



## Notice of Ordinary and Extraordinary Shareholders' Meeting 2014

### Notice of Ordinary and Extraordinary Shareholders' Meeting

Shareholders of Eni S.p.A. (hereinafter "Eni" or "Company") are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting, which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, pedestrian entrance on Passeggiata del Giappone, on May 8, 2014 at 10:00 a.m. (CET) on single call, to discuss and decide on the following

#### Agenda

1. Eni S.p.A. financial statements at December 31, 2013. Related resolutions. Eni consolidated financial statements at December 31, 2013. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.
2. Allocation of net profit.
3. Authorisation of buy-back plan of Eni shares after first cancelling the previous buy-back plan authorised by the Shareholders' Meeting on May 10, 2013, with respect to that portion not implemented. Related and consequent resolutions.
4. Amendments to the By-laws: Article 17 and new Article 17-*bis*.
5. Amendments to the By-laws: Article 16.
6. Determination of the number of members of the Board of Directors.
7. Determination of the Directors' term of office.
8. Appointment of the Directors.
9. Appointment of the Chairman of the Board of Directors.
10. Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.
11. Resolutions pursuant to Article 23-*bis*, paragraph 5-*quinquies*, of Decree-law No. 201 of December 6, 2011, ratified with Law No. 214 of December 22, 2011, as most recently amended by Article 84-*ter* of Decree-law No. 69 of June 21, 2013, ratified with amendments with Law No. 98 of August 9, 2013.
12. Appointment of the Statutory Auditors.
13. Appointment of the Chairman of the Board of Statutory Auditors.
14. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.
15. Allowance for the Magistrate of the Court of Auditors responsible for monitoring the financial management of Eni.
16. Long-Term Monetary Incentive Plan (2014-2016).
17. Remuneration report: policy on remuneration.

Item no. 4 on the agenda was added at the request of the Shareholders the Ministry for the Economy and Finance and Cassa Depositi e Prestiti S.p.A. pursuant to Article 2367 of the Italian Civil Code.

Item no. 11 on the agenda was provided in accordance with the provisions of law cited and the related resolution will depend on the proposals that will be presented by the Shareholders.

### Right to attend and to vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance, hereinafter "T.U.F.") and Article 13.2 of the By-laws, those entitled to attend and to vote at the Shareholders' Meeting are those on behalf of whom the intermediary - authorized pursuant to applicable regulations - has sent to the Company the statement certifying entitlement to the relative right, at the end of the seventh trading day prior to the date of the Shareholders' Meeting on single call (April 28, 2014 - the record date). The statement must be received by Eni by the end of the third trading day (May 5, 2014) prior to the date scheduled for the Shareholders' Meeting. The right to attend and to vote in the Shareholders' Meeting remains even if the statement is received by the Company after the deadline indicated above, as long as it is received by the opening of the Shareholders' Meeting. Those who become Shareholders only after the record date shall not be entitled to attend or vote at the Shareholders' Meeting. Please note that the statement is sent to Eni by the intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the intermediary that keeps the related accounts to send the aforementioned statement to the Company. Any requests for prior notice or fees requested at fulfilling the duties of the intermediary are not ascribable to the Company. In order to attend the Shareholders' Meeting, 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, and shall then request the above-mentioned statement of attendance.

### Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-*ter* of the T.U.F., those entitled to vote may ask questions on items on the agenda prior to the Shareholders' Meeting: the questions must be received by the Company no later than 6:00 p.m. (CET) on May 5, 2014; the Company does not guarantee an answer to the questions received after that deadline. The questions may be sent: a) by mail to the following address:

*Eni S.p.A.  
Segreteria Societaria  
(Domande Assemblea maggio 2014)  
Piazzale Enrico Mattei, 1  
00144 Roma - Italy*

b) by fax addressed to the Eni Corporate Secretary's Office (Segreteria Societaria) at +39 06 598 22 233, c) by e-mail at the address [segreteriasocietaria.azionisti@eni.com](mailto:segreteriasocietaria.azionisti@eni.com), or d) through the appropriate section of the Company's



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website. The interested parties must provide the information and documentation certifying the entitlement to the right, in compliance with the procedures specified on the website. Questions received by the aforementioned deadline shall be answered: a) prior to the Shareholders' Meeting, also through publication of the answer in the appropriate section of the Company's website. The Company shall provide a single answer to questions having the same content. No reply is due when the requested information is available in "question and answer" form in the appropriate section of the Company's website or when the answer has already been published in that section; b) during the Shareholders' Meeting; an answer is deemed given during the Shareholders' Meeting when set out in the documentation made available to each attendee who is entitled to vote.

### **Addition of items to the agenda of the Shareholders' Meeting and proposed resolutions on the items on the agenda**

Pursuant to Article 126-*bis* of the T.U.F. and in accordance with the provisions of Article 13.1 of the By-laws, Shareholders who, severally or jointly, represent at least one fortieth of the Eni share capital, may ask, within ten days from the date of publication of this notice, to add other items to the agenda, specifying the additional proposed items in their request or presenting proposed resolutions on items already on the agenda. Matters upon which, according to law, the Shareholders' Meeting must resolve upon a proposal of the Board of Directors or on the basis of a project or report of the Board of Directors other than the report on the items in the agenda, may not be added to the agenda. Requests, together with the certificate attesting ownership of Eni shares, are submitted in writing to the Company's registered office by registered letter with return receipt or by certified email to the address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com). Moreover, a report on the proposed issues must be sent to the Company's Board of Directors by the Shareholders requesting the addition of items, in the same manner and within the same deadline. In any case, proposed resolutions on the items in the agenda may be presented individually at the Shareholders' Meeting by persons entitled to vote. Any further information is available on the Company's website.

### **How to vote by proxy**

Pursuant to Article 135-*novies* of the T.U.F. and Article 14.1 of the By-laws, parties entitled to vote may appoint a representative in the Shareholders' Meeting, in the manner specified by the law. The proxy may be notified to the Company: a) by mail, at the following address:

*Eni S.p.A.  
Segreteria Societaria  
(Delega Assemblea maggio 2014)  
Piazzale Enrico Mattei, 1  
00144 Rome - Italy*

b) by fax to the Eni Corporate Secretary's Office (Segreteria Societaria) at +39 06 598 22 233, c) by certified email to the following address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or d) through the appropriate section of the Company's website, according to the procedures specified therein. The proxy and related voting instructions can be revoked at any time. A proxy form is available on the Company's website and at the Company's registered office.

### **Shareholders' Representative designated by the Company**

Pursuant to Article 135-*undecies* of the T.U.F. and Article 14.5 of the By-laws, the Company has designated Mr Dario Trevisan as the representative to whom Shareholders may confer the proxy free of charge, with voting instructions on all or part of the proposals on the agenda. In this case, the proxy must be conferred by signing the related proxy form available on the Company's website or at the Company's registered office. The form must be mailed to the following address and received by May 6, 2014:

*Mr Dario Trevisan  
Viale Majno, 45  
20122 Milano - Italy*

The proxy and related voting instructions can be revoked by the above deadline. The proxy shall not be valid for proposals for which no voting instructions have been provided.

For any further information, please visit the Company's website. Shareholders' Representative is available for further clarifications at toll-free number 800 134 679 and at the e-mail address [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

### **How to vote by mail**

Pursuant to Article 127 of the T.U.F. and Article 14.3 of the By-laws, voting may also be exercised by mail in accordance with the applicable regulations.

The "Vote by Mail Form", which is available on the Company's website or at the Company's registered office, may also be mailed by the Corporate Secretary's Office to any Shareholders who request it, together with the relative envelope. The "Vote by Mail Form" - duly filled in and signed - must be mailed to the Corporate Secretary's Office at the following address, and received by May 7, 2014:

*Eni S.p.A.  
Segreteria Societaria  
(Voto per corrispondenza Assemblea maggio 2014)  
Piazzale Enrico Mattei, 1  
00144 Roma - Italy*

For those who wish to use the voting form available on the website, the related procedure for sending the form is specified on the website. Voting forms received after the specified deadline or which have not been signed shall not be counted in the initial or the voting quorum of the Shareholders' Meeting. The vote by mail is exercised



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directly by the holder of the voting right and is exercised separately for each of the resolutions proposed. The vote may be revoked with a written statement notified to the Company by May 7, 2014, or by way of an express statement issued by the holder during the course of the Shareholders' Meeting.

### Information regarding ADRs holders

Beneficial Owners of ADRs, listed on the New York Stock Exchange, each ADR representing two Eni ordinary shares, who are recorded in the Eni ADRs register of The Bank of New York Mellon, the ADR Depositary, by March 31, 2014, will be entitled to participate in the Meeting, to delegate the exercise of their voting right or to exercise votes by mail, after having complied with the deposit and registration requirements contained in the "ADR Deposit Agreement". Beneficial Owners who have taken advantage of the Proxy Vote or Vote by Mail options are also entitled to attend the Meeting upon written request to be made to The Bank of New York Mellon.

### Appointment of the Directors and the Statutory Auditors

Pursuant to Articles 147-ter and 148 of the T.U.F. and Articles 17.3 and 28.2 of the By-laws, the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of slates presented by the Shareholders. Only those Shareholders who, severally or jointly, represent at least 0.5% of the share capital are entitled to submit a slate. Ownership of the minimum holding needed to submit slates is determined with regard to the shares registered to the Shareholder on the date on which the slates are filed with the Company. Related certification may be submitted after the filing provided that it is sent by 6:00 p.m. (CET) on April 17, 2014.

The slates must be filed at the Company's registered office by April 13, 2014, automatically extended to April 14, 2014 (the first subsequent business day), together with the additional documentation required by applicable law and regulations. For further information on the filing of slates using remote communication methods, please contact the Corporate Secretary's Office at the email address [segreteria.societaria.azionisti@eni.com](mailto:segreteria.societaria.azionisti@eni.com) or call the toll-free number 800 940 924.

For the submission, filing and publication of slates, please refer to the provisions of Articles 17 and 28 of the By-laws, the Company's website and the report on the items on the agenda of the Shareholder's Meeting, which will be available on the aforementioned website as provided by law.

Articles 17.3 and 28.2 of the By-laws contain specific provisions on the composition of the slates aimed at ensuring compliance with the rules on gender balance on company boards, pursuant to Law no. 120 of July 12, 2011. Since this is the first time that this rule has been applied, under the law at least one-fifth of the Director and Statutory Auditor positions to be appointed must be filled by the less-represented gender. Therefore (i) pursuant to Article 17.3 of the By-laws, slates submitted by

Shareholders for the Board of Directors that contain three or more candidates must include at least one member of the less-represented gender among the candidates indicated; (ii) pursuant to Article 28.2 of the By-laws, slates submitted by Shareholders which compete for the appointment of the majority of the Board of Statutory Auditors must contain candidates of different genders in the section for standing Statutory Auditors since, by law, at least one such Statutory Auditor must be a member of the less-represented gender. If two candidates are indicated in the section for alternate Statutory Auditors, they must be of different genders.

As to item no. 4 on the agenda ("Amendments to the By-laws: Article 17 and new Article 17-bis"), the Shareholders the Ministry for the Economy and Finance and Cassa Depositi e Prestiti S.p.A. submitted a proposal to amend the By-laws to introduce additional integrity requirements for Directors and the related causes for ineligibility and disqualification. Therefore Shareholders are advised to take due account of the possibility that this change shall be approved and that, as a result, the requirements for the appointment of Directors may be modified.

The Board of Directors has expressed its position on the composition of the new Board to the Shareholders, and that opinion has been made public and will be attached to the report on the items on the agenda of the Shareholder's Meeting. The Corporate Governance Code, which the Company adopts, encourages Shareholders to consider their choices in the light of this opinion in submitting their slates.

Furthermore, the Corporate Governance Code underlines that the previous timely disclosure to the market by Shareholders controlling the issuer (or, if there are not, shareholders who have a significant influence on it) of any proposal to be submitted to the Shareholders' Meeting in relation to topics on which directors did not formulate proposal, is a good practice, if such Shareholders do not plan to or cannot formulate in advance such proposals pursuant to Article 126-bis of the T.U.F.

The slates shall be made available to the public by April 17, 2014 at the Company's registered office, through Borsa Italiana S.p.A. and on the Company's website.

### Request for information and the website of the Company

Any further information related to the Shareholders' Meeting, in particular concerning the procedures for exercising rights, can be obtained by visiting the Company's website - [www.eni.com](http://www.eni.com) - or by writing to the email address [segreteria.societaria.azionisti@eni.com](mailto:segreteria.societaria.azionisti@eni.com). In addition, the following numbers may be called:

- Toll-Free Number: 800 940 924 - from Italy only.
- Toll-Free Number: + 800 112 234 56 - from outside Italy.
- Fax number: +39 06 598 22 233.

### Information documents

The documentation concerning the items on the agenda, the full texts of the resolution proposals, together with the

Company share capital Euro 4,005,358,876.00 full paid up  
Rome Company Register, Tax Identification Number 0484960588  
VAT number 00905811006, R.E.A. Rome n. 756453

Branches:  
Via Emilia, 1 and Piazza Ezio Vanoni, 1  
20097 San Donato Milanese (Milan) - Italy



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explanatory reports requested by the applicable law, will be available to the public - in accordance with the statutory time limits - at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website [www.eni.com](http://www.eni.com), in the section "Shareholders' Meeting".

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Any experts, financial analysts or journalists who wish to be present at the Shareholders' Meeting must submit an appropriate request - by mail or fax at +39 06 598 22 233 - to the Eni Corporate Secretary's Office (Segreteria Societaria) by May 2, 2014.

Those who are entitled to attend the Shareholders' Meeting are invited to arrive before the scheduled starting time of the Meeting, so as to facilitate admission procedures; registration operations shall be carried out at the venue of the Shareholders' Meeting starting from 9:00 a.m. (CET).

*The Chairman of the Board of Directors  
Giuseppe Recchi*