



Notice of Bondholders' Meetings

euro 1,500,000,000 4.625 per cent. notes due April 30, 2013, ISIN Code: XS0167456267 (the "2013 Notes")
 euro 1,250,000,000 5.875 per cent. notes due January 20, 2014, ISIN Code: XS0400780887 (the "2014 Notes")
 euro 1,500,000,000 5.00 per cent. notes due January 28, 2016, ISIN Code: XS0411044653 (the "2016 Notes")
 euro 1,500,000,000 4.125 per cent. notes due September 16, 2019, ISIN Code: XS0451457435 (the "2019 Notes")

of Eni S.p.A. ("Eni" or "Issuer")
 issued under Eni S.p.A. and Eni Coordination Center S.A.
 euro 10,000,000,000 Euro Medium Term Note Programme
 convened for December 14, 2010 and, if necessary, on December 15 and December 16, 2010,
 on second and third call respectively,
 at Piazzale Enrico Mattei, 1, Rome, Italy

The bondholders of each of the above listed series of notes ("**Bondholders**") are hereby invited to attend a Meeting in relation to each of the above series of notes, pursuant to Schedule 3 of the *Issue and Paying Agency Agreement* dated October 17, 2008 relating to the 2014 Notes, the 2016 Notes and the 2019 Notes ("**2008 Agency Agreement**") and made between, *inter alia*, Eni and Bank of New York Mellon as fiscal agent and principal paying agent ("**Fiscal Agent**") and pursuant to the *Issue and Paying Agency Agreement* dated October 10, 2002 relating to the 2013 Notes ("**2002 Agency Agreement**") and made between, *inter alia*, Eni and the Fiscal Agent for the purposes of considering, and if thought fit, approving the following item on the agenda of each Meeting.

The Meeting in respect of the 2013 Notes shall be held at Piazzale Enrico Mattei, 1, Rome, Italy on December 14, 2010 at 9:00 a.m. (CET), on the first call and, if necessary, on December 15 and December 16, 2010, at the same time and location, on the second and third call respectively.

The Meeting in respect of the 2014 Notes shall be held at Piazzale Enrico Mattei, 1, Rome, Italy on December 14, 2010 at 10:00 a.m. (CET), on the first call and, if necessary, on December 15 and December 16, 2010, at the same time and location, on the second and third call respectively.

The Meeting in respect of the 2016 Notes shall be held at Piazzale Enrico Mattei, 1, Rome, Italy on December 14, 2010 at 11:00 a.m. (CET), on the first call and, if necessary, on December 15 and December 16, 2010, at the same time and location, on the second and third call respectively.

The Meeting in respect of the 2019 Notes shall be held at Piazzale Enrico Mattei, 1, Rome, Italy on December 14, 2010 at 12:00 a.m. (CET), on the first call and, if necessary, on December 15 and December 16, 2010, at the same time and location, on the second and third call respectively.

AGENDA

The scope of each of the Meeting is to vote on the following resolution: appointment of the representative of Bondholders, determination of duration in office and of his compensation.

DOCUMENTS

Voting instruction forms may be used by Bondholders wishing to vote and are attached to an explanatory memorandum prepared by Eni containing further information on the background to, and the reasons for, the Meetings (the "**Explanatory Memorandum**").

The following documents are available for inspection by Bondholders at the offices of Eni, of the Fiscal Agent and on the website of Eni (www.eni.com):

- Notice of Meeting (in English and in Italian);
- Explanatory Memorandum;
- Base Prospectus dated October 10, 2002 relating to the 2013 Notes;
- Base Prospectus dated October 17, 2008 relating to the 2014 Notes, the 2016 Notes and the 2019 Notes;
- Pricing Supplement dated May 12, 2003 containing the details of the 2013 Notes;
- Final Terms dated November 24, 2008 containing the details of the 2014 Notes;
- Final Terms dated January 27, 2009 containing the details of the 2016 Notes;
- Final Terms dated September 11, 2009 containing the details of the 2019 Notes;
- 2002 Agency Agreement; and
- 2008 Agency Agreement.

PUBLICATION OF THIS NOTICE

The Notice has been produced in English and in Italian and is being published on "Luxemburger Wort", "Il Sole 24 Ore" and delivered to Bondholders through Clearstream and Euroclear. Any modification to this Notice will be communicated to Bondholders with the same formalities.

FURTHER INFORMATION

Admission to the Meetings

Admission to each of the Bondholders' Meeting is subject to the delivery to Eni - within 3 business days prior to the date fixed for the relevant Meeting on first call - of the notification issued by financial intermediaries stating that the relevant Bondholder is entitled to vote in respect of the relevant notes on the basis of the accounting registration relating to the seventh trading day prior to the day fixed for the relevant Meetings on first call (*i.e.* on December 3, 2010). However the right to attend and vote shall be legitimate if the notifications are received by the Issuer after the deadlines indicated, provided they are received before the opening of the meeting. Bondholders resulting as the owner of the relevant notes after the December 3, 2010 are not entitled to participate and vote in at the Meetings.

Additions to the agenda of the Meetings

Within ten days from the publication of this Notice, Bondholders who individually or jointly represent at least one fortieth of the outstanding amount of the relevant notes may request additions to the list of items on the agenda, indicating the additional matters proposed in their request. Such applications must be made in writing.

Right to ask questions prior to the Meetings

Bondholders may ask questions regarding items on the agenda also prior to the relevant Bondholders' Meeting. Questions received prior to the relevant Meeting shall at the latest be answered during the Meetings. The questions must be addressed to the following e-mail address: segreteriaassociativa.azionisti@eni.com.

How to vote

As the notes are represented by a Permanent Global Note held by a common safekeeper for Clearstream Banking, société anonyme and Euroclear Bank S.A./N.V., voting instructions may only be given to the Fiscal Agent (both directly by fax or e-mail and by post and indirectly through the clearing systems).

A Bondholder wishing to attend and vote at a Meeting will instruct the relevant clearing system (either directly or indirectly through his custodian) to request the Fiscal Agent to issue a voting certificate in respect of the note(s) in relation to which he wishes to vote. A voting instruction form for such purpose is attached to the Explanatory Memorandum.

Voting by proxy

If a Bondholder does not wish to attend a Meeting, the Bondholder may instruct the relevant clearing system (either directly or indirectly through his custodian) to request the Fiscal Agent to issue a voting instruction to a proxy of his choice, instructing such proxy to cast such vote in the manner specified by such Bondholder. To be effective, complete instructions in the appropriate form must reach the Fiscal Agent no later than 2 business days before the scheduled time for the Meeting, *i.e.* no later than 9:00 a.m. (CET) on December 10, 2010. A voting instruction form for such purpose is attached to the Explanatory Memorandum as Annex 1.

Eni S.p.A.'s Corporate Secretary's Office is available for any further information Bondholders may need at the toll-free number 800 940 924 for calls [from abroad Italy: 800 112 234 56, before dialling the international access code (+)] or fax number + 39 06 59822233.

The Fiscal Agent is also available at:

Bank of New York Mellon

One Canada Square
 London E14 5AL
 United Kingdom

Tel.: +44 207 964 4958

Fax: +44 207 964 2536

E-mail: eventsadmin@bnymellon.com

Attention: CT Events Administration

The Chief Executive Officer
 Paolo Scaroni