

FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE

pursuant to article 135-*undecies* of the Consolidated Financial Law Leg. Decree 58/98

Mr. Dario Trevisan, attorney, born in Milan on May, 4, 1964, resident in Milan, Viale Majno n. 45, Tax Code TRVDRA64E04F205I, as the "Designated Representative" of Eni S.p.A., who can be replaced by Ms Camilla Clerici, attorney, born in Genoa on January 19, 1973 (Tax Code CLRCLL73A59D969J), or Mr Giulio Tonelli, attorney, born in La Spezia on February 27, 1979, (C.F. TNLGLI79B27E463Q), both residing in Milano, Viale Majno n. 45 (hereafter all referred to as the "Designated Representative"), pursuant to Article 135-*undecies* of the Leg. Decree no. 58/1998 ("TUF"), shall proceed to collect proxies for the Ordinary Shareholders' Meeting of Eni S.p.A. called in Roma, Piazzale Enrico Mattei 1, on **Wednesday May 13, 2015** at 10:00 a.m., on single call to discuss and deliberate on the following:

Agenda

1. Eni S.p.A. financial statements at December 31, 2014. Related resolutions. Eni consolidated financial statements at December 31, 2014. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.
2. Allocation of net profit.
3. Remuneration report (Section I): policy on remuneration.

with the terms and procedures set out in the call notice published on the website of the Company on April 2, 2015.

Those entitled to vote who are willing to confer proxy to the Designated Representative are required to give instructions to the Intermediary that keeps the related accounts to send the statement certifying the ownership of the relative right at the end of May 4, 2015 (*record date*).

Pursuant to art. 135-*undecies* of TUF , proxy and voting instructions may be revoked within May 11, 2015, with the terms and procedures set out for their conferment.

The conferment of the proxy and voting instructions authorised by signing the form does not entail any expense for the delegating shareholder.

Mr. Dario Trevisan, attorney, declares that there are no conflicts of interest, either on his part or of any of his replacements, pursuant to art. 135-*decies* of TUF.

PROXY FORM

(Section to be communicated to Company through the Designated Representative)

The person with voting right _____ place of birth _____ date of
birth _____ address _____ Street _____
Tax Code _____

Data may be filled in by the delegating shareholder
– communication no. *(identification of the communication provided by the intermediary)*
– identification codes, if present
– places or numbers where the delegating shareholder can be reached
Phone Number _____ E-mail Address _____

- delegates to the Designated Representative, to attend and vote in the aforementioned Shareholders' Meeting, as per instructions provided him/her in reference to no. _____ shares registered in the securities account no. _____ at *(depository intermediary)* _____ ABI _____ CAB _____
- declares

- to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions only for some of the proposed resolutions on the agenda and that, in this case, the vote shall be exercised only for those proposals for which voting instructions are conferred;
- to be aware of the fact that the Designated Representative, when unknown circumstances occur or when there are any changes or additions to the proposals presented at the Meeting, can vote, if expressly authorised, in a manner other than that indicated in the instructions only if there are no conflicts of interest pursuant to Article 135-*decies* of TUF;
- to be aware also that, in the absence of the above authorisation, the shares for which partial proxy was conferred are in any case calculated for the purpose of the quorum of the meeting and, in relation to proposals for which no voting instructions were conferred, the shares are not counted in the calculation of the majority and the share of capital required for the approval of the resolutions;

- attaches to this proxy form a copy of a valid identity document.

In the event of a signatory of this form other than the holder of the shares
The undersigned _____ signs this
proxy as (tick one box):

- pledgee
- usufructuary
- asset manager
- stock borrower
- custodian
- legal representative

Date _____

Signature _____

Regulations cited in the proxy form and form instructions

Art. 135-decies TUF - Conflict of interest of the representative and substitutes

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.

2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:

- a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
- b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
- d) is an employee or auditor of the company or of the persons indicated in paragraph a);
- e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
- f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.

3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

Art. 135-undecies TUF - Appointed representative of a listed company

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.

2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.

3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.

5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Art. 2393 Italian Civil Code - Corporate Liability Action

1. Liability action against the directors shall be promoted by a resolution of the shareholders' meeting, even if the company is being wound up.

2. The resolution concerning the liability of the directors may be adopted during the discussion of the financial statements, even if it is not on the agenda, when it regards facts related to the year to which the financial statements refer.

3. Liability action may also be promoted by a resolution of the Board of Auditors, taken by a majority of two thirds of its members.

4. The action may be brought within five years from when the director leaves office.

5. The resolution to take liability action signifies the removal from office of the directors against whom it is taken, provided it is approved by the affirmative vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.

6. The company may waive the right to take liability action and seek a settlement, provided that the waiver and the settlement are approved by a specific resolution of the shareholders' meeting, and provided that there is no contrary vote of a minority of shareholders representing at least one fifth of the share capital or, in companies which use risk capital, at least one twentieth of the share capital, or the amount specified in the Bylaws for taking liability action pursuant to the first and second subsections of Article 2393-bis.

VOTING INSTRUCTIONS

(Section containing information for the Designated Representative only - Please tick selected boxes)

I the undersigned _____ *(name/personal information)* delegate the Designated Representative to vote according to the following voting instructions at the Shareholders' meeting called by Eni S.p.A. on Wednesday May 13, 2015 at 10:00 a.m., on single call.

NB With respect to the different resolutions, the delegating shareholder can tick only one box in each table; in case of unclear vote, the Designated Representative will consider the voting instructions non-effective, and consequently the shares for which a proxy has been granted will not be counted for the purpose of calculating the majority and the share capital required for the adoption of the resolutions. In Table C, in case he opts to amend the voting instructions provided in Table A, the delegating shareholder is required to indicate the proposer of the amendment/addition he intends to vote in favour of, in which case it will be understood he abstains from voting any other proposal for amendment/addition.

	Table A Resolutions submitted to a vote⁽²⁾	Table B In the event of circumstances unknown at the time of issue of the proxy⁽³⁾	Table C In case of voting on amendments or additions to the resolutions referred to in Table A⁽⁴⁾
Item 1 ⁽¹⁾	For <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>	I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A ⁽²⁾ <input type="checkbox"/> I modify the instructions in Table A and vote for <input type="checkbox"/> I modify the instructions in Table A and vote against <input type="checkbox"/> I modify the instructions in Table A and vote abstain <input type="checkbox"/> I authorise the Designated Representative to vote in a manner other than that indicated in Table A <input type="checkbox"/>	I confirm the instructions in Table A <input type="checkbox"/> I revoke the instructions in Table A ⁽²⁾ <input type="checkbox"/> I modify the instructions in Table A and vote for the amendment/addition proposed by: <input type="checkbox"/> administrative body <input type="checkbox"/> another shareholder ⁽⁵⁾ <input type="checkbox"/> I modify the instructions in Table A and vote against all proposals for amendment/addition <input type="checkbox"/> I modify the instructions in Table A and I abstain on all the proposals for amendment/integration <input type="checkbox"/> I authorise the Designated Representative to vote in a manner other than that indicated in Table A <input type="checkbox"/>

Item 2 ⁽¹⁾	For	<input type="checkbox"/>	I confirm the instructions in Table A	<input type="checkbox"/>	I confirm the instructions in Table A	<input type="checkbox"/>
	Against	<input type="checkbox"/>	I revoke the instructions in Table A ⁽²⁾	<input type="checkbox"/>	I revoke the instructions in Table A ⁽²⁾	<input type="checkbox"/>
	Abstain	<input type="checkbox"/>	I modify the instructions in Table A and vote for	<input type="checkbox"/>	I modify the instructions in Table A and vote for the amendment/addition proposed by: <input type="checkbox"/> administrative body <input type="checkbox"/> another shareholder ⁽⁵⁾	<input type="checkbox"/>
			I modify the instructions in Table A and vote against	<input type="checkbox"/>	I modify the instructions in Table A and vote against all proposals for amendment/addition	<input type="checkbox"/>
			I modify the instructions in Table A and vote abstain	<input type="checkbox"/>	I modify the instructions in Table A and I abstain on all the proposals for amendment/integration	<input type="checkbox"/>
		I authorise the Designated Representative to vote in a manner other than that indicated in Table A	<input type="checkbox"/>	I authorise the Designated Representative to vote in a manner other than that indicated in Table A	<input type="checkbox"/>	

Item 3 ⁽¹⁾	For	<input type="checkbox"/>	I confirm the instructions in Table A	<input type="checkbox"/>	I confirm the instructions in Table A	<input type="checkbox"/>
	Against	<input type="checkbox"/>	I revoke the instructions in Table A ⁽⁶⁾	<input type="checkbox"/>	I revoke the instructions in Table A ⁽⁶⁾	<input type="checkbox"/>
	Abstain	<input type="checkbox"/>	I modify the instructions in Table A and vote for	<input type="checkbox"/>	I modify the instructions in Table A and vote for the amendment/addition proposed by: <input type="checkbox"/> administrative body <input type="checkbox"/> another shareholder ⁽⁵⁾	<input type="checkbox"/>
			I modify the instructions in Table A and vote against	<input type="checkbox"/>	I modify the instructions in Table A and vote against all proposals for amendment/addition	<input type="checkbox"/>
			I modify the instructions in Table A and vote abstain	<input type="checkbox"/>	I modify the instructions in Table A and I abstain on all the proposals for amendment/integration	<input type="checkbox"/>
		I authorise the Designated Representative to vote in a manner other than that indicated in Table A	<input type="checkbox"/>	I authorise the Designated Representative to vote in a manner other than that indicated in Table A	<input type="checkbox"/>	

(1) There are no interests of the Designated Representative, either personal or on behalf of third parties, in relation to the proposed resolution in Table A.

(2) Pursuant to Article 135-undecies, subsection 3, of TUF, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".

- (3) If significant circumstances arise, unknown at the time of issue of the proxy, which can not be communicated to the delegating shareholder, it is possible to choose between: (i) confirmation of the voting instruction already expressed, (ii) modification of the voting instruction already expressed, (iii) revocation of the voting instruction already expressed, (iv) the authorisation of the Designated Representative to express a vote other than that indicated in Table A of these instructions, if from the circumstances which arose it can be reasonably deduced that the delegating shareholder, if he had known about them, would have changed his voting instructions to that effect. Where no choice has been made, the voting instructions in Table A are understood to be confirmed.
- (4) In the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting, it is possible to choose between: (i) confirmation of the voting instruction already expressed, (ii) modification of the voting instruction already expressed or conferment of the voting instructions; (iii) revocation of the voting instruction already expressed, (iv) the authorisation of the Designated Representative to express a vote other than that indicated in Table A of these instructions if it would be reasonable to infer that the delegating party would have changed the voting instructions to that effect if he or she had known about the changes or additions. Where no choice has been made, the voting instructions in Table A are understood to be confirmed.
- (5) Specify the shareholder who proposed the amendment or addition for which the vote is expressed.
- (6) If the shareholder chooses to revoke the vote already cast, the corresponding shares will be taken into account for the purpose of establishing the due constitution of the Shareholders' Meeting.

Where a vote on the liability action proposed pursuant to Art. 2393, subsection 2, of the Italian Civil Code by shareholders upon the approval of the financial statements, the undersigned delegates the Designated Representative to vote according to the following voting instructions:

- FOR
- AGAINST
- ABSTAIN

Date

Signature