



## Notice of Ordinary Shareholders' Meeting 2017

### Notice of Ordinary Shareholders' Meeting

Shareholders of Eni S.p.A. (hereinafter "Eni" or "Company") are hereby invited to attend the Ordinary Shareholders' Meeting, which will be held in Rome, Piazzale Enrico Mattei, 1, 00144, pedestrian entrance on Passeggiata del Giappone (Piazza della Stazione Enrico Fermi), on April 13, 2017 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, 2016. Related resolutions. Eni consolidated financial statements at December 31, 2016. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.
2. Allocation of net profit.
3. Determination of the number of members of the Board of Directors.
4. Determination of the Directors' term of office.
5. Appointment of the Directors.
6. Appointment of the Chairman of the Board of Directors.
7. Determination of the remuneration of the Chairman of the Board of Directors and of the Directors.
8. Appointment of the Statutory Auditors.
9. Appointment of the Chairman of the Board of Statutory Auditors.
10. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the standing Statutory Auditors.
11. Long term incentive Plan 2017-2019 and disposal of Eni treasury share to serve the Plan.
12. Remuneration report (Section I): policy on remuneration.

#### 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 4, 2017 - the record date). The statement must be received by Eni by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (April 10, 2017). 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, those 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 on April 10, 2017; 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 aprile 2017)  
Piazzale Enrico Mattei, 1  
00144 Roma - Italia;*

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), d) by certified e-mail at the address [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or e) through the appropriate section of the Company's 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 also deemed given during the



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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 statement provided by the intermediary authorized 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. The order in which the items on the agenda will be put to vote is established by the Chairman of the Shareholders' Meeting. 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 aprile 2017)  
Piazzale Enrico Mattei, 1  
00144 Roma - Italia;*

b) by fax to 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, within the end of the second trading day prior to the date scheduled for the Shareholders' meeting (April 11, 2017) to the following address and received by:

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

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 Articles 127 of the T.U.F. and 140 and following of Consob Issuers' Regulation 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 April 12, 2017:

*Eni S.p.A.  
Segreteria Societaria  
(Voto per corrispondenza  
Assemblea aprile 2017)  
Piazzale Enrico Mattei, 1  
00144 Roma - Italia*

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 directly by the holder of the voting right and is exercised



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separately for each of the resolutions proposed. The vote may be revoked with a written statement notified to the Company by April 12, 2017, 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 6, 2017, 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 statement provided by the intermediary authorized may be submitted to the Company after the filing provided that it is sent by 6:00 p.m. (CET) on March 23, 2017.

The slates must be filed at the Company's registered office by March 19, 2017, automatically extended to March 20, 2017 (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.

With reference to the appointment of the Statutory Auditors, if as of the deadline noted above (March 20, 2017) only one slate, or only slates presented by shareholders who are affiliated pursuant to Article 144-quinquies of the Consob Issuers Regulation, have been deposited, the

deadline for presenting slates pursuant to Article 144-sexies paragraph 5 of the Consob Issuers Regulation shall be postponed until the third day following that date (i.e. by 6:00 p.m. (CET) on March 23, 2017). Compliance with said deadline is necessary in order to enable the Company to publish the slates submitted by the shareholders by the time limit provided for by Article 144-octies of the Consob Issuers Regulation, which is also March 23, 2017). In such case, the threshold established for the presentation of slates is reduced by half (i.e. 0.25% of the share capital).

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. Under the law at least one-third 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) the law provides that the number of members of the less-represented gender must be at least three, therefore the slates competing to appoint the majority of the members of the Board of Directors must include at least two candidates of the less-represented gender.

With reference to the appointment of the Statutory Auditors, pursuant to Article 28.2 of the By-laws, slates submitted by Shareholders that, considering both sections together (i.e. standing and alternate Statutory Auditors), contain three or more candidates shall include, in the section for standing Statutory Auditors, at least one candidate of different gender, since, by law, at least two such Statutory Auditors must be members of the less-represented gender. If two candidates are indicated in the section for alternate Statutory Auditors, they must be of different genders.

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 March 23, 2017 at the Company's registered office, through Borsa Italiana S.p.A. and on the Company's website.



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### **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 explanatory reports requested by the applicable law, will be available to the public - in accordance with the legal time limits - at the Company's registered office, at Borsa Italiana S.p.A., at the centralized storage device authorised by Consob called "1Info" - which can be consulted on the website [www.1info.it](http://www.1info.it), 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 April 11, 2017.

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*

*Emma Marcegaglia*