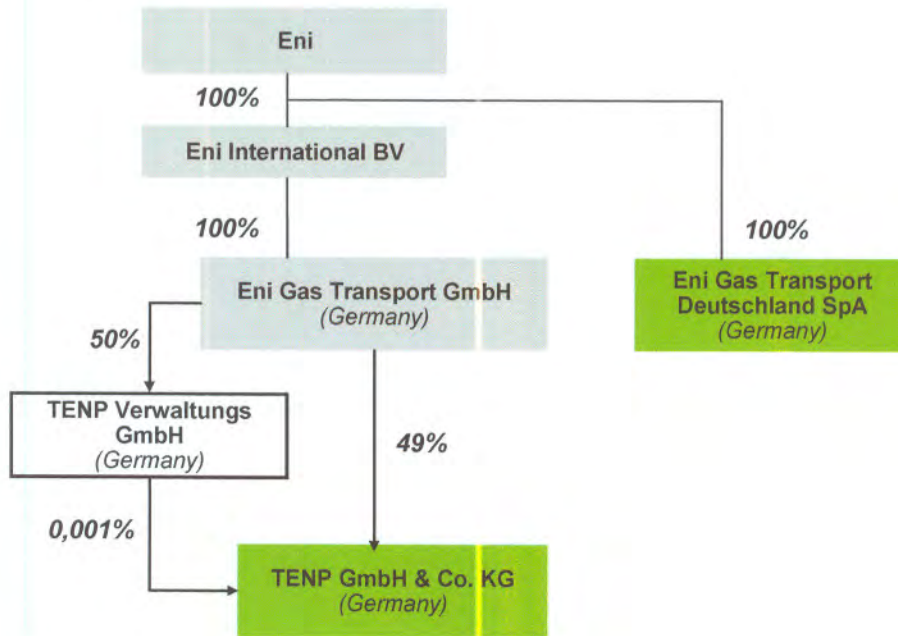


Schedule 1 (B): Divestment Business Germany

The Divestment Business Germany consists of **eni**'s 100% participation in Eni GmbH and **eni**'s 100% participation in Eni D.



B.1: Eni GmbH

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

- *Legal structure:*

Eni GmbH (100% controlled by **eni**) is a company incorporated under the laws of Germany, with registered office in Martin-Luther Platz 28, Dusseldorf, Germany, and registered with the Company Register of Dusseldorf under number HRB 60917.

- *Functional structure:*

Consists only of the Board of Directors.

- *Organisational chart:*

Eni GmbH has



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2. *Following paragraphs 7 and 9 of these Commitments, the Divestment Business Germany includes, but is not limited to:*

a. *The following main tangible assets:*

Eni GmbH holds a 49% participation in Trans Europa Naturgas Pipeline GmbH & Co. KG, a company incorporated under the laws of Germany, with registered office in Ruhrallee 74, Essen, Germany, and registered with the Company Register of Essen under number HRA 8548 and a 50% participation in Trans Europa Naturgas Pipeline Verwaltungs GmbH, a company incorporated under the laws of Germany, with registered office in Ruhrallee 74, Essen, Germany, and registered with the Company Register of Essen under number HRB 18708.

b. *The following main intangible assets:*

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

f. *The following Personnel:*

Eni GmbH has [REDACTED]

g. *The following Key Personnel:*

Not applicable

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

Not applicable.

3. *The Divestment BusinessGermany shall not include:*

eni's logo and related trademarks.



B.2: Trans Europa Naturgas Pipeline Verwaltung GmbH (“TENP VW”)

1. *TENP VW as operated to date has the following legal structure:*

- TENP VW is a company incorporated under the laws of Germany, with registered office in Ruhrallee 74, Essen, Germany, and registered with the Company Register of Essen under number HRB 18708.
- TENP VW is controlled by the following companies:
 - Eni GmbH, which holds a 50% participation.
 - E-On Gastransport GmbH, which holds a 50% participation and is in turn 100% controlled by E-On.

TENP VW has no other business than to act as general partner of Trans Europa Naturgas Pipeline GmbH & Co. KG and to hold a 0.001% participation therein.

B.3: Trans Europa Naturgas Pipeline GmbH & Co. KG (“TENP”)

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

- *Legal structure:*
 - TENP is a company incorporated under the laws of Germany, with registered office in Ruhrallee 74, Essen, Germany, and registered with the Company Register of Essen under number HRA 8548.
 - TENP is controlled by the following companies:
 - Eni GmbH, which holds a 49% participation.
 - TENP VW, which holds a 0.001% participation and is in turn 50/50 controlled by Eni GmbH and E.On Gastransport GmbH.
 - E.On Gastransport GmbH, which holds a 51% participation and is in turn 100% controlled by E-On.
 - TENP corporate governance rules substantially envisage a 50/50 joint control by the two shareholders.
 - TENP operates through the following corporate bodies and committees:
 - Annual General Meeting: adoption of the annual financial statements; amendments to the Articles of Association; transformation or dissolution of the partnership.



[REDACTED]

○ [REDACTED]

○ [REDACTED]

- *Functional structure:*

TENP directly owns and manages the Trans Europa Naturgas Pipeline while the entire capacity rights of the pipeline are assigned to the two carriers: Eni Gas Transport Deutschland S.p.A. (ca. [REDACTED]% of capacity rights); E-On Gas Transport (ca. [REDACTED]% of capacity rights).
- *Organizational chart:*

See Attachment B.3.a.
- *TENP pipeline system:*

The TENP pipeline system consists of two lines (36"-38"). The pipeline runs across the German territory for about 500 kilometres, from Bocholtz, at the Dutch border, where the TENP pipeline system is connected to the Dutch network operated by Gas Transport Services b.v., to the Swiss border, close to Wallbach, where the TENP pipeline system is interconnected with the Transitgas pipeline system. The system includes four compression stations located at Stolberg, Mittelbrunn, Schwarzach and Hugelheim. The TENP pipeline system includes a portion of the pipeline running from Stolberg to the Belgian border at Raeren/Eynatten, where the TENP system is connected to the Belgian network operated by Fluxys. More detailed information can be found in Attachment B.3.b.
- *Real estate / property:*

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

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



[REDACTED]



Consortium Agreement: agreement between Eni S.p.A. and E.on Gastransport GmbH, which are directly or indirectly the sole shareholders of TENP; it defines the governance rules of TENP and the provisions for the Beneficial Use Agreements with the carriers and the related ancillary agreements.



[REDACTED] for the maintenance and inspection and safe operation and technical and commercial administration of the pipeline system and the relevant right of ways.

- TENP does not directly manage transportation rights and only leases the pipeline system to the carriers Eni Gas Transport Deutschland S.p.A. and E-On Gastransport GmbH. [REDACTED]

- *Personnel:*

TENP counts on a total of four employees: [REDACTED]
[REDACTED]
[REDACTED] (See Attachment B.3.a).

- *Key Personnel:*

Name	Position	Status
[REDACTED]	Managing Director TENP GmbH &Co. KG	[REDACTED]

(See Attachment B.3.a.)

- *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 Germany will be entitled to source one or more of the Shared Functions listed in points 1.A.3.-1.A.9. of Schedule 1 (C) – which are currently provided by Eni GTI and which are not distinctive of the carrier activity performed by the Divestment Business Germany (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. (please refer to Schedule 1 (C)).



B.4 Eni D

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

• *Legal structure:*

Eni D (100% owned by Eni S.p.A) is a company incorporated under the laws of Italy, with registered office in Via dell'Unione Europea 3a, San Donato Milanese, Italy, and registered with the Company Register of Milan under number 08104960011. Eni D operates through a German Branch with registered offices in Martin-Luther-Platz 28, Düsseldorf, Germany enrolled in the Register of Companies of Düsseldorf, under HRB 54483.

• *Functional structure:*

Eni D provides natural gas transportation services through its ca. [REDACTED] % capacity rights of TENP, with the remaining (ca. [REDACTED] %) capacity managed by the other carrier E-On Gastransport GmbH.

• *Organisational chart:*

As of today, Eni D counts on a total of eight employees, [REDACTED]

[REDACTED] (see Attachment B.4.a).

2. *Following paragraphs 7 and 9 of the Commitments, the Divestment Business Germany includes, but is not limited to:*

a. *The following main tangible assets:*

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

b. *The following main intangible assets:*

Not applicable.

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

License to act as transmission system operator in Germany ("Genehmigung nach par. § Abs. 1 Energiewirtschaftsgesetz (EnWG) zur Aufnahme des Betriebs eines Energieversorgungsnetzes von 08 Dezember 2005").

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

• [REDACTED]

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- [REDACTED]
- Memorandum of Understanding signed on May 29, 2009 among the partners of the market area Net Connect Germany (Net Connect Germany GmbH, E.On Gastransport GmbH, GRTgaz Deutschland GmbH, GVS Netz GmbH and bayernetz GmbH).
- Interconnection Agreement in relation to Wallbach. Operational agreement for the management of the interconnection point Wallbach connecting the TENP and the Transitgas pipeline systems. [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, valid [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 through long term (>5 years) contracts (ca. 95%) with a ship-or-pay structure. The capacity contracts (entry and exit) concluded as of today are summarized in the table below:

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CAPACITY				
Reserved [Nm3/h]	Duration *	Type	Point	Entry/Exit
1.346.226	LT	Firm	Wallbach	Exit
48.663	ST	Firm	Wallbach	Exit
1.346.226	LT	Firm	Bocholtz	Entry
48.663	ST	Firm	Bocholtz	Entry

It is understood that the divestiture of the participation in Eni D shall not affect the effectiveness of the transport contracts in force at the time of Closing between Eni D, on the one side, and shippers, on the other side. **eni** confirms that between December 12,2009 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 TENP 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 (Attachment B.4.a).

g. *The following Key Personnel*

Name	Position	Status
[REDACTED]	Branch Manager	[REDACTED]
[REDACTED]	Commercial Operation Manager	[REDACTED]
[REDACTED]	Contract & Tariffs Manager	[REDACTED]
[REDACTED]	Metering Specialist	[REDACTED]

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

- Fuel gas sale and purchase contract with [REDACTED]
- Service agreement for temporary swap concluded on [REDACTED]

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



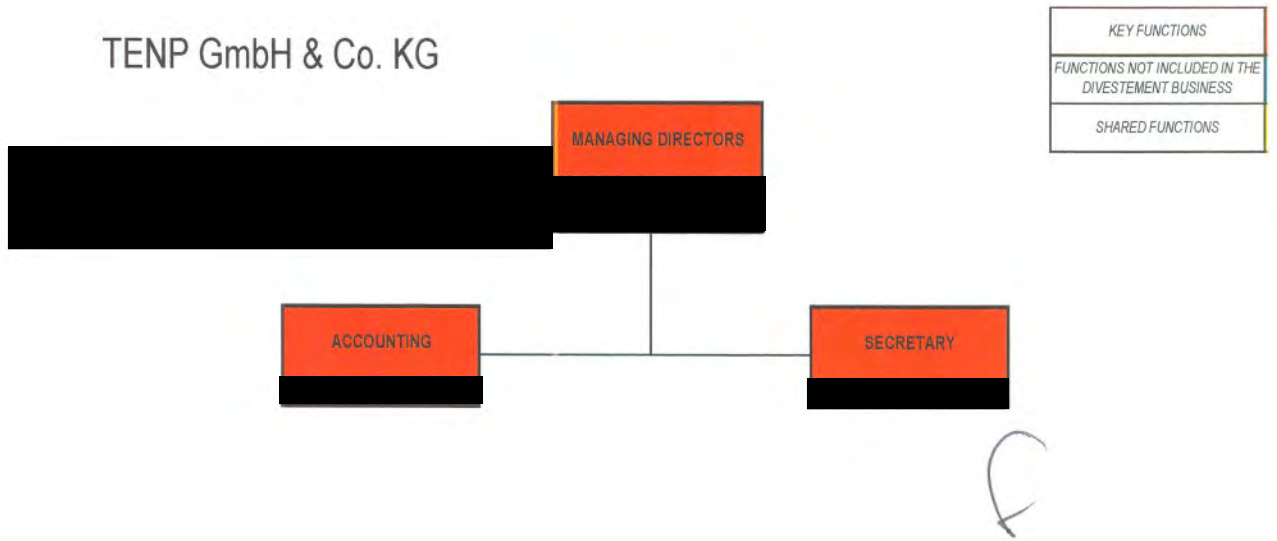
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- If so requested by the Purchaser of the Divestment Business Germany, license for the use, on a transitional basis, of Eni S.p.A.'s web-tool [REDACTED], developed by [REDACTED] and currently used by Eni D for its commercial dispatching process (*i.e.*, nomination, matching and capacity allocation, which are currently carried out by Eni GTI pursuant to the Service Agreement).
- On a transitional basis, and if it so requests, the qualified Purchaser of the Divestment Business Germany will be entitled to source one or more of the Shared Functions listed in points 1.A.3.-1.A.9. of Schedule 1 (C) – which are currently provided by Eni GTI and which are not distinctive of the carrier activity performed by the Divestment Business Germany (*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. (please refer to Schedule 1 (C)).

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

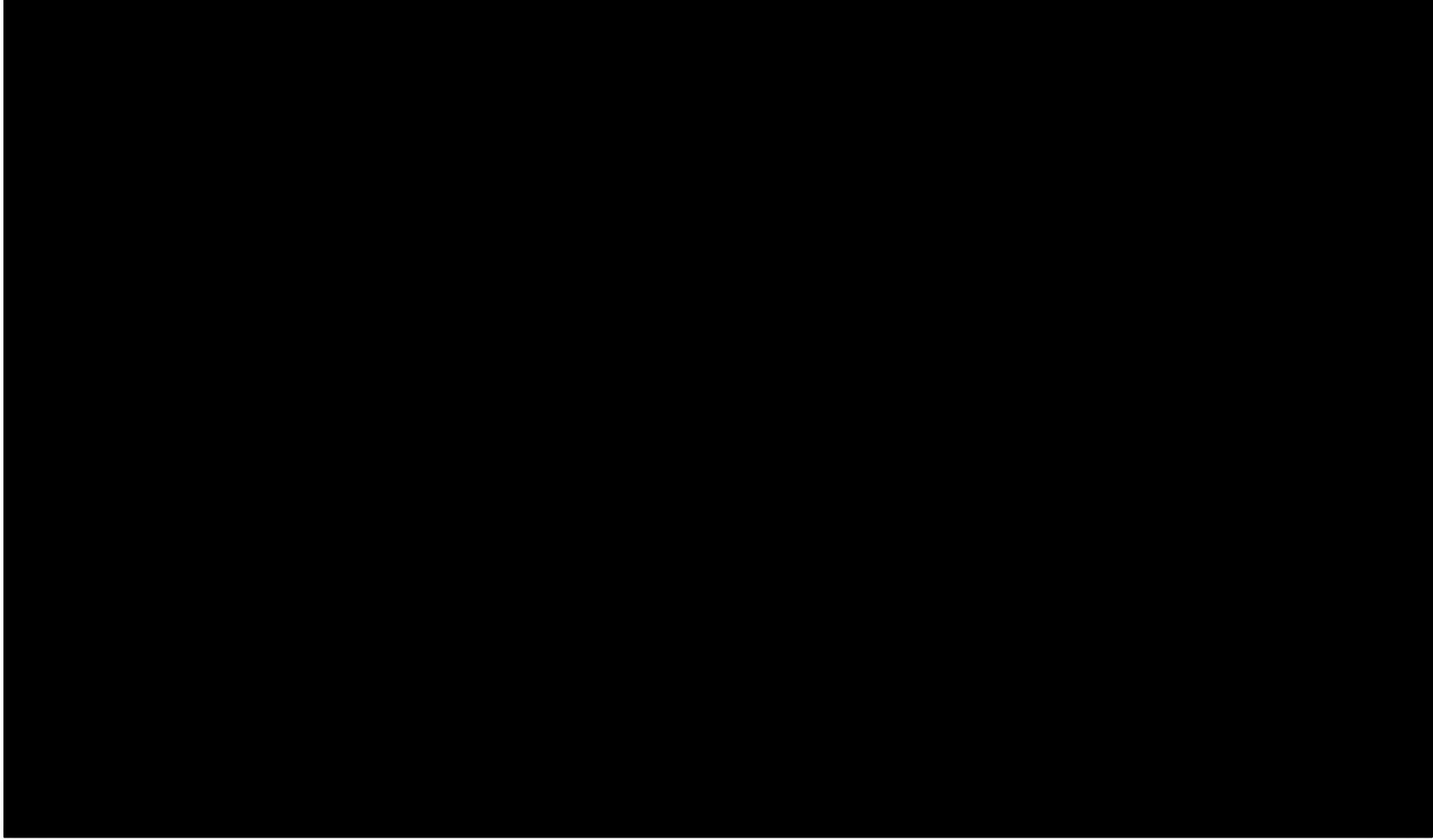
- i. **eni**'s logo and related trademarks.

Attachment B.3.a.

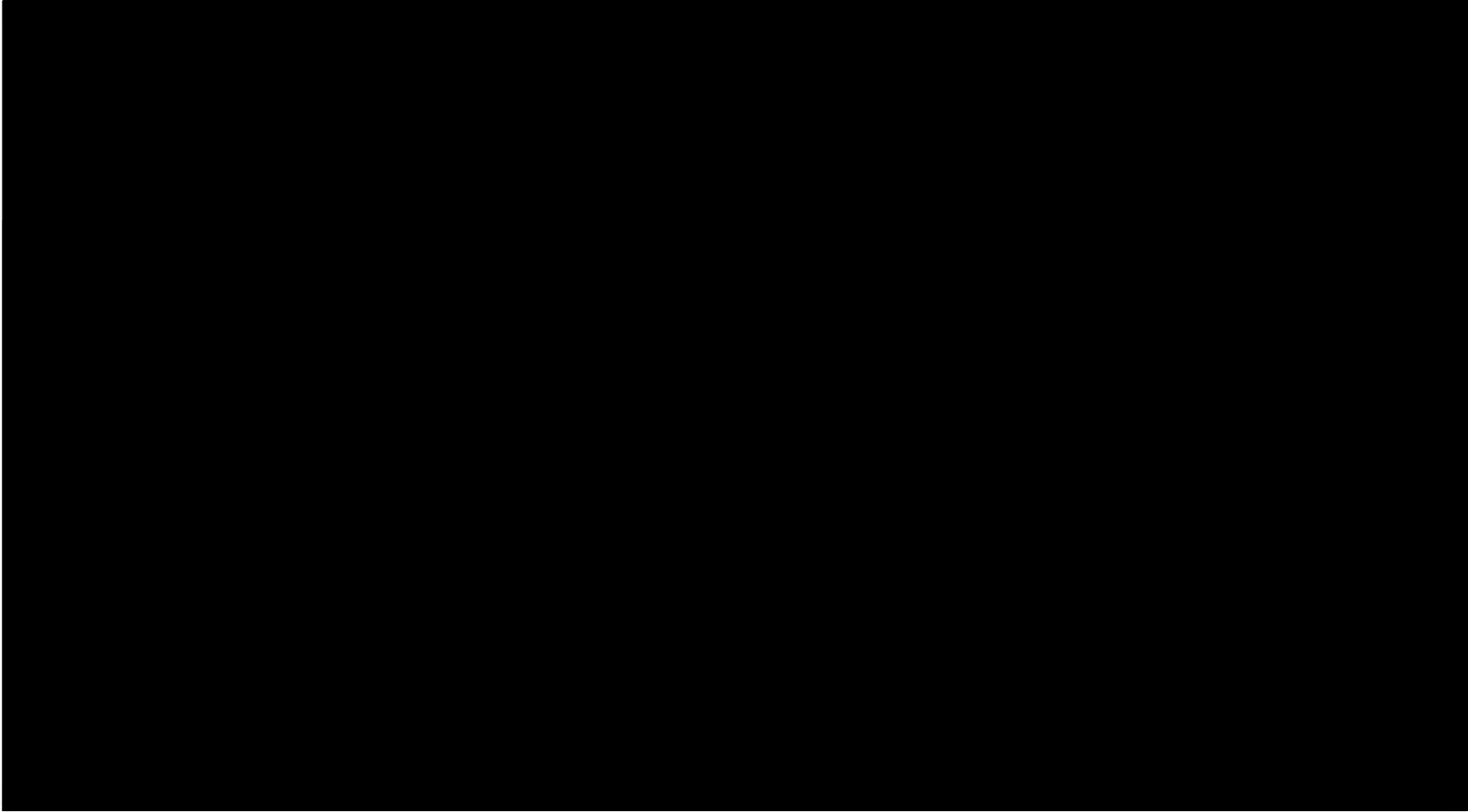


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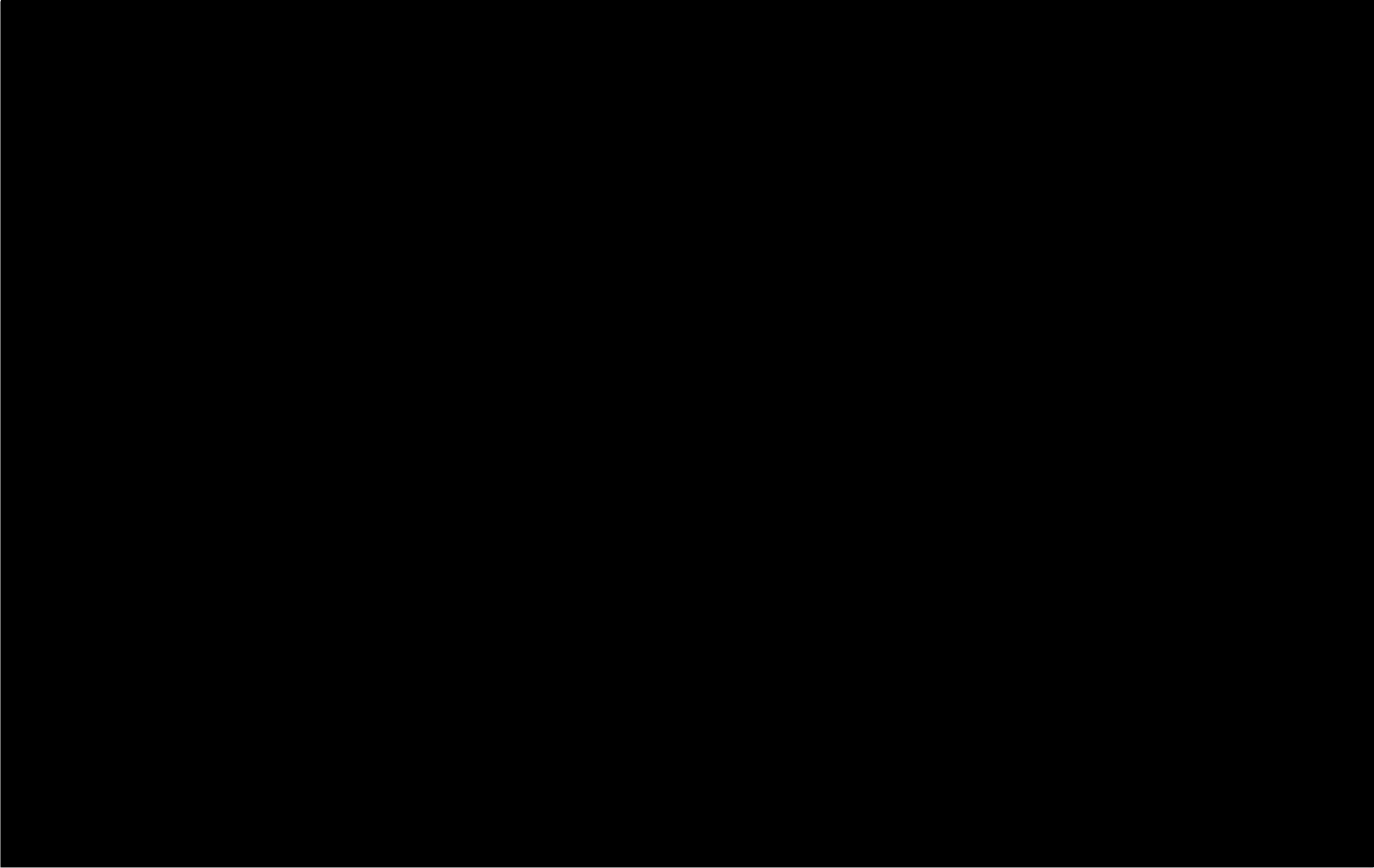


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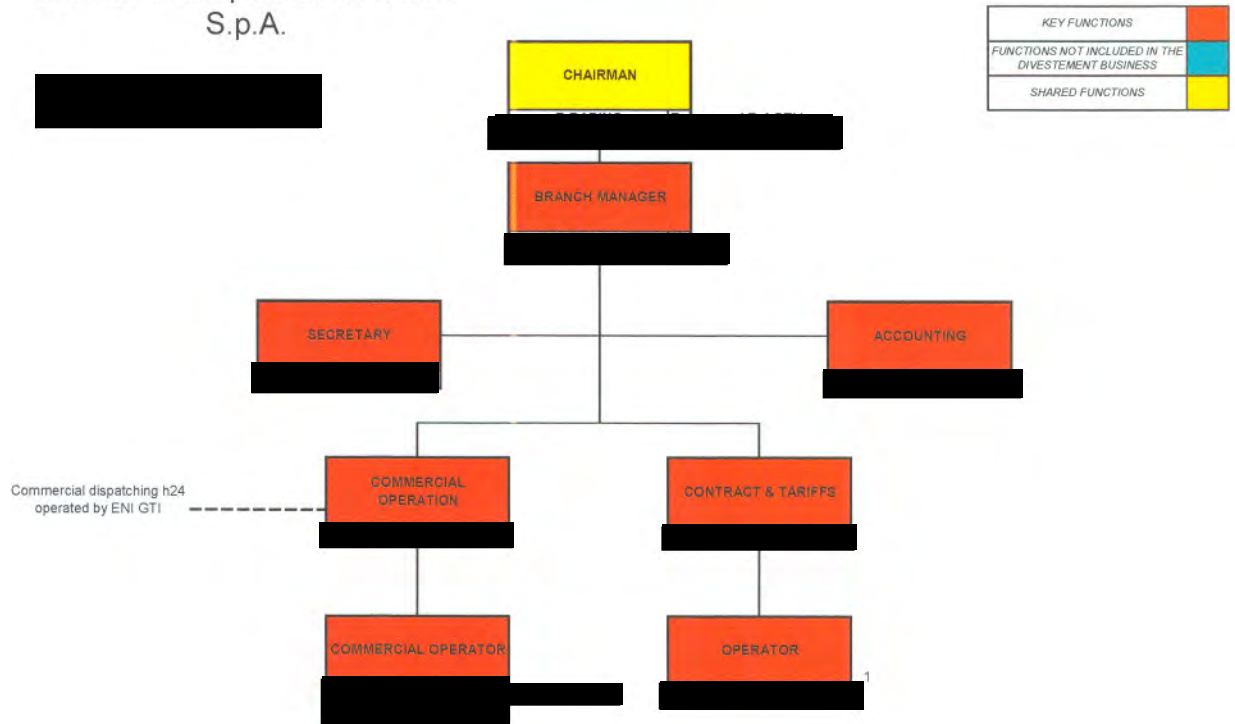
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Attachment B. 4.a.

Eni Gas Transport Deutschland
S.p.A.



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