TARIF 2 -	PEMILINER V.	TION POLICY	/ 2019 - SLIMMARY

Element of pay	Purpose and conditions	Criteria and parameters	Practice/amounts	Pag ref
Remuneration structure and market references			Market references CEO/GM: Peer Group Eni (Anadarko, Apache, BP, Chevron, Conoco Phillips, ExxonMobil, Marathon Oil, Shell, Equinor and Total), also used for measuring the performance of the LTI Share Plan. MSRs: Roles of the same level of managerial complexity and responsibility in industrial corporations in national and international markets.	
Fixed Remuneration	Reward the resposibilities held, skills and experience	Chief Executive Officer and General Manager (CEO/GM): Fixed remuneration is set in relation to the delegated powers assigned over the term and positions held as General Manager. Managers with strategic responsibilities (MSRs): Fixed pay is based on the role assigned, potentially adjusted to median market remuneration level.	CEO/GM: Fixed remuneration equal to €1,600,000, of which: - CEO: €600,000. - GM: €1,000,000.	23 30
Short-Term Incentive Plan	Motivate managers to achieve annual budget targets in a perspective of medium/ long-term sustainability (Plans subject to clawback mechanism)	2019 targets for CEO/GM: 1. Economic and financial results: EBT (12.5%) and Free cash flow (12.5%) 2. Operating results and sustainability of economic results: hydrocarbon production (12.5%) and exploration resources (12.5%) 3. Environmental sustainability and human capital: CO2 emission (12.5%) and Severity Incident Rate (12.5%) 4. Efficiency and financial strength: ROACE (12.5%) e Debt/EBITDA (12.5%) 2019 targets for MSRs: Business and individual targets set on the basis of those assigned to the CEO/GM and the responsibilities assigned to them. Assessment - performance scale: 70 ÷ 150 points (target= 100) - below 70 points the performance is considered to be equal to zero - the minimum incentive threshold is equal to overall performance of 85 points - 1.1 multiplier applicable to overall performance score in case of out-of-budget development initiatives of stategic importance, within the limit of 150 points. Incentive opportunity - Incentive base: defined as a percentage of fixed remuneration, and differs depending on the level of assigned role Incentive vested: between 85% and 150% of incentive base, made up of a portion paid annually (65%) and a deferred portion (35%) determined as a function of the average of Eni annual performance results over the three-year deferral period, between 28% and 230% of the awarded deferred portion.	CEO/GM Incentive base: 150% of fixed rem. Payable annual portion: Threshold 83% of fixed rem Target 98% of fixed rem Max 146% of fixed rem. Payable deferred portion: Threshold 38% of fixed rem Target 68% of fixed rem Max 181% of fixed rem Max 181% of fixed rem Payable deferred portion: Threshold 38% of fixed rem Max 181% of fixed rem Payable annual portion: up to 98% of fixed remuneration. Payable deferred portion: up to 121% of fixed remuneration.	3(
2017-2019 Long-Term Equity-based Incentive Plan	Promote sustainability and long-term value creation for shareholders (Plans subject to clawback mechanism)	Performance parameters - Difference between the TSR ^(a) of Eni and the TSR of the reference stock index, adjusted for the correlation coefficient (50%); - Net Present Value of proven reserves ^(b) (50%). Performance measurement over a 3-year period Performance is measured in relative terms compared with the companies in the Peer Group in line with the following incentive scale: 1st Place 180%; 2st Place 160%; 3st Place 140%; 4st Place 120%; 5st Place 100%; 6st Place 80% (median performance level); 7st -11st Place 0%. Number of shares awarded Determined by the ratio between the monetary value (calculated as a % of fixed remuneration differentiated according to the level of the role), and the price of the award, calculated as the average of the daily prices recorded in the four months before the month in which the Board approves the award. Number of shares granted at the end of the vesting period Determined on the basis of performance over 3 years applying a variable multiplier between 26.6% (threshold) and 180% of the number of awarded shares. Restriction period For senior managers still in service (including 6M and MSRs), 50% of the shares granted at the end of the vesting period are to remain restricted for one year from the granting date.	CEO/GM - Value of awarded shares: 150% of total fixed remuneration. - Value of granted shares: between 40% and 270% of fixed remuneration. MSRs - Value of awarded shares: depending on the level of the role, up to 75% of fixed remuneration. Value of shares granted: depending on the leve of the role, up to 135% of fixed remuneration. N.B.: the monetary values are net of the impact of any changes in the stock price.	36-28
Non-monetary benefits	Promote managers retention	Benefits, mainly insurance and welfare related, defined in national collective bargaining and in supplementary Company-level agreements (including GM and MSRs).	- Supplementary pension scheme - Supplementary healthcare scheme - Insurance - Company car for business and personal use	28 30
Payments due in the event of termination of office or employment	Protect the Company from potential litigation and/ or competitive risks associated with terminations without just cause	Payments due in the event of termination of office or employment CEO - administrative office (CEO) – an indemnity in the event of non-renewal of the office or early termination without just cause, as well as resignation prior to the expiry of the term justified by a reduction of delegated powers; - executive employment relationship (including the position as GM) – an indemnity in the event of consensual termination set in accordance with the Company parameters and policy, within the limits of the protections laid down by national collective bargaining agreement for senior managers Indemnities are not due in the event of dismissal for «just cause» and resignation not justified by a reduction of delegated powers. Non-competition agreement CEO/GM Payment based on current remuneration levels and the extension of period and commitments undertaken: - validity: 12 months post termination; - restricted markets: Exploration & Production and Midstream; - restricted nations: 18 countries (Algeria, Angola, Conga, Egypt, Ghana, Indonesia, Iraq, Italy, Kazakhstan, Libya, Mexico, Mozambique, Nigeria, Norway, Russia, UK, USA, Venezuela); - confidentiality and non-solicit restrictions. Non-competition agreement MSRS Only for cases of termination presenting high-competitive risks relating to the nature of the	Indemnities for CEO/6M - Administrative office: (CEO): 2 years of fixed rem., for a total of €1,200,000, in accordance with EC Recommendation no. 385/2009 - Executive employment relationship (GM): 2 years of fixed remuneration and short term	28-29

 [[]a] Total Shareholder Return measures the overall performance of a share, taking into account both price developments and distributed and reinvested dividends, over a specified period.
 (b) Net Present Value of proven reserves is the present value of future cash flows generated by proven reserves net of future production and development costs, and taxes. It is calculated against a reference base defined by the Securities Exchange Commission on the basis of data published by oil companies in their official filings (Form 10-K and Form 20-F).