Remuneration Report 2017

Mission

We are an energy company.
We are working to build a future where everyone can access energy resources efficiently and sustainably.
Our work is based on passion and innovation, on our unique strengths and skills, on the quality of our people and in recognising that diversity across all aspects of our operations and organisation is something to be cherished.
We believe in the value of long term partnerships with the countries and communities where we operate.

Countries of activity

EUROPE
Austria, Belgium, Croatia, Cyprus, Czech Republic, Denmark, France, Germany, Greece, Greenland, Hungary, Ireland, Italy, Luxembourg, Montenegro, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, Switzerland, the Netherlands, the United Kingdom, Turkey, Ukraine

AFRICA
Algeria, Angola, Congo, Egypt, Gabon, Ghana, Ivory Coast, Kenya, Liberia, Libya, Morocco, Mozambique, Nigeria, South Africa, Tunisia

ASIA AND OCEANIA
Australia, China, India, Indonesia, Iraq, Japan, Jordan, Kazakhstan, Kuwait, Malaysia, Myanmar, Oman, Pakistan, Russia, Saudi Arabia, Singapore, South Korea, Taiwan, the United Arab Emirates, Timor Leste, Turkmenistan, Vietnam

AMERICA
Argentina, Canada, Ecuador, Mexico, Puerto Rico, the United States, Trinidad & Tobago, Venezuela

Remuneration Report 2017

Approved by the Board of Directors on 28th February 2017

The Report is published in the "Company/Governance" and "Investors" sections of the Company website (www .eni.com)

Letter from the Chairman of the Compensation Committee

Pietro Guindani
The Chairman of the Compensation Committee

Dear Shareholders,

2016 was an especially significant year for the Compensation Committee, during which it focused on implementing the policies laid out at the start of its mandate and developing recommendations for the next term.
The first part of the year focused on assessing performance achieved in 2015 and defining targets for 2016. Consistent with the corporate strategy adopted at the start of the current term, which is based on expanding the Company's core Oil&Gas business, the Committee proposed a new KPI for purposes of the annual 2016 incentive mechanism that is tied to the discovery of new exploration resources, as these are key to ensuring the future sustainability of the Company's results.
In the second part of the year, in preparation for defining the revised 2017 Remuneration Policy, we undertook an extensive review of new regulatory developments in Italy, noting in particular the elimination of legislative caps on the remuneration of directors of Italian state-owned listed companies, as well as examining national and international market practice regarding remuneration benchmarks, policies and disclosure.
In performing its duties, the Committee maintained an ongoing dialogue with the market via support from management, consisting of periodic meetings with institutional investors and leading proxy advisors. These enabled us to examine feedback on the Remuneration Report presented at the 2016 Shareholders' Meeting and assess shareholder expectations for the future, which included a clear message in favour of introducing an equity component to in the long-term incentive plan, as initially mooted in the 2016 Report.
The Remuneration Policy guidelines for the 2017-2020 mandate provide for the adoption of a variable incentive system based on a simplified structure (two plans instead of three) and the introduction of a new equity-based Long-Term Incentive Plan aimed at strengthening the company's culture of managing business risk. The new Long-Term Incentive Plan retains objectives that are consistent with market expectations (TSR) and the Company's industrial profile and business cycle (NPV of proven reserves), as measured in relation to a group of international peers over a three-year vesting period.
Within the overall revisions of the variable incentive system, this Plan represents the most significant change in the 2017 Remuneration Policy, the implementation of which will fall to the Directors who will be elected at the upcoming Annual Shareholders' Meeting.
Dear Shareholders, I also take this opportunity to express my sincere gratitude to fellow Directors Karina Litvack, Alessandro Lorenzi and Diva Moriani, who shared this experience with me, offering their significant contribution to our common discussion and an unwavering focus on developing balanced solutions agreed by all. My warmest thanks and appreciation likewise go to the staff at Eni for their valuable support.
I also wish to convey my best wishes to those who will succeed my colleagues and me on the new Committee.
I trust that this Report will once again demonstrate the Committee's sustained commitment over these past three years, and on behalf of my fellow Committee members, would like to thank you in advance for your support of the Remuneration Policy for 2017.

22 February 2017

Chairman of the Compensation Committee

Foreword

This Report was approved by the Board of Directors on 28th February, 2017, as per the recommendation of the Compensation Committee, in accordance with applicable legal and regulatory requirements[1].
It defines and illustrates:

- in the first section, the 2017 Policy adopted by Eni SpA (hereafter "Eni" or the "Company") for the remuneration of Directors and Managers with strategic responsibilities[2], specifying: the general aims pursued, the bodies involved, and the procedures used to adopt and implement the Policy. The general principles and guidelines outlined in this Report also apply to the remuneration policies of companies directly or indirectly controlled by Eni[3];
- in the second section, the remuneration paid in 2016 to Eni Directors, Statutory Auditors, Chief Executive Officer and General Manager and other Managers with strategic responsibilities.

The Policy described in the first section of the Report has been prepared in line with the recommendations on remuneration of the Italian Corporate Governance Code for listed companies (the "Corporate Governance Code"), in the version last approved in July 2015, which Eni adopted[4].

The two sections of the Report are preceded by a summary ("Executive Summary") in order to provide an easily accessible overview of the key elements of the 2017 Policy. The Executive Summary also provides some additional information in order to describe the context in which remuneration choices have been made (with reference to the performance and sustainability indicators, the results of the engagement process with leading proxy advisors and shareholders, the vote results on the Remuneration Report at the last Shareholders' Meetings).
Finally, the Report lists the shareholdings held by Directors, Statutory Auditors, Chief Executive Officer and General Manager and other Managers with strategic responsibilities[5], and explains how the terms of the 2014-2016 Long-Term Monetary Incentive Plan were applied in 2016[6].
The text of this Report will be published no later than twenty-one days before the date of the 2017 Shareholders' Meeting at which investors will be invited to approve the 2016 financial statements as well as to vote on a non-binding resolution regarding the first section of this Report[7]. The text of the Report is available at the Company's registered headquarters, or on the Company website in the sections "Company/Governance" and "Investor Relations"; or via the website of the provider of disclosure and storage services for regulated information "1Info" (available at www.1info.it). The documents relating to existing remuneration plans based on financial instruments are available in the "Company/Governance" section of the Company website.

(1) Art.123-ter of Italian Legislative Decree 58/98 (Consolidated Law on Financial Intermediation) and Art. 84-quater of the Consob Issuers Regulation (Resolution no. 11971/99 and subsequent amendments and additions).
(2) Those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling Eni fall under the definition of "managers with strategic responsibilities", in accordance with Art. 65, paragraph 1-quater of the Issuers Regulation. Eni Managers with strategic responsibilities, other than Directors and Statutory Auditors, are those who sit on the Management Committee and, in any case, those who report directly to the Chief Executive Officer. For more information on the organisational structure of Eni, see the "Company" section of the Company's website.
(3) The remuneration policies of the subsidiaries will be determined in respect of the principle of their management autonomy, in particular for listed companies and/or those subject to regulation, as well as in accordance with the provisions of local legislation.
(4) For further information on the terms of adoption of Eni's Corporate Governance Code, please refer to the section "Company/Governance" on the Company website.
(5) See Art. 84-quater, fourth paragraph, of the Consob Issuers Regulation.
(6) Art. 114-bis of the Consolidated Law on Financial Intermediation and Art. 84-bis of the Consob Issuers Regulation.
(7) Art. 123-ter of Italian Legislative Decree No. 58/98, paragraph 6.

Executive Summary

The Eni Remuneration Policy is approved by the Board of Directors, following a proposal by the Compensation Committee, which is entirely made up of non-executive, independent Directors. It is defined in accordance with the corporate governance model adopted by the Company as well as with the recommendations of the Italian Corporate Governance Code. This Policy aims to align the interests of management with the prime objective of creating sustainable value for shareholders over the medium-to-long term, in accordance with the guidelines defined in the Strategic Plan of the Company.

For purposes of this Report, the Compensation Committee has taken into account the favourable vote of the 2016 Shareholders' Meeting, as well as the feedback received from shareholders regarding the 2016 Report. The Committee also gave due consideration to the governance and regulatory frameworks and best practices that apply in other major markets, as well as drawing on leading corporate remuneration reports, both nationally and internationally, with the aim of providing the greatest clarity, completeness and accessibility of information.

Relative to the 2016 Policy, the 2017 Remuneration Policy provides for the adoption of a new, simpler variable incentive system with two plans instead of three based on the introduction of an equity-based component (in Eni shares), as a tool to strengthen the Company's culture of risk management.

The new incentive structure provides for the introduction of:

- an annual incentive plan, featuring a three-year deferral mechanism applicable to a portion of accrued bonuses and subject to specific performance conditions; this is to ensure the medium-term sustainability of results achieved in the short term;
- a long-term equity-based incentive plan[8], offered to managers with the greatest influence on business performance, and aimed at achieving medium-to-long-term objectives consistent with the Strategic Plan and the expectations of shareholders, as measured by comparison with the performance achieved by a defined peer group.

It should be noted that the term of the current Board of Directors expires with the Shareholders' Meeting called on 13th April 2017 to approve the financial statements for the 2016 financial year. Therefore, the 2017 Remuneration Policy Guidelines will be applied by the newly-elected Board of Directors, who will determine the specific remuneration of both the Executive and Non-Executive Directors, in particular as regards the latter's participation in Board Committees, in accordance with applicable laws and corporate bylaws[9].

The following table describes the main elements of the approved Guidelines for the remuneration of the Chief Executive Officer and General Manager, and the other Managers with strategic responsibilities (MSR).

(8) The conditions of the new Long-Term Incentive Plan are described in the section "Policies for Directors in the 2017-2020 Term – Long Term Variable Incentive Plan" of this Report, as explained in more detail in the Information Documents prepared in accordance with art. 114-bis of Consolidated Law on Financial Intermediation and art. 84-bis of the Issuers Regulation and available on the Company's website.

(9) The determination of the remuneration of the new Directors will be discussed in the 2018 Remuneration Report, in the section dedicated to the implementation of the 2017 remuneration policies and to compensation paid in that year.

2017 Remuneration Policy

	Purpose	Conditions for implementation	Amounts	Page ref.
Fixed remuneration	Reward the skills, experience and contribution required in the assigned role	Verification of the positioning of remuneration is carried out on the basis of benchmarks consistent with the characteristics of Eni and the roles assigned. Market benchmarks used: **CEO/GM**: the positioning of remuneration is assessed by comparing similar roles only in the international Oil&Gas sector, with regard to upstream activities in particular, in line with the company's strategy to increase its focus on the business. More specifically, composition of the panel is as follows: *Anadarko, Apache, BP, Chevron, Conoco Phillips, ExxonMobil, Marathon Oil, Shell, Statoil and Total.* **MSRs:** the positioning of remuneration is assessed by comparing roles with the same level of managerial responsibility and complexity in national and international panels of companies in the industrial sector.	**CEO/GM**: for the new term of office, fixed remuneration will be set by the new Board of Directors based on a proposal of the Compensation Committee in relation to the delegated powers and positions held, taking into account the median levels in the reference market. Until the end of the current term of office, fixed remuneration is equal to 1,350,000 euros per year. **MSRs**: fixed remuneration is based on the role assigned, with adjustments possible following annual assessments of competitive position (median values).	16 21
Variable remuneration	The main change of the Remuneration Policy in the new term of office under the 2017 Policy is the revision of the variable incentive scheme in order to simplify the incentive scheme (which will be broken down into two incentive plans instead of three) and further align performance objectives with shareholder expectations, as follows: - a Short-Term Monetary Plan for all managers with the deferral of a portion of the accrued bonus, which will start from the assignment of the 2017 objectives with the first payment in 2018, to replace the previous Annual Monetary Incentive and Deferred Monetary Incentive plans. - a Long-Term Performance Share Plan 2017-2019 for managers in critical positions[1], with a first attribution in 2017, to replace the previous Long-Term Monetary Incentive Plan (subject to approval by the Shareholders' Meeting on 13 April 2017). The new plans will be subject to clawback provisions under the same conditions as for the 2016 Policy. The assignments made in implementation of previous long-term incentive plans will be paid to their respective beneficiaries in accordance with the vesting and performance conditions provided for by those plans.			
STI Short-Term Incentive Plan	Promote achievement of annual budget targets from the perspective of medium/long-term sustainability using a three-year deferral mechanism. Beneficiaries: all management staff	2017 targets for CEO/GM 1. Economic and financial results (25%): EBT and free cash flow 2. Operating results and sustainability of the economic results (25%): hydrocarbon production and exploration resources 3. Environmental sustainability and human capital (25%): CO_2 emissions and Severity Incident Rate (SIR) 4. Efficiency and financial strength (25%): ROACE and Debt/EBITDA Targets for MSRs: business and individual targets set on the basis of those assigned to the CEO/GM and the responsibilities assigned to them. Total incentive assigned as a percentage of fixed remuneration, based on role, and paid annually in the amount of 65% of the amount accrued on the basis of performance achieved the previous year, assessed on the basis of a performance scale of 70÷150 points[2], with a minimum incentive threshold equal to overall performance of 85 points. Three-year deferral of the remaining 35% of the accrued incentive to ensure sustainability of annual performance over a medium-term time horizon, with payment based on the average of the annual performance figures achieved over the three-year period.	**CEO/GM**: target level of share of incentive payable in the year (65%) is equal to 98% of fixed remuneration (min 83% and max 146%), while the target level of the deferred portion (35%) of the total incentive is equal to 68% of fixed remuneration (min 38% and max 181%). **MSRs**: target levels of incentive for new Short-Term Variable Incentive Plan remain differentiated by level of responsibility and complexity of role. They are equal to the sum of the target levels for the previous Annual Variable Incentive Plan and the Deferred Monetary Incentive Plan (up to a maximum of 100% of fixed remuneration).	16 21
LTI Long-Term Incentive Plan	Strengthen the alignment with shareholder interests and the sustainability of long-term value creation Beneficiaries: managers critical to the business	The Plan provides for three annual awards of Company shares at the end of a three-year vesting period for each award, subject to achievement of specified performance conditions. Performance is measured on the basis of the following parameters: the difference between the TSR[3] of Eni shares and the TSR of the FTSE MIB index corrected by the Eni Correlation Coefficient (50%) and the NPV of proven reserves[4] (50%), compared with the analogous metrics for the companies in the reference Peer Group (*Anadarko, Apache, BP, Chevron, Conoco Phillips, ExxonMobil, Marathon Oil, Shell, Statoil and Total*). Incentives are paid as a variable percentage of between zero and 180% of the amounts awarded, depending on the average annual positioning achieved over the vesting period in line with the following incentive scale: 1st Place 180%; 2nd Place 160%; 3rd Place 140%; 4th Place 120%; 5th Place 100%; 6th Place 80%(5) (equal to the median performance level); no incentive is paid for 7th to 11th place. For executives in service, 50% of the shares awarded at the end of the vesting are subject to a holding period of 1 year from the award date.	**CEO/GM**: target level of incentive to assign equal to 150% of fixed remuneration (min 40% and max 270%). **MSRs**: target level of incentive differentiated on the basis of the role assigned, up to a maximum of 75% of fixed remuneration.	17 21
Benefits	The mechanism supplements the remuneration package from a total reward perspective with in-kind benefits primarily of a pension and healthcare nature Beneficiaries: all managers	The 2017 Policy, as with the previous year's policy, provides for the granting of benefits defined in national collective bargaining processes and in supplementary Company-level agreements applicable to executives.	- Supplementary pension scheme - Supplementary healthcare scheme - Insurance - Automobile for business and personal use	18-21
Payments due in the event of termination of office or employment	Such clauses provide for possible supplementary payments in the event of termination of office or employment for executives defined as up to a specific amount or a specific number of years of annual remuneration, consistent with the remuneration received and the performance achieved, as also governed by the recommendation in application criterion 6.C.1. , letter g, of the Italian Corporate Governance Code	**CEO/GM**: the 2017 Policy provides for an indemnity supplementing the severance award to be paid upon termination of the employment relationship due to non-renewal or early termination of the 2017-2020 term of office, including in the event of resignation due to a substantive reduction of delegated powers. The indemnity for the CEO position will be defined in line with European Recommendations. For any employment relationship, the provisions set out in this Report for MSRs shall apply. **MSRs**: possible indemnities supplementing the severance award provided for in national collective bargaining agreements in connection with the critical nature of the role held with the Company.	**CEO/GM**: for the new term of office, the amount of any indemnity for termination of office and/or employment will be determined by the new Board of Directors acting on a proposal of the Compensation Committee. For the current term of office, termination of the employment relationship due to early termination or non-renewal will trigger the payment of a supplementary termination indemnity in accordance with the conditions described in the 2016 Remuneration Report (page 17), as indicated in this Report (page 20). **MSRs**: indemnities defined in accordance with the general criteria envisaged for cases of early retirement incentives, within the limits of the safeguards provided for in the applicable national collective bargaining agreement.	19 20 21
Non-competition agreements	Such agreements safeguard the Company from competitive risks	**CEO/GM**: the 2017 Policy provides for the possibility of a non-competition agreement to safeguard the Company. **MSRs**: possible non-competition agreements in connection with the critical nature of the role held with the Company.	**CEO/GM**: for the new term of office, the fee for any non-competition agreement will be determined by the new Board of Directors, acting on a proposal of the Compensation Committee, in relation to annual remuneration as well the duration and scope of the terms of the agreement. For the current term of office, a one-year non-competition agreement is in place, covering the main markets, that can be activated at the discretion of the Board of Directors in exercise of an option right protecting the interests of the Company, in accordance with the conditions discussed in the Remuneration Report 2016 (page. 17). **MSRs**: fees determined on the basis of the remuneration received and the duration and scope of the agreement.	19 20 21

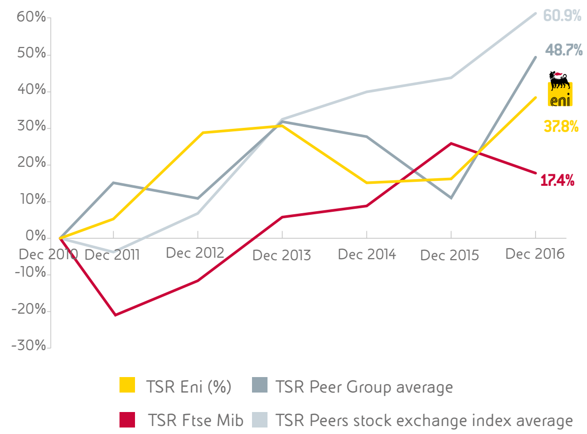
(1) The managers of Eni and its subsidiaries identified during the annual implementation of the Plan among those who occupy the positions that are most directly responsible for business performance or that are of strategic interest and who, at the date of award, are employees and/or in service with Eni and its subsidiaries, including Eni Managers with strategic responsibilities.
(2) Below the minimum threshold (70 points), performance is considered to be equal to zero.
(3) Total Shareholder Return measures the overall performance of a share as the sum of capital gains and reinvested dividends over a given period.
(4) The Net Present Value of proven reserves is the present value of future cash flows generated by proven reserves net of future production and development costs and taxes. It is calculated against a standard reference base defined by the Securities and Exchange Commission on the basis of data published by oil companies in their official filings (Form 10-K and Form 20-F).
(5) The minimum performance threshold for the incentives is equal to 26.6%.

Summary indicators

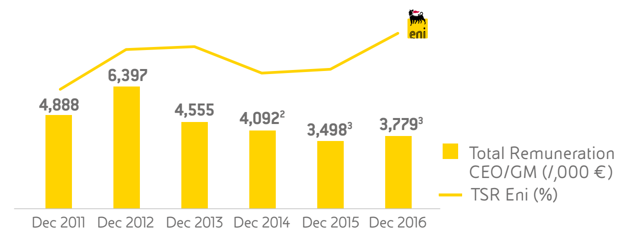
Performance and remuneration

In 2011-2016, Eni delivered a Total Shareholder Return of 37.8%, compared with 17.4% for the FTSE MIB index, while the Peer Group[1] produced an average TSR of 48.7 % compared with an average of 60.9% for the peer companies' respective Reference Stock Market Indices[2]. The chart below shows the comparison between developments in TSR and the total CEO/GM remuneration in 2011-2016. The Remuneration Policy Guidelines for the 2017-2020 mandate increase the weighting, compared with the previous term, of the variable components of the pay mix, especially of the long-term component.
For the 2017-2020 term, the pay mix, calculated on the basis of base salary and target-level performance, includes a long-term variable component made up of the deferred portion of the short-term incentive and the long-term share incentive as measured using international methods for determining remuneration benchmarks.

Total Shareholder Return
(Eni vs Peer Group and Reference Stock Market Indices)

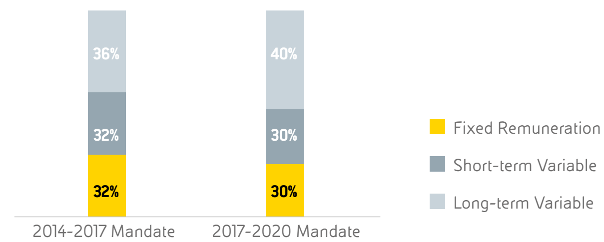


Pay for performance analysis
(TSR Eni vs CEO/GM total remuneration for 2011-2016[1])



(1) Data reported in Table 1 of the 2012-2017 Eni Remuneration Reports.
(2) For 2014 fixed remuneration is calculated as the sum of the pro-rata amounts paid to the outgoing CEO and to the incoming CEO.
(3) For 2015 and 2016, total remuneration also includes incentives accrued by the current CEO/GM in his previous role as COO of the E&P Division.

Pay Mix CEO/GM

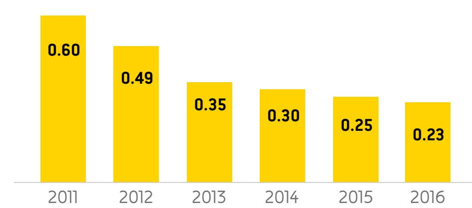


(1)The Peer Group consists of Exxon, Chevron, Shell, Total, BP, Repsol.
(2) The Reference Stock Market Indices are: Dow Jones Industrial, CAC 40, FTSE 100, AEX, Ibex 35.

Environmental sustainability and safety

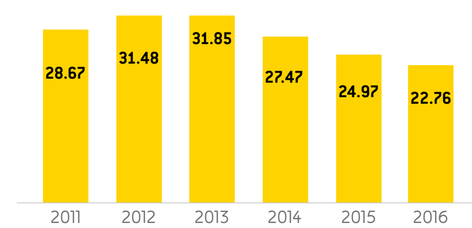
In 2016, Eni also achieved its environmental sustainability and safety goals, further reducing the injury frequency rate and emissions of greenhouse gases as calculated in relation to gross hydrocarbon production on operated basis in the upstream sector. The following reports developments in the injury frequency rate and in greenhouse gas emissions in 2011-2016.

Injury frequency rate for employees and contractors[1]
(injuries/hours worked) x 1,000,000



(1) Until 2015 the figures included Saipem SpA.

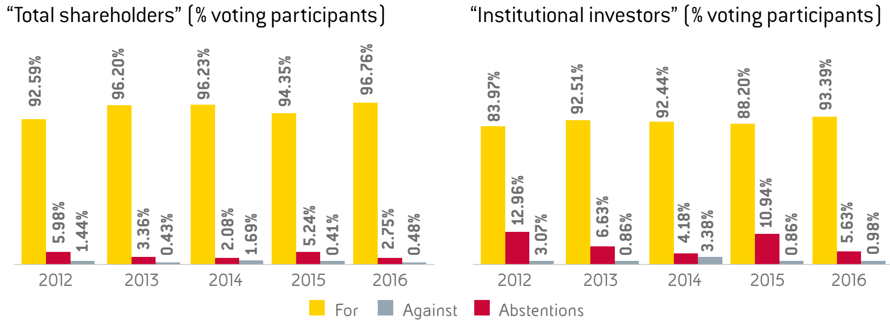
Greenhouse gas emissions
Greenhouse gas emissions/gross hydrocarbon production on operated basis (tCO_2eq/kboe)



Remuneration Report 2016 (Section I) - Results of the Shareholders' Meeting vote

The Shareholders' Meeting of 12th May 2016, in accordance with the provisions of the applicable legislation (Art. 123-ter, paragraph six, of Italian Legislative Decree No. 58/98), issued an advisory vote on the first section of the 2016 Remuneration Report.
The overall percentage of participants voting in favour was, in 2016, 96.76%, a significant increase (2.41 percentage points) on the figure for 2015, while the subset of institutional investors voting in favour represented 93.39%, a substantial rise on 2015 (+5.19 percentage points).
These results are the fruit of ongoing dialogue maintained with leading institutional investors and proxy advisors in order both to ensure maximum visibility and transparency of the Company's practices and to understand shareholder expectations. 2016 specifically saw a further improvement in the level of disclosure provided in the 2016 Report, in response to a number of requests for clarification on certain issues, with the goal of enhancing Section II covering the calculation of results in the variable incentive plans.

Results of the Shareholders' Meeting votes on the 2012-2016 Eni Remuneration Reports



Section I - Remuneration Policy 2017

Governance of the remuneration process

Bodies and parties involved

The Policy governing the remuneration of members of the Eni Board of Directors is defined in accordance with the provisions of law and the By-laws, according to which:

- the Shareholders' Meeting determines the remuneration of the Chairman and other members of the Board of Directors, at the time they are appointed and for the entire duration of their term;
- the Board of Directors determines the remuneration of the Directors with delegated powers and of those who participate in Board Committees, after examining the opinion of the Board of Statutory Auditors.

In line with Eni's corporate governance system[10], the Board is also responsible for:

- defining the Company's targets and approving the Company's actual performance against these targets, thereby determining the variable remuneration of eligible Directors;
- approving the general criteria for remunerating Managers with strategic responsibilities;
- subject to a proposal of the Chairman in agreement with the Chief Executive Officer, defining the remuneration structure of the Group Head of Internal Audit in accordance with the remuneration policies of the Company, on receipt of a favourable opinion from the Control and Risk Committee and having examined the opinion of the Board of Statutory Auditors.

In line with the recommendations of the Italian Corporate Governance Code, the Board of Directors is supported by a Committee of independent Non-Executive Directors (the Compensation Committee), which makes proposals and provides advice on remuneration issues.

Eni Compensation Committee

Composition, appointments and tasks

The Eni Compensation Committee was first established by the Board of Directors in 1996. Its composition and appointment, remit and terms of reference are governed by specific rules approved by the Board of Directors and published on the Company website[11].

In line with the Italian Corporate Governance Code, the Committee is composed of three to four Non-Executive Directors, all of whom meet the definition of independence as set out in Italian law and the Italian Corporate Governance Code. According to the Committee's rules, the Committee may be composed of Non-Executive Directors, a majority of whom shall be independent, provided that in this case the Chairman is chosen from among the independent Directors (Art. 6.P.3). Also in line with the Italian Corporate Governance Code, the Committee's rules also require that at least one of its members possess adequate knowledge and experience of financial matters or remuneration policies, as assessed by the Board at the time of his or her appointment. The Committee's Chairman satisfies this requirement on the current Committee.

Below are details of the composition and meetings of the Committee in 2016.

Composition of the Compensation Committee

- Pietro A. Guindani[a] - Chairman
- Karina Litvack[a]
- Alessandro Lorenzi[a]
- Diva Moriani[a,b]

9 meetings in 2016

Average duration: **3 hours and 13 minutes**

Average attendance rate: **94.4%**

a) Non executive, independent Directors, pursuant to law and Corporate Governance Code. The Committee Chairman and Directors Litvack and Lorenzi have been appointed from the minority list.
b) Director Moriani left the Compensation Committee at the end of the year, as announced in the press release of 15 September 2016.

The Chief Services & Stakeholder Relations Officer of Eni or, on his behalf, the Executive Vice President Compensation & Benefits, acts as Secretary to the Committee.

In line with the recommendations of the Italian Corporate Governance Code (Art. 6.P.4 and Art. 6.C.5), the Committee performs the following advisory functions for the Board of Directors:

- submits the Remuneration Report and in particular the Remuneration Policy for Directors and Managers with strategic responsibilities to the Board of Directors for approval, prior to its presentation at the Shareholders' Meeting called to approve the year's financial statements, in accordance with the time limits set by applicable law;
- periodically evaluates the adequacy, overall consistency and effective implementation of the Policy, formulating proposals as appropriate for approval by the Board of Directors;
- presents proposals for the remuneration of the Chairman and the Chief Executive Officer, including the various components of compensation and non-cash benefits;
- presents proposals for the remuneration of Board Committee members;
- having examined the Chief Executive Officer's input, proposes general criteria for the compensation of Managers with strategic responsibilities, the annual and long-term incentive plans, including equity-based plans, sets group wide performance objectives and assesses performance against them, thereby determining the variable awards due

(10) For more information regarding the Eni corporate governance system, please refer to the "Corporate Governance Report" published in the "Company/Governance" section of the Company website.
(11) The rules of the Compensation Committee are available in the "Company/Governance" section of the Company's website.

to Executive Directors pursuant to the implementation of the approved incentive plans;
- monitors execution of decisions taken by the Board;
- reports to the Board at least once every six months regarding the activities of the Committee.

Furthermore, in exercising its functions, the Committee may issue opinions as required by Company procedures in relation to operations with related parties, in accordance with specified procedures.

Operating Procedures

The Committee meets as often as necessary to fulfil its functions, usually on the dates established in the annual meeting schedule approved by the Committee itself, and in the presence of at least the majority of its current members. The Chairman of the Committee calls and chairs the meetings; in case of absence or impediment, the meeting is chaired by the oldest attending member. The Committee decides with an absolute majority of those present; in the case of tied votes, the Committee Chairman has a casting vote. The Committee Secretary, who may be assisted in this function by the Executive Vice President Compensation & Benefits, produces the minutes of the meetings.

The Chairman of the Board of Statutory Auditors (or another Statutory Auditor appointed by said Chairman) may attend the meetings of the Committee. Other Statutory Auditors may also participate when the Committee discusses matters for which a decision of the Board of Directors is subject to a mandatory opinion of the Board of Statutory Auditors.

Meetings may be attended, at the invitation of the Chairman of the Committee, by the Chairman of the Board of Directors and the Chief Executive Officer. At the request of the Chairman of the Committee, the meetings may also be attended by Managers of the Company or other persons, including other members of the Board of Directors, to provide information and feedback on individual agenda items.

No Director may participate in Committee meetings in which proposals are submitted to the Board relating to his or her own personal remuneration. The provisions regarding related-party transactions apply at all times.

The Committee has the right to access information and Company managers as necessary to perform its duties, and to make use of external consultants, whose independence is assured, within the terms and limits of the budget set by the Board of Directors.

The Committee shall report to the Board of Directors on the results of its meetings at each subsequent full Board meeting, in addition to providing half-yearly updates on the manner in which it has exercised its duties and the issues it has addressed.

Activities performed in 2016

In 2016, the Compensation Committee met a total of 9 times, with an average attendance of 94.4% of its members and an average duration of 3 hours and 13 minutes. At least one member of the Board of Statutory Auditors participated in each meeting. In the first part of the year, the Committee focused on the following topics:

i) review of the Remuneration Policy implemented in 2015, with a view to preparing the proposed Policy Guidelines for 2016;
ii) review of 2015 corporate performance versus annual and long-term targets, in accordance with the Committee's previously-approved adjustment methodology aimed at normalizing for both positive and negative effects arising from exogenous factors outside management control;
iii) definition of 2016 performance targets relevant to the variable incentive plans, with the introduction of a new metric in the Annual Incentive Plan designed to measure success in enhancing exploration resources. This KPI has been devised as a means of recognising and rewarding behaviours that are fundamental to preserving the sustainability of the Company's future results;
iv) definition of proposals for the implementation of the Deferred Monetary Incentive Plan for the Chief Executive Officer and General Manager, as well as other senior executives;
v) review of the 2016 Eni Remuneration report;
vi) review of the outcome of the first cycle of engagement conducted with main institutional investors, in order to maximize shareholder consensus on the 2016 Remuneration Policy, as well as of develop voting projections with the support of an international consultant.

Compensation Committee's annual activity cycle

January	February - March	April	July	September	November - December
- Periodic assessment of the policy adopted in the previous year - Examination of the findings of the engagement activities with leading proxy advisors and institutional investors - Definition of the targets related to the variable incentive plans - Definition of the Remuneration Policy	- Final balance of the results related to the variable incentiveplans - Implementation of the Annual and Deferred Incentive Plan - Preparation of the Remuneration Report	- Presentation of the Remuneration Report to the Shareholders' Meeting	- Benchmark review of the results of the Shareholders' vote on the planned Remuneration Policy	- Implementation of the Long-Term Monetary Incentive Plan (LTMI)	- Monitoring of the regulatory framework and the voting policies of leading proxy advisors and institutional investors - Approval of the annual engagement plan prepared by the relevant corporate functions

Main topic covered in 2016

	Remuneration	Governance
JANUARY	- Definition of the structure of 2016 performance objectives for management incentive plans	- Remuneration Policy: assessment of the 2015 implementation and drafting of 2016 proposals - Review of the draft of the Remuneration Report 2016 (Section I)
FEBRUARY	- Definition of 2016 performance metrics for management incentive plans	- Final review of the Remuneration Report 2016 (Sections I and II)
MARCH	- Definition of 2016 performance targets for management incentive plans - Assessment of the 2015 performance results of management incentive plans - Implementation of Variable Incentive Plans for the CEO/GM - Implementation of the Deferred Monetary Incentive Plan (2016 assignment) for the CEO/GM and the other managerial resources	- Exam of the findings of the first 2016 engagement cycle with institutional investors on remuneration issues
MAY	- Verification of the 2015 results associated with Long-Term Monetary Incentive Plan	
JULY	- Implementation of the Long-Term Monetary Incentive Plan (2016 assignment) for the CEO/GM and critical management personnel - Guidelines for the revision of the incentive variable system - 2017-2020 term of office - Information on the payment of vested 2013 LTMI Plans for the former CEO/GM (Paolo Scaroni)	- Benchmark analysis of the results of the vote on the Remuneration Policy 2016 Shareholders' Meeting
OCTOBER	- Proposals on variable incentive plans and remuneration guidelines for the CEO/GM - 2017-2020 term of office	
NOVEMBER	- Proposals on variable incentive plans and remuneration guidelines for the CEO/GM - 2017-2020 term of office	- Approval of the engagement plan prepared by the competent corporate functions and review of the findings of engagement activities with proxy advisors on remuneration issues, in view of the 2017 Shareholders' Meeting

During the second half of the year, the Committee carried out a comparative review of the results of the 2016 annual meeting season, examining Eni's Remuneration Report against those of leading Italian and European listed companies as well as of Eni's direct peer group. The Committee noted the strong positioning achieved by the Company, as corroborated by the consensus of institutional investors. In addition, the Committee also:

i) finalised the proposal concerning the fulfilment the 2016 award under the Long Term Monetary Incentive Plan for the Chief Executive Officer and General Manager, as well as other Senior Managers deemed critical for the business;
ii) initiated review of the 2017 Remuneration Policy Guidelines, in particular developing proposed revisions to the variable incentive plan applicable to the Chief Executive Officer and General Manager as well as Managers with strategic responsibilities, aimed at better aligning management behaviour with shareholder interests;
iii) approved the annual engagement plan prepared by management and was updated on the results of initial dialogue conducted with leading proxy advisors consistently with the 2017 engagement plan.

Activities planned for 2017

The Committee scheduled four meetings for the first quarter of 2017, three of which had already been held as of the date of approval of this Report, focusing on the following:

i) ongoing review of Remuneration Policy, as implemented in 2016 in accordance with the provisions of the Italian Corporate Governance Code (Art. 6.C.5), with the aim of developing new Policy proposals for 2017;
ii) examination of developments in the Italian regulatory framework, as well as the voting policies of institutional investors and the recommendation of leading proxy advisors; and benchmarking of remuneration policies and disclosure as evidenced by reports published in 2016 by both Italian and international companies;
iii) assessment of performance results against targets, and definition of new performance targets linked to the implementation of the revised short- and long-term variable incentive plans;
iv) issuance of recommendations for 2017 bonus awards under the Annual Variable Incentive Plan and Deferred Monetary Incentive Plan for the Chief Executive Officer and General Manager as well as other senior managers;

v) with assistance from leading law firms, review of relevant updates to legal and regulatory requirements governing employee severance arrangements under Italy's national collective bargaining regime (CCNL);
vi) review of this Report in preparation for the Board of Directors approval.

Following election of the next Board of Directors and appointment of a new Committee, Members will finalize the remainder of the 2017 schedule, during which they will propose the remuneration of Directors with delegated powers and of non-Executive Directors participating on Board committees. These proposals will be subject to approval by the Board of Directors, subject to a non-binding opinion of the Board of Statutory Auditors, in accordance with the recommendations of the Italian Corporate Governance Code (Art. 6.C.5) and the provisions of applicable laws and the By-laws.
In the second half of 2017, the Committee will examine the results of the 2016 Shareholder's Meeting, and will implement the LTMI Plan for the Chief Executive Officer and General Manager as well as key executives, in accordance with the planned annual cycle of activities.

2017 Remuneration Policy approval process

In performing its duties, the Compensation Committee focused on defining the structure and contents of the Remuneration Policy for the purposes of preparing this Report, specifically at meetings held on 10th February and 22nd February, in accordance with the recommendations of the Italian Corporate Governance Code. In taking its decisions, the Committee reviewed the appropriateness, overall consistency and effective implementation of the Policy Guidelines approved for 2016.
In preparing this Report, it also considered national and international disclosure standards, as well as the compensation benchmarks prepared by independent international consultants in the preliminary analysis for the 2017 Remuneration Policy proposals.
The 2017 Eni Remuneration Policy for Directors and other Managers with strategic responsibilities was approved by the Board of Directors at its meeting on 28th February 2017, acting on the recommendation of the Compensation Committee, alongside approval of this Report.
Once approved, policies are implemented by management in accordance with instructions from the Board of Directors and with the assistance from relevant Company departments.

Engagement on Remuneration Policy

The Committee reports to the Shareholders' Meeting called to approve the financial statements on the manner in which it exercises its functions, through its Chairman or another Committee member designated by the Chairman, in accordance with the recommendation of the Italian Corporate Governance Code (Art.6 - Comment) and with the aim of building a constructive dialogue with shareholders.
In addition, the Committee approves the annual engagement programme devised by staff from Investor Relations and Compensation & Benefits aimed at facilitating dialogue with leading institutional investors and proxy advisors, monitoring its outcomes in order to evaluate feedback and recommendations.
Between the end of 2016 and the beginning of 2017, management held a first round of meetings with leading proxy advisors and institutional investors, during which it openly debated revision of the incentive system, and received positive feedback on the potential introduction of equity instruments in the Long-Term Incentive Plan, trailed in the 2016 Report.
The feedback enabled the Committee to define the characteristics of the new Incentive Plans by taking into account market expectations and practices, specifically with regard to:

- deferring a portion of the annual bonus, over a time horizon of at least three years;
- setting the performance scale of the Long-Term Incentive Plan so as to award incentive payouts only for median performance or above against the peer group.

A second round of meetings with interested investors may be organised after publication of this report, in order to ensure broader understanding and provide any necessary clarifications on the 2017 Remuneration Policy Guidelines.
Full information regarding remuneration of Directors and management is available under the “Remuneration” heading of the “Company/Governance” section of the Company website.

Purpose and general principles of the Remuneration Policy

Purpose

The Eni Remuneration Policy is defined in accordance with the governance model adopted by the Company and with the recommendations of the Italian Corporate Governance Code (referred to below in the main implementation principles and criteria), in order to attract, motivate and retain individuals of high professional and managerial standing (Art. 6.P.1) and ensure alignment of management interests with the primary goal of creating value for shareholders over the medium to long term (Art. 6.P.2).
Eni's Remuneration Policy contributes to achieving the Company's mission, values, and strategies, by:

- promoting actions and conduct that reflect the Company's values and culture, consistent with the principles of diversity, equal opportunity, non-discrimination, recognition of the knowledge and skills of individuals, fairness and integrity, as described in the Code of Ethics[12] and the Eni Policy “Our People”[13];
- recognising roles and responsibilities, results, and the quality of professional contribution, taking into account the operating environment and relevant market pay scales;
- defining incentive structures that are tied to the sustainable long-term achievement of financial, business development, operational and individual objectives, consistent with the Company's Strategic Plan.

(12) For more information on the Code of Ethics, please refer to the Report on Corporate Governance and Ownership Structure 2015, available on the Company website.
(13) Policy approved by the Board of Directors on 28th July 2010.

General principles

In pursuing the above, the remuneration of Directors and key executives is defined in line with the following principles and criteria:

Remuneration of Non-Executive Directors
Remuneration of Non-Executive Directors is commensurate with the effort required for participation on Board Committees set up in accordance with the Articles of Association (Art. 6.P.2); appropriate differentiation between the remuneration afforded to Committee Chairmen and that of other Committee Members, considering the different roles respectively held regarding coordination of work and relationships with Corporate bodies and managerial teams; Non-Executive Directors are not beneficiaries of variable incentive plans, including equity-based ones, unless decided otherwise by the Shareholders' Meeting (Art. 6.C.4).

Remuneration of the Chief Executive Officer and Managers with strategic responsibilities
The remuneration package for the Chief Executive Officer and Managers with strategic responsibilities is appropriately balanced between: (i) a fixed component that is consistent with their role and/or responsibilities, as well as adequate in the event of non-payment of the variable component (Art. 6.C.1.c), and (ii) a variable component that is defined within maximum limits (Art. 6.C.1.b), aimed at aligning remuneration with performance, and takes account of the risk profile of the business (Art. 6.C.1.a).

Market references
Total remuneration packages aim for consistency with standard market values applicable for positions or roles of similar level of responsibility and complexity, based on panels of relevant comparators that were developed through benchmarking analysis carried out by international remuneration advisors.

Variable remuneration geared towards sustainability of results over the long-term
Executive roles with the greatest influence on business performance are characterized by variable remuneration containing a significant percentage of incentive components, particularly long-term awards (Art. 6.P.2). The vesting period and/or incentive deferral period are defined over a period of at least three years, in line with the long-term nature of the business activities performed and with the associated risk profile (Art. 6.C.1.e).

Predetermined, balanced and measurable targets
Targets related to variable remuneration, including the equity-based component, are strongly results-oriented, and are defined in advance, measurable and mutually complementary, in order to fully capture the priorities that underpin the Company's overall performance, consistent with the four-year Strategic Plan and the expectations of shareholders and stakeholders (Art. 6.C.1.d). These targets are defined so as to ensure:

- annual performance assessment, on the basis of a balanced scorecard that values the overall business and individual performance, defined in relation to targets specific to each area of responsibility, and for those in charge of internal audit responsibilities, in line with their specific assigned role (Art. 6.C.3);
- the definition of long-term incentive plans that allow Company performance to be evaluated both in absolute terms, i.e. based on the capacity to generate sustained growth in profitability, and in relative terms compared with a peer group, by way of a ranking against Eni's main international competitors.

Equity-based compensation plan in line with shareholder expectations
The Board has proposed a new equity-based compensation plan designed to meet shareholder expectations over the medium to long term, which includes three-year vesting periods, is tied to pre-determined and measurable performance targets, and provides for a withholding period that applies to a proportion of share awards (Art. 6.C.2).

Consistency with actual performance
Incentive awards linked to variable remuneration are made pursuant to a detailed verification process that assesses performance against assigned targets, net of the effects of exogenous variables[14], on the basis of a variance analysis methodology approved by the Committee, in order to recognise actual value-added attributable to managerial actions.

Benefits in line with market practices
Non-cash benefits are determined in line with relevant market comparators, consistent with local regulation, roles and/or responsibilities, and allowing for relevant social security and insurance components.

Severance indemnities and non-competition agreements within limits set to protect the Company's interests
To the extent that additional payments may be awarded upon termination of employment and/or term of office for executive roles, and that non-compete agreements may apply for roles at greater risk of "poaching", these are defined in terms of either a maximum amount or number of years of remuneration, in line with the remuneration received and the performance achieved, as per recommendations set forth in the implementation criteria (Art. 6.C.1.g) of the Italian Corporate Governance Code.

Clawback clauses applicable to data misstatements or to intentional and significant violations
At the recommendation of the Committee, the Board approved a revised Clawback Policy[15] that provides for the variable component of remuneration, if already paid and/or granted, to be reclaimed, and if still subject to deferral, to be withheld, in instances where results underpinning such awards were based on data that subsequently proved to be manifestly misstated (Art. 6.C.1.f), and/or where subsequent checks confirm a deliberate intent to fraudulently alter data on which incentives have been calculated; and/or where the individual is deemed to have committed serious and deliberate violations of the law and/or regulations,

(14) Exogenous variables are those events that, due to their nature or though Company choice, are not under the control of the managers, such as, for example, Oil&Gas prices or the euro/dollar exchange rate.
(15) Implementation criteria for the clawback principles envisaged by Eni Remuneration Policy approved on 12th March 2015.

the Eni Code of Ethics or Company procedures, where relevant to the employment and trust relationship. The Policy allows the recoupment of all incentives for the year (or years) in which the behaviours are deemed to have occurred, and applies without prejudice to any other action permitted by law and regulations to protect the interests of the Company. The Clawback Policy provides that the activation of recoupment claims (or withdrawal of incentives awarded but not yet paid) must take place, once appropriate verification has been completed, within three years of payment (or award) in cases of error, and within five years in cases of deliberate intent to defraud.

Remuneration Policy Guidelines 2017

This chapter contains the Remuneration Guidelines for the new 2017-2020 mandate, approved by the outgoing Board of Directors on 28th February 2017 and applicable to the Directors who will be elected at the Shareholders' Meeting on 13th April 2017. The new Board of Directors will nevertheless have the prerogative to interpret and apply the Guidelines in order to determine specific remuneration awards, both for the exercise of delegated powers and for Directors who serve on Board Committees, following proposals issued by the Compensation Committee. The Shareholders' Meeting will retain the authority to approve the Share-based Variable Incentive Plans. Furthermore, the Remuneration Guidelines below for Directors in office until 13th April 2017 are also briefly outlined. These were already extensively discussed in the Remuneration Report 2016 and reflect the decisions made by the Board of Directors on 28th May 2014 for the 2014-2017 term.

Policies for Directors during the 2017-2020 mandate

The main innnovation of the updated Remuneration Policy in the new mandate is the comprehensive review of the variable incentive scheme for the Chief Executive Officer and General Manager and for all other Senior Managers, aimed at simplifying the incentive scheme's overall structure, which will be comprise two incentive plans instead of three, and further align performance objectives with shareholder expectations. More specifically, the new incentive scheme provides for the introduction of:

- a Short-Term Monetary Plan that will provide for deferral of a portion of the accrued bonus, and take effect as of the assignment of 2017 objectives and the first payment in 2018, replacing the previous Annual Monetary Incentive and Deferred Monetary Incentive plans.
- a Long-Term Performance Share Plan 2017-2019, with first attribution in 2017, to replace the previous Long-Term Monetary Incentive Plan (subject to approval by the Shareholders' Meeting on 13th April 2017).

For the Chairman and Non-Executive Directors, adjustments are proposed for the remuneration envisaged for delegated powers and for participating on Board Committees based on an analysis of median levels at relevant comparators.

Market references and the Peer Group

For the Chief Executive Officer and General Manager, the positioning of the Company's remuneration is assessed by comparing similar roles only in the international Oil&Gas sector, with regard to upstream activities in particular and in line with the company's strategy to increase its focus on this segment of the business. More specifically, the comparator group has been expanded to include the main listed companies in the Oil&Gas sector, which are Eni's competitors at the international level and possess comparable business characteristics (*Anadarko, Apache, BP, Chevron, ConocoPhillips, ExxonMobil, Marathon Oil, Shell, Statoil and Total*). This panel also constitutes the Peer Group used for the relative comparison of Eni's performance in the new Long-Term Performance Share Plan.
For the Chairman and the Non-Executive Directors, the positioning of remuneration is assessed by comparing similar roles in the Top Italy Panel, composed of the main companies listed on the FTSE MIB (*Assicurazioni Generali, Atlantia, Enel, Intesa Sanpaolo, Leonardo-Finmeccanica, Luxottica, Mediaset, Mediobanca, Poste Italiane, Snam, Terna, TIM and Unicredit*).

Chairman of the Board of Directors

Remuneration for the delegated powers
Remuneration will be defined in line with the decisions taken by the Shareholders' Meeting on 13th April 2017 and with the median levels at relevant comparators, taking the delegated powers into account.

Payments due in the event of termination of office or employment[16]
No specific severance payments are provided for the Chairman, nor do any agreements exist for indemnities in the case of early termination of office.

Non-Executive Directors

Remuneration for participation on Board Committees
The Policy Guidelines for Non-Executive and/or Independent Directors provide for the adjustment of the additional annual remuneration[17] for participating on Board Committees in line with the median levels recorded at relevant comparators, taking due account of time demands in terms of frequency and duration of meetings. More specifically, for the 2017-2020 term, the following remuneration is proposed:

- for the Control and Risk Committee, annual remuneration of 70,000 euros for the Chairman and 50,000 euros for other members;
- for the Compensation Committee and the Sustainability and Scenarios Committee, annual remuneration of 50,000 euros for the Chairman and 35,000 euros for other members;
- for the Nomination Committee, annual remuneration of 40,000 euros for the Chairman and 30,000 euros for other members.

(16) In view of the reference to this Report contained in the Corporate Governance and Ownership Structure Report 2016, available in the Governance section of the Company website, this information is also provided in accordance with Art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance (*Agreements between the Company and the directors, members of the management or supervisory board, providing for compensation in case of resignation or dismissal without just cause or if their relationship is terminated following a public purchase offer*).
(17) This remuneration supplements the one that will be established by the Shareholders' Meeting on 13th April 2017 for the remuneration of Non-Executive Directors.

Payments due in the event of termination of office or employment[18]
No specific severance payments are provided for Non-Executive Directors, nor do any agreements exist for indemnities in the case of early termination of office.

Chief Executive Officer and General Manager

The Policy Guidelines for the Chief Executive Officer and General Manager take into account the specific delegated powers granted in accordance with the By-laws, the instructions contained in the chapter "Purpose and general principles of the Remuneration Policy" as well as the remuneration levels and best practices in the reference Oil&Gas panel.

Fixed remuneration
Fixed remuneration (FR) will be set by the new Board of Directors based on a proposal of the Compensation Committee in relation to the delegated powers and positions held, taking into account the median levels in the reference market.
Fixed remuneration includes remuneration for Directors established by the Shareholders' Meeting on 13th April 2017, as well as any compensation that may be due for participating on the Board of Directors of subsidiaries or associated companies.

Variable incentive plans

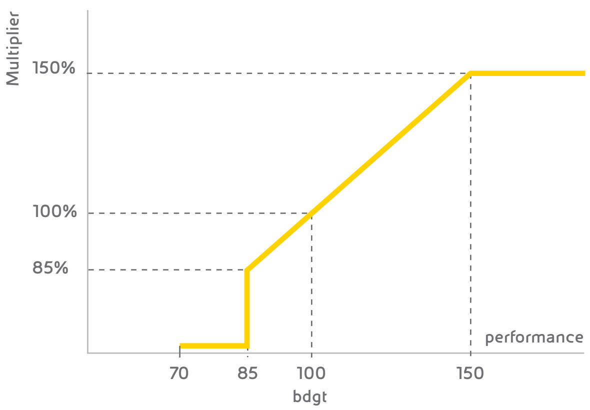
Short-Term Monetary Plan with deferral
The new Short-Term Monetary Plan with deferral of a portion of the accrued bonus brings together the previous Annual Monetary Incentive and Deferred Monetary Incentive plans.
Compared with the previous Plans, the performance scales have been extended to include achievement of results that are above or far above target levels.
In this revised Plan, a portion of the incentive is paid annually and a portion is deferred for a three-year period, as described below.
The Short-Term Monetary Plan with deferral is linked to the achievement of the 2017 objectives approved by the Board of Directors on 28th February 2017. These objectives are defined according to an incentive structure that is consistent with the goals outlined in the Strategic Plan and balanced the interests of various stakeholders. The structure and weighting of the different targets are given in the table below. The value of each objective, at target performance level, is aligned with the budgeted value.

2017 objectives for the Short-Term Incentive Plan with deferral

Economic and financial results (25%)	Operating results and sustainability of the economic results (25%)
EBT Free cash flow	Hydrocarbon production Exploration resources
Environmental sustainability and human capital (25%)	**Efficiency and financial strength (25%)**
CO_2 emissions Severity Incident Rate	ROACE Debt/EBITDA

Each objective is measured in accordance with a performance scale of 70 to 150 points (target=100), in relation to the weight assigned to each target (a score below 70 points implies a performance multiplier of zero). For purposes of the total incentive award, the minimum overall performance is 85 points. This Plan provides for remuneration calculated with reference to a multiplier minimum (performance=85), target (performance=100) and maximum (performance=150), equal respectively to 85%, 100% and 150% to be applied to the target incentive, as determined by results achieved by Eni over the previous year in accordance with the performance scale shown below.

Total Incentive Multiplier



Total incentive (TI) is calculated using the following formula:

$$TI = FR \times \%I_{Target} \times \text{Multiplier}$$

where "I_{Target}" is the incentive percentage at target performance level, which is set at 150% of total fixed remuneration for the Chief Executive Officer.
The Plan conditions state that the total incentive is divided into 2 portions.

1) a portion paid annually (I_{annual}) equal to 65% of the total incentive.

$$I_{Annual} = TI \times 65\%$$

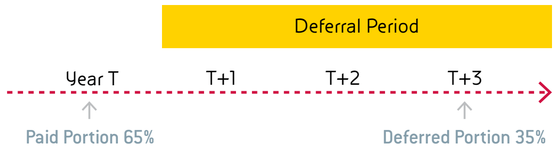
The levels of the fraction of the incentive payable during the year, depending on the performance levels achieved, are shown in the table below.

Annual performance	<85	85 threshold	100 target	150 max
Annual incentive (% of Fixed Rem)	0%	83%	98%	146%

2) a deferred portion equal to 35% of the total incentive, subject to further performance conditions during a three-year vesting period, as shown in the diagram below.

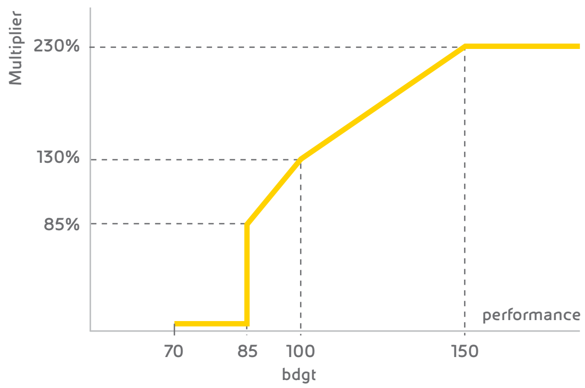
(18) Information also provided in accordance with Art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance, as specified in note 16.

Short-Term Incentive Plan - Timeline



The deferred portion payable at the end of the vesting period is determined by multiplying the initial deferred portion by the payment multiplier. The latter is given by the average of the three annual multipliers, each determined during the three-year period in relation to the performance achieved, based on Eni's annual objectives. The multiplier of the deferred portion depends on the performance achieved as shown below.

Deferred Portion Multiplier



The Deferred Incentive (DI) payable at the end of the three-year deferment period is calculated using the following formula:

$$DI = TI \times 35\% \times Multiplier$$

The levels of the payable deferred portion, depending on the performance levels achieved throughout the three-year period, are shown in the table below.

3-year Average performance	<85	85 threshold	100 target	150 max
Deferred incentive (% of Fixed Rem)	0%	38%	68%	181%

Long-Term Performance Share Plan

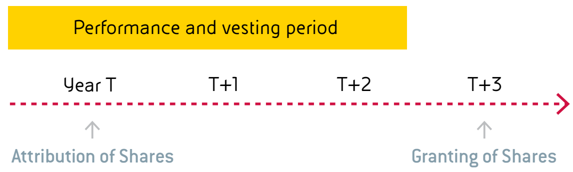
The Chief Executive Officer participates in the Long-Term Performance Share Plan 2017-2019, which also applies to Senior Managers deemed critical for the business[19], subject to approval by the Shareholders' Meeting on 13th April 2017.

The Plan replaces the previous Long-Term Monetary Incentive Plan as a tool to incentivize and promote the loyalty of those holding the most critical management positions in the company, ensuring achievement, in line with international best practices, of the following additional objectives:

- strengthening the culture of management of business risk from the perspective of shareholders by incentivising through share ownership;
- setting a more challenging minimum incentive threshold, positioned at median level;
- further aligning performance conditions with the long-term expectations of shareholders, by reference to:
  i) performance of the Company's Total Shareholder Return over a three-year period compared with that of the Reference Stock Market Index, compared with the same performance of the main international competitors (Peer Group);
  ii) further incentivize the capacity to develop industrial assets, measured using the increase in net present value of hydrocarbon reserves over the medium-long term, (in accordance with standard SEC assessment methodology), measured in relative terms compared with the designated peer group.

The Plan provides for three annual awards starting from 2017, each with a three-year vesting period, according to the timeline below.

Long-Term Share Incentive Plan - Timeline



The Plan is subject to performance conditions during the three-year vesting period, in accordance with the following parameters and related weightings:

1. The difference between the TSR of Eni Shares and the TSR of the FTSE MIB index of Borsa Italiana, adjusted by the Eni Correlation Coefficient, compared with the equivalent adjusted TSR measure for each company in the Peer Group, as shown in the following, and accorded a 50% weighting:

$$TSR_A - (TSR_I \times \rho_{A,I})$$

where:
TSR_A: TSR of Eni or one of the companies in the Peer Group;
TSR_I: TSR of the Reference Stock Market Index of the company for which TSR_A was calculated;
$\rho_{A,I}$: Correlation Coefficient.

2. Net Present Value of proven reserves (NPV) vs the Peer Group, measured in terms of the annual percentage change, calculating the average annual performance in the three-year period, and accorded a 50% weighting.

The reference Peer Group is described in the "Market references and Peer Group" section (*Anadarko, Apache, BP, Chevron, ConocoPhillips, ExxonMobil, Marathon Oil, Shell, Statoil and Total*).

(19) The managers of Eni and its subsidiaries identified during the annual implementation of the Plan among those who occupy the positions that are most directly responsible for business performance or that are of strategic interest and who, at the date of award, are employees and/or in service with Eni and its subsidiaries, including Eni Managers with strategic responsibilities.

For the Chief Executive Officer and General Manager, the Plan conditions provide for the annual award of shares for a value equivalent to 150% (I_{target}) of total fixed remuneration (FR), using the following formula.

$$\text{No. of Attributed Shares} = \frac{FR \times \%I_{Target}}{Price_{Attr}}$$

Where the price of the award ($Price_{Attr}$) is calculated as the average of daily official prices (source Bloomberg) recorded in the 4 months before the date of the Board of Directors meeting that annually approves the plan rules and the award to the Chief Executive Officer and General Manager.
The granting of shares at the end of the three-year vesting period is determined using a final multiplier to be applied to awarded shares (calculated as the weighted average of the multipliers of each parameter) determined over the vesting period in relation to the position reached in the peer group.
Each multiplier may be between 0 and 180%, with a threshold set at median level, in accordance with the scale shown below.

Performance Scale - Multiplier

Ranking										
1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th
Multiplier										
180%	160%	140%	120%	100%	80%	0%	0%	0%	0%	0%
					Median positioning					

Grantable shares are calculated using the following formula:

$$\text{No. of Granted Shares} = \text{No. of Attributed Shares} \times \text{Multiplier}$$

The value levels of the Shares granted at the end of the vesting period, net of changes in the share price over the same period, are given below.

Weighted average 3-year performance	<26.6	26.6 threshold(*)	100 target	180 max
Value of Shares (% of Fixed Rem)	0%	40%	150%	270%

(*) Achieved for example if the minimum level (6th place) is reached for the indicator of NPV of proven reserves, in at least two years of the three year vesting period.

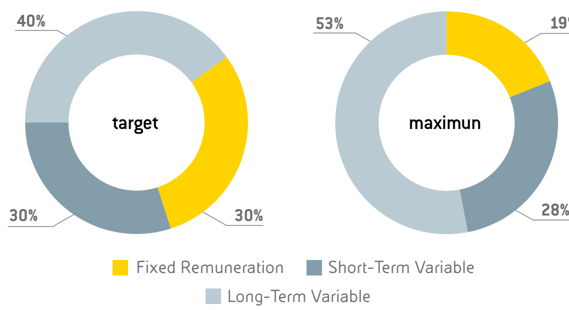
For executives still in service, 50% of the shares granted at the end of the vesting period are subject to a one-year lock-up following the date of grant.

As the Plan is submitted to the Shareholders' Meeting for approval, it is also described in detail in the information document made available to the public on the Company website.
In case of early termination before the end of the mandate, both the deferred portion of the short-term incentive and the long-term share incentive will vest according to the clauses provided for all Managers, in the respective Regulations. In case of non-renewal of the mandate, the natural expiry of the related vesting period is retained, in accordance with the performance conditions defined by each Plan.

Benefits
For the Chief Executive Officer and General Manager, the Policy Guidelines provide for life insurance and permanent disability coverage, and, as per provisions contained in the national collective bargaining agreement and the supplementary corporate agreements for Eni senior managers, enrolment in the supplementary pension plan (FOPDIRE[20]), as well as in the supplementary health plan (FISDE[21]), together with a company car for business and personal use.

Pay mix
The remuneration package for the Chief Executive Officer and General Manager includes a fixed component, a short-term variable component and a long-term variable component, comprising short-term incentive deferral and long-term share incentive valued using internationally-recognized methodologies for remuneration benchmarks.
The pay mix, calculated by considering fixed remuneration as the base, is weighted significantly towards the variable components, with a dominant weighting attributed to the long-term component, as shown in the chart below.

Pay Mix CEO/GM



Payments due in the event of termination of office or employment[22]
For the Chief Executive Officer and General Manager, in line with global practice and provisions of European Commission Recommendation No. 385 of 30th April 2009, as well as to protect the Company from potential competitive risks, the Policy provides for the following payments:
- An indemnity supplementing the severance award payable upon termination of the employment relationship, due to

(20) Defined contribution retirement plan with individual capitalisation (www.fopdire.it).
(21) Plan that reimburses health expenses for working and retired senior managers and their families (www.fisde-eni.it).
(22) Information also provided in accordance with Art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance, as specified in note 16.

non-renewal or early termination of the 2017-2020 term of office, including in the event of resignation due to a substantive reduction of delegated powers. Compensation for the CEO position will be defined in line with European Commission Recommendations. For any employment relationship, the provisions set out in this Report for Managers with strategic responsibilities shall apply. Also with reference to criterion 6.C.1.g of the Italian Corporate Governance Code, this compensation is not due in the event of dismissal for "just cause" under Art. 2119 of the Italian Civil Code, or in the event of resignation as Chief Executive Officer prior to the expiry of the term in office, unless triggered by either the above-noted reduction of delegated powers, or in the event of death as governed by Art. 2122 of the Italian Civil Code;
- Any non-competition agreement to protect the Company's interests, with specific compensation as a proportion of annual remuneration, as well as in relation to the rules of application, extent and duration of the commitments.

Policies for Directors during the 2014-2017 mandate

The Policy Guidelines for the term of office that expires at the Shareholders' Meeting on 13th April 2017 are summarized below. For further information, please refer to the detailed information given in the first section of the 2016 Remuneration Report (page 15 "Remuneration Policy Guidelines 2016").

Chairman of the Board of Directors

Remuneration for delegated powers
Fixed remuneration for the exercise of delegated powers of 148,000 euros is provided for the Chairman of the Board of Directors, in addition to the remuneration for the position determined by the Shareholders' Meeting held on 8th May 2014 amounting to 90,000 euros, in compliance with the maximum of 238,000 euros defined by the same Shareholders' Meeting. These Guidelines do not provide for variable remuneration.
In 2017, these remuneration components will be paid pro-rata with respect to the period in office that ends with the Shareholders' Meeting to approve the Financial Statements as at 31st December 2016.

Payments due in the event of termination of office or employment[23]
No specific severance payments are envisaged for the Chairman, nor do any agreements exist for indemnities in the case of early termination of office.

Benefits
The Chairman is granted life and permanent disability insurance coverage.

Non-executive directors

Remuneration for participation on Board Committees
Non-Executive and/or Independent Directors receive additional annual remuneration[24] for participation in Board Committees, as follows:
- for the Control and Risk Committee, annual remuneration consists of 60,000 euros for the Chairman and 40,000 euros for other members;
- for the Compensation Committee, the Sustainability and Scenarios Committee and the Nomination Committee, annual remuneration consists of 30,000 euros for the Chairman and 20,000 euros for other members.

In 2017, this remuneration will be paid pro-rata with respect to the period in office that ends with the Shareholders' Meeting of 13th April 2017.

Payments due in the event of termination of office or employment[23]
No specific severance payments are envisaged for Non-Executive Directors, nor do any agreements exist for indemnities in the case of early termination of office.

Chief Executive Officer and General Manager

Fixed remuneration
For the Chief Executive Officer and General Manager, total fixed remuneration is set at a gross annual amount equal to 1,350,000 euros, of which 550,000 euros is attributed to the position of Chief Executive Officer and 800,000 euros to that of General Manager.
The remuneration envisaged by the Board in relation to delegated powers includes both the remuneration for Directors determined by the Shareholders' Meeting on 8th May 2011, as well as any compensation that may be due for participating on the boards of directors of Eni subsidiaries or associated companies.
In 2017, these remuneration components will be paid pro-rata with respect to the period in office that ends with the Shareholders' Meeting of 13th April 2017.
In his capacity as Eni Senior Manager, the General Manager is also entitled to receive an allowance for travel, in Italy and abroad, in line with the applicable provisions under the relevant national collective bargaining agreement for senior managers and supplementary Company-level agreements.

Annual variable incentive
The annual variable incentive linked to achieving targets set for 2016 will be paid in 2017, in accordance with the conditions and calculation methodologies described in detail in the 2016 Remuneration Report.

Deferred Monetary Incentive Plan
In 2017, the Chief Executive Officer and General Manager participates in the last award of the 2015-2017 Deferred Monetary

(23) Information also provided in accordance with Art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance, as specified in note 16.
(24) This remuneration supplements the one established by the Shareholders' Meeting of 8th May, 2014 for the remuneration of Non-executive Directors, amounting to 80,000 euros annual gross.

Incentive (DMI) Plan, also applicable to all the Company's senior managers, associated with Company performance measured in terms of Earnings Before Taxes (EBT), in accordance with the conditions and procedures already described in detail in the 2016 Remuneration Report.

Long-Term Monetary Incentive Plan
The 2014-2016 Long-Term Monetary Incentive Plan ended in 2016 with the last award. The new 2017-2019 Long-Term Incentive Share Plan will be implemented from 2017. This Plan has already been described in the section "Policies for the 2017-2020 mandate" and in the information document made available to the public on the Company website.

Benefits
For the Chief Executive Officer and General Manager, the Policy Guidelines provide for insurance and healthcare coverage defined by Italy's national collective bargaining agreement and the supplementary corporate agreements for Eni senior managers, and comprise a company car for business and personal use, as disclosed in the 2016 Remuneration Report.

Payments due in the event of termination of office or employment[25]
For the Chief Executive Officer and General Manager, in line with sector practice and with the provisions of European Commission Recommendation No. 385 of 30th April 2009, as well as to protect the company from potential competitive risks, the Policy provides for the following payments:

- An indemnity supplementing the severance award, with mutual exemption from giving notice, payable upon termination of the employment relationship, due to non-renewal or early termination of the 2014-2017 term in office, including in the event of resignation due to a substantive reduction of delegated powers. This indemnity is equal to two years of total fixed remuneration (1,350,000 euros), for a total gross amount of 2,700,000 euros. It should also be noted that there is an ongoing analysis of the effective enforceability of the current severance framework, partly as a result of legislative changes that came into effect after the current contract with the Chief Executive Officer and General Manager was agreed. Moreover, consistent with recommendation 6.C.1.g of the Italian Corporate Governance Code, it should be noted that in relation to applicable contractual provisions, this compensation is not due in the event of dismissal for "just cause" under Art. 2119 of the Italian Civil Code, or in the event of resignation as Chief Executive Officer before the expiry of the term in office, unless triggered by a reduction of delegated powers, or in the event of death as governed by Art. 2122 of the Italian Civil Code;
- A non-competition agreement to protect the Company's interests can be activated at the sole discretion of the Board of Directors through the exercise of an option right, the validity of which applies only as of the onset of a second term (if appointed) in exchange for a total gross option fee of 500,000 euros, payable in three annual instalments. If this option is exercised by the Board and the agreement is therefore implemented, a specific non-compete award will be paid subject to a commitment by the Chief Executive Officer and General Manager not to undertake, for a twelve-month period following the expiry of the term, any Exploration & Production activities potentially in competition with Eni in key reference markets in Europe, America, Asia and Africa. This amount will be determined by the Board of Directors as the sum of two components: (i) a fixed component of 1,500,000 euros; (ii) a linearly-determined variable component based on the average annual performance of the previous three years (equal to 0 for performance below or equal to the targets and to 750,000 euros for maximum performance), and will be paid at the expiry of the term of the agreement. The variable component is calculated by taking into consideration annual performance related to the annual Variable Incentive Plan. Any violation of the non-competition agreement will result in non-payment of the consideration (or its restitution, where the violation is identified by Eni after payment), and the obligation to pay damages set by mutual agreement in an amount equal to twice the amount of the non-competition agreement, without prejudice to Eni's legal right to seek further restitution of damages.

2017 policies for Managers with strategic responsibilities

For Managers with strategic responsibilities, the Guidelines provide for remuneration plans that are strictly in line with those of the Chief Executive Officer and General Manager, to better guide and align managerial action with the objectives set out in the Company's Strategic Plan, and with the provisions and protections laid down by national collective bargaining agreement for senior managers.
In the new 2017-2020 term of office, starting from 13th April 2017, the new Long-Term Share Incentive Plan and Short-Term Variable Incentive Plan with Deferral – intended for the Chief Executive Officer who will be appointed by the Shareholders' Meeting of 13th April 2017 – will also apply to Managers with strategic responsibilities. The Plans applying to the previous term will be implemented until 13th April 2017.

Market references
For Managers with strategic responsibilities, the level of remuneration is determined in relation to comparable roles with the same level of managerial responsibility and complexity in national and international panels of companies within the industrial sector.

Fixed remuneration
Fixed remuneration is based on roles and responsibilities, taking into consideration a graduated and a generally median to below-median positioning versus national and international executive markets for comparable roles. It may be updated periodically during the annual salary review for all managers. Given current market comparators and trends, the 2017 Guidelines provide for a selective approach to salary reviews, while maintaining appropriate levels to ensure competitiveness and motivation.

(25) Information also provided in accordance with Art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance, as specified in note 16.

More specifically, the proposed actions will include measures to adjust fixed/one-off remuneration for those in positions that have seen a significant increase in responsibility or scope, and to address retention risk and reward excellent performance.
In addition, as Eni officers, Managers with strategic responsibilities are entitled to receive allowances due for travel in Italy and abroad, in line with applicable provisions of the Italian national collective bargaining agreement for senior managers and supplementary Company agreements.

Variable incentive plans

Annual variable incentives
Starting with the assignment of 2017 objectives and with the first payment in 2018, the annual variable Incentive Plan will be replaced by the new Short-Term Monetary Plan with deferral, already described for the Chief Executive Officer and General Manager.
The targets set for Managers with strategic responsibilities are consistent with those assigned to the Chief Executive Officer and General Manager, on the basis of the same balancing of stakeholder interests, in addition to relevant individual targets, consistent with the responsibilities of the role and the provisions of the Company's Strategic Plan. For Managers with strategic responsibilities, the target incentive levels for the new Short-Term Monetary Plan differ depending on the role's level of responsibility and complexity and are equal to the sum of those set for the previous Annual Variable Incentive Plan and Deferred Monetary Incentive Plan (up to 100% of fixed remuneration).
The last award for the previous Annual Variable Incentive Plan will be made in 2017, based on performance objectives set groupwide for Eni, for the business area and for individual 2016 performance, in accordance with the conditions and methods already described in the 2016 Remuneration Report.

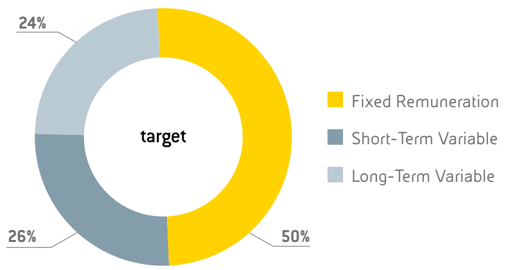
Deferred Monetary Incentive Plan
Managers with strategic responsibilities participate in the last attribution of the 2015-2017 Deferred Monetary Incentive Plan (DMI) approved by the Board of Directors on 12th March 2015, in accordance with the conditions and methods already described in the 2016 Remuneration Report (page 18 "Remuneration Policy Guidelines 2016").

Long-term variable incentive plan
Managers with strategic responsibilities participate in the 2017-2019 Long-Term Performance Share Plan (LTI) approved by the Board of Directors on 28th February 2017 and submitted for approval by the Shareholders' Meeting on 13th April 2017.
The Plan is directed at managers who are critical for the business and envisages three annual awards, starting in 2017, with the same performance conditions and characteristics as those described above for the Chief Executive Officer and General Manager.
For Managers with strategic responsibilities, the value of the shares to be awarded each year differs depending upon the level of their role and is limited, as in the previous Long-Term Monetary Incentive Plan, to a maximum of 75% of fixed remuneration.

Benefits
For Managers with strategic responsibilities, in line with the policy implemented in 2016 as well as the provisions of Italy's national collective bargaining agreement and supplementary Company-level agreements for Eni managers, the Policy Guidelines provide for enrolment in the supplementary pension plan (FOPDIRE) and health plan (FISDE), as well as life and disability insurance cover, together with a company car for business and personal use, and the possible assignment of housing based on operational and mobility requirements.

Pay mix
In line with market best practice, as well as the valuation methods used for the Chief Executive Officer and General Manager, the average target pay mix of the remuneration package for Managers with strategic responsibilities who are eligible for both new incentive plans (Short-Term Monetary Plan with deferral and Long-Term Performance Share Plan) features a balance between fixed and variable components that is weighted towards medium-long term variable incentives.

Pay Mix MSR



Payments due in the event of consensual termination of employment
Managers with strategic responsibilities, as well as Eni senior managers, are entitled to severance benefits for employment termination established by law and applicable national collective bargaining agreements, together with any termination indemnities agreed on an individual basis, in accordance with the criteria established by Eni for cases of early termination, within the limits of protections envisaged by applicable national collective bargaining agreements and consistent with application criterion 6.C.1, letter g) of the Italian Corporate Governance Code. These criteria take into account the position held, statutory retirement age and actual age of the manager at the time employment is terminated and the annual remuneration received. For cases of termination that present high competitive risks relating to the nature of the position, agreements may contain additional non-compete clauses with payments defined in relation to remuneration level, scope, duration and effectiveness of the agreement.

Section II – Compensation and other information

Implementation of the 2016 remuneration policies

The following provides a description of remuneration decisions taken in 2016 in relation to the Chairman of the Board of Directors, the Non-Executive Directors, the Chief Executive Officer and General Manager and Senior Executives (Managers with strategic responsibilities), in relation to their time in office.
Implementation of the 2016 remuneration policy, as verified by the Compensation Committee at the regular assessment required by the Italian Corporate Governance Code, was found to be consistent with the 2016 Remuneration Policy and approved by the Board of Directors on 17th March 2016. This takes into account the decisions taken by the Board of Directors on 9th and 28th May 2014 on the remuneration of Non-Executive Directors appointed to Board Committees and on the definition of the remuneration of Directors with delegated powers, in accordance with the resolutions passed at the Shareholders' Meeting in accordance with Law No. 98/2013.

Performance verification for the Variable Incentive Plans

Annual Monetary Incentive Plan (AMI)
The 2016 annual incentive awards were paid, based on the actual results achieved against targets set for 2015 in line with the Strategic Plan and the annual budget, and following constant assessment. In particular, the approved figures for the targets assigned to the Chief Executive Officer and General Manager were approved by the Board, as per the recommendation of the Compensation Committee, at the meeting held on 17th March 2016 and led to a performance score of 130 points on the measurement scale, which provides for target and maximum performance levels of 100 and 130 points, respectively. The table below shows the weightings assigned to, and performance levels achieved for, each objective.

Payment of Annual Variable Incentive 2016 - 2015 objectives achieved

Performance parameters	Weight %	Minimum 85	Middle 100	Maximum 130	Performance Score
Economic and financial results	25%			√	32.5
Implementation of strategies	25%			√	32.5
Operating performance	25%			√	32.5
Sustainability	25%			√	32.5
				Total	130

Deferred Monetary Incentive Plan (DMI)

2016 DMI Assigned
At its meeting of 17th March 2016, the Board of Directors confirmed the achievement of a 2015 EBT result (measured on a constant scenario basis) above the target level, following verification and recommendation by the Compensation Committee. This led to the application of a 130% multiplier to the defined target percentage for the 2016 DMI award.

Assignment DMI 2016 - EBT 2015

Target EBT (billion €)	Multiplier for 2016 assignment
EBT ≥ budget+0.5	130%
budget ≤ EBT < budget+0.5	100%
budget -0.6 ≤ EBT < budget	70%
EBT < budget-0.6	0%

2013 DMI Paid
At its meeting of 17th March 2016, the Board of Directors confirmed an Eni 2015 EBITDA result at the target level, based on verification and recommendation by the Compensation Committee. This led it to the application of a 130% annual multiplier to the 2015 result, and consequently, in relation to the previously-approved 2013 and 2014 results, an average three-year multiplier of 123%, to be applied to the incentives awarded in 2013 for purposes of the 2016 payment. The table below shows the results achieved over the vesting period.

Payment of DMI 2013 - EBITDA 2013-2015

Target EBITDA (billion €)	Multiplier 2013	Multiplier 2014	Multiplier 2015	Final multiplier for payment 2016
EBITDA ≥ budget+0.9	170%	170%	170%	123% (average over 3-year period)
budget ≤ EBITDA < budget+0.9	130%	130%	130%	
budget -1.0 ≤ EBITDA < budget	70%	70%	70%	
EBITDA < budget-0.9	0%	0%	0%	

Long-Term Monetary Incentive Plan - 2013 LTMI Paid
At its meeting of 26th May 2016, and following verification and recommendation by the Compensation Committee, the Board of Directors confirmed a 2015 adjusted net profit + DD&A result (in terms of the variation in relation to the 2012 base year) that ranked 7th in the peer group, producing a 0% annual multiplier. As a result, and in light of the previously-approved 2013 and 2014 results, the average three-year multiplier to be applied to the awards granted in 2013, for purposes of the 2016 payment, amounted to 0%. The table below shows the rankings achieved over the vesting period.

Implementation LTMI 2013 - Net Profit + DD&A 2013-2015(*)

Positioning in Peer Group (Exxon, Shell, Chevron, BP, Total, Conoco)	Multiplier 2013	Multiplier 2014	Multiplier 2015	Final multiplier for payment 2016
1st	130%	130%	130%	0% (average over 3-year period)
2nd	115%	115%	115%	
3rd	100%	100%	100%	
4th	85%	85%	85%	
5th	70%	70%	70%	
6th	0%	0%	0%	
7th	0%	0%	0%	

(*) Measured annually as a variable compared to the year before assignment (2012)

Remuneration paid to Directors

Chairman of the Board of Directors Emma Marcegaglia

Fixed remuneration
The Chairman was paid the fixed remuneration of 90,000 euros gross, as approved for the office at the Shareholders' Meeting of 8th May 2014, and the remuneration of 148,000 euros gross, as approved by the Board of Directors Meeting of 28th May 2014 in relation to the exercise of delegated powers.

Benefits
The Chairman was granted life and permanent disability insurance cover in accordance with the resolution of the Board of Directors Meeting of 28th May 2014.

Non-Executive Directors
The Directors were paid the fixed remuneration approved at the Shareholders' Meeting of 8th May 2014 of 80,000 euros gross. Additional remuneration payable for participation on Board Committees, as approved by the Board of Directors on 12th March 2015, was also paid. These are detailed in Table 1 under the item "Remuneration for participation on the Committees".

Chief Executive Officer and General Manager Claudio Descalzi

Claudio Descalzi has held the office of Chief Executive Officer and General Manager since 9th May 2014, and before then held the office of COO of the E&P Division. Therefore, during 2016 Claudio Descalzi received fixed remuneration and the annual variable incentive related to his current role of Chief Executive Officer and General Manager and the long term variable incentives accrued during his previous role, as detailed below.

Fixed remuneration
The Chief Executive Officer and General Manager was paid the fixed remuneration approved by the Board of Directors Meeting of 28th May 2014, which also includes the remuneration approved at the Shareholders' Meeting for all the Directors, equal to a total gross annual amount of 1,350,000 euros.

Annual variable incentive
In line with the 2016 Remuneration Policy, the Chief Executive Officer and General Manager was paid a gross annual variable incentive of 1,755 thousand euros associated with the performance achieved during 2015 (130 points).

Deferred Monetary Incentive Plan
For the Chief Executive Officer and General Manager, the Board of Directors at its meeting of 17th March 2016, as proposed by the Compensation Committee and in accordance with the 2016 Remuneration Policy, approved the grant of the 2016 Deferred Monetary Incentive award of 864 thousand euros gross, calculated on the basis of the 2015 EBT results approved by the Board of Directors. Furthermore, in 2016, the Deferred Monetary Incentive award granted in 2013 to Claudio Descalzi, as COO of the E&P Division, vested, resulting in a gross amount paid equal to 659 thousand euros.

Long-Term Monetary Incentive Plan
For the Chief Executive Officer and General Manager, the Board of Directors at its meeting of 15th September 2016, as proposed by the Compensation Committee and in accordance with the Remuneration Policy 2016, approved the grant of the 2016 Long-Term Monetary Incentive award of 1,350 thousand euros gross.
Furthermore, with regard to the Long-Term Monetary Incentive award granted in 2013 to Claudio Descalzi, as COO of the E&P Division, the performance achieved in the reference three-year period did not satisfy the conditions for payment of the incentive.

Benefits
In line with the resolution of the Board of Directors Meeting on 28th May 2014, the Chief Executive Officer and General Manager was granted life or permanent disability insurance cover.
Moreover, in compliance with the provisions of Italy's national collective bargaining agreement and the supplementary corporate agreements for Eni senior managers, he was granted enrolment in the supplementary pension plan (FOPDIRE) as well as supplementary health plan (FISDE), together with a company car for business and personal use.

In 2016 Claudio Descalzi received a total of 3,120 thousand euros for his role as Chief Executive Officer and General Manager, and a further 659 thousand euros for the variable incentives accrued during his previous role as COO of the E&P Division (held until 8th May 2014). Consequently, the total amount received was 3,779 thousand euros, as shown in the table below.

(amounts in euro thousands)

Role	Fixed remuneration	Variable remuneration	Benefits	Total
Chief Executive Officer[1] and General Manager	1,350	1,755	15	3,120
COO E&P Division[2]		659		659
Total remuneration	1,350	2,414	15	3,779

(1) since 9th May, 2014.
(2) until 8th May, 2014.

Remuneration paid to Managers with strategic responsibilities

Fixed remuneration
In 2016, within the context of the annual salary review process envisaged for all managers, selective adjustments were made to fixed remuneration for current Managers with strategic responsibilities, in cases of promotion to more senior levels, or in line with necessary market-driven adjustments. The total gross value of fixed remuneration paid in 2016 to Managers with strategic responsibilities is shown in Table 1 in the chapter "Compensation paid in 2016 ", under the item "Fixed compensation".

Annual variable incentive
In March 2016, annual variable incentives were paid to Managers with strategic responsibilities in accordance with the Remuneration Policy and based on performance achieved in 2015. In particular, the incentive is linked to performance against a range of metrics related to business and sustainability objectives

(safety, environmental protection, stakeholder relations), as well as relevant individual targets, consistent with the provisions of the 2015 Eni Performance Plan. The total gross value of the incentives paid in 2016 to Managers with strategic responsibilities is shown in Table 2 in the chapter “Compensation paid in 2016”, under the item “Bonus for the year - payable/paid”.

Deferred Monetary Incentive Plan

Managers with strategic responsibilities were granted 2016 deferred monetary incentive awards, in accordance with the Remuneration Policy and on the basis of the 2015 EBT results approved by the Board of Directors on 17th March 2016, as proposed by the Compensation Committee. In 2016, the Deferred Monetary Incentive award granted in 2013 also vested. The total gross value of the awards granted and paid to Managers with strategic responsibilities is shown in Table 2 in the chapter “Compensation paid in 2016”, under the items “Bonus for the year - deferred” and “Bonus for previous years - payable/paid”.

Long-Term Monetary Incentive Plan

Managers with strategic responsibilities were granted their 2016 Long-Term Monetary Incentive award, determined in accordance with the Remuneration Policy. With regard to the Long-Term Monetary Incentive awards granted in 2013, performance achieved in the three-year reference period did not satisfy the minimum conditions to trigger awards. The total gross value of the grants and those paid to Managers with strategic responsibilities is shown in Table 2 in the chapter “Compensation paid in 2016”, under the items “Bonus for the year - deferred” and “Bonus for previous years - payable/paid”.

Severance indemnity for end-of-office or termination of employment

During 2016, Managers with strategic responsibilities who accepted enhanced voluntary termination offers were paid, in addition to amounts due under legal and contractual obligations, additional amounts defined in line with company policy on early retirement incentives. The total gross value of the indemnities paid for terminations during 2016 and the related impacts on the Incentive Plans in effect are shown in the chapter “Compensation paid in 2016”, respectively in Table 1 under the item “Severance indemnity for termination of office or termination of employment” and in Table 2 under item “Bonus for previous years - no longer payable” (note 3).

Benefits

For Managers with strategic responsibilities, in line with provisions in Italy’s national collective bargaining agreement and supplementary corporate agreements for Eni managers, the Policy Guidelines provide for enrolment in the supplementary pension plan (FOPDIRE) as well as in the supplementary health plan (FISDE), life and disability insurance cover, together with a company car for business and personal use.

Compensation paid in 2016

Table 1 - Remuneration paid to Directors, Statutory Auditors, to the Chief Executive Officer and General Manager and to other Managers with strategic responsibilities

The table below reports the remuneration paid to Directors, Statutory Auditors, the Chief Executive Officer and General Manager and, in aggregate form, Managers with strategic responsibilities[26]. The remuneration received from subsidiaries and/or associates, except that waived or paid to the company, are shown separately. All parties who filled these roles during the period are included, even if they only held office for a fraction of the year.
In particular:

- the column labelled "Fixed Remuneration" reports fixed remuneration and fixed salary from employment due for the year (on an accrual basis), gross of social security contributions and taxes to be paid by the employee. It does not include attendance fees, as these are not provided for. Details of the compensation are provided in the notes, and any indemnities or payments with reference to the employment relationship are indicated separately;
- the column labelled "Remuneration for participation on Committees" reports (on an accrual basis) the compensation due to Directors for participation in Committees established by the Board. In the notes, compensation for each Committee in which each Director participates is indicated separately;
- the column labelled "Variable non-equity remuneration" under the item "Bonuses and other incentives" shows the incentives paid during the year due to rights vested following the assessment and approval of related performance results by relevant corporate bodies, in accordance with that specified, in greater detail, in the Table "Monetary incentive plans for the Chief Executive Officer and General Manager and other Managers with strategic responsibilities"; the column labelled "Profit-sharing" does not show any figures since no profit-sharing mechanisms are in place;
- the column labelled "Benefits in kind" reports (on an accrual and taxability basis) the value of any fringe benefits awarded;
- the column labelled "Other remuneration" reports (on an accrual basis) any other remuneration deriving from other services provided;
- the column labelled "Total" reports the sum of the amounts of all the previous items;
- the column labelled "Fair value of equity compensation" reports the relevant fair value for the year related to the existing stock option plans, estimated in accordance with the international accounting standards that allocate the related cost in the vesting period;
- the column labelled "Severance indemnity for end-of-office or termination of employment" reports indemnities accrued, even if not yet paid, for terminations that occurred during the financial year, or in relation to the end of term in office and/or employment.

(26) The statutory conditions for disclosure on an individual basis have not been met.

Table 1 - Remuneration paid to Directors, Statutory Auditors, to the Chief Executive Officer and General Manager and to other Managers with strategic responsibilities
(amounts in euro thousands)

First name and Surname	Note	Position	Period for which the position was held	Expiration of office[*]	Fixed remune-ration	Remuneration for partici-pation in the Committees	Variable non-equity remuneration: Bonuses and other incentives	Variable non-equity remuneration: Profit sharing	Benefits in kind	Other remunera-tion	Total	Fair value of equity compensa-tion	Severance indemnity for end of office or termination of employment
Board of Directors													
Emma Marcegaglia	(1)	Chairman	01.01 - 12.31	05.2017	238[a]						238		
Claudio Descalzi	(2)	Chief Executive Officer and General Manager	01.01 - 12.31	05.2017	1,350[a]		1,755[b]		15		3,120		
Andrea Gemma	(3)	Director	01.01 - 12.31	05.2017	80[a]	90[b]					170		
Pietro Angelo Guindani	(4)	Director	01.01 - 12.31	05.2017	80[a]	50[b]					130		
Karina Litvack	(5)	Director	01.01 - 12.31	05.2017	80[a]	63[b]					143		
Alessandro Lorenzi	(6)	Director	01.01 - 12.31	05.2017	80[a]	80[b]					160		
Diva Moriani	(7)	Director	01.01 - 12.31	05.2017	80[a]	51[b]					131		
Fabrizio Pagani	(8)	Director	01.01 - 12.31	05.2017	80[a]	50[b]					130		
Alessandro Profumo	(9)	Director	01.01 - 12.31	05.2017	80[a]	40[b]					120		
Board of Statutory Auditors													
Matteo Caratozzolo	(10)	Chairman	01.01 - 12.31	05.2017	80[a]					97[b]	177		
Paola Camagni	(11)	Statutory auditor	01.01 - 12.31	05.2017	70[a]					80[b]	150		
Alberto Falini	(12)	Statutory auditor	01.01 - 12.31	05.2017	70[a]					80[b]	150		
Marco Lacchini	(13)	Statutory auditor	01.01 - 12.31	05.2017	70[a]					12[b]	82		
Marco Seracini	(14)	Statutory auditor	01.01 - 12.31	05.2017	70[a]					80[b]	150		
Other Managers with strategic responsibilities[**]	(15)	*Remuneration in the company that prepares the Financial Statements*			8,595		9,118		186	126	18,025		4,603
		Remuneration from subsidiaries and associates			458						458		
				Total	9,053[a]		9,118[b]		186[c]	126[d]	18,483		4,603[e]
					11,561	**424**	**10,873**		**201**	**475**	**23,534**		**4,603**

Note

(*) The term of office expires with the Shareholders' Meeting approving the Financial Statements for the year ending 31st December, 2016.

(**) Managers who were permanent members of the Company's Management Committee during the course of the year together with the Chief Executive Officer and Division Chief Operating Officers, or who reported directly to the Chief Executive Officer (twenty-three managers).

(1) Emma Marcegaglia - Chairman of the board of directors
(a) The amount includes the fixed remuneration of 90 thousand euros set by the Shareholders' Meeting on 8th May, 2014 and the fixed remuneration for the delegated powers of 148 thousand euros approved by the Board on 28th May, 2014.

(2) Claudio Descalzi - Chief Executive Officer and General Manager
(a) The amount includes the fixed remuneration of 550 thousand euros for the position of Chief Executive Officer, which incorporates the remuneration set by the Shareholders' Meeting on 8th May, 2014 for the position of Director, and the fixed remuneration of 800 thousand euros for the position of Chief Executive Officer; indemnities due for transfers, in Italy and abroad, in line with the provisions of the relevant national collective labour agreement for senior managers and of the Company's complementary agreements are added to this amount for a total of 19 thousand euros.
(b) The amount correspond to the variable annual incentive paid in 2016. To this amount is added the incentives of 659 thousand euros paid in 2016 for the position of COO of the E&P Division, held until 8th May 2014, related to the deferred monetary incentive assigned in 2013, calculated in relation to the performance targets achieved during the 2013-2015 vesting period.

(3) Andrea Gemma - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 40 thousand euros for participating in the Control and Risk Committee and 20 thousand euros for the Sustainability and Scenarios Committee and 30 thousand euros for the Nomination Committee.

(4) Pietro Angelo Guindani - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 30 thousand euros for participating in the Compensation Committee and 20 thousand euros for the Sustainability and Scenarios Committee.

(5) Karina Litvack - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 23 thousand euros for participating in the Control and Risk Committee, 20 thousand euros for participating in the Compensation Committee and 20 thousand euros for the Sustainability and Scenarios Committee.

(6) Alessandro Lorenzi - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 60 thousand euros for participating in the Control and Risk Committee and 20 thousand euros for the Compensation Committee.

(7) Diva Moriani - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 12 thousand euros for participating in the Control and Risk Committee, 19 thousand euros for the Compensation Committee and 20 thousand euros for the Nomination Committee.

(8) Fabrizio Pagani - Director
(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 30 thousand euros for participating in the Sustainability and Scenarios Committee and 20 thousand euros for the Nomination Committee.

(9) Alessandro Profumo - Director

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount includes the 20 thousand euros for partecipating in the Sustainability and Scenarios Committee and 20 thousand euros for the Nomination Committee.

(10) Matteo Caratozzolo - Chairman of the Board of Statutory Auditors

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount related to the pro-rata remuneration for the office of Chairman of the Board of Statutory Auditors of TTPC (32.1 thousand euros) and of Eni Adfin (13.9 thousand euros).

(11) Paola Camagni - Statutory Auditor

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount related to the pro-rata remuneration for the office of Chairman of the Board of Statutory Auditors of Eni East Africa (18 thousand euros) and Auditor of Syndial (12 thousand euros).

(12) Alberto Falini - Statutory Auditor

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount related to the pro-rata remuneration for the office of Chairman of the Board of Statutory Auditors of Eni Timor Leste (12.9 thousand euros) and Auditor of TTPC (21.2 thousand euros).

(13) Marco Lacchini - Statutory Auditor

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount related to the pro-rata remuneration for the office of Chairman of the Board of Statutory Auditors of SOM (20.3 thousand euros) and Auditor of Eni East Africa (12 thousand euros).

(14) Marco Seracini - Statutory Auditor

(a) The amount corresponds to the fixed annual remuneration set by the Shareholders' Meeting of 8th May, 2014.
(b) The amount related to the pro-rata remuneration for the office of Chairman of the Board of Statutory Auditors of Ing. Luigi Conti Vecchi (18.2 thousand euros) and Auditor of Eni Adfin (9.2 thousand euros).

(15) Other Managers with strategic responsibilities

(a) The amount of 8,595 thousand euros for Gross Annual Salary is supplemented by the indemnities owed for the transfers performed, in Italy and abroad, in line with the provisions of the relevant national collective labour agreement for senior managers and with the Company's additional agreements as well as other indemnities related to the employment contract for a total amount of 851 thousand euros.
(b) The amount includes the payment of 3,170 thousand euros relating to the deferred and long-term monetary incentives assigned in 2013 and the pro-rata amounts of the Long-Term Incentive Plans (DMI and LTMI) paid upon consensual employment contract resolution, for the vesting period expired as defined in the respective Plan Regulations.
(c) The amount includes the taxable value of insurance and welfare coverage, complementary pensions, the car for business and personal use.
(d) Amounts due for the positions held by Managers with strategic responsibilities in the Supervisory Body established under the Company's Model 231 and the Manager responsible for the preparation of the Company's financial statements.
(e) The amount includes the severance indemnity and early retirement incentives paid in relation to the termination of the employment, to which 1,044 thousand euros is added for the non-competition clauses payable by 2017 at the expiry of the related validity period, subject to the obligations being fulfilled.

Table 2 - Monetary incentive plans for the Chief Executive Officer and General Manager and other Managers with strategic responsibilities

The table below reports, by name, the variable monetary incentives, both short and long-term, envisaged for the Chief Executive Officer and General Manager and, at an aggregate level, other Managers with strategic responsibilities including all individuals who filled these roles during the period, even if for only a fraction of the year. Figures regarding 2016 awards in connection with implementation of the 2014-2016 Long-Term Monetary Incentive Plan (LTMI) are also given, as required under Article. 84-bis (Annex 3 A, schedule 7) of the Consob Issuers Regulation, in Table 1 of the chapter "Annex under Art. 84-bis of the Consob Issuers Regulation – 2016 Implementation of the 2014-2016 Long-Term Monetary Incentive Plan (LTMI)".
In particular:

- the column labelled "Bonus for the year - payable/paid" details the short-term variable incentive award paid during the year based on verification by relevant Company bodies that performance met the objectives defined for the previous year;
- the column labelled "Bonus for the year - deferred" details the amount of the base incentive award granted during the year in line with the long-term monetary incentive plans;
- the column labelled "Bonus for the year - deferral period" details the duration of the vesting period for the long-term incentive awards granted during the year;
- the column labelled "Bonus for previous years - no longer payable" details the long-term incentive awards no longer payable in relation to verified performance conditions for the vesting period or incentives that expired due to events relating to employment relationships as envisaged in the Plan Rules;
- the column labelled "Bonus for previous years - payable/paid" details the long-term incentives paid during the year, accruing on the basis of verification of the performance conditions for the vesting period, or the incentive amounts paid due to events relating to employment relationships as envisaged in the Plan Rules;
- the column labelled "Bonus for previous years - still deferred" details incentives assigned in previous years that have not yet vested, in line with previous long-term incentive plans.
- the column labelled "Other Bonuses" details incentives paid on a one-off extraordinary basis related to the achievement of particularly important results or projects during the year.

The total of the "Bonus for the year - payable/paid", "Bonus for previous years - payable/paid" and "Other Bonuses" columns is the same as that indicated in the "Bonuses and other incentives" column in Table 1.

Table 2 - Monetary incentive plans for the Chief Executive Officer and General Manager and other Managers with strategic responsibilities
(amounts in euro thousands)

First name and Surname	Position	Plan	Bonus for the year			Bonus for previous years			Other bonuses
			payable/ paid	deferred	deferral period	no longer payable	payable/ paid[1]	still deferred	
Claudio Descalzi	Chief Executive Officer and General Manager[2]	2016 Annual Monetary Incentive Plan BoD 17th March, 2016	1,755						
		2016 Deferred Monetary Incentive Plan BoD 17th March, 2015		864	three-year				
		2016 Long-Term Monetary Incentive Plan BoD 15th September, 2015		1,350	three-year				
		2015 Deferred Monetary Incentive Plan BoD 12th March, 2015						864	
		2015 Long-Term Monetary Incentive Plan BoD 17th September, 2015						1,350	
		2014 Deferred Monetary Incentive Plan BoD 17th March, 2014						1,350	
Total			**1,755**	**2,214**				**3,564**	
Other Managers with Strategic Responsibilities[3]		2016 Annual Monetary Incentive Plan BoD 17th March, 2016	5,948						
		2016 Deferred Monetary Incentive Plan BoD 17th March, 2016		3,571	three-year				
		2016 Long-Term Monetary Incentive Plan BoD 15th September, 2016		3,414	three-year				
		2015 Deferred Monetary Incentive Plan BoD 12th March, 2015				261[4]	272[5]	2,964	
		2015 Long-Term Monetary Incentive Plan BoD 17th September, 2015				337[4]	192[5]	3,121	
		2014 Deferred Monetary Incentive Plan BoD 17th March, 2014				86[4]	201[5]	1,184	
		2014 Long-Term Monetary Incentive Plan BoD 17th September, 2014				369[4]	160[5]	2,488	
		2013 Deferred Monetary Incentive Plan BoD 14th March, 2013				81	2,200		
		2013 Long-Term Monetary Incentive Plan BoD 19th September, 2013				1,836	145		
Total			**5,948**	**6,985**		**2,970**	**3,170**	**9,757**	
			7,703	**9,199**		**2,970**	**3,170**	**13,321**	

(1) Payment relating to the deferred monetary incentive and the long-term monetary incentive awarded in 2013.
(2) For Claudio Descalzi, with regard to his previous position of COO of the E&P Division, held until 8th May 2014, in 2016 are paid 659 thousand euros relating to the deferred monetary incentive assigned in 2013, calculated in relation to the performance targets achieved during the 2013-2015 vesting period and 589 thousand euros are no longer payble relating to the long-term monetary incentive assigned in 2013, calculated in relation to the performance targets achieved in the 2013-2015 vesting period. Still with regard to Claudio Descalzi's previous position as COO of the E&P Division, the Deferred Monetary Incentive assigned in 2014 of 378 thousand euros is still deferred.
(3) Managers who were permanent members of the Company's Management Committee, during the course of the year together with the Chief Executive Officer or who reported directly to the Chief Executive Officer (twenty-three managers).
(4) Pro-rata amount that is no longer payable, following the termination of the employment relationship, in relation to the vesting period expired, as provided for in the Plan Regulations.
(5) Pro-rata amount paid, following the consensual termination of the employment relationship, in relation to the vesting period expired, as provided for in the Plan Regulations.

Shareholdings held

The table below reports, under Article 84-quater, fourth paragraph, of the Consob Issuers Regulation, the shareholdings in Eni SpA and its subsidiaries that are held by Directors, Statutory Auditors, Chief Operating Officers, and other Managers with strategic responsibilities, as well as by their spouses from whom they are not legally separated, and their children under eighteen years of age, directly or through subsidiaries, trust companies, or intermediaries, as recorded in the register of shareholders, communications received and other information sources. The table includes all parties who meet this description for all or part of the reporting period.

The number of shares (all "ordinary") is indicated, for each company held, by name, for Directors, Statutory Auditors, Chief Operating Officers of Eni Divisions and, at an aggregate level, for the other Managers with strategic responsibilities. The individuals indicated hold title to the shareholdings.

Table 3 - Shareholdings held by Directors, Statutory Auditors, by the Chief Executive Officer and General Manager and by other Managers with Strategic Responsibilities

First name and surname	Position	Affiliated company	Number of shares held as at 12.31.2015[*]	Number of shares purchased	Number of shares sold	Number of shares held as at 12.31.2016
Board of Directors						
Emma Marcegaglia	Chairman	Eni SpA	34,270	0	0	34,270
		Eni SpA[1]	45,000	0	0	45,000
		Eni SpA[2]	9,272	3,431	5,049	7,654
Claudio Descalzi	Chief Executive Officer and General Manager	Eni SpA	39,455	0	0	39,455
Board of Statutory Auditors						
Paola Camagni	Statutory auditor	Eni SpA	0	1,400	1,400	0
Marco Lacchini[2]	Statutory auditor	Eni SpA	5,000	0	0	5,000
Marco Seracini	Statutory auditor	Saipem SpA	1,000			
Other Managers with strategic responsibilities[3]		Eni SpA	185,973	8,940	2,378	192,535
		Saipem SpA	7,070			

(*) Saipem SpA is not controlled by Eni SpA from 22th January, 2016.
(1) Bare ownership.
(2) Asset management.
(3) Managers who were permanent members of the Company Management Committee, during the course of the year together with the Chief Executive Officer and those who reported directly to the Chief Executive Officer (Twenty-three managers, nineteen of whom hold shares in Eni SpA or in its subsidiaries).

Annex under Article 84-bis of Consob Issuer Regulation - 2016 implementation of the 2014-2016 Long-Term Monetary Incentive Plan (LTMI)

With reference to the 2014-2016 Long-Term Monetary Incentive Plan approved by the Ordinary Shareholders' Meeting on 8th May 2014, subject to the conditions and purposes set out in the Information Document available on the website, the following table shows details of the 2016 Plan assignment, in accordance with Art. 84-bis (Annex 3 A, schedule 7) of the Consob Issuer Regulations.

Table No. 1 of Schedule 7 of Annex 3A of Regulation No. 11971/1999
Remuneration plans based on financial instruments

First name and surname or category	Position (to be specified only for individuals listed by name)	FRAME 1 – FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS – Section 2 – Newly assigned instruments based on the decision of the competent body for the implementation of the resolution of the Shareholders' Meeting						
		Date of the related shareholders' resolution	Type of financial instruments	Amount assigned (euros)	Assignment date	Possible purchase price of the instruments	Market price at the time of assignment	Vesting period
Claudio Descalzi	Chief Executive Officer and General Manager Eni SpA	8th May, 2014	cash	1,350,000	09/15/2016[1]	n.a.	n.a.	3 years
Fabrizio Maria Annunziata Trilli	Chairman and Chief Executive Officer Eni US Operating Co Inc	8th May, 2014	cash	20,000	10/19/2016	n.a.	n.a.	3 years
Antonio Massimiliano Baldassarre	Managing Director e Resident Mgr Agip Karachaganak BV	8th May, 2014	cash	57,000	10/19/2016	n.a.	n.a.	3 years
Carlo Baldizzone	Managing Director Eni Gas & Power NV	8th May, 2014	cash	37,000	10/19/2016	n.a.	n.a.	3 years
Massimo Bechi	Chief Executive Officer Eni Deutschland GmbH	8th May, 2014	cash	37,000	10/19/2016	n.a.	n.a.	3 years
Claudio Brega	Chief Executive Officer Eniservizi SpA	8th May, 2014	cash	104,500	10/19/2016	n.a.	n.a.	3 years
Guido Brusco	Managing Director Eni Angola Production BV	8th May, 2014	cash	55,000	10/19/2016	n.a.	n.a.	3 years
Paolo Campelli	Managing Director Eni Mozambique Engineering Ltd	8th May, 2014	cash	44,500	10/19/2016	n.a.	n.a.	3 years
Stefano Carbonara	Managing Director Eni Myanmar BV	8th May, 2014	cash	24,000	10/19/2016	n.a.	n.a.	3 years
Francesco Caria	Chairman Eni Gas Transport Services Srl	8th May, 2014	cash	50,500	10/19/2016	n.a.	n.a.	3 years
Fabio Cavanna	Managing Director Eni Ghana E&P Ltd	8th May, 2014	cash	43,000	10/19/2016	n.a.	n.a.	3 years
Marco Coccagna	Chief Executive Officer Eni Corporate University SpA	8th May, 2014	cash	66,000	10/19/2016	n.a.	n.a.	3 years
Franco Conticini	Managing Director Eni Portugal BV	8th May, 2014	cash	15,500	10/19/2016	n.a.	n.a.	3 years
Fabrizio Cosco	Chief Executive Officer Eni Finance International SA	8th May, 2014	cash	17,000	10/19/2016	n.a.	n.a.	3 years
Fabrizio Dassogno	Chairman and Chief Executive Officer Tigàz Zrt	8th May, 2014	cash	50,500	10/19/2016	n.a.	n.a.	3 years
Luca De Caro	Managing Director Eni Muara Bakau BV	8th May, 2014	cash	38,500	10/19/2016	n.a.	n.a.	3 years
Carmine De Lorenzo	Managing Director Eni Venezuela BV	8th May, 2014	cash	52,500	10/19/2016	n.a.	n.a.	3 years
Claudio De Marco	Managing Director Eni International BV	8th May, 2014	cash	86,500	10/19/2016	n.a.	n.a.	3 years
Daniel Fava	Chief Operating Officer Eni Gas & Power France SA	8th May, 2014	cash	47,000	10/19/2016	n.a.	n.a.	3 years
Daniele Ferrari	Chief Executive Officer Versalis SpA	8th May, 2014	cash	220,000	10/19/2016	n.a.	n.a.	3 years
Lorenzo Fiorillo	Chief Executive Officer Eni Congo SA	8th May, 2014	cash	48,500	10/19/2016	n.a.	n.a.	3 years
Alessandro Gelmetti	Managing Director Eni South Africa BV	8th May, 2014	cash	33,500	10/19/2016	n.a.	n.a.	3 years
Andrea Giaccardo	Managing Director Eni Algeria Production BV	8th May, 2014	cash	24,500	10/19/2016	n.a.	n.a.	3 years
Giorgio Guidi	Managing Director Eni Pakistan Ltd	8th May, 2014	cash	27,500	10/19/2016	n.a.	n.a.	3 years
Philip Duncan Hemmens	Managing Director Eni Norge AS	8th May, 2014	cash	69,096	10/19/2016	n.a.	n.a.	3 years
Massimo Maria Insulla	Managing Director Nigerian Agip Oil Company Ltd	8th May, 2014	cash	48,000	10/19/2016	n.a.	n.a.	3 years

(1) Amount assigned by the Board of Directors.

Table No. 1 of Schedule 7 of Annex 3A of Regulation No. 11971/1999
Remuneration plans based on financial instruments

First name and surname or category	Position (to be specified only for individuals listed by name)	FRAME 1 – FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS – Section 2: Newly assigned instruments based on the decision of the competent body for the implementation of the resolution of the Shareholders' Meeting						
		Date of the related shareholders' resolution	Type of financial instruments	Amount assigned (euros)	Assignment date	Possible purchase price of the instruments	Market price at the time of assignment	Vesting period
Giuseppe La Scola	Chairman Versalis Pacific Trading Co Ltd	8th May, 2014	cash	46,000	10/19/2016	n.a.	n.a.	3 years
Vincenzo Larocca	Chief Executive Officer Syndial SpA	8th May, 2014	cash	100,000	10/19/2016	n.a.	n.a.	3 years
Franco Magnani	Chief Executive Officer Eni Trading & Shipping SpA	8th May, 2014	cash	147,500	10/19/2016	n.a.	n.a.	3 years
Adriano Mongini	Managing Director IEOC Production BV	8th May, 2014	cash	98,500	10/19/2016	n.a.	n.a.	3 years
Alessandro Pica	Chief Executive Officer Agenzia Giornalistica Italia SpA	8th May, 2014	cash	45,500	10/19/2016	n.a.	n.a.	3 years
Biagio Pietraroia	Managing Director Agip Caspian Sea BV	8th May, 2014	cash	45,500	10/19/2016	n.a.	n.a.	3 years
Luigi Piro	Managing Director Eni UK Ltd	8th May, 2014	cash	49,000	10/19/2016	n.a.	n.a.	3 years
Marcello Poidomani	Chairman and Managing Director Versalis France Sas	8th May, 2014	cash	57,500	10/19/2016	n.a.	n.a.	3 years
Antonio Protopapa	Chairman and Managing Director Versalis International SA	8th May, 2014	cash	49,000	10/19/2016	n.a.	n.a.	3 years
Stefano Quartullo	Chief Executive Officero Eni France Sarl	8th May, 2014	cash	34,500	10/19/2016	n.a.	n.a.	3 years
Naser Ramadan	General Manager Eni Noth Africa BV	8th May, 2014	cash	65,000	10/19/2016	n.a.	n.a.	3 years
Stephen Howard Ratcliffe	Chairman and Chief Executive Officer Eni Trading & Shipping Inc	8th May, 2014	cash	65,150	10/19/2016	n.a.	n.a.	3 years
Mauro Russo	Chairman and Chief Executive Officer Eni Iberia SLU	8th May, 2014	cash	50,000	10/19/2016	n.a.	n.a.	3 years
Loris Tealdi	Managing Director Eni Iraq BV	8th May, 2014	cash	42,500	10/19/2016	n.a.	n.a.	3 years
Luciano Maria Vasques	Chairman and Chief Executive Officer Tecnomare SpA	8th May, 2014	cash	39,500	10/19/2016	n.a.	n.a.	3 years
Marco Volpati	Managing Director Eni International Resources Ltd	8th May, 2014	cash	39,500	10/19/2016	n.a.	n.a.	3 years
Other Managers with strategic responsibilities Eni(2)	16 managers	8th May, 2014	cash	3.108.000	10/19/2016	n.a.	n.a.	3 years
Other managers	291 managers	8th May, 2014	cash	14,652,206	10/19/2016	n.a.	n.a.	3 years

(2) Other managers who, at the time of assignment and together with the Chief Executive Officer, were permanent members of the Executive Committee of the Company or reported directly to the Chief Executive Officer.

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Publications
Financial Statement pursuant to rule 154-ter paragraph 1
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Integrated Annual Report
Annual Report on Form 20-F
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Fact Book (in Italian and English)
Eni in 2016 (in English)
Interim Consolidated Report as of June 30 pursuant
to rule 154-ter paragraph 2 of Legislative Decree No. 58/1998
Corporate Governance Report pursuant to rule 123-bis
of Legislative Decree No. 58/1998
(in Italian and English)
Remuneration Report pursuant to rule 123-ter
of Legislative Decree No. 58/1998 (in Italian and English)

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