

Text modified by the Board of Directors of Eni on March 11, 2010.

REGULATIONS FOR THE OIL-GAS ENERGY COMMITTEE

- 1) The Oil-Gas Energy Committee (OGEC) was established within the board of directors of Eni by a resolution passed on 11 June 2008, with the general aim of monitoring the evolution and panorama of international energy markets and, in particular, analysing, also comparatively:
 - a. the dynamics, also in terms of the evolution of the competitive context that characterises the different sectors corresponding to the main sources of energy, including alternative sources;
 - b. the competitive positioning, performance and business models of the main players, with particular reference to those in each of the sectors that characterises Eni's business model.

The OGEC has a propositional and consultative function for the board of directors, particularly with regard to the preparation of the Group's strategic plans and the verification of consistency in the actions adopted by multi-year plans.

- 2) The OGEC is made up of five non-executive directors, the majority of whom with the characteristics of independence specified by current legislation and by Eni's own Code of Conduct. The board of directors nominates both the members and the chairman of the OGEC, who calls and chairs meetings and determines the issues to be discussed, on the basis of indications provided by the board of directors and by the members of the OGEC.
- 3) The chairman and the chief executive are invited to attend meetings of the OGEC and other directors may also attend. By the invitation of the committee itself and in regard to single issues on the meetings' agenda, other elements – including non-Eni individuals – may also participate in the meetings of the OGEC.
- 4) The secretary of the OGEC is the Senior Vice President Scenarios and Long Term Strategic Options.
- 5) In exercising its role, the OGEC may have access to corporate information and functions, as well as making use of external consultants - according to the terms established by the board of directors.
- 6) The OGEC will meet with the frequency necessary to fulfil its function and will be called by the secretary, on the instructions of the chairman - usually five days before the date fixed for the meeting. In case of necessity or emergency, a calling may be made 24 hours prior to the time fixed for the meeting. A copy of the calling will be sent to the chairman and chief executive of Eni and, for information, to the other directors. The

calling indicates the place, normally the company's headquarters or secondary offices, the date and time of the meeting, as well as the issues to be discussed.

- 7) The OGEC may also meet in a video or audio conference call provided that all of the participants can be identified and are authorised to follow the discussion and participate in real time in the discussion of the issues on the agenda. The meeting in this case is deemed to be held in the place where the chairman and the secretary are. The OGEC is valid when a majority of the standing members is present and expresses its views as an absolute majority of those present. If for any reason the chairman of the OGEC is not present, the meeting is chaired by the most senior member present.
- 8) The secretary is responsible for preparing and circulating the minutes of meetings. Minutes are signed by the chairman of the meeting and the secretary and distributed to the members of the OGEC, as well as to the chairman and chief executive of Eni.
- 9) The Committee reports to the Board, at least once every six months, not later than the term for the approval of the Financial Statements and the Interim Consolidated Financial Report, on the activity carried out, in the Board meeting indicated by the Chairman of the Board of Directors.
- 10) In the completion of his role the secretary makes use of personnel from the Department of Scenarios and Long Term Strategic Options.