



## Notice of Shareholders' Meeting

Shareholders of Eni S.p.A. are hereby invited to attend the Ordinary Shareholders' Meeting, which will be held in Rome, Via del Serafico, 79, on April 27, 2010 at 10:00 a.m. (CET) on first call and, if necessary, on April 29, 2010, on second call, respectively, at the same time and location and the Extraordinary Shareholders' Meeting, which will be held on April 23, 2010 on first call and, if necessary, on April 27 and April 29, 2010, at the same time and location, on second and third call, respectively.

### Agenda

#### Ordinary part

1. Eni Financial Statements at December 31, 2009; Eni Consolidated Financial Statements at December 31, 2009; Report of the Directors on the course of the business; Report of the Board of Statutory Auditors and Report of the Independent Auditors.
2. Allocation of net income.
3. Appointment of the Independent Auditors for the period 2010-2018.

#### Extraordinary part

1. Proposed amendments to Articles 1, 4, 12, 14, 15 and 16 of the By-laws. Relating and resulting resolutions.

#### How to participate in the Shareholders' Meeting

Admission to the Shareholders' Meeting is subject to the delivery of the notification of attendance issued by authorised financial intermediaries at least two working days before the date of the Shareholders' Meeting.

Shareholders and other persons entitled may ask to their financial intermediary to withdraw said communication; if they avail of this faculty, they will not be able to take part in the Shareholders' Meeting.

In order to take part in the Shareholders' Meeting, Shareholders holding shares not yet in uncertificated form, shall previously deliver said shares to a financial intermediary in order to have them deposited with the Italian Securities Register Centre and subsequently transformed into uncertificated form and request the above-mentioned notification of attendance.

#### How Shareholders may request to add other items in the agenda

Pursuant to Article 13, first Paragraph, of the By-laws, the Shareholders that, severally or jointly, represent at least 2.5% of Eni share capital, may ask, within five days as of the date of publication of this notice, to add other items in the agenda. The request shall contain the matters to be proposed to the Shareholders' Meeting. Said faculty may not be exercised on the matters upon which, pursuant to the applicable legislation, 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. The integrations accepted by the Board shall be published at least ten days before the Shareholders' Meeting date, through a notice to be published as indicated in said Article.

#### How to vote by proxy

In order to simplify controls of powers entitling the participation in the Shareholders' Meeting, people who intend to participate in the Meeting as legal or voluntary representatives of Shareholders or other people entitled to take part in it are requested to deliver to Eni S.p.A.'s Corporate Secretary's Office the deeds entitling them to said participation, by mail, also in copy, or by fax, at least two days before the date of the Meeting. The proxy is at the foot of the notification of attendance issued by authorised financial intermediaries for the admission to the Meeting.

#### How to vote by mail

Vote may be exercised also by mail pursuant to current legislation and subject to the delivery of the above mentioned notification of attendance by the authorised financial intermediaries. Shareholders willing to exercise their vote by mail are entitled to request the Vote by Mail Card and a return envelope to the Company.

In order to consider the votes by mail valid, envelopes containing the Vote by Mail Card, duly filled in and signed, shall be received by Eni S.p.A.'s Corporate Secretary's Office, Piazzale Enrico Mattei, 1 - 00144 Rome, Italy within forty-eight hours before the Shareholders' Meeting. Votes by mail contained in the Vote by Mail Cards received after said term will not be taken into consideration. Vote by mail must be exercised personally by the person entitled to vote on each proposal presented.

The vote by mail may be withdrawn through a declaration to be delivered to the Company at least one day before the Shareholders' Meeting.

#### 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 Eni ADRs register of JPMorgan Chase Bank, N.A., ADRs Depository, by March 25, 2010 will be entitled to participate in the Meeting, delegate the exercise of their voting right or to exercise votes by mail, after having complied with the deposit and registration requirements contained in Eni ADR Deposit Agreement; also Beneficial Owners who have taken advantage of Proxy Vote or Vote by Mail options are entitled to assist at the Meeting upon written request to be made to JPMorgan Chase Bank, N.A.

#### Information for Eni Shareholders

The report on the proposals of resolutions of the Board of Directors to the Shareholders on each item of the Agenda will be deposited at the Company's Registered Office and with the Borsa Italiana S.p.A. (the Italian Stock Exchange) by the terms set forth by current legislation and shall remain at the Shareholders' disposal until the date of the Shareholders' Meeting.

The company capital is euro 4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six) represented by 4,005,358,876 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six) shares of ordinary stock with a nominal value of euro 1 (one) each.

Shares may not be split up and each share is entitled to one vote, Eni treasury shares on the date of the Meeting excluded.

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Experts, financial analysts and journalists wishing to attend the Shareholders' Meeting shall deliver, by mail or fax, a request to Eni S.p.A.'s Corporate Secretary's Office at least two days before the date of the Meeting.

To timely comply with admission and registration procedures, Shareholders are kindly requested to arrive at the Meeting in advance of the start time of the Meeting itself. Registration for the Meeting will take place at the same location of the Meeting and will start at 9:00 a.m. (CET).

Eni S.p.A.'s Corporate Secretary's Office is available for any further information Shareholders may need at the toll-free number 800 940 924 (for calls from abroad Italy: 80011223456, after dialling the International Access Code (+), fax number + 39 06 59822233 or by e-mail at [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com).

In consideration of Eni shareholdings, the Ordinary and Extraordinary Shareholders' Meeting should be held on April 29, 2010.

A notice to inform on the effective date of the Shareholders' Meeting will be published on "Il Sole 24 Ore", "Corriere della Sera", "Financial Times" and on website [www.eni.com](http://www.eni.com).

The Notice, published on the Italian Official Gazette, "Il Sole 24 Ore", "Corriere della Sera" and "Financial Times" and the documentation regarding the Shareholders' Meeting will be available on website [www.eni.com](http://www.eni.com) and may be requested by e-mail at [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com) or by calling the above-mentioned toll-free numbers or by fax.

*The Chairman of the Board of Directors*  
Roberto Poli