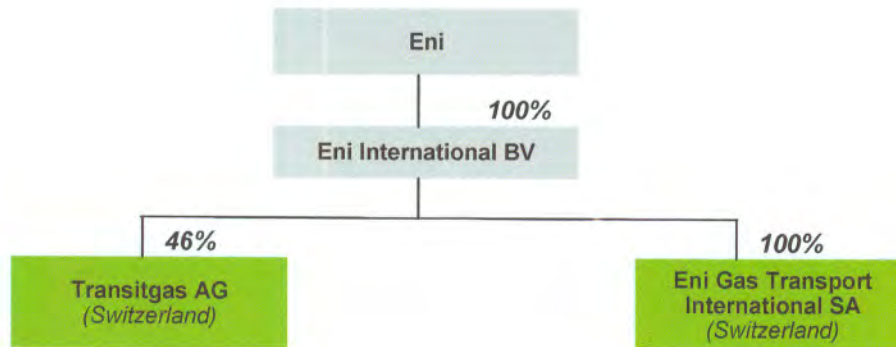


Schedule 1 (C): Divestment Business Switzerland

The Divestment Business Switzerland consists of:

- (i) **eni**'s 46% participation in Transitgas AG and
- (ii) **eni**'s 100% participation in Eni GTI after spinning-off of the activities different from those described below under letter B in point C.1.1 *Functional structure*).



C.1 Eni GTI

1. *Eni GTI, as operated to date, has the following legal and functional structure:*

- *Legal structure:*

Eni GTI is a company incorporated under the laws of Switzerland, with registered office in via Guglielmo Marconi 4, Lugano, Switzerland, and registered with the Company Register of Lugano under number CH-020.3.924.300-0.

- *Functional structure:*

Eni GTI's functions consist of the following main activities:

A) Coordination, assistance and provision of services (e.g., legal, financial, administration, contracting, commercial operations, IT and communications, engineering, hydraulics, metering, operation and maintenance, materials, etc.) to the activities of the Divestment Businesses (Austria, Germany and Switzerland) and to other carriers as Greenstream, and Transmediterranean pipeline systems ("Shared Functions" highlighted in yellow in attachment C1.1.a): approximately 50% for the Divestment Businesses and 50% to other carriers business. The current organizational structure of Eni GTI is therefore optimised in terms of numbers and competences of the personnel. As a consequence, the Shared Functions of



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Eni GTI are concentrated in a few people - in most cases just one employee for each Shared Function - and it is therefore not possible to assign these people (mainly employees seconded by **eni** to Eni GTI) to each of the three Divestment Businesses.

The activities under A) also fulfil all the tasks requested for complying with the activities that are specific to one sole shareholder in several infrastructures, i.e., **eni**.

In brief, the main activities under A) are:

1. Management of rights and obligations deriving from the existing shareholders' agreements and related agreements (i.e., participation in the Board of Directors, committees and other management bodies);
2. Definition of guidelines for the management and development of infrastructures and commercialization of the transport services;
3. Assistance in relation to market surveys and analysis of economic and operational implication of regulation developments;
4. Assistance to the definition and management of operational agreements;
5. Technical support for operations, maintenance and engineering of gas pipeline systems;
6. Legal support;
7. Planning, control, financial and administrative assistance;
8. Support for maintenance and developments of IT and communications;
9. Management of human resources.

B) Marketing of approximately █% of the capacity of the Transitgas pipeline system under a lease agreement expiring in █.

The main activities under B) are:

1. Management of transportation contracts including day by day relationships with transportation customers (nominations, confirmation, allocations etc.);
2. Definition and management of capacity allocation procedures;
3. Definition and management of operational agreements with the interconnected transmission system operators;

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4. Management of day-by-day relationships with transportation customers (nominations, confirmation, allocations, etc.) for Eni D.

- *Organizational chart:*

As of today, Eni GTI counts on a total of thirty employees, [REDACTED]

[REDACTED]

[REDACTED] (See Attachment C.1.a).

2. *Following paragraphs 8 and 9 of these Commitments, the Divestment Business Switzerland includes:*

a. *The following main tangible assets:*

Not applicable. The owner of the pipeline is Transitgas AG while Eni GTI directly manages the capacity rights for the transportation of the gas under a lease agreement expiring in [REDACTED]

[REDACTED]

b. *The following main intangible assets:*

Not applicable.

c. *The following main licenses, permits and authorizations:*

Not applicable.

d. *The following main contracts, agreements, leases, commitments and understandings:*

- Lease agreement: capacity rights are assigned to carriers (*i.e.*, Eni GTI and Swissgas AG) under a lease agreement expiring in [REDACTED] and signed by Eni S.p.A. and Swissgas AG. [REDACTED]

- Shareholders' Agreement in relation to Transitgas AG: it defines the object and the governance rules of the company (Transitgas AG) and the provisions related to the lease agreement. [REDACTED]

[REDACTED]

- [REDACTED]

- [REDACTED]

[REDACTED]

- [REDACTED]

- *Contratto di Servizi tra Eni Gas Transport International SA e Eni Gas Transport Deutschland S.p.A. (the “Service Contract”). Pursuant to the Service Contract,* [REDACTED]

[REDACTED] Eni GTI carries out certain operational activities (namely, nomination, matching and capacity allocation) on behalf of Eni D. For the avoidance of any doubt, it is clarified that, after the completion of the divestment process (i.e., after the Closing), Eni GTI shall (and the qualified Purchaser of the Divestment Business Switzerland shall cause the latter to) continue to provide the above-mentioned operational activities to Eni D under the terms and conditions of the Service Contract, if and until the qualified Purchaser of the Divestment Business Germany so requires, up to a maximum of two years after the Closing of the Divestment Business Germany. Moreover, if so requested by the qualified Purchaser of the Divestment Business Germany, Eni GTI shall (and the qualified Purchaser of the Divestment Business Switzerland shall cause the latter to) provide the personnel selected by the qualified Purchaser of the Divestment Business Germany to carry out the above-mentioned operational activities, with one full cycle of the necessary training.

- e. *The following customer, credit and other records:*

Transportation services are sold to shippers mainly (i.e., [REDACTED]%) through long term contracts. The remaining [REDACTED]% is sold on the market on a short term basis (1-year and 3-year contracts). All contracts have a ship-or-pay structure.

The capacity presently assigned through long and short term contracts is reported in the following table:

Reserved [Nm3/h]	Duration	CAPACITY		
		Type	Delivery	Redelivery
[REDACTED]	LT	Firm	Oltingue	Gries Pass
[REDACTED]	ST	Firm	Oltingue	Gries Pass

██████	LT	Firm	Wallbach	Gries Pass
██████	ST	Firm	Wallbach	Gries Pass

It is understood that the divestiture of the participation in Eni GTI shall not affect the effectiveness of the transport contracts in force at the time of Closing between Eni GTI, on the one side, and shippers, on the other side. **eni** confirms that between Decemebr 22, 2009 and Closing it shall not prolong or renew any transport contract or enter into any new transport contract for the benefit of **eni** as shipper on the Transigas pipeline system, except for possible future auctions and other public allocation procedures for reverse flow transportation capacity towards markets other than the Italian one.¹

f. *The following Personnel:*

For the breakdown by function and details on personnel to be potentially transferred please refer to the organizational chart (see Attachment C.1.a.).

g. *The following Key Personnel:*

Name	Position	Status
████████████████████	Manager of Business Unit Switzerland	██████████
████████████████████	Administration Finance & Planning Manager	██████████
████████████████████	Senior Accountant	██████████
████████████████████	Contracts Management Manager	██████████
████████████████████	Commercial Operations Officer	██████████
████████████████████	Dispatching Coordinator	██████████

h. *The main arrangements for the supply with the following products or services by eni for a transitional period after Closing:*

- Fuel gas and gas supply contract for balancing services (“*Contratto di fornitura di Fuel Gas e Gas per Servizi di Bilanciamento*”). Object of the contract, ██████████ is the selling of gas, from Eni S.p.A. to Eni GTI, to be used in the compressor station (fuel gas), as well as the selling and the purchasing of gas to balance the variation of line pack, the unaccounted gas and to balance the difference between the nominated quantities and the measured quantities at Gries Pass.
- If so requested by the Purchaser of the Divestment Business Stwitzerland, license for the use, on a transitional basis, of Eni S.p.A.’s web-tool ██████████ developed by ██████████ and currently used by Eni GTI for its commercial dispatching process (*i.e.*, nomination, matching and capacity allocation).
- On a transitional basis, and if it so requests, the qualified Purchaser of the Divestment Business Switzerland will be entitled to source one or more of the Shared Functions listed in points 1.A.3.-1.A.9. of the present Schedule

¹ Under a technical standpoint, such reverse flow transportation capacity would not lower the capacity available on the Transigas pipeline system towards the Italian gas market.

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– which are currently provided by Eni GTI and which are not distinctive of the carrier activity performed by the Divestment Business Switzerland (e.g., legal support, management of human resources, etc.) – from the new service company that will be assigned the Shared Functions as a result of their spin-off from Eni GTI (the “New Service Company”).

3. *The Divestment Business Switzerland shall not include:*

eni’s logo and related trademarks as well other coordination, assistance and service activities (Shared Functions) which Eni GTI currently carries out for the Divestment Businesses (Austria, Germany and Switzerland) and for other carriers businesses mainly in North Africa (for the avoidance of doubt, these activities shall not be part of the Divestment Business Switzerland). In fact, it would be impossible - in reason of the limited number of employees dedicated to such Shared Functions, as explained in point 1 above - to transfer the Shared Functions to the Purchasers of each Divestment Business.

For this purpose the Shared Functions and relevant personnel shall be transferred to the New Service Company.

The following personnel shall not be transferred with the Divestment Businesses:

Name	Position	Status
	Chairman & CEO	
	Legal Manager	
	HR & General Services Manager	
	HR & General Services Professional	
	HR & General Services Professional	
	ICT Manager	
	Budget & Planning Manager	
	Planning Manager	
	Asset Manager North Africa	
	Administrative Coordination Manager	
	Commercial Operations North Africa	
	Operation & Maintenance Manager	
	Metering Manager	
	Commercial Department Manager	
	Economic Analysis & Tariff Model Manager	
	Asset Manager Europe	



C.2: Transitgas AG

1. *Transitgas, AG as operated to date, has the following legal and functional structure:*

- *Legal structure:*

TransitgasAG is controlled by the following companies:

- Eni International BV (100% owned by Eni S.p.A.) – 46%
- Swissgas (controlled by Swissgas) – 51%
- E-On Ruhrgas (controlled by E-On) – 3%

Transitgas AG corporate governance rules envisage a 50/50 joint control by the two main shareholders. Shareholders' Agreements also rule on the transferability of the shares in Transitgas AG.

Transitgas AG operates through the following corporate bodies and committees:

- General Meeting: adoption of the annual financial statements; amendments to the Articles of Association and/or to the object of the Company.

- Board: [REDACTED]

[REDACTED] Duties of the Board are set forth under Article 716a of the Swiss Code of Obligations. Furthermore, the Board shall appoint the Board Committee and the Technical Committee.

- Board Committee (“BC”): consisting of five members, [REDACTED]

- [REDACTED]

- *Functional structure:*

Transitgas AG directly owns and manages the pipeline while the carrier business is operated by both Eni GTI (i.e., [REDACTED]% transportation rights) and Swissgas AG (i.e., [REDACTED]% transportation rights).

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- *Organizational chart:*
See Attachment C.1.b.

2. *Following paragraphs 8 and 9 of the Commitments, the Divestment Business Switzerland includes, but is not limited to:*

a. *The following main tangible assets:*

- *Pipelines*

The Transitgas Pipeline System consists of a 292 km natural gas pipeline including several tunnels, a compressor station with waste heat recovery units, a metering station and various valve stations.

A detailed description of the Transitgas pipeline system is reported under Attachment C.1.c.

- *Real estate / property*

The main real estate and property are those directly related to the Transitgas pipeline system.

b. *The following main intangible assets:*

All those directly related to the Transitgas pipeline system (right of ways etc.).

c. *The following main licenses, permits and authorizations;*

All those directly related to the operation and property of the Transitgas pipeline system.

d. *The following main contracts, agreements, leases, commitments and understandings:*

- Lease agreement: capacity rights are assigned to carriers (*i.e.*, Eni GTI and Swissgas AG) under a lease agreement expiring in [REDACTED]

- Shareholders' Agreement in relation to Transitgas AG: it defines the object and the governance rules of the company (Transitgas AG) and the provisions related to the lease. [REDACTED]

e. *The following customer, credit and other records;*

Not applicable. Transitgas AG does not directly manage transportation rights and only lease the pipeline system to the carriers Eni GTI and Swissgas which are the only customers of Transitgas AG.

f. *The following Personnel:*

Transitgas AG counts on a total of forty-nine employees, [REDACTED]

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██████████ For the breakdown by function and details on personnel to be potentially transferred please refer to the organizational chart (Attachment C1.b.).

g. *The following Key Personnel;*

Name	Position	Status
██████████	Director	██████████
██████████	Operations & Technical Manager	██████████
██████████	Administration & HR Manager	██████████

h. *The arrangements for the supply with the following products or services by eni for a transitional period after Closing.*

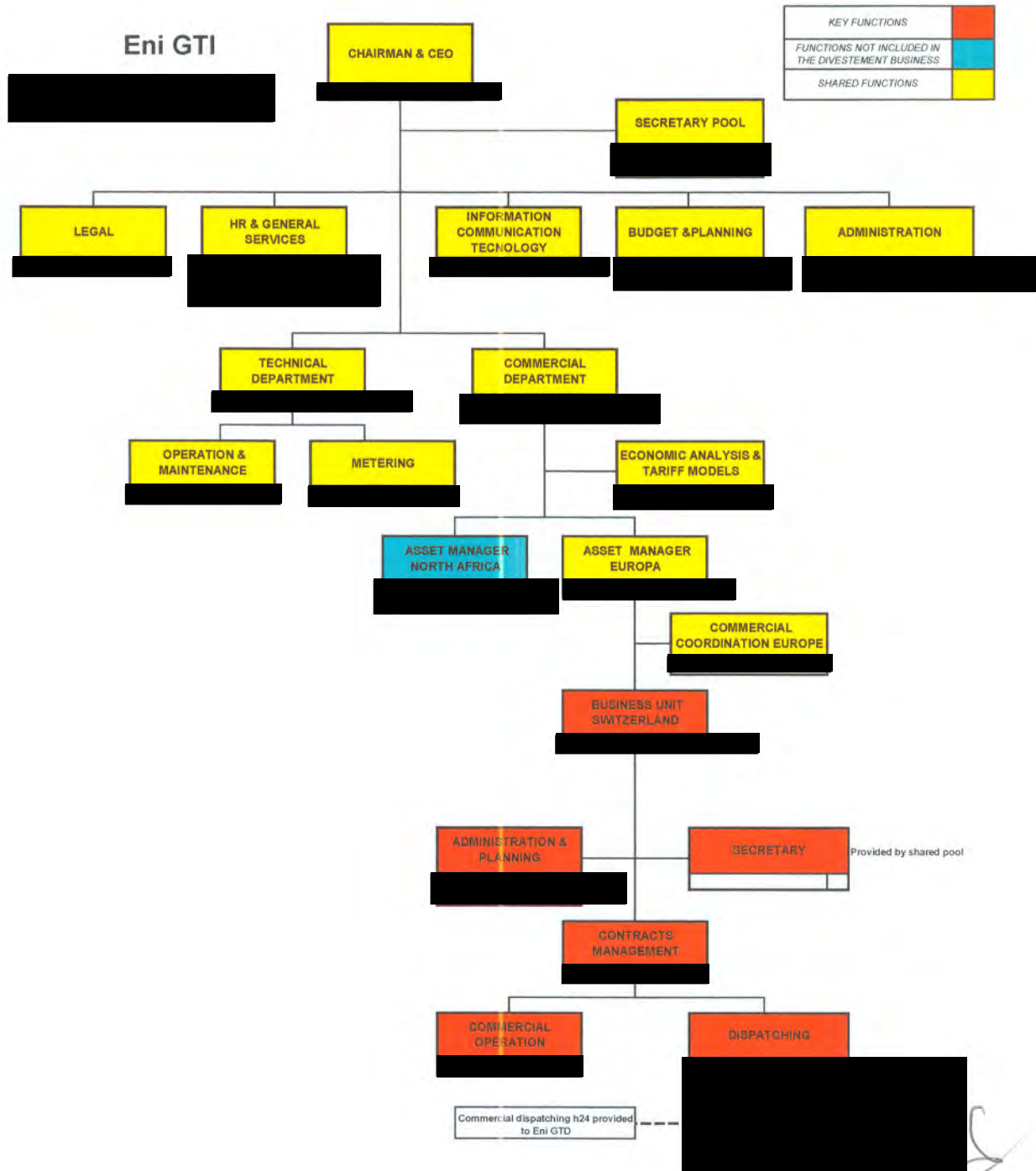
On a transitional basis, and if it so requests, the qualified Purchaser of the Divestment Business Switzerland will be entitled to source one or more of the Shared Functions listed in points 1.A.3.-1.A.9. of the present Schedule – which are currently provided by Eni GTI and which are not distinctive of the carrier activity performed by the Divestment Business Switzerland (e.g., legal support, management of human resources, etc.) – from the new service company that will be assigned the Shared Functions as a result of their spin-off from Eni GTI (the “New Service Company”).

3. *The Divestment Business Switzerland shall not include:*

Not applicable.



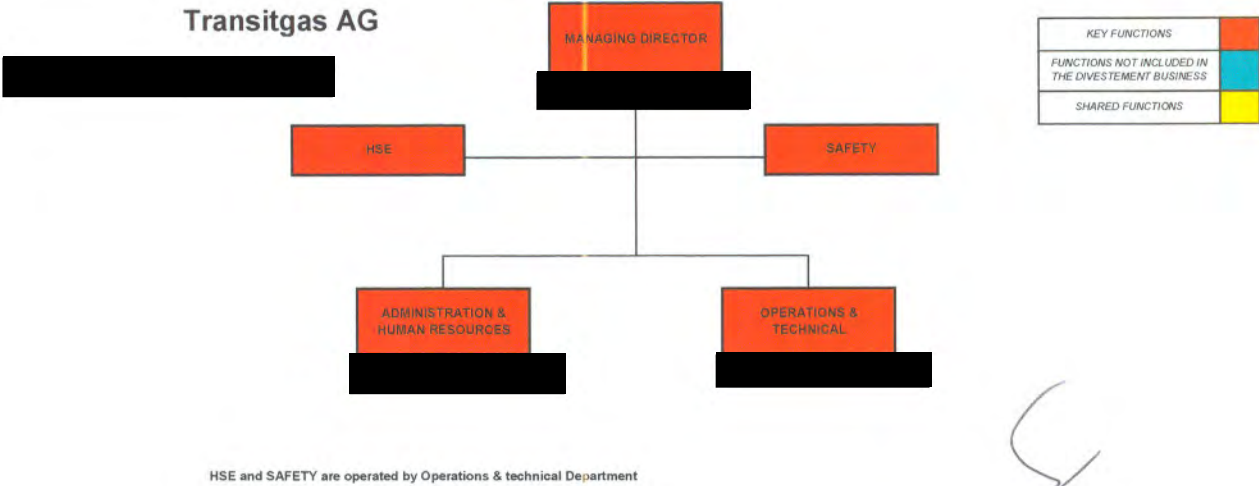
Attachment C.1.a.



*The two managers [redacted] and [redacted] will be moved from their current position in Eni GTI and included in the Key Personnel in order to guarantee the viability and reliability of the Divestment Business Switzerland stand alone.

** [redacted] is seconded since February 1th, 2009 to SCOGAT S.A. (Carrier Business North Africa) as Head of Personnel & General Services Department.

Attachment C.1.b.



Attachment C.1.c.

Pipeline System

The Pipeline System at the date hereof consists of the following:

1 Main Line

- Line:
 - pipeline running from the German-Swiss border near Wallbach to the Ruswil compressor station, diameter 36 inches, approximate length 70.9 km, start-up in 1974 [REDACTED];
 - loop of the pipeline running from the Rhein river to the Wallbach metering station, diameter 36 inches, approximate length 1.4 km, start-up in 2003 [REDACTED];
 - loop of the pipeline running from the Wallbach metering station to the outlet point of Daniken, diameter 36 inches, approximate length 33 km, start-up in 1994 [REDACTED];
 - loop of the pipeline running from the outlet point of Daniken to the Ruswil compressor station, diameter 48 inches, approximate length 38 km, start-up in 2001/2002 [REDACTED];
 - pipeline running from the Ruswil compressor station to Grimsel South, diameter 48 inches, approximate length 70.5 km, start-up in 1999/2002 [REDACTED]; and
 - pipeline running from Grimsel South to the Swiss-Italian border at the Gries Pass, diameter 48 inches, approximate length 23.2 km, start-up in 1998/1999 [REDACTED].
- Compressor station of Ruswil, with:
 - [REDACTED]
[REDACTED] and
 - [REDACTED]
[REDACTED]
- Metering station of Wallbach: [REDACTED]
- Inlet Point Wallbach (at the German-Swiss border in the area of Wallbach).
- Connecting point with the Branch Line at Lostorf.
- Outlet Points:
 - Zeiningen;

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- Zuzgen;
- Däniken;
- Staffelbach;
- Ruswil;
- Obergesteln; and
- Gries Pass (at the Swiss-Italian border near Gries Pass).

2 **Branch Line**

- Pipeline running from the French-Swiss border at Rodersdorf to the connecting point with the Main Line at Lostorf, diameter 36 inches, length 54.845 km, start-up in 2001 [REDACTED]
- Inlet Point Rodersdorf (at the French-Swiss border in the area of Rodersdorf).

