



Ordinary Shareholders' Meeting Resolutions

Eni S.p.A. Ordinary Shareholders' Meeting held on May 14, 2019 resolved:

- to approve the financial statements at December 31, 2018 of Eni S.p.A. which report a net profit amounting to 3,173,442,590.70 euro;
- to allocate the net profit for the period of 3,173,442,590.70 euro, of which 1,660,963,734.84 euro remains following the distribution of the 2018 interim dividend of 0.42 euro per share, resolved by the Board of Directors on September 13, 2018, as follows:
 - the amount of 2,132,000 euro to the reserve required by Article 6, paragraph 2 of Legislative Decree No. 38 of February 28, 2005;
 - to Shareholders in the form of a dividend of 0.41 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the interim dividend for the financial year 2018 of 0.42 euro per share to the extent of remaining net profit and drawing on the available reserve where necessary. The total dividend per share for financial year 2018 therefore amounts to 0.83 euro per share;
 - the payment of the balance of the 2018 dividend in the amount of 0.41 euro per share, payable on May 22, 2019, with an ex-dividend date of May 20, 2019 and a record date of May 21, 2019;
 - the available reserve the amount of net profit remaining after the distribution of the proposed dividend;
- to authorise the Board of Directors - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to proceed with the purchase of shares of the Company, in multiple tranches, for a period of eighteen months from the date of this resolution, for the pursuit of the purpose referred to in the report of the Board of Directors to today's Shareholders' Meeting relating to this item on the agenda, within the time limits and on the conditions set out below:
 - the maximum number of shares to be purchased is equal to 67,000,000 ordinary shares, representing about 1.84% of the share capital of Eni SpA, which currently amounts to €4,005,358,876.00, represented by 3,634,185,330 ordinary shares with no par value, for a total outlay of up to €1,200,000,000. The purchases shall be carried out within the limits of distributable profit and available reserves as reported in the most recent regularly approved financial statements. In connection with purchases of treasury shares, an equal amount of the available reserves or distributable profits will be allocated to a specific restricted reserve as long as the treasury shares are held.
 - the purchases shall be made at a price to be determined on a case-by-case basis, having regard to the procedures selected to execute the transaction and in compliance with any regulatory requirements, including EU rules, or (if applicable) current accepted market practices, which price shall not be more than 10% greater or lower than the official price registered by the Eni SpA stock in the trading session of the Mercato Telematico Azionario, organised and operated by Borsa Italiana SpA, on the day before each individual transaction;
 - purchases of treasury shares shall be executed in such a manner as to ensure equal treatment of shareholders and in compliance with any regulatory requirements, including EU rules, and (if applicable) current accepted market practices and specifically:
 - on regulated markets in accordance with the operating procedures established in the rules on the organisation and operation of the markets themselves, which do not permit the direct matching of buy orders with predetermined sell orders;
 - with the procedures established by market practices accepted by Consob pursuant to Article 13 of Regulation (EU) no. 596/2014 (if applicable); and
 - under the conditions specified in Article 5 of Regulation (EU) no. 596/2014, as specified in the proposed resolution;
- to grant the Board of Directors - with the authority to delegate to the Chief Executive Officer and for the latter to sub-delegate - all powers necessary to execute the resolutions referred to in the previous point, taking all actions required, appropriate, instrumental and/or connected with the successful execution of those resolutions, as well as to provide the market disclosure required by legislation, including EU rules, and (if applicable) current accepted market practices.

In addition Eni's Shareholders Meeting resolves in favour of the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree 58/98.

Documents to be distributed

Eni's Annual Report 2018 (italian edition) including the financial statements of the parent company at December 31, 2018, approved by the Shareholders' Meeting, the consolidated financial statements at December 31, 2018, the management's report- which includes a section on the consolidated non financial statement drafted pursuant to Legislative Decree 254/2016 (transposing Directive 2014/95/EU) - the certification pursuant to article 154-bis, paragraph 5, of Legislative Decree 58/1998, the report of the statutory auditors and the report of the external auditors is available at the company's registered office in Rome, Piazzale Enrico Mattei, 1, at Borsa Italiana S.p.A. (italian stock exchange) and at the centralized storage device authorised by Consob called "Info" - which can be consulted on the website www.info.it.

The minutes of the Meeting will be available under law provisions.

The Report on corporate governance and shareholding structure and the Remuneration report are also available at Eni S.p.A. registered office, Borsa Italiana S.p.A. (Italian Stock Exchange) and at the centralized storage device authorised by Consob called "Info" - which can be consulted on the website www.info.it.

The above-mentioned documents are also available free of charge on the Company website (www.eni.com) and may be requested by e-mail at segreteria societaria.azionisti@eni.com or by calling the Toll-Free number 800940924 for calls from Italy and 80011223456 for calls from outside Italy, after dialling the international access code.

Payment of year 2018 final dividend

Eni S.p.A. Shareholders' Meeting resolved to pay final dividends on May 22, 2019, coupon No. 32, being the ex-dividend date May 20, 2019 and the record date May 21, 2019. Dividends are not entitled to tax credit and, depending on the receiver, are subject to a withholding tax on distribution or are partially cumulated to the receiver's taxable income.

In order to exercise the rights incorporated in the shares owned, Shareholders holding shares not yet in dematerialized form shall first deliver these shares to an authorized intermediary, who will have them dematerialized in the Central Depository System.

The payment of dividends to Beneficial Owners of ADRs, each of them representing two Eni shares, listed on the New York Stock Exchange, will be executed through Citibank N.A.