

Eni S.p.A.

Registered Office: Rome, Piazzale Enrico Mattei, No. 1
 Company Share Capital: € 4,005,358,876.00 fully paid up
 Rome Companies Register.
 Tax Identification Number 00484960588
 VAT Number 00905811006 - R.E.A. Rome 756453



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, 89/91, on May 23, 2007 at 10:00 a.m. (CET) on first call and, if necessary, on May 24, 2007, on second call, respectively, at the same time and location and the Extraordinary Shareholders' Meeting, which will be held in Rome, Via del Serafico, 89/91, on May 22, 2007 at 10:00 a.m. (CET) on first call and, if necessary, on May 23 and May 24, 2007, at the same time and location, on second and third call, respectively.

Ordinary Part

1. Financial Statements at December 31, 2006, Report of the Directors on the course of the business, Report of the Board of Statutory Auditors and Report of the Independent Auditors of Società Finanziaria Eni - Enifin S.p.A., a company merged with Eni S.p.A. with deed of December 13, 2006. Allocation of net income.
2. Financial Statements at December 31, 2006, Report of the Directors on the course of the business, Report of the Board of Statutory Auditors and Report of the Independent Auditors of Eni Portugal Investment S.p.A., a company merged with Eni S.p.A. with deed of December 13, 2006. Allocation of net income.
3. Eni Financial Statements at December 31, 2006, Eni Consolidated Financial Statements at December 31, 2006, Report of the Directors on the course of the business, Report of the Board of Statutory Auditors and Report of the Independent Auditors.
4. Allocation of net income.
5. Authorisation to the purchase of Eni shares and withdrawal, for the part not yet executed, of the authorisation to the purchase of Eni shares approved by the Shareholders' Meeting held on May 25, 2006.
6. Extension for the three years period 2007-2009 of the appointment of PriceWaterhouseCoopers S.p.A. as Independent Auditors of Eni resolved by the Shareholders' Meeting on May 28, 2004.

Extraordinary Part

1. Amendments to articles 6.2, 13, 17, 24 and 28 of the By-laws.

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

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 Monte Titoli S.p.A. (the Italian Securities Register Centre) and subsequently transformed into uncertificated form and request the above-mentioned notification of attendance.

The report on the proposals of resolutions of the Board of Directors to the Shareholders on each item of the Agenda and the related documentation will be deposited at the Company's Registered Office and with the Borsa Italiana S.p.A. (the Italian Stock Exchange) within April 20, 2007 and shall remain at the Shareholders' disposal until the date of the Shareholders' Meeting.

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 the shareholders' meeting 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.

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 or the following Depositories: Intesa Sanpaolo S.p.A., Banca Nazionale del Lavoro S.p.A., Banca Monte dei Paschi di Siena S.p.A., Capitalia S.p.A., Banca Fideuram S.p.A., Eunice Sim S.p.A., Citibank N.A., JPMorgan Chase Bank, N.A. and Morgan Guaranty Trust Company of New York.

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. - Segreteria societaria, Piazzale Enrico Mattei, 1 - 00144 Rome, Italy by May 21, 2007, 10:00 a.m. (CET). 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.

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 May 4, 2007 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. 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.

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 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. 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 at least two days before the date of the Meeting.

Eni S.p.A.'s Corporate Secretary is available for any further information Shareholders may need at the toll-free number 800 940 924 (for calls from abroad Italy: 80011223456) or fax number + 39 06 59822233.

The Notice, published on the Italian Official Gazette, "il Sole 24Ore" and other newspapers of general circulation and the documentation regarding the Shareholders' Meeting will be available on www.eni.it and may be requested by e-mail at segreteria@societaria.azionisti@eni.it or by calling the above-mentioned toll-free numbers or by fax.

The Chairman of the Board of Directors
 Mr. Roberto Poli

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).