company. For those who wish to use this kind of service, please contact the Corporate Secretary's Office at the e-mail address segreteriasocietaria.azionisti@eni.com, or call the toll-free number (from Italy only) 800 940 924.

Vote by Mail Form received after the fixed deadline or lacking the relative signature, shall not be counted in the initial or the voting quorum of the Shareholders' Meeting.

Within 9 May 2018, the Vote by Mail may be revoked by written statement notified to the Company, or following an express statement made by the interested party during the course of the Shareholders' Meeting.

Shareholders' Associations

Italian law allows individual shareholders to organize themselves into shareholders' associations in order to facilitate proxy voting without considering this operation to be a proxy solicitation. These associations shall:

- be formed by authenticated private agreement;
- not exercise business activities other than those directly instrumental to the purpose of the association;
- be composed of at least 50 natural persons, each of whom owning a number of shares not exceeding 0.1% of the share capital represented by shares with voting rights.

These shareholders' associations may ask other shareholders to grant proxies to their members, accompanying these requests with recommendations, statements or other information meant to influence the vote.

As required by law and stated in Eni's By-laws, in order to simplify proxy voting by shareholders who are employees of the Company or of its subsidiaries and who belong to shareholders' associations, Eni shall make available to these shareholders' associations locations for communications and collecting proxies that meet applicable legal requirements, in accordance with the terms and conditions agreed with the legal representatives of said associations.

For further information, please contact the Corporate Secretary Office:

- Toll-free number for calls placed within Italy: 800 940 924
- Toll-free number for calls placed from abroad: 800 1122 3456
- Fax: +39 06 59 82 22 33
- E-mail: segreteria.societaria.azionisti@eni.com