



## Ordinary and Extraordinary Shareholders' Meeting – May 8, 2014

### Summary Report of the votes

as of art. 125-*quater*, par. 2, Legislative Decree n. 58 of February 24, 1998

**Item 1 of the agenda:** 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.

**Resolution:** Shareholders' Meeting approved the financial statements at December 31, 2013 of Eni S.p.A. which report a net profit amounting to 4,409,777,928.34 euro.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,963	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,710,357	60.06051 %	99.79409 %
In favour	2,180,075,712	59.98802 %	99.67364 %
Against	507,013	0.01395 %	0.02318 %
Abstentions	2,127,632	0.05854 %	0.09728 %
Shares on which no vote was expressed	4,503,606	0.12392 %	0.20591 %

**Item 2 of the agenda:** Allocation of net profit.

**Resolution:** Shareholders' Meeting resolved to allocate the net profit for the period of 4,409,777,928.34 euro, of which 2,417,239,554.69 euro remains following the distribution of the 2013 interim dividend of 0.55 euro per share, resolved by the Board of Directors on September 19, 2013, as follows:

- the amount of 176,184,575.82 euro to the reserve required by Article 6, paragraph 1, letter a) of Legislative Decree No. 38 of February 28, 2005;
- to Shareholders in the form of a dividend of 0.55 euro per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, thus completing payment of the dividend for the financial year 2013. The total dividend per share for financial year 2013 therefore amounts to 1.10 euro per share;
- the payment of the balance of the 2013 dividend in the amount of 0.55 euro, payable on May 22, 2014, with an ex-dividend date of May 19, 2014 and a record date of May 21, 2014.

### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,963	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,705,357	60.06038 %	99.79387 %
In favour	2,173,751,997	59.81401 %	99.38452 %
Against	4,536,463	0.12483 %	0.20741 %
Abstentions	4,416,897	0.12154 %	0.20194 %
Shares on which no vote was expressed	4,508,606	0.12406 %	0.20613 %

**Item 3 of the agenda: 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.**

**Resolution:** Shareholders' Meeting resolved as follows:

- to cancel, for the portion not yet implemented as of the date of the Shareholders' Meeting, the authorisation to the Board of Directors to acquire treasury shares as resolved by the Shareholders' Meeting of May 10, 2013;
- to authorise the Board of Directors, pursuant to Article 2357 of the Italian Civil Code, to purchase on the Mercato Telematico Azionario - in one or more transactions and in any case within 18 months from the date of this resolution - up to a maximum of 363,000,000 (three hundred and sixty-three million) ordinary Eni shares, for a total amount of no more than 6,000,000,000.00 euro (six billion euro and zero cents), including, respectively, the number and the value of treasury shares purchased subsequent to the Shareholders Meeting of July 16, 2012 authorising the share buy-back, at a unit price of no less than 1.102 euro (one point one zero two euro) and not more than the official price reported by Borsa Italiana for the shares on the trading day prior to each individual transaction, plus 5%, in accordance with the procedures established in the Rules of the Markets organised and managed by Borsa Italiana S.p.A. In order to respect the limit envisioned in the third paragraph of Article 2357 of the Italian Civil Code, the number of shares to be acquired and the relative amount shall take into account the number and amount of Eni shares already held in the portfolio;
- to grant the Board of Directors all the broadest powers to execute this resolution, including through the use of delegation, including the possible assignment of tasks to intermediaries authorised pursuant to law, with the speed held to be appropriate for the interests of the Company, as permitted by applicable regulations, in the manner envisaged in Article 144-bis, paragraph 1, letter b) of the Issuers' Regulation, taking into account market practices inherent to the acquisition of treasury shares admitted by Consob pursuant to Article 180, paragraph 1, letter c) of the T.U.F., with Resolution No. 16839 of March 19, 2009, as well as EC Regulation No. 2273/2003 of December 22, 2003, where applicable.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,963	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,780,357	59.97989 %	99.66013 %
In favour	2,170,163,810	59.71528 %	99.22046 %
Against	5,212,032	0.14342 %	0.23830 %
Abstentions	4,404,515	0.12120 %	0.20138 %
Shares on which no vote was expressed	7,433,606	0.20455 %	0.33987 %

#### Item 4 of the agenda: Amendments to the By-laws: Article 17 and new Article 17-bis.

With reference to the point 4 of the agenda, regarding the amendments to Article 17.3 of the By-laws of Eni S.p.A. and the addition of the new article 17-bis relating to the integrity requirements and the related grounds for ineligibility and forfeiture for Directors, the Shareholders' Meeting did not approve the proposal presented.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,773,757	59.97971 %	99.65983 %
In favour	1,300,442,615	35.78361 %	59.45658 %
Against	851,549,138	23.43164 %	38.93305 %
Abstentions	27,782,004	0.76446 %	1.27020 %
Shares on which no vote was expressed	7,440,201	0.20473 %	0.34017 %

#### Item 5 of the agenda: Amendments to the By-laws: Article 16.

**Resolution:** Shareholders' Meeting resolved to approve the amendments to Article 16.2 of the By-laws relating to the single call of the Shareholders' Meeting.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,773,257	59.97969 %	99.65981 %
In favour	2,173,159,064	59.79770 %	99.35741 %
Against	44,900	0.00124 %	0.00205 %
Abstentions	6,569,293	0.18076 %	0.30035 %
Shares on which no vote was expressed	7,440,701	0.20474 %	0.34019 %

**Item 6 of the agenda: Determination of the number of members of the Board of Directors.**

**Resolution:** Shareholders' Meeting set the number of the Directors at nine.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,707,857	60.06044 %	99.79398 %
In favour	2,177,700,403	59.92266 %	99.56504 %
Against	503,052	0.01384 %	0.02300 %
Abstentions	4,504,402	0.12395 %	0.20594 %
Shares on which no vote was expressed	4,506,101	0.12399 %	0.20602%

**Item 7 of the agenda: Determination of the Directors' term of office.**

**Resolution:** Shareholders' Meeting set the term of the office of the Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2016 Financial Statements.

### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,710,182	60.06051 %	99.79409 %
In favour	2,175,121,975	59.85171 %	99.44715 %
Against	2,627,531	0.07230 %	0.12013 %
Abstentions	4,960,676	0.13650 %	0.22680 %
Shares on which no vote was expressed	4,503,776	0.12393 %	0.20591 %

### Item 8 of the agenda: Appointment of the Directors.

**Resolution:** Shareholders' Meeting appointed as Directors:

- Emma Marcegaglia <sup>(1)\*</sup>;
- Claudio Descalzi <sup>(1)</sup>;
- Andrea Gemma <sup>(1)\*</sup>;
- Pietro A. Guindani <sup>(2)\*</sup>;
- Karina A. Litvack <sup>(2)\*</sup>;
- Alessandro Lorenzi <sup>(2)\*</sup>;
- Diva Moriani <sup>(1)\*</sup>;
- Fabrizio Pagani <sup>(1)\*</sup>;
- Luigi Zingales <sup>(1)\*</sup>.

<sup>(1)</sup> Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.335% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

<sup>(2)</sup> Drawn from the slate of candidates presented by a group of Italian and Foreign Institutional Investors, owning, jointly, approximately the 0.703% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

\* Candidate who declared to possess the qualification of independence pursuant to Articles 148, paragraph 3 of the Legislative Decree n. 58 of February 24, 1998 and Article 3 of the Corporate Governance Code.

### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,333,958	60.18774 %	100.00000 %
Shares on which a vote was expressed	2,187,310,848	60.18710 %	99.99894 %
Votes in favour to the slate filed by the Ministry of Economy and Finance	1,249,499,662	34.38184 %	57.12432 %

Votes in favour to the slate filed by the Institutional Investors	919,513,554	25.30178 %	42.03810 %
Against all the slates	10,013,391	0.27553 %	0.45779 %
Abstentions	8,284,241	0.22795 %	0.37874 %
Shares on which no vote was expressed	23,110	0.00064 %	0.00106 %

**Item 9 of the agenda: Appointment of the Chairman of the Board of Directors.**

**Resolution:** Shareholders' Meeting appointed Emma Marcegaglia as Chairwoman of the Board of Directors.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,708,357	60.06046 %	99.79400 %
In favour to the proposal presented by the Ministry of Economy and Finance	2,143,241,789	58.97448 %	97.98958 %
Against	28,419,592	0.78201 %	1.29935 %
Abstentions	11,046,976	0.30397 %	0.50507 %
Shares on which no vote was expressed	4,505,601	0.12398 %	0.20600 %

**Item 10 of the agenda: Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.**

**Resolution:** Shareholders' Meeting set the annual remuneration of the Chairwoman of the Board and of the others Directors at 90,000 euro and 80,000 euro pre-tax, respectively.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,186,066,453	60.15286 %	100.00000 %

Shares on which a vote was expressed	2,181,554,752	60.02871 %	99.79362 %
In favour to the proposal presented by the Ministry of Economy and Finance	1,303,480,753	35.86721 %	59.62677 %
Against	771,474,660	21.22827 %	35.29054 %
Abstentions	106,599,339	2.93324 %	4.87631 %
Shares on which no vote was expressed	4,511,701	0.12415 %	0.20638 %

Item 11 of the agenda: 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.

**Resolution:** Shareholders' Meeting resolved to reduce the remuneration of the Directors with delegated powers 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. 60 of June 21, 2013, ratified with amendments with Law No. 98 of August 9, 2013; the remuneration which may be determined by the Board of Directors for the Directors with delegated powers must comply with the criteria pursuant to paragraph 5-quater and 5-sexies of the aforementioned article; also the maximum amount possible payable to the Chief Executive Officer shall also include the remuneration for any eventual business relationship or any other relation with the company or its subsidiaries and affiliates. The remuneration of the Chairwoman, which may be determined by the Board of Directors, cannot exceed 238,000 euro, including the remuneration for the position of Director set by the Shareholders' meeting.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,958	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,775,456	59.97975 %	99.65991%
In favour to the proposal presented by the Ministry of Economy and Finance	2,164,477,460	59.55881 %	98.96048 %
Against	4,095,028	0.11268 %	0.18723 %
Abstentions	11,202,968	0.30827 %	0.51220 %
Shares on which no vote was expressed	7,438,502	0.20468 %	0.34009 %

**Item 12 of the agenda: Appointment of the Statutory Auditors.**

**Resolution:** Shareholders' Meeting appointed the Statutory Auditors. The term of office of the Board of Statutory Auditors is three financial years, expiring on the date of the Shareholders' Meeting convened to approve Eni S.p.A. 2016 Financial Statements. The Statutory Auditors are:

- Matteo Caratozzolo, Effective Auditor <sup>(2)</sup>;
- Paola Camagli, Effective Auditor <sup>(1)</sup>;
- Alberto Falini, Effective Auditor <sup>(1)</sup>;
- Marco Lacchini, Effective Auditor <sup>(2)</sup>;
- Marco Seracini, Effective Auditor <sup>(1)</sup>;
- Stefania Bettoni, Alternate Auditor <sup>(1)</sup>;
- Mauro Lonardo, Alternate Auditor <sup>(2)</sup>.

<sup>1)</sup> Drawn from the slate of candidates presented by the shareholder Ministry of Economy and Finance, owning, directly, the 4.335% of the Eni S.p.A. share capital, voted by the majority of the shareholders who have participated in the Shareholders' Meeting.

<sup>(2)</sup> Drawn from the slate of candidates presented by a group of Italian and Foreign Institutional Investors, owning, jointly, approximately the 0.703% of the Eni S.p.A. share capital, voted by the minority of the shareholders who have participated in the Shareholders' Meeting.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,333,958	60.18774 %	100.00000 %
Shares on which a vote was expressed	2,173,411,338	59.80464 %	99.36349 %
Votes in favour to the slate filed by the Ministry of Economy and Finance	1,160,625,614	31.93634 %	53.06120 %
Votes in favour to the slate filed by the Institutional Investors	927,440,963	25.51991 %	42.40052 %
Against all the slates	7,256,541	0.19967 %	0.33175 %
Abstentions	78,088,220	2.14871 %	3.57002 %
Shares on which no vote was expressed	13,922,620	0.38310 %	0.63651 %

**Item 13 of the agenda: Appointment of the Chairman of the Board of Statutory Auditors.**

**Resolution:** Shareholders' Meeting appointed as Chairman of the Board of Statutory Auditors Matteo Caratozzolo, the first effective auditor of the minority list that has received the majority of votes.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders'	1,093,482,342	30.08879 %	100.00000 %



Meeting			
Shares on which a vote was expressed	1,088,971,278	29.96466 %	99.58746 %
In favour	1,083,087,749	29.80277 %	99.04940 %
Against	303,818	0.00836 %	0.02778 %
Abstentions	5,579,711	0.15353 %	0.51027 %
Shares on which no vote was expressed	4,511,064	0.12413 %	0.41254 %

**Item 14 of the agenda: Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.**

**Resolution:** Shareholders' Meeting set the Chairman of the Board of Statutory Auditors' annual remuneration and of the effective Statutory Auditors at 80,000 euro and 70,000 euro pre-tax, respectively.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,957	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,704,755	60.06036 %	99.79384 %
In favour to the proposal presented by the Ministry of Economy and Finance	1,964,509,735	54.05640 %	89.81790 %
Against	171,849,265	4.72869 %	7.85699 %
Abstentions	46,345,755	1.27527 %	2.11894 %
Shares on which no vote was expressed	4,509,202	0.12408 %	0.20616 %

**Item 15 of the agenda: Allowance for the Magistrate of the Court of Auditors responsible for monitoring the financial management of Eni.**

**Resolution:** Shareholders' Meeting confirmed the delegation of authority to the Board to determine the allowance for the Magistrate of the Court of Auditors responsible for monitoring the financial management of Eni.

#### Vote result

	Number of shares	% Share capital	% of shares in attendance to the
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			meeting
Shares represented at the Shareholders' Meeting	2,187,213,957	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,182,681,605	60.05972 %	99.79278 %
In favour to the proposal presented by the Ministry of Economy and Finance	2,050,210,199	56.41457 %	93.73615 %
Against	53,134,421	1.46207 %	2.42932 %
Abstentions	79,336,985	2.18307 %	3.62731 %
Shares on which no vote was expressed	4,532,352	0.12471 %	0.20722 %

**Item 16 of the agenda: Long-Term Monetary Incentive Plan (2014-2016).**

**Resolution:** Shareholders' Meeting resolved to approve the Long-Term Monetary Incentive Plan (2014-2016) according to the conditions provided by the informative document available on the Eni website.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,963	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,775,357	59.97975 %	99.65990 %
In favour	2,101,579,289	57.82807 %	96.08476 %
Against	50,547,374	1.39089 %	2.31104 %
Abstentions	27,648,694	0.76079 %	1.26411 %
Shares on which no vote was expressed	7,438,606	0.20468 %	0.34010 %

**Item 17 of the agenda: Remuneration report: policy on remuneration.**

**Resolution:** Shareholders Meeting resolved in favour of the first section of the Remuneration report pursuant to Article 123-ter of the Legislative Decree n. 58 of February 24, 1998.

**Vote result**

	Number of shares	% Share capital	% of shares in attendance to the meeting
Shares represented at the Shareholders' Meeting	2,187,213,963	60.18444 %	100.00000 %
Shares on which a vote was expressed	2,179,780,357	59.97989 %	99.66013 %
In favour	2,097,518,517	57.71633 %	95.89910 %
Against	45,607,742	1.25496 %	2.08520 %
Abstentions	36,654,098	1.00859 %	1.67584 %
Shares on which no vote was expressed	7,433,606	0.20455 %	0.33987 %