

*The English text is a translation of the Italian. For any conflict or discrepancy between the two texts the Italian text shall prevail.*

Index 83942

Deed 23554

MINUTES OF THE ORDINARY  
SHAREHOLDERS' MEETING OF  
**“Eni S.p.A.”**

HELD ON MAY 14, 2019

\* \* \* \* \*

THE ITALIAN REPUBLIC

\* \* \* \* \*

On this eleventh day of the month of June of the year two thousand nineteen in Rome, Viale Pola 12.

Appearing before me PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia, with office at Via Orazio no. 31

is:

EMMA MARCEGAGLIA, born in Mantua on December 24, 1965, domiciled for the purposes of her position in Rome, Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of **“Eni S.p.A.”**, having its registered office in Rome at Piazzale Enrico Mattei no. 1, with share capital of €4,005,358,876.00, fully paid up, R.E.A. no. RM-756453, listed in the Company Register of Rome, taxpayer ID no. 00484960588, certified email address [eni@pec.eni.com](mailto:eni@pec.eni.com).

Ms. Marcegaglia, whose identity and position I have confirmed, has asked

me to prepare, in accordance with Article 2375 of the Italian Civil Code, the minutes to the Ordinary Meeting of the Shareholders of “Eni S.p.A.”, held on May 14, 2019 in Rome, Piazzale Enrico Mattei no. 1 from 10:08 am to 7:55 pm that she chaired. These minutes are recorded in my File no. Rep. 83909/23535 dated May 14, 2019, registered with the Revenue Agency – Rome Territorial Office no. 1 on May 15, 2019 no. 13734 series 1T.

Therefore, I report as follows:

“On this fourteenth day of the month of May in Rome, at Piazzale Enrico Mattei n. 1, at 10:08 am.

at the request of:

- **“Eni S.p.A.”**, having its registered office in Rome at Piazzale Enrico Mattei no. 1, with share capital of €4,005,358,876.00, fully paid up, R.E.A. no. RM-756453, listed in the Company Register of Rome, taxpayer ID no. 00484960588, certified email address eni@pec.eni.com. (hereinafter also “Eni” or the “Company”).

I, PAOLO CASTELLINI, Notary, registered with the Unified Notary District of Rome, Velletri and Civitavecchia, with my office at Via Orazio no. 31, Rome, for the purposes of preparing the minutes, have come on this day, May 14, 2019 to Piazzale Enrico Mattei no. 1, Rome to attend the Ordinary Meeting of the Shareholders of the Company, called for today at the aforementioned location at 10:00 a.m. to discuss and resolve the following

#### **AGENDA**

1. Eni S.p.A. financial statements at December 31, 2018. Related resolutions.  
Eni consolidated financial statements at December 31, 2018. 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 programme of Eni shares; related and consequent resolutions.
4. Remuneration report (Section I): policy on remuneration.

\* \* \* \*

Entering the meeting hall, I note that EMMA MARCEGAGLIA, born in Mantua on December 24, 1965, domiciled for the purposes of her position in Rome at Piazzale Enrico Mattei no. 1, Chairman of the Board of Directors of the Company, is present and that, by virtue of her position, will be chairing today's Meeting, pursuant to Article 15.1 of the By-laws.

I, as notary, have confirmed her identity.

\* \* \* \* \*

Ms. Marcegaglia asks me to prepare the minutes of today's Meeting, in accordance with Article. 2371, paragraph 2, of the Italian Civil Code and Article 5.1 of the Meeting Rules.

\* \* \* \* \*

Mr. Elman Rosania asks to speak.

The Chairman asks him what he intends to speak about.

Mr. Elman Rosania says he wishes to speak about the minuting of the proceedings as he feels the minutes have not been taken properly.

The Chairman notes that the subject does not regard the proceedings of the

Shareholders' Meeting.

Mr. Elman Rosania says that his remarks in the previous Shareholders' Meeting were not reported exactly in the minutes and that the minutes themselves do not contain the report of the Chief Executive officer, noting that the minutes are fundamental corporate documentation.

The Chairman asks Mr. Rosania to write to the Company about the matter.

Mr. Elman Rosania emphasises that the minutes are a final effect of the proceedings of the meeting and that yesterday he had sent a note by certified e-mail and ordinary post explaining the need for the full transparency of the proceedings, also asking the Company to televise the proceedings.

The Chairman asks Mr. Rosania to speak when he is given the floor, reminding him that she had full responsibility for directing the proceedings.

Mr. Elman Rosania continues to advance his argument, noting that in the previous Shareholders' meeting he had the time to express his point of view and that if he was denied that opportunity today it would represent unequal treatment.

The Chairman again asks Mr. Rosania to submit his arguments in writing and then, after asking Mr. Rosania to allow her to continue the proceedings, he said he would sue the Company.

Mr. Elman Rosania asks that the assertion that the Chairman feels that the minutes are not the subject of the Shareholders' Meeting be included in the minutes and that she invited him to sue the Company.

\* \* \* \* \*

The Chairman notes that the contents of the minutes of the

Shareholders' Meeting and its attachments are governed by the Civil Code and the Consob Issuers Regulation.

Article 2375 of the Civil Code provides that the minutes must indicate (including in an attachment) the identity of the participants and the share capital represented by each of them and must also permit the identification of shareholders voting in favour, abstaining or dissenting.

.....Furthermore, the minutes must also authorise shareholder statements on the items of the agenda at the request of the shareholders.

Annex 3E of the Consob Issuers Regulation provides that the minutes of the meeting shall contain a summary of shareholder statements with the names of the participants, the answers provided and any commentary.

.....Content or documents other than that referred to in these regulations is therefore not included in the minutes or the attachments.

\* \* \* \* \*

The notice calling the Meeting was published on April 5, 2019 in accordance with the law and regulations, on the Internet sites of the Company and of Borsa Italiana S.p.A, on Consob's authorised central storage mechanism, denominated "Info-SDIR & Storage", as well as in the daily newspapers "Il Sole 24 Ore" and "Financial Times".

The Shareholder's Meeting was therefore properly convened.

The Chairman announces that, in addition to herself, the following members of the Board of Directors are present:

- CLAUDIO DESCALZI - Chief Executive Officer;
- ANDREA GEMMA - Director;

- KARINA AUDREY LITVACK - Director;
- ALESSANDRO LORENZI - Director;
- DIVA MORIANI - Director;
- PIETRO ANGELO MARIO ANTONIO GUINDANI - Director;
- DOMENICO LIVIO TROMBONE - Director;

as are the following members of the Board of Statutory Auditors:

- ROSALBA CASIRAGHI - Chairman;
- ENRICO MARIA BIGNAMI - Auditor;
- PAOLA CAMAGNI - Auditor;
- ANDREA PAROLINI - Auditor;
- MARCO SERACINI - Auditor.

\* \* \* \* \*

Also in attendance is the Magistrate of the State Audit Court responsible for overseeing the financial management of Eni, MANUELA ARRIGUCCI, and the Company Secretary, ROBERTO ULISSI, head of Corporate Affairs and Governance.

\* \* \* \* \*

The Director FABRIZIO PAGANI communicated that he could not participate.

\* \* \* \* \*

The Chairman announces that, as allowed by Article 2 of the Meeting Rules, the Shareholders' Meeting is being attended by experts, financial analysts, journalists, representatives of the audit firm, EY S.p.A., whose engagement ends with this Shareholders' Meeting, and

PricewaterhouseCoopers S.p.A., engaged by the Shareholders' Meeting of May 10, 2018 for the period 2019-2027, and the notary's assistants as well as employees of the Company and its subsidiaries to help prepare responses to the questions posed by shareholders and to ensure that the Meeting is conducted in an orderly fashion.

The Chairman announces that several executives of the Company and its main subsidiaries are in attendance.

\* \* \* \* \*

The Chairman announces that, in accordance with Article 5.2 of the Meeting Rules, the Chairman's Bureau has been appointed and is located at the table to her right, composed of personnel from the Corporate Secretariat.

There is a help station next to the Chairman's Bureau for assistance with the electronic voting procedures.

The Chairman also announces that for those who should so require, a computer with a printer has been set up next to the shareholder accreditation desks.

\* \* \*

The Chairman announces that the Ordinary Shareholders' Meeting is being held after a single call in accordance with Article 16.2 of the By-laws.

\* \* \* \* \*

The Chairman asks the Bureau for the list of shareholders in attendance on their own behalf or by proxy.

Having verified the identity and entitlement to vote of those in attendance, having examined the notices issued by authorised intermediaries

and having verified the compliance of the proxies submitted, the Chairman announces that there are currently no. 3,257 (three thousand two hundred fifty-seven) shareholders in attendance representing a total of no. 2,340,000,159 (two billion three hundred forty million one hundred fifty-nine) shares with voting rights, equal to 64.388575% (sixty four point three hundred eighty-eight thousand five hundred seventy-five percent) of the entire share capital.

The Chairman announces that no mail-in ballots have been received and 146 (one hundred forty-six) proxies have been conferred on the shareholders' representative designated by the Company.

The Chairman states that she will provide updated information on the number of shareholders present also at a later stage and prior to each vote.

\* \* \* \* \*

**The final list of the names of those present at the Meeting**, on their own behalf and/or by proxy (indicating name of the proxy grantor) and by mail is contained in Attachment "A" to the minutes of the Meeting..

\* \* \* \* \*

The Chairman states that, before each vote, the number of shareholders present and the number of shares represented, on their own behalf and/or by proxy, will be verified.

The Chairman declares the Ordinary Shareholders' Meeting in single call duly constituted and empowered to resolve the agenda items.

The Chairman informs that the Company did not receive any request to amend the agenda pursuant to Article 126-bis of the Consolidated Law on



Financial Intermediation (TUF) and Article 13.1 of the By-laws.

She notes that, to the best of the Company's knowledge, none of the shareholders present are not entitled to vote and no shareholders' agreements involving Eni shares exist.

She therefore requests that any attendees who are not entitled to vote or who are party to a shareholders' agreement concerning Eni shares so declare in accordance with applicable law and the By-laws.

No one present makes such declaration.

The Chairman notes that no one has indicated that they are not entitled to vote and announces that as of the record date (May 3, 2019) based on the contents of the Shareholders' Register and information received under Article 120 of the Consolidated Law on Financial Intermediation (TUF) and other information available to the Company, shareholders holding voting shares representing more than 3% (three per cent) of the total shares issued are:

- Cassa depositi e prestiti società per azioni, holding no. 936,179,478 (nine hundred thirty-six million one hundred seventy-nine thousand four hundred seventy-eight) shares representing 25.76% (twenty-five point seventy-six per cent) of the share capital;

- Ministry of the Economy and Finance, holding 157,552,137 (one hundred fifty-seven million five hundred fifty-two thousand and one hundred thirty-seven) shares representing 4.34% (four point thirty-four per cent) of the share capital.

\* \* \* \* \*

The Chairman notes that, as of the record date of May 3, 2019, the Company held 33,045,197 (thirty-three million forty-five thousand one hundred ninety-seven) treasury shares, representing 0.91% (zero point ninety-one per cent) of the share capital.

\* \* \* \* \*

The Chairman notes that, in accordance with Article 7 of the Meeting Rules:

- requests to make a comment may be submitted to the Bureau from the time the Meeting is duly constituted up until the opening of discussion on the relevant item on the agenda;
- the Chairman sets the time limit for comment;
- each Shareholder may speak only once on each item on the agenda;
- once discussion ends, those wishing to declare their votes will be allowed to do so, briefly.

\* \* \* \* \*

The Chairman announces the discussion of the agenda. At the end of the presentation, shareholders will have up to 10 (ten) minutes to comment. the shareholders are free to decide how they will manage such time, dividing it as they choose for each of the items under discussion.

\* \* \* \* \*

Mr. Elman Rosania asks for an extension of the time limit of 10 minutes, noting that the time set for remarks is normally 15 minutes.

The Chairman notes that there are many shareholders who might wish to speak and therefore leaves the time limit for remarks at 10 minutes.

\* \* \* \* \*

In this manner, all shareholders will be given an opportunity to express their opinions in a suitable amount of time, while keeping the Meeting to an appropriate length out of respect for all shareholders.

She invites the shareholders to therefore submit their requests to make a comment to the Chairman's Bureau, bringing with them their remote control voting devices (also called radiovoters).

Shareholders who have given multiple proxies for participation in the Shareholders' Meeting, in relation to the various shares they hold, may make one single comment, either on their own (if any) or through a single proxy holder.

She also asks that those shareholders who plan to ask questions on highly specific technical issues also submit those questions in writing and deliver them to the Bureau at the end of their comments so that a more accurate response to the question can be provided.

She announces that, pursuant to Article 127-ter of the TUF, the following shareholders duly submitted questions prior to the Shareholders' Meeting:

- Fondazione Finanza Etica, holding 80 (eighty) shares;
- Domenico Nardoza, holding 10 (ten) shares;
- Giulio Sapelli, holding 10 (ten) shares;
- Re:Common, holding 5 (five) shares;
- Tommaso Marino, holding 1 (one) share;
- D&C Governance Technologies, holding 1 (one) share;
- Marco Bava, holding 1 (one) share.

The Chairman notes that, as permitted by law, most of the questions received were answered prior to the Shareholders' Meeting, with the hard copies of the responses being made available to the shareholders at the start of the Meeting, with copies also available at the Chairman's Bureau. Therefore, the answers will not be repeated today and the questions should not be posed again during the Meeting.

Questions to which no answer was given prior to the Meeting since they relate to situations that could only be addressed during the Meeting, will be answered today.

\* \* \* \* \*

The document entitled **"Questions and answers prior to the Shareholders' Meeting (Article 127-ter TUF)"** is contained in Attachment **"B"** to the minutes of the Meeting.

\* \* \* \* \*

Once the shareholder comments are complete, a brief intermission will be taken to allow time to formulate the answers to the shareholders' questions, which will be provided upon the resumption of the Meeting.

\* \* \* \* \*

Each shareholder wishing to declare his or her vote will be given 2 (two) minutes to make such declaration. Once this is completed, voting on the items on the agenda will be conducted.

The notary will announce the results of each vote.

The Chairman points out that the Meeting Rules do not allow shareholders to reply, but only explain their votes, with requests to do so

being submitted to the Bureau, with any motivations and the option of declaring whether they are satisfied with the responses. Requests to do so are to be submitted to the Bureau.

The Chairman emphasises that the time allocated for discussion and voting is designed to make the Meeting run efficiently, but that nevertheless the dialogue between the Company and the shareholders will continue following the Meeting, through the responsible departments (Corporate Secretariat and Investor Relations), which the shareholders are invited to contact.

\* \* \* \* \*

The Chairman says those who plan to speak should go to the podium to her left, where a microphone is available.

For the purpose of helping each speaker best organise the time available, a timer visible from the podium and projected on the large screen behind the Chairman will be used.

During the first part of each comment, the numerals on the timer will be green, then for the next 2 (two) minutes, they will turn to orange and finally they will flash in red to inform the speaker that time is up.

In order to allow wider participation in the discussion, the Chairman asks that shareholders respect the time limit in making their comments. She also requests that shareholders restrict their comments to the items on the agenda.

The Chairman announces that she will ensure that the speakers follow the time limit allowed for their comments and that the comments are pertinent

to the items on the agenda as a show of respect for all the shareholders.

The name of the shareholder slated to speak, as well as the next shareholder to be called to speak, will be projected on the screen behind the Chairman.

Shareholders who wish to speak apart from the scheduled comments must request permission from the Chairman, providing their full names, and only after having received permission, must report to the podium or use the microphone provided by the hall attendants to make their statements. She asks the shareholders to comply with these rules.

\* \* \* \* \*

If an alternative to the Board's proposals on the agenda is presented, the Board's proposal will first be voted upon and then, only if that proposal is rejected, will the proposal with the amendments be put to a vote.

Any alternative proposals submitted by a shareholder must be formulated during that shareholder's own comments.

Similarly, in the case of presentation of points of order, for which there will be no discussion, where the Chairman decides to put it to a vote, the Chairman's proposal will first be voted upon and then, only if that proposal is rejected, will the shareholders' proposals be put to a vote.

The shareholders' proposals or points of order, if put to a vote, must be submitted to the Shareholders' Meeting starting with the proposal presented by the shareholders representing the largest percentage of share capital. The other proposals are put to a vote, in the order of the amount of share capital represented by their sponsors, only if this proposal is rejected.

She reminds those in attendance that proposed resolutions on items not indicated in the agenda cannot be presented during the Shareholders' Meeting.

She announces that, in accordance with Article 4 of the Meeting Rules, no recording equipment of any kind, nor photographic or similar equipment, apart from that employed by the notary to assist him in preparing the minutes, can be used in the meeting hall.

Simultaneous interpretation from Italian to English and vice-versa is provided, with headphones available at the desk at the entrance to the hall.

\* \* \* \* \*

The Chairman notes that for the purpose of facilitating voting procedures, for some time the Company has adopted a system using radiovoter devices, which were distributed at the time of registration, along with the associated instructions.

The use of the radiovoter is necessary to vote in favour or against an item, or to abstain from voting. For this reason there are three buttons on the radiovoter. Compared with the previous year, some procedures for using the radiovoters have changed, with the modifications being described in detail in the instructions projected behind the President, which have also been distributed to the Shareholders, which they are encouraged to read.

In particular, once the voting procedure on each item on the agenda has been declared open, the Shareholders must press the green button on the radiovoter to vote yes, the red button to vote no or the yellow button to

abstain from voting. After making this choice, Shareholders should press the “OK” button to confirm the choice.

Before pressing the “OK” button, you can change your original selection by simply pressing the button for the new choice.

The Chairman warns the Shareholders to verify on the display that their choice of vote is correct before pressing the “OK” button to finalise the vote, which can no longer be modified with the radiovoter. For any changes after that moment, they must contact the Chairman’s Bureau.

For proxy holders who need to express different votes on an item in representation of the shares they hold, a specific electronic voting help station has been set up next to the Chairman’s Bureau.

If a shareholder does not intend to participate in a vote, and therefore not form part of the quorum, he may remain in the hall without pressing any button on the remote control or he may leave the hall, returning the remote control device to the Bureau.

In both cases, the shareholder will be considered as “not voting” and therefore absent.

In order to record the exit and entry of Shareholders who leave the hall, Shareholders must place their radiovoter for a few seconds on the black plate located below the display at the entrance of the hall. The display will indicate that the exit or entry has been registered.

In any case, Shareholder must vote within 1 (one) minute from the start of each vote. After this time limit, except for specific technical reasons or if all Shareholders have voted before the limit, voting will close.



For further information or clarifications concerning the use of the radiovoter, Shareholders may contact the Bureau or the electronic voting help station located next to the Bureau.

If the remote control device cannot be used for technical reasons, or if the Chairman decides that another method is preferable for practical reasons, voting will be done by a show of hands.

Shareholders who temporarily or permanently leave the hall before the Shareholders' Meeting is concluded are reminded to turn in their remote control voting devices to the sign-in desk located on the first floor.

\* \* \* \* \*

The Chairman reminds the shareholders that:

- i) the Report of the Board of Directors on the items on the agenda;
- ii) the 2018 Annual Report;
- iii) the 2018 Corporate Governance and Shareholder Structure Report;
- iv) the 2019 Remuneration Report;
- v) the English translation of the 2018 Annual Report;

were filed and made available to the public at the Company's registered office, Borsa Italiana S.p.A., on Eni's Internet site and through Consob's authorised central storage mechanism, "1Info SDIR & Storage" as required by law and regulations.

The Chairman recalls that the Directors' Report on Operations includes the consolidated non-financial statement ("NFS"), prepared pursuant to Legislative Decree no. 254/2016 (in implementation of Directive 2014/95/EU).

These documents were also sent to anyone who requested a copy prior to the Shareholders' Meeting and the primary documents were given to those in attendance upon arrival at the Meeting, along with a copy of the By-laws.

\* \* \* \* \*

As no objections are raised by the Shareholders' Meeting, the Chairman dispenses with a full reading of the explanatory report on the individual items in the agenda for the Meeting in order to allow more time for comments by the shareholders.

\* \* \* \* \*

Before moving on to a discussion of the items on the agenda, the Chairman makes the following statement:

**CHAIRMAN**

“Welcome Shareholders,

For the fifth year I have the honour of presiding over Eni's Shareholders' Meeting, a very important opportunity to meet and exchange views with shareholders.

Your presence testifies to your interest in actively participating in the fundamental decisions of the Company.

Today you are called to vote on the financial statements, the allocation of net profit for the year and the policy on remuneration.

In addition to these decisions, a new buy-back programme for the purchase of the Company's own shares will be submitted for your approval. The proposal is intended to give Shareholders an additional return on their shares, in addition to the announced dividend increase from next year, with a view

to progressively increasing value.

My main task today is to ensure orderly and correct proceedings and to guarantee the exercise of your rights.

But before beginning the discussion of the items on the agenda, I would like, as usual, to share some brief comments on the macroeconomic and energy scenario, on the Company strategies, in particular on sustainability, corporate governance and on certain legal issues that have affected Eni and its management.

### **1. The macroeconomic scenario**

In 2018, the global economy grew rapidly, at 3.2%.

In 2019, the economic outlook appears more uncertain and less dynamic: global GDP is expected to expand by 2.7%.

This deceleration is attributable to the substantial slowdown in world trade, whose growth rate, which was almost 5% in 2018, is expected to halve in 2019, due above all to the persistent trade tensions between the United States and China, and to growing geopolitical strains elsewhere.

The slowdown in growth is sharpest in the advanced countries, and even Europe in particular. The economic slowdown in the Europe (growth of 2% in 2018 and 1.2% forecast for 2019) is linked in particular to the crisis in the industrial sector (as well as to destabilising political developments such as Brexit).

Industrial production, which in 2017 and early 2018 had been driving the European recovery, is experiencing a general slowdown, one that is particularly evident in Germany and Italy and in the automotive

manufacturing sector.

The emerging economies appear to be holding firm in the first months of 2019. China is experiencing the normalisation of its growth and is seeking to become a global player in high-tech sectors. The Chinese authorities seem determined to implement fiscal and monetary stimulus measures whose positive effects could appear as soon as the second half of this year.

The Italian economy remains weak. While positive signals emerged from the figures for the first quarter, the EU Commission forecasts growth 0.1% for 2019, well below the European average.

A further risk for the economic scenario is represented by the resurgence of geopolitical factors. Against a background of widespread political instability at the international level, additional new threats have arisen, such as US sanctions against Iran and Venezuela and the conflict in Libya.

## **2. The energy scenario**

This uncertain macroeconomic framework on the stability of global growth, combined with geopolitical developments, is also reflected in the energy scenario.

### *Oil scenario*

2018 ended with the average price of crude oil at \$71 a barrel, a sharp recovery compared with 2017 (+30%), thanks to strong consumption (+1.3 million barrels/day compared with 2017) and production cuts by OPEC and non-OPEC countries.

At the end of the year, fears of an oil shortage due to sanctions imposed on Iran pushed Russia and Saudi Arabia to new output records, causing prices

to turn downward. This also reflected the steady growth of production in the United States. In December, OPEC called on its member countries and allies to impose new cuts.

This year opened with prices trending higher (from \$50 a barrel at the end of December to the current \$70 a barrel), driven by production cuts, particularly by Saudi Arabia. OPEC supply fell to its lowest level in the last 4 years, due to the effect of production lost due to geopolitical factors - Iran and Venezuela - exceeding 1 million barrels a day.

The first quarter of 2019 ended at close to balance, which should be maintained throughout 2019, without prejudice to the policy of output cuts and other reductions linked to geopolitical developments.

Consumption continued to expand buoyantly (+1.4 billion barrels a day), while inventories are generally at their 5-year average level.

The introduction of the new IMO 2020 regulation on the specifications of fuels for ships (which require a reduction in sulphur content) will be reflected in the prices of oil and petroleum products by the end of the year, as it is exerting upward price pressure, especially for low-sulphur oil and diesel fuel.

In the medium term, global demand will continue to grow by more than one million barrels per day, although the rate of growth will slow energy efficiency and environmental policies.

On the supply side, tight oil production will continue to expand, even though the output in the United States will plateau in the mid-2020s, with unpredictable dynamics linked to financial conditions and the increasingly strained productivity of existing fields. The OPEC Plus countries are

expected to maintain careful control over production in the medium term.

After the collapse in 2014-2016, upstream investments, especially outside the United States, remain modest, and new supply will be insufficient to offset the decline in existing production and the growth in demand.

Therefore, the risk of a gap between demand and supply persists, which despite considerable instability should lead to strengthening prices in the medium term.

#### *Gas scenario*

In the gas market, prices in Europe and Asia began to decline in the 4th quarter of 2018, falling by half (from over \$10/MBtu to around \$5/MBtu in April), due in part to the oversupply created by the start-up of numerous liquefaction plants in Australia, the United States and Russia, which have increased supply on a global scale. The completion of the wave of investment in new liquefaction terminals, which began in 2016 and overall will produce a 50% increase in global liquefaction capacity, will cause the persistent weakness in gas markets to continue during 2019-2020.

Starting from 2021, gas markets are expected to gradually rebalance, with positive effects on prices as world gas demand continues to grow steadily (+1.6% annual average in 2018-2030), mainly sustained by growth in the emerging economies.

In the long term, these developments will be overshadowed by two major transformations: the advent of digitalisation and the energy transition.

### **3. Eni's strategies**

The Board of Directors has discussed, examined and approved the

Company's strategies and is very satisfied with the results achieved in 2018, first and foremost in terms of financial resilience.

We have also strengthened our excellence in exploration and our upstream operating model.

Today all our businesses are well balanced, able to generate cash even in difficult economic conditions.

We have implemented a strong geographic repositioning strategy in the upstream sector, strengthening our position in Norway, Indonesia, Mexico and, above all, the Middle East, where we have become the main technology partner in various countries.

At the same time, we have undertaken a strategy of balancing our upstream and downstream operations in order to become more resilient in the event of changes in conditions, mainly through the acquisition of 20% of the Ruwais refinery, one of the largest in the world. This will increase our capacity by 40% in 2023.

In renewables we have developed our distinctive model, which enhances our presence in various countries and opens up new opportunities.

#### **4. Corporate governance**

The results we have achieved and our future objectives are guided by an advanced system of corporate governance, a management and control model designed to protect the interests of shareholders and all other stakeholders.

It is a transparent system, constantly focused on the efficiency and effectiveness of controls, aligned with international best practices and evaluated on an ongoing basis by the Board to ensure that it is appropriate to

the needs of the Company.

*Focus on stakeholders*

As regards the attention we pay to the interests of stakeholders, I would like to address the Company's commitment to environmental and social sustainability, in terms of protecting diversity and human rights.

*a) Environmental sustainability*

Attention to environmental sustainability is an integral part of our corporate governance system. The Board of Directors discussed and approved the related strategy, basing its decisions on the work performed by the Sustainability and Scenarios Committee and the Advisory Board, whose members include Christiana Figueres, Executive Secretary of the UN Framework Convention on Climate Change, which led to the 2015 Paris Agreement.

Eni has adopted a cutting-edge decarbonisation strategy, with challenging objectives - I refer in particular to the commitment to eliminate net upstream emissions by 2030 - and innovative tools, which among other initiatives include participation in forestry projects. We have communicated this strategy clearly to the market and, from the meetings I had recently with our investors, the approach has been received very well.

The objectives we have set are supported by the strong commitment of the Company and depend on its determination and actions. It is therefore not a generic ambition influenced by exogenous factors, which cannot be controlled by the Company. However, it is a stage in an ongoing process that we intend to strengthen over time with further commitments and initiatives.



Eni has also played a primary role in the preparation and promotion of the guiding principles for boards of directors on climate change, as part of the “Climate Governance Initiative” of the World Economic Forum. I myself strongly supported them in the meetings with the Chairmen of the other large global companies, during which it became clear that our Company supports and implements a cutting-edge policy in this field.

The principles are intended to involve and empower companies’ boards of directors in the actions necessary to combat climate change, indicating best practices for directors in terms of knowledge, training and interactions with management, investors and stakeholders.

The principles were presented at the WEF annual meeting last January and will be the focus of an event organised in Italy on 5 June by the Eni Enrico Mattei Foundation, to which the Chairmen, CEOs and management of Italy’s leading companies will be invited.

Eni’s Board of Directors has already approved the principles, which the Company has adopted.

All the actions taken by Eni in this field are discussed extensively in the “Non-Financial Statement” contained in the annual financial report and in the “Eni For” documents, approved by the Board and distributed today to all those present. They are also published on the Eni website.

#### *b) Diversity*

Eni has always valued the diversity of its people, which we consider a resource, and the Board of Directors has firmly supported this approach. Diversity not only of gender, but also of age, experience, competence,

nationality at all levels of the Company: in the corporate bodies, in our internal organisation and in the subsidiaries.

During the Board review process, the diversity of the Board of Directors was recognised by the external advisor, and it is undeniable that a diverse Board improves decision-making.

Diversity permeates the entire organisation.

With regard to gender balance, for example, Eni's action has been pursued along three main lines:

- (i) the improvement of personnel selection and development processes, which led to an increase in the percentage of women in positions of responsibility (managers and middle managers) and to the substantial alignment in 2018, at a global level, of the remuneration of men and women;
- (ii) initiatives aimed at fostering the entry of women into technical career paths, in collaboration with schools and universities and the involvement of female corporate role models;
- (iii) the introduction of occupational welfare measures to facilitate the reconciliation of work and family responsibilities.

Diversity is also promoted through a performance system that sets diversity-inclusion objectives for management.

Diversity is also promoted and guaranteed at our subsidiaries, especially as regards gender balance. At the end of 2018, female representation on the boards of our Italian and foreign subsidiaries was almost 33%.

The Board of Directors obviously adopted the new diversity recommendations of the Corporate Governance Code of July 2018, but it was

and is already substantially in compliance with these new indications.

The Board is now evaluating the best way to implement the recommendation calling for preserving the effects of the Golfo-Mosca Law on gender balance even after the law expires. For Eni, the law will still be applicable for the election of the corporate bodies in 2020, and therefore no urgent action is called for now, but the current Board intends to fully implement the recommendation before expiry.

### *c) Human rights*

Eni's commitment to human rights is integrated into its mission as an energy company that works to build a future in which everyone can access energy resources efficiently and sustainably. Eni's approach to human rights is founded on the dignity of each human being and on the responsibility of the company to contribute to the well-being of the people and communities of the countries in which it operates.

With a view to achieving continuous improvement, following the progress made over the last decade and the changes taking place at international level, last December the Board of Directors, with the support of the Sustainability and Scenarios Committee, approved a specific new human rights declaration that enhances, reaffirms and strengthens our commitments in this area in all the countries in which we operate and along the entire value chain.

### *Ensuring adjustment of the corporate governance system*

I mentioned that Eni's corporate governance system is subject to continuous assessment by the Board to ensure it is appropriate to the needs of the Company.

Accordingly, the Board is investigating two possible innovations of the system, taking due account of international experiences: the staggered board and the one-tier system of administration and control.

The staggered board, already included among the governance proposals advanced by Eni in 2011, provides for staggered terms for directors, thus ensuring the preservation of the skills and experience gained over time, which can be compromised by the election of an entirely new board, especially in complex companies like Eni. The method has been adopted for the election of directors by many international companies.

The one-tier system - in which the control body is a part of the board of directors - is receiving attention both because it is the system most similar to that of other companies and therefore more easily understandable by investors, and because it appears more efficient, integrating supervision into management and rationalising controls. To this end, a cultural change is needed in the way we conceive control, which must be viewed as more closely linked to the management of the business, throughout its cycle, from strategic planning to implementation.

It is a system that can work well at companies, such as Eni, with very strong internal control arrangements, while it could present problems in companies with a less structured control system.

Any decision to adopt the one-tier model will require further exploration of a number of aspects and the resolution of certain critical issues, linked to the lack of an extensive regulatory framework and the small number of practical examples of such a system in Italy. Furthermore, the companies that have

adopted this approach largely operate in the banking and insurance industries, where the presence of a supervisory authority facilitates the operation of the system.

Nor does the Italian Corporate Governance Code devote much space to the one-tier model – or to the two-tier system for that matter. It would be desirable for it to address the option more extensively in order to facilitate its adoption.

We would like to open an exchange of view on these two changes with institutions, experts, investors and shareholders to verify whether the necessary consensus exists and then move on to developing proposals, if appropriate.

#### *Controls and compliance*

I would like to emphasise our constant attention to the effectiveness and efficiency of Eni's control system.

It is a robust system with numerous components, with the Board of Statutory Auditors, the Control and Risk Committee and the Watch Structure constantly engaged at the corporate level.

It is a system fully integrated into the management of the Company, based on an advanced risk management model that is unique in the industrial sector and is monitored quarterly by the Board of Directors.

The system refers not only to the recommendations of the Corporate Governance Code, but also to national and international best practices and is always focused on continuous improvement.

In this context, the most recent innovation has been the creation of an

integrated Compliance unit, separate from the Legal Department, which develops, applies and disseminates uniform methodologies for the measurement, management and control of regulatory compliance risks.

But Eni's approach to compliance is much more than this. It involves a cultural change, one that views compliance no longer as a merely formal burden or requirement, but a crucial factor in preserving the Company's assets and its values.

Every Eni person must therefore become a compliance promoter and collaborate to ensure compliance with the rules. To achieve this, a comprehensive information, training and awareness-raising plan has been launched, in which all the Company's top management is engaged, starting with the Chief Executive Officer.

In 2018 the Board of Directors also approved the update of internal rules on the market information abuse for issuers, ensuring full compliance with European and national regulations and the most recent guidelines of the authorities in this field. I think I can say that we have created a system that represents best practice in the sector, one that involves the highest levels of Company decision-makers in assessing price-sensitive information to best protect the interests of all market operators.

#### *External evaluation*

The high level of Eni's corporate governance system and the focus on continuous improvement have been recognised by the market and by independent assessors.

In January 2017, Eni received (from Rina Services SpA, a leading

certification company in Italy) an important certification of the compliance of its anti-corruption programme with the international ISO 37001: 2016 standard, the first Italian company to do so. In December 2018, the certifying body conducted an audit to verify the effectiveness of the programme, which was completed successfully.

Eni also distinguished itself among large companies by winning, once again, the 2018 Financial Reporting Oscar for its 2017 Annual Financial Report, which was cited for having created an integrated reporting ecosystem that gives a complete view of the Company in all its aspects, financial and non-financial alike. In addition to the high quality of its disclosure, in particular on corporate governance and sustainability, Eni was recognised for its excellent visual communication capability and the search engine available on the company website (called “Ask Now”), a unique example of innovation applied to online communication.

The compliance of the system alignment with the international best practices is verified annually in the board review by the advisor engaged to assist the Board. In 2018 the assessment was again highly positive.

We periodically dialogue with investors, through dedicated road-shows on corporate governance, which I personally follow. The last meeting I had was a month ago in London, where I met major international investors with an active interest in governance issues. The feedback we receive is always much appreciated, especially with regard to control arrangements.

## **5. Pending proceedings and investigations**

Allow me to give you a brief update on the most relevant legal proceedings

involving the Company and some of its managers.

I refer to proceedings in the trial phase and to investigations by public prosecutors still in progress.

However, I would first like to point out that our control system provides that, in the event of judicial investigations involving members of the corporate bodies or the top management of the Company, it is the Control and Risk Committee that oversees the Legal Department in order to ensure maximum objectivity and transparency for internal activities.

#### *Proceedings in the trial phase*

With regard to the proceedings in the trial phase, the proceeding relating to corruption allegedly committed by Saipem in Algeria was closed with a ruling of September 2018. The Milan Court acquitted Eni, its former Chief Executive Officer and a manager of the company on all charges. Even the former Eni CFO was acquitted for his role in Eni. The ruling was appealed and a hearing has yet to be scheduled.

The acquittal in the trial court confirms the outcome of internal investigations conducted by independent third-party consultants.

With regard to the proceedings in progress before the Potenza Court in relation to the spill that occurred in February 2017, the Company confirms that it has completed the emergency containment activities and the supplemental elements of the characterisation plan are nearing completion.

Of the estimated total of 400 tonnes of spilled oil, 85% has been recovered to date within the oil centre and the contiguous industrial area, which sampling and analyses have shown are the only contaminated areas.



The allegation that the leakage began in 2012 is unfounded, as the scientific dating of the spilled product confirms with certainty that the loss could have occurred at most a few months before February 2017 and certainly not as long ago as 2012.

The proceeding involving the acquisition of the OPL 245 block in Nigeria is still in the initial argument phase.

Enquiries were also carried out for this case by independent external consultants, who over a period of almost four years carefully examined all of the documentation available to the Company and the documentation acquired by the public prosecutors following the closure of the investigation.

Once again, the enquiry found no illegal conduct on the part of the Company or its managers was uncovered.

The Board of Directors has therefore been able to confirm its utmost confidence in the fairness of the Company's operations, its Chief Executive Officer and its managers.

#### *Ongoing investigations*

Ongoing investigations concern the assignment of a number of oil licenses in the Congo and a case of alleged obstruction of justice.

The Congo proceeding involves the Company, which is being investigated under Legislative Decree 231, a manager and an employee.

Internal enquiries, entrusted by the control bodies to independent third parties - an international law firm and a leading consulting firm – were, as always, thorough and involved all the material available to the Company. They have been under way for about a year and have not found evidence of the

commission of any crimes by managers or employees of Eni to the benefit or the detriment of the Company.

The control bodies continue to carefully monitor the matter and further assessments may be carried out in relation to the future closure of the preliminary investigations.

The Company is not directly involved in the investigation into the allegations of obstruction of justice, which began in February 2018. However, given the involvement of a senior manager, the control bodies took action to investigate the matter further, engaging an external consultant to conduct the internal enquiry. The analyses were completed in September 2018 and did uncover circumstances of fact that would in themselves establish the direct involvement of Eni personnel in the commission of the alleged offences.

Moreover, as was done for the OPL 245 investigation, the Board has appointed trusted independent lawyers - a criminal lawyer and a civil lawyer - to obtain an independent assessment of the matter and identify the most appropriate actions in the interest, and reputation, of the Company.

Nor did the legal advisors of the Board of Directors find evidence supporting the allegations.

However, as some internal negligence and management deficiencies emerged from the internal investigation, an enquiry into responsibility for these shortcomings was initiated immediately, concluding the adoption of appropriate disciplinary measures. The organisational structure of the Legal Department has also been redefined and operational control of its operating processes has been strengthened.

A new Head of the Legal Department was appointed in January 2019.

Eni has already declared itself to be an injured party to the Milan Public Prosecutor's Office and will take action to protect its reputation and financial interests in every appropriate forum.

For both investigations still under way, Eni continues to collaborate fully with the Public Prosecutor's office and Consob, and is providing them with all the documentation gathered during the enquiries and the related findings.

### **Conclusions**

During these past few years, the Board of Directors has worked with the CEO to transform the Company, restructuring and enhancing the efficiency of all segments of our business and laying the foundations for lasting and sustainable growth within the context of the energy transition, creating value for shareholders and all stakeholders.

I thank the shareholders who have accompanied us throughout the transformation process and those who have come on board with the Company's strategy over time, believing in it and its management, in its ability to renew itself from within and to face a world in continuous evolution.

The announced increase in dividends starting next year and the buy-back plan, which are on the agenda of this meeting, are the tangible sign of the appreciation of the Company for your confidence.

I would also like to thank all the people of Eni: without them achieving the goals we have set ourselves would not have been possible. Their skills, dedication and sense of belonging are the distinctive strengths of this

Company.

Shortly, the Chief Executive Officer will discuss the results of Eni in 2018 and the strategic lines of the Company for the next four years. On behalf of the entire Board of Directors, I would like to express our most heartfelt appreciation for the work he has done and the results achieved.

\* \* \* \* \*

The shareholders applaud at the end of the Chairman's remarks.

\* \* \* \* \*

The Chairman moves on to the first item of the agenda.

### **No. 1**

## **ENI S.P.A. FINANCIAL STATEMENTS AT DECEMBER 31, 2018. RELATED RESOLUTIONS. ENI CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2018. REPORTS OF THE DIRECTORS, OF THE BOARD OF STATUTORY AUDITORS AND OF THE AUDIT FIRM.**

\* \* \* \* \*

The Chairman reports that, as presented in the attachment to the separate financial statements pursuant to Art. 149-*duodecies* of the Issuers Regulation, for the audit of the 2018 financial statements of Eni S.p.A., the audit firm, EY S.p.A: (i) audited Eni S.p.A.'s financial statements, the half-year interim report and the quarterly reports for a fee of €2,041,320 (two million forty-one thousand three hundred and twenty); (ii) audited the consolidated financial statements and reviewed Form 20-F for a fee of €2,011,952 (two million eleven thousand nine hundred and fifty-two); (iii)

audited the internal control system as it relates to financial reporting, in accordance with the U.S. law (Section 404 of the Sarbanes-Oxley Act), as well as other audit activities provided for under other regulations or other audit-related activities for a fee of €8,483,018 (eight million four hundred eighty-three thousand eighteen); (iv) other audit-related activities for a fee of €1,965,804 (one million nine hundred sixty-five thousand eight hundred and four).

These amounts include engagements and fees for additional activities paid to the audit firm in the total amount of €6,805,535 (six million eight hundred five thousand five hundred thirty-five).

Overall, a total of €14,502,094 (fourteen million five hundred two thousand ninety-four) was recognised for the auditing of Eni S.p.A.'s 2018 financial statements.

The total fees recorded by Eni S.p.A., its subsidiaries and companies under joint control as owed to the EY network amount to €27,073,149 (twenty-seven million seventy-three thousand one hundred and forty-nine).

\* \* \* \* \*

The Chairman invites the Chief Executive Officer to briefly explain the Company's main results for 2018 and to provide information on the plan strategies.

The Chief Executive Officer, Claudio DESCALZI, makes a thorough presentation of the Company results in 2018, summarized in a document attached to these minutes as letter "C" containing a number of **explanatory slides**.

\* \* \* \* \*

At the end of the presentation of the CEO, a film on Eni's operations is shown.

\* \* \* \* \*

The Chairman invites ROSALBA CASIRAGHI to address the Meeting in accordance with Article 153 of the TUF, on the oversight activities provided by the Board of Statutory Auditors and on any omissions or censurable facts uncovered.

**ROSALBA CASIRAGHI - Chairman of the Board of Statutory Auditors.**

The activity of the Board of Statutory Auditors is illustrated in detail in the report filed and made public in accordance with the law and to which the attendees are referred for a fuller treatment.

During the year, the Board performed the supervision required by Italian law, taking into account the principles set out in the Rules of Conduct of the Board of Statutory Auditors recommended by the National Council of the Italian accounting profession, the provisions issued by Consob and the recommendations contained in the Corporate Governance Code. The Board also performed the activities required by the Sarbanes Oxley Act, applicable to Eni S.p.A. as a company listed on the New York Stock Exchange, as the Board is responsible for the duties assigned by US legislation to the Audit Committee. Furthermore, ever since Eni adopted the traditional governance model in 2017, the Board of Statutory Auditors has assumed the role of "Internal Control and Audit Committee" with specific control and

monitoring functions regarding financial reporting and statutory auditing.

In its Report, the Board reports on the activities performed during the year separately for each supervisory issue provided for in the regulations that govern its activity, and specifically:

- supervision of compliance with the provisions of law, regulations and the By-laws;
- supervision of compliance with the principles of correct administration and relations with subsidiaries or other related parties.

In particular, the Board received from the Directors the required information on the activities conducted and the most significant financial and equity transactions undertaken during the year by Eni S.p.A. and its subsidiaries; this information is fully presented in the Report on Operations, to which reference should be made. On the basis of the information made available, the Board of Statutory Auditors can reasonably confirm that the aforementioned transactions complies with the law and the company By-laws and were not manifestly imprudent, risky, or in conflict with the resolutions of the Shareholders' Meeting or such as to compromise the integrity of the Company's capital.

With respect to transactions with related parties, the Board of Statutory Auditors has found that the internal rules comply with the applicable Consob provisions, as well as the effective application of these regulations.

#### Supervision of the statutory audit process and of the independence of the audit firm

The Board of Statutory Auditors monitored the work of the independent

audit firm, confirming its independence and that no engagements were awarded that would create a conflict with the firm's statutory audit work.

**Supervision of the internal control and risk management system and of the administrative and accounting system.**

The Board of Statutory Auditors monitored the adequate functioning of the internal control and risk management system and of the administrative/accounting system, as well as the reliability of the latter in properly representing operations, through the activities reported in the Report, including, in particular, the exchange of information with the Control and Risk Committee, the boards of statutory auditors of subsidiaries, the audit firm and company functions, in particular those responsible for the control system. As indicated reported in the Report, the findings of the various enquiries conducted with regard to certain events were also notified by the Company to the investigating authorities and to Consob, to which the Board of Statutory Auditors has provided constant updates on its oversight activity.

Oversight of the suitability of the organisational structure.

The Board of Statutory Auditors obtained information on and monitored, to the extent it is responsible, the suitability of the Company organisation structure and the appropriateness of the provisions imparted by the Company to its subsidiaries and has also viewed and obtained information on the activities carried out pursuant to Legislative Decree no. 231/2001 on the administrative responsibility of organisations for the offenses envisaged in that law.



### Complaints pursuant to Art. 2408 of the Civil Code

The Board of Statutory Auditors examined the complaint received and following these investigations, did not find any grounds for the allegations.

### Self-assessment process.

As envisaged in the Code of Conduct of the boards of statutory auditors of listed companies, since this year the Report includes the results of the Board self-assessment of its composition and functioning. The Board confirmed the eligibility of all the Statutory Auditors on the basis of the requirements of the Italian and US regulations applicable to Eni as a company listed on the New York Stock Exchange. In particular, the operation of the Board was highly efficient thanks to the regular attendance of the Statutory Auditors in the meetings of the Board of Statutory Auditors, their constant participation in the meetings of the Board of Directors and the internal Board committees, in view of the relevance and specificity of the issues addressed, the planning of activities and the effective informational support received.

### Conclusions

On the basis of the activities it performed, the Board of Statutory Auditors has not found any reason to oppose the approval of the financial statements at December 31, 2018 and the proposals put forth by the Board of Directors.

\* \* \* \* \*

The Chairman thanks Ms. ROSALBA CASIRAGHI and invites RICCARDO ROSSI of EY S.p.A. to read the conclusions contained in the firm's report on the audit of ENI S.p.A.'s 2018 financial statements.

**RICCARDO ROSSI**

The activities carried out by the audit firm are contained in the reports filed on April 5, 2019 pursuant to Article 14 of Legislative Decree 39/2010, and made public by the statutory deadlines, which you are invited to consult. Our opinion, as expressed in those reports, indicates that Eni S.p.A.'s financial statements and the consolidated financial statements provide a true and fair view of the financial position, of Eni S.p.A. and the Eni Group at December 31, 2018, as well as of performance and cash flows for the year ended at that date, in compliance with the International Financial Reporting Standards endorsed by the European Union, as well as the implementing measures for Article 9 of Legislative Decree no. 38 of February 28, 2005..

In our opinion, the Report on Operations and several specific information under paragraph 4 of Article 123-bis of the TUF, presented in the Corporate Governance and Shareholding Structure Report, are consistent with Eni S.p.A.'s financial statements and the consolidated financial statements at December 31, 2018 and have been drafted in compliance with statutory requirements.

With reference to the declaration pursuant to Art. 14, paragraph 2, letter e), of Legislative Decree 39/2010, about the possible identification of significant errors in the Report on Operations, based on the knowledge and understanding of the company and the related contextual information acquired during the audit, we have nothing to report. Finally, we verified the approval by the directors of the non-financial statement required under Legislative Decree 254/2016, which was the subject of our separate declaration of conformity.

Thank you for your attention.

\* \* \* \* \*

The Chairman thanks RICCARDO ROSSI and reads the following proposal:

“Shareholders,

The Board of Directors invites you 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 (three billion one hundred seventy-three million four hundred forty-two thousand five hundred ninety point seventy).”

\* \* \* \* \*

The printed document entitled the “**Annual Report 2018**”, comprising the integrated financial statements of Eni, consisting of, among other things, the Report on Operations, the consolidated financial statements at December 31, 2018 (financial statements, notes to the consolidated financial statements, supplemental oil and gas information required by the SEC, management’s certification, report of the audit firm), ENI S.p.A.’s financial statements at December 31, 2018 (financial statements, notes to the financial statements, proposal by the Board of Directors to the Shareholders’ Meeting, report of the Board of Statutory Auditors pursuant to Article 153 of Legislative Decree 58/1998, management’s certification, report of the audit firm), the annexes to the notes to the consolidated financial statements (Significant shareholdings of Eni S.p.A. at December 31, 2018 and Changes in the scope of consolidation during the year) and the annex to the notes of the financial statements of Eni S.p.A. (Fees paid for auditing and other services), is

annexed to these minutes under letter “D”.

\* \* \* \* \*

The Chairman moves to the second item of the agenda.

## **No. 2**

### **ALLOCATION OF NET PROFIT**

\* \* \* \* \*

The Chairman reads the proposal as follows:

“Shareholders,

In regard to the results achieved, the Board of Directors proposes that you resolve as follows:

- to allocate the net profit for the financial year 2018 of €3,173,442,590.70 (three billion one hundred seventy-three million four hundred forty-two thousand five hundred ninety point seventy), of which €1,660,963,734.84 (one billion six hundred sixty million nine hundred sixty-three thousand seven hundred thirty-four point eighty-four) remains following the distribution of the 2018 interim dividend of €0.42 (zero point forty-two) per share, resolved by the Board of Directors on September 13, 2018, as follows:
  - the amount of €2,132,000 (two million one hundred thirty-two thousand) 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 (zero point forty-one) per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the 2018 interim dividend of €0.42 (zero point forty-two) per share. The total dividend per share for the

financial year 2018 therefore amounts to €0.83 (zero point eighty-three) per share;

- the payment of the balance of the 2018 dividend in the amount of €0.41 (zero point forty-one) per share, payable on May 22, 2019, with an ex-dividend date of May 20, 2019 and a record date of May 21, 2019;
- to the available reserve the amount of net profit remaining after the distribution of the proposed dividend.”

\* \* \* \* \*

The Chairman then moves on to the third item on the agenda

### **No. 3**

#### **AUTHORISATION OF BUY-BACK PROGRAMME OF ENI SHARES; RELATED AND CONSEQUENT RESOLUTIONS**

\* \* \* \* \*

To present the item, the Chairman refers the participants to the Board report made available by the statutory deadline and also distributed to participants at the entrance of the hall.

That Board report is annexed to these minutes under letter “E”.

The Chairman reads the following proposal:

“Shareholders,

I submit for your resolution the proposal of the Board of Directors:

1) 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 purposes referred to in the explanatory 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 (sixty-seven million) ordinary shares, representing 1.84% (one point eight-four per cent) of the share capital of Eni SpA, which currently amounts to €4,005,358,876.00 (four billion five million three hundred fifty-eight thousand eight hundred seventy-six point zero zero), represented by 3,634,185,330 (three billion six hundred thirty-four million one hundred eight-five thousand three hundred thirty) ordinary shares with no par value, for a total outlay of up to €1,200,000,000 (one billion two hundred million). 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, and (if applicable) current accepted market practices, which shall not be more than 10% (ten per cent) 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 bids with predetermined offers; - 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 this proposed resolution.

2) 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 points, 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.”

\* \* \* \*

The Chairman then moves on to the fourth item on the agenda

#### **No. 4**

### **REMUNERATION REPORT (SECTION I): POLICY ON**

### **REMUNERATION**

\* \* \* \* \*

The Chairman notes that the Remuneration Report, as approved by the Board, has been prepared on the basis of Article 123-*ter* of the TUF and Article 84-*quater* of the Issuers' Regulation and published as required by applicable laws and regulations.

The Shareholders' Meeting shall resolve in favour of or against the first section of the Remuneration Report regarding the Company's policy on the remuneration of Board members and managers with strategic responsibilities and the procedures used to adopt and implement this policy. The resolution is not binding.

The Chairman reads the following proposal:

"Dear shareholders,

I submit to you the proposal of the Board:

- to resolve in favour of the first section of the Remuneration Report."

\* \* \* \* \*

As required by the Corporate Governance Code, the Chairman invites the chairman of the Remuneration Committee, Mr. Gemma, to report to the shareholders concerning the activities of his committee.

\* \* \* \* \*

ANDREA GEMMA – Chairman of the Remuneration Committee.

Shareholders,

It is with great pleasure that I now set out for you the key points and the new features of the Remuneration Report for the year 2019. The first section of the Report, made available to the public as prescribed by applicable



legislation, illustrates the activities carried out by the Committee in the period in question and the full performance of its institutional tasks.

This first section also sets out the Remuneration Policy for 2019, prepared in accordance with the Guidelines defined for the entire term and submitted for your consideration for the advisory vote required by applicable legislation.

In preparing the 2019 Remuneration Policy and the 2019 Remuneration Report, the Committee conducted an ongoing, detailed analysis of the changes in the regulatory framework, of the practices and remuneration levels found in reference markets, taking particular account of investor sentiment and positions. Specific in-depth analyses were carried out in comparison with the benchmark peer group and with the leading international countries also in order to compare the current best practices and, being truly committed to continuous improvement, to improve Eni's procedures.

Among the most important activities carried out by the Committee over the course of the year was the redrafting and implementation of a structured Engagement Plan with the leading institutional investors and proxy advisors, in which the Chairman of the Remuneration Committee took part to underscore the importance attributed by Eni to investor engagement, conducting a constructive comparison using the monitoring and critical assessment of the requests for more detail and transparency addressed to the Company.

On behalf of the Remuneration Committee, I express to you my profound conviction that, to date, the choices made reflect the corporate values, the

various roles and the responsibilities assigned as well as the priorities set out in the four-year Strategic Plan. The remuneration policies are structurally integrated with the effective achievement of Eni's industrial policy and with the pursuit of the values of transparency and sustainability that shape its management.

Consequently, again with greater emphasis and content, the Remuneration Report submitted for your review focuses its attention and organisation on presenting information on the scenario, on business and on the connection between industrial strategy and remuneration in an even more transparent and immediate way. I reiterate that our remuneration systems are in synergy with the aim of encouraging the effective implementation of business strategies, for the benefit of all stakeholders.

Beginning in its previous term, the Remuneration Committee has taken on the responsibility of aligning the short and long-term performance objectives assigned to management, and the Company's main strategic drivers, with the aim of providing shareholders with an even clearer picture of the context in which its proposals have been developed, and also bringing forward the adoption of the transparency parameters envisaged by Directive 2017/828/EU. Once again Eni anticipated investor demand, incorporating the renewed sensitivity of all stakeholders to the adoption of clear measures to ensure immediate understanding of the remuneration system and its effective monitoring.

In line with last year, the second section of the Report uses clear diagrams and measurable parameters to illustrate the final results achieved over a two-

year timeframe, in order to make possible a useful comparative analysis of the performance achieved. Starting from this year, this analysis is further enriched by precise indications of the targets achieved, with a considerable improvement in terms of transparency and full disclosure.

Trusting that the choices made will be understood and appreciated, together with Directors Pietro Guindani, Alessandro Lorenzi and Diva Moriani, whom I would like to thank personally for their constant, motivated and competent contribution to the Committee's work, I thank you for the support of the Remuneration Policy scheduled for 2019 and I am at your disposal for any questions you may want to ask on this subject.

The **2019 Remuneration Report** is attached to these minutes as Annex “F”, while the **2018 Corporate Governance and Shareholding Structure Report** may be found under Annex “G”.

\* \* \* \* \*

The Chairman opens the floor to the discussion of item no. 4 of the agenda.

She further reminds the Meeting that each shareholder will be allowed a total of 10 (ten) minutes in which to speak.

Taking the floor are

**GIANLUCA FIORENTINI** (10 shares).

Hello Madam Chairman, hello Directors and fellow shareholders: as I am the first shareholder to speak, I hope I speak for the entire Meeting when I compliment Mr. Descalzi for the thorough introduction he has given, which

clearly reveals his great and active participation in the Company.

Allow me to first of all to praise Ms. Marcegaglia too, for not having put to the vote the nomination of Notary Paolo Castellini, who in my very modest opinion is a true professional with a great deal of judicial experience and culture. She did not put the appointment to the vote under Article 5, paragraph 1 of our Shareholders' Meeting Rules. This would have run the risk of discrediting the person and powers of the Chairman, and not of the professional, as well as unduly and unnecessarily altering the proceedings of the Shareholders' Meeting.

Before I begin the main part of my remarks, I would like to make a small request/proposal: for future Meetings I would like to find the questions and answers of the shareholders posed prior to the Meeting attached to the documentation provided.

By doing so we can avoid useless repetitions, given that this Meeting is not only an occasion for the shareholders and the Board of Directors to meet, but also for the shareholders themselves to meet one another. Having this documentation could prompt further questions and debate.

I now come to the main part of my remarks and, given their brevity, I would like to ask for them to be fully reported in the minutes.

Our Company is not only about 'big projects', but also about 'daily life' and this is why the very praiseworthy initiative "Call for innovation: Smart & Efficient Buildings" caught my eye: it will finish at the end of this week and is reserved for start-ups and SMEs. I applaud this entrepreneurial choice which, in my opinion, encourages small and medium-sized enterprises

(SMEs) to build properties with excellent energy performance certification.

It is clear to me that candidates will be able to present their innovative solutions to the Company and may also be selected as associates in the future.

What is not clear to me is expressed in the following two questions:

1. Whether Eni has set aside funds for any further collaborations; in the event it has done so I would like to know the amount of such funds;

2. How much this project cost and what the projected returns are. Specifically: it is unquestionable that any earnings will be reported in the next financial statements, but I am asking whether the costs incurred are part of the financial year that we are asked to approve or whether they will be reported in the next financial year.

I thank you in advance for your answers.

**GUIDO SALI** (10 shares).

Hello, hello to the Board and hello Madam Chairman.

As well as holding some shares, I also represent the University of Milan, which has been involved, as a third party, in providing know-how for agricultural and rural development, for protecting forests, and for assessing projects. This collaborative effort has given us the opportunity to address, together with the Sustainability Division, some of the most important issues regarding the sustainable development of local communities, which represent a key factor for economic diversification in the countries and territories in which Eni operates.

For the sake of brevity I will just mention two of these: the first concerns the issue of verifying the effectiveness of the projects, which is done both by

using established methods which, among other things, have led at international level to the designation of a number of textbook projects, at the United Nations and at the World Bank, and by helping to draw up ad hoc methods for performing assessments of the social and economic impact on local communities, to orient the projects towards continuous improvement in both the planning and the implementation phase.

The second issue I would like to discuss concerns what the Chief Executive Officer said about the activation of big forestry projects that will lead to net zero emissions in 2030, with a quantitative target of 20 million tonnes of carbon-credit production per year.

These projects do not only concern reforestation work, but above all the protection of existing primary and secondary forests. In this case, too, initiatives are envisaged which, being a university system, we are called upon to track through monitoring and evaluation work.

If I have understood correctly, these initiatives include the support and involvement of local communities to prevent the causes of deforestation. Accordingly, they include projects for agricultural development and economic diversification, and to improve access to energy, education and training, all of which in a perspective of empowerment and enhancement of both human and social capital. This means paying attention to local people and communities over the long term in order to pursue the environmental, social and economic sustainability of the development processes.

I will just briefly mention the initiatives in Val d'Agri, where the University of Milan is an outside party in the planning and implementation phases with

the role of both optimising the impact on the local economy and creating a close relationship with civil society.

For all these reasons, I would like to approve in full everything concerning sustainability and a circular economy as set out in the Report by the Chief Executive Officer.

**MAURO MEGGIOLARO** representing the shareholder Fondazione Finanza Etica (80 shares).

Hello everyone, I am Mauro Meggiolaro of Fondazione Finanza Etica, established in 2003 by Banca Popolare Etica.

We have been taking part in Eni's Shareholders' Meeting and that of other Italian and foreign firms since 2008, in order to draw the attention of directors and shareholders to the impact that the conduct of companies in environmental and social fields can have on their accounts and on their reputations.

For two years now we have worked closely with the networks and organisations of Italian and international civil society and with the European network of institutional investors, "SfC - Shareholders for Change", and we are therefore speaking today also on behalf of this network, which currently includes ten investors from Italy, France, Austria, Germany, Spain, Great Britain and Switzerland, representing total assets of around €140 billion.

The French company Meeschaert Asset Management, a member of the SfC, holds 82,000 Eni shares while the other French SfC member, Ecofi Investissement, holds 17,577 Eni shares.

We will vote today on the various items on the agenda by following a list of

voting instructions that we discussed and agreed before the Shareholders' Meeting with both Meeschaert and Ecofi.

We sent a series of questions before the Meeting, and we read the answers, for which we thank you. We did this together with the A Sud association. I still have some questions remaining on the first item on the agenda, and then I have some questions on the fourth point, namely on the Remuneration Plan. With regard to the first point: renewable energy plans, or in any case a decarbonisation plan, the target of 463 MW of installed capacity from renewables by 2020 has been raised to 1.6 GW by 2022, and there is a plan to bring it to 5 GW by 2025. We cannot but be satisfied with this.

We do, however, have some questions:

- we would like to know how many of the original 463 MW for 2020 had already been installed as of December 31, 2018 and if possible as of March 31, 2019 (first quarter) and where;
- we would like to have measurable goals year by year, i.e. how much capacity is going to be installed in 2019, 2020, 2021, 2022,...23, ... 24 and ...25, because otherwise the bar is raised every year and a new goal is set for two or three years ahead, which is a little confusing for shareholders;
- we would like to understand, since we want to monitor your achievement of these goals, how many MW of power are installed year by year;
- we would also like to understand, given that the original target was 463 MW in 2020 (we are almost halfway through 2019 and judging from the previous questions and answers in this Meeting, it seems that as of December 31, 2018 we are at 40 MW), if we are on schedule, i.e. if Eni will have been



able to keep this promise and achieve this objective by the end of 2020;

Last year, in one of his answers to our questions, Mr. Descalzi referred to a figure of 14% of 220 Italian MW in renewables by 2020, which are destined for the wind power sector. This means about 30.8 MW of capacity to be installed in Porto Torres. What stage is this project at?

What results were obtained in 2018 by the Energy Solutions division, in financial terms?

Again last year, in one of the answers to our questions, Mr. Descalzi referred to investments of around €240 million in wind power as part of the 2020 renewables plan: how much of this investment has been made, and where?

What capacity in MW will be installed in wind power thanks to the planned investment of around €240 million?

Eni's strategic plan for 2019-2022 forecasts investments of €33 billion over 4 years, of which 77% are destined for fossil fuels, while a much smaller slice of the pie will go to renewables, around 4.24%, almost entirely intended for photovoltaics, while we know that a competitor (we also have the data that you gave us in the answers before the Meeting) such as Royal Dutch Shell is already today investing in wind power, with a total installed capacity of over 400 MW in the United States and 146.3 MW in Holland.

Does Eni intend to invest more in wind power, and also participate in consortiums in large onshore and offshore wind farms?

Finally, in reference to the reforestation plan presented today: it is an approach that we feel we must criticise since it still provides for an expansion in fossil fuel production, so there will be a rise in emissions and then on the

other hand we are basically trying to atone for this by planting trees in the forest. There is no change of course, because in any case energy production from fossil sources will continue and increase, and in our opinion there is no clear plan B, just investment in the introduction of palliative measures.

Mr. Descalzi said previously that in 20-30 years' time there will be no more fossil energy sources...

**CHIEF EXECUTIVE OFFICER**

I said that within 20-30 years, if energy is produced using fossil sources, there will absolutely have to be a carbon reset which may be done through CCUS, or reforestation or an improvement in production efficiency. We really need to be able to produce from fossil sources while eliminating our carbon footprint. That is what I said.

**MAURO MEGGIOLARO** representing the shareholder Fondazione Finanza Etica (80 shares).

Ok, that is clear. I wanted to understand, in relation to the reforestation plan, if we already know in what areas, what kind of trees will be planted, in which regions, who will monitor them, but you have to stop the timer.

**CHIEF EXECUTIVE OFFICER**

Yes, stop the timer, because this is important. I did not talk about reforestation, but about conservation, we are not going to plant new trees, we will make sure that those 13 million per year are not cut down, which is a very different thing, but the areas are there and I will point them out again.

**MAURO MEGGIOLARO** representing the shareholder Fondazione Finanza Etica (80 shares).

One last thing, the emissions that will be offset by 2030 only concern the exploration for and the extraction of oil and gas, i.e. a minimal part of the greenhouse gas emissions that will be produced by the oil and gas that Eni sells.

Can Eni provide an estimate of the total emissions just from exploring for and extracting oil and gas until 2030?

What instead would the total amount be for direct and indirect emissions from the oil and gas that Eni will sell between now and 2030?

Because in the end we are just going to be offsetting direct emissions: we would like to understand what the estimate is for the direct emissions.

One last question: when does Eni plan to be, from that point of view, totally carbon free, and how?

I will just speak quickly about item 4 on the agenda.

We will vote no, together with Meeschaert Asset Management and Ecofi Investissement, the founding members of Shareholders for Change, which hold a total of around 100 thousand Eni shares. In particular, we do this because the fixed remuneration of the Chief Executive Officer is significantly higher than the median for European companies in the same sector, with an inflationary effect on total remuneration, which can reach a maximum of €7.3 million on an annual average basis: 164% of the median for European companies in the same sector. The total remuneration for the executives is more than 3 times the fixed remuneration and this is not in line with our voting policy or with that of Ecofi.

The performance targets for variable remuneration are assessed over a three-

year period, while it would be advisable, in our opinion, to measure them over a longer period of time, for example five years.

**ALBERTO GROTTI** (100 shares).

Hello everyone.

You know that I am a former deputy chairman of Eni and I am here to tell you for the third time that I went to prison because ‘I couldn’t have not known’.

It seems strange that I’ve had to say this several times. I ask Ms. Marcegaglia: is it possible that you, through compliance, which carries out checks, you did not have the opportunity to go and see..., I have a small blog, where there are all the considerations you could wish for.

Do you realise that your attitude, towards the entire Italian population, is shocking? We have now been told how much the Chief Executive Officer earns. This pay seems outlandish to me, but I will say nothing more and move on.

In recent years we have seen the abolition of state shareholdings. Do you remember what state shareholdings were?

Now they have been changed and replaced with the CDP (Cassa depositi e prestiti) to make room for privatizations, especially for the extreme sell-offs that wiped out entire industrial sectors, impacting heavily on employment in Italy.

Millions of jobs have been wiped out. This is the crucial point.

I understand that Eni is making investments, - €3 billion in five years in the Middle East - and I don’t see what jobs this will create.

I do not know if we have the resources to manage a refining sector. I do remember though that an inspector told us, three or four years ago, that refining was something to be eliminated and instead I find that it has been expanded, at a cost of €3 billion.

The exodus of Italians abroad is clear from official sources.

We know that, as well as having lost millions of jobs, we have also experienced an exodus of people who have left Italy, of pensioners and above all of young people and new graduates, and Italy is in serious difficulty, so I would like to ask our Chief Executive Officer or Ms. Marcegaglia to tell us how many how many jobs Eni estimates it will recover with these investments of €3.5 billion.

The fall in the birth rate has added to these problems. In actual fact Italy is already quite old and will become even older.

Let us see what this new Government is going to do now.

I had asked the directors and the Chairman to take a step sideways, not even a step backwards, to listen, since we have a new Government, to offer their resignations so that the new Government could – as they do in the United States every time there is a change of government – have a significant impact on its reorganisation, something which clearly did not happen.

The company in which we hold shares and whose activity in 2018 and whose directors we are called upon to approve today cannot be separated from the national context, while in my opinion their behaviour ignores the most basic rules of etiquette.

As a matter of fact, both Mr. Descalzi and Mr. Scaroni were already under

investigation by the Public Prosecutor of Milan, but the outcome of the investigation, at least to me, seemed a foregone conclusion; in December 2018 they were both remanded to trial.

I ask all of you here: can we pretend nothing happened? How can Eni, the largest company in Italy, be managed if there is anxiety about being interrogated or put in prison, as happened to me?

Perhaps the calm and confidence that Mr. Descalzi displays in his speeches, including today, stems from the fact that in the trial in Milan in which he is a defendant, he is being defended by Paola Severino, who was the Minister of Justice in the Monti Government, and is currently Vice President of LUISS University, where our Ms. Marcegaglia is President and where our Prime Minister Conte is a lecturer in private law. So it would seem that LUISS is a mini Eni, let us put it that way.

**CHAIRMAN**

If only...

**ALBERTO GROTTI** (100 shares).

I must say this: our Mr. Descalzi is well protected and his lawyer surely helps him sleep soundly!

This is not a fault, because after my tribulations I understood very well that, in order to have justice, real justice in a country that is a cradle of the law like Italy, you have to be very well defended and prepared.

In this circumstance I would just like to remind you that Descalzi is accused of international corruption, while Eni, that is to say all of us, is charged with violation of Law 231/2001.

The accountability of companies for crimes committed by their employees.

Others who have been sent for trial include the famous Bisignani, whom I already mentioned the last time.

And so I say again, as Ms. Marcegaglia noted, the last time I came here, she wrote me a nice note in which she told me: you were convicted for Enimont though.

You should know that I was not convicted for Enimont, a certain Bernabé could have gone to prison for Enimont, but certainly not me.

You should know that I went to prison for Eni-Sai. Eni-Sai is different from Enimont and I have never taken part, not even in a hearing, in the Enimont trial.

In addition, you said that I went to prison for years, but I was given a few months; I realised that you really don't care.

There has already been a sentence, which has not become definitive, therefore up to the third level of adjudication one is justly not considered guilty, until one day that third level of courts should speak, which will come in a few decades when we will also get a sentence. What happened to me did not happen.

However, and again for completeness of information, two of the defendants in the Eni-Nigeria trial, namely Gianluca Di Nardo and Obi Emeka, plea bargained a sentence of four years in prison. The sentence handed down by the pre-trial hearing judge of Milan, Giusy Barbara, concerns an initial part of the proceedings for an alleged bribe of \$1,092 million that was paid by Eni to politicians in Nigeria and, it was also alleged, to an ex-manager of the

energy giant, for the purchase of the OPL 245 oil field. In the reconstruction presented by the prosecutors, in 2011 the mediators received bribes which were then distributed to various other people, both Nigerian and Italian.

The Italian authorities have seized over €100 million from these people, the result of bribes.

We have a company that is under great scrutiny.

In criminal proceedings, liability is subjective, therefore even if two defendants in the same trial, for the same crime, decide to negotiate a plea agreement, this does not mean that the other defendants are guilty of the crimes of which they are accused.

**CHAIRMAN.**

Your time is up.

**ALBERTO GROTTI** (100 shares).

I now appeal to you, the shareholders. What I am arguing now is that we have top executives who are accused of serious crimes.

We urgently need to understand what to do.

Our managers have already been charged, remanded and tried, and we are here doing nothing.

I would like to know if there is any logic to this, thank you.

**CHAIRMAN.**

Ok, thank you. You have made an entire series of quite serious misstatements, to which we will respond, but be careful what you say, because saying such serious or inaccurate things about the Chief Executive Officer, about the Company, is not acceptable.



**ANTONIO TRICARICO** representing the shareholder Re:Common (5 shares).

Hello to Madam Chairman, the Board of Directors, the Chief Executive Officer and all investors.

I am speaking on behalf of the Re:Common Association on issues that pose, as Eni admitted in the introduction, some serious reputational, and therefore financial risks for the Company, and I would like to ask the Notary for my speech to be fully reported in the minutes.

I will refrain now from commenting on some of the answers kindly given by Eni to our pre-Meeting questions containing statements and interpretations regarding what your experts and some witnesses said in the Milan OPL-245 proceedings

I would like to modestly point out that it would have been more correct to also report the findings that emerged from some cross-examinations of these but, as mentioned, the audio recordings of the hearings are public and can be listened to again by every shareholder; indeed I invite every shareholder to listen to them carefully.

However, we believe that some issues raised in the questions concern not criminal liability, but a fundamental question of Company governance, which in our opinion remains very problematic.

The events and what has been revealed in recent months, as raised in our pre-Meeting questions, call into question the credibility of the Company's governance, starting with its Board of Directors, which is why greater clarity is needed on some points, hence a number of requests for clarification that

we put to management:

1. You state that: “Mr. Casula has not held operational roles in Eni S.p.A. or in operating affiliated companies since April 2018 and deals with innovation initiatives and activities.”

I ask you, do you confirm unambiguously that Mr. Casula is no longer an Eni employee in any way and if therefore his self-suspension was the definitive end of his contract of employment with Eni?

2. We infer that, when you speak, on page 75 of the file with the answers to the pre-Meeting questions, of the creation of a dedicated governance function to strengthen controls of the operations of the Legal department, you are referring to the so-called integrated compliance mentioned on page 78 of the file.

I would like to ask you to confirm this.

Therefore in this regard, the Chief Executive Officer is, by your own admission, directly responsible for this improvement and verticalisation of the controls. We therefore ask you how is it possible that a conflict of interest does not arise when Eni evaluates questions concerning OPL-245, for which the Chief Executive Officer himself is charged in the proceedings before the Court of Milan?

3. To deny this possible conflict of interest, you mentioned that the external audits are commissioned and supervised by the Control and Risks Committee (CCR) of the Board. Well, it is a shame that there has been a lot of tension at Board level, linked to the role of a CCR member who, by her own admission, when she raised questions about the alleged corruption in Nigeria and Congo,

was put under pressure and in the end was involuntarily suspended by the CCR. Moreover, she is a director who represents important international institutional investors.

In this regard, we believe it is a serious circumstance that the Chairman, the entire Board of Directors and the CCR say in writing, and I quote again “do not confirm in the most absolute terms” what was asserted under oath by Director Litvack when she was questioned before the Court of Milan, and, more specifically, that at a Board meeting on April 29, 2015, Chairman Marcegaglia told all the Directors that, in the context of the tensions that emerged regarding the Company’s response to the anti-corruption issues raised with management by Director Litvack and Director Zingales, an upcoming review of the Boards’ functioning “offers the perfect opportunity to send a strong signal to Zingales: the time has come for you to leave the Board of Directors.”

Now, more specifically, if you do not think these words are in the official minutes of the hearing, I would ask you to provide the exact version today.

More generally speaking we would like to find out today if Ms. Litvack, who has been reinstated on the CCR, confirms the statements of the Board and the CCR, which therefore include her as a member, as stated by the Chairman, namely that she does not confirm the content of her own statements provided under oath.

The fact that the Board applied double standards, with the Chief Executive Officer under investigation and then accused over the OPL-245 matter, and Director Litvack under investigation before charges were dismissed for the

alleged Syracuse plot, leaves a dark cloud over the operation of the Company.

We therefore ask Eni again if an external audit has been specifically commissioned on how the Chairman of the Board handled these circumstances, what the findings were and whether the Chairman was involved or not in this audit.

4. Finally we would like to point out that the report on OPL-245 by Resources for Development Consulting was commissioned not only by Global Witness, but also by Re:Common, The Corner House and HEDA Resource Centre.

Accordingly, we would invite Eni to read the prefaces of the reports we present more carefully.

That said, we would point out that in the response to the right-of-reply letter sent to Eni by Global Witness on the report, before publication, the Company simply made one comment and provided no data at all. The consultant responded to this comment in the final version of the report. Together with the report, these organisations published the entire discounted cash-flow analysis from which the conclusions of the report were derived.

We believe it is too simplistic and approximate to say that according to Eni the government take is 69% and not 49% in the back-in scenarios, without providing any data of the model on which this statement is based, given the serious accusations made publicly by Eni, especially against these shareholders, regarding alleged calculation errors, present in the report - on which we reserve the right to undertake future legal action - we ask if in the name of transparency Eni will also make public the discounted cash-flow analysis with all the assumptions regarding the OPL-245 license, even in the

event that the Nigerian government makes use of its back-in rights on the license. Thank you.

**JEAN LEONARD TOUADI** representing the shareholder Amedeo Santucci (50,000 shares).

Thank you Madam Chairman,

Thank you for giving me the floor and for the extensive and in-depth report by the Chief Executive Officer. I would like to take advantage of this time to make some observations on the presence of Eni in Africa.

It has been said several times, it is a geographically strategic continent, but is also important for the capacity that Eni is developing to add something qualitatively different to its *modus operandi* on the continent.

Mr. Descalzi, you said in an interview in November 2015, with *Jeune Afrique economique*, that Eni is the leading oil company in Africa, and Africa is the continent where we produce the most.

It was an interview conducted by Christophe Le Bec and, in fact, the things you have told us today confirm Eni's importance in Africa, becoming in fact one of the first major multinationals, obviously Italian, but also an African multinational.

Eni has overtaken competitors that had long been established on the continent, and also has the ability to influence the public authorities of this country, and this is a credit to the company that you manage. It is a great honour to be the leading oil company, but also a great burden, which demands that Eni be faithful to what they will always be grateful for in Africa: that is, to have broken with the predatory logic typical of the

expansionary capitalism of the Industrial Revolution.

I do not say this, I quote a person very dear to you, where I am from we would say a revered ancestor, namely Enrico Mattei, who said that oil is a political resource. “Oil has been a political resource par excellence since the days when its importance was more strategic than economic, as much as possible devoid of imperialist and colonial reminiscences” and he said this over 50 years ago.

Mattei had broken that predatory pact and continuing to do so today is an act of restitution to the continent.

What was once “you get the oil, we get the technology and we share the benefits” must in my opinion be transformed into a new pact, between Eni and the countries of the African continent, between Eni and the communities and the people living there. We must all combat what the analysts call Africa’s “oil curse”: how can a product like this be a curse?

We can accept the challenge to turn this curse into a blessing for African countries, something that is good for communities, populations, young people on the continent, 10 million of whom enter the labour market every year and cannot find work. And their not finding a job sometimes fuels jihadism, terrorism, or other types of implosion in certain areas of the continent. I am comforted, Mr. Descalzi, when you say, in the continuation of the same interview, and I quote it here, “local content is a necessary investment, the promotion of employment and local suppliers, as well as the transfer of technologies and skills”. We need more courage and more inventiveness along this road.

There is much talk about the crisis in the continent's democratisation process, processes that had raised many hopes in the 1990s. How can we, how can Eni as a company, as a major player on this continent, contribute to democracy?

It can do this by rooting development in local areas, places, peoples and communities through what you have said. Local content is a necessary investment, the promotion of local employment and suppliers, as well as the transfer of technology. This is the big gamble today for this great company that has the honour of being the first, but that has the burden of accompanying this process of optimising the human resource of young people through training, through a capacity for the governance of production processes and also of economic processes, which is what Eni is doing.

The second challenge relates to this long explanation that you gave us about sustainability, a word that has returned again and again, also in the Chairman's introductory report. You see, Africa can be, indeed it must be, that training ground for the world's ecological transition.

The model that was provided by the Industrial Revolution, and which Mattei criticised, in exchange for greater attention, for greater capacity for partnership, for a joint understanding between Eni and the Africans, of what development is, we are seeing today in what you said in the same interview, which I quote once again "we also invest in the renewable energy sector", and therefore the whole question that you explained to us, about the things being done in Congo, Nigeria and Ghana.

The work of your branch for "responsible and sustainable business" is good,

the things we are doing together with FAO and also with the UNDP are good and this is the way forward.

Eni as a quantitatively, financially and economically important presence, and this is legitimate, but with the burden of accompanying this continent in its great ecological transition.

Look, it is not obvious, because the predatory model that Mattei had criticised, is now back in fashion with other players, I say this to everyone: the Chinese production model. Italy must instead bring something more, which is truly in line with what you were saying. Sustainability, support for local territories, making a contribution to democracy through young people, and training, through the empowerment of eco-innovation.

I end by saying a word of hope which is also a challenge. There was a very famous song in Italy, “down in the black continent” where the Watusi looked elephants in the eye. Let’s reverse the roles, so that Eni becomes the Watusi that look elephants in the eye. The elephants are the African people, heavily rooted in their territories, a bit slow, maybe even a little awkward in the way they walk, but the elephant is solid, reliable and only attacks if it is attacked first.

If Eni can look through the eyes of a Watusi, changing its role in the eyes of the elephants, perhaps together we will be able to make an ecological transition that will be good for Africa and the Africans, but will also be good for Italy. Thank you.

\* \* \* \* \*

The shareholders applaud at the end of the speech.



\* \* \* \* \*

**GIUSEPPE FANFANI** (100 shares).

Madam Chairman, Mr. Chief Executive Officer, Shareholders,

I am delighted to speak at this Meeting and I would like above all to thank the Chairman and the Chief Executive Officer for their words on a variety of topics phenomena, to which I will only briefly return to avoid taking up too much time in this Meeting.

I would also like to thank the Honourable Touadi for his words of hope, pointing out an antithetical path to what he defined as robbery imperialism.

I also cite, and I am grateful to, the person of Enrico Mattei, who pointed towards this path many years ago as the only viable way forward and the only that could distinguish the Catholic-social culture, from whence he came and with which he was thoroughly imbued, from other cultures that at that time dealt with the energy problem in absolutely anti-social terms.

I agreed with the words of the Chairman where, in beginning her remarks, she analysed the world and European crises, emphasising and dwelling on the latter, citing data, referring to the extremely modest, almost non-existent growth of which we are reminded daily by all the statistical agencies and the business world, represented by Confindustria.

In such a situation, and I refer to those who have heavily criticised the management of this company, legitimately, because I imagine that they are intentionally seeking to improve the company's situation, we absolutely cannot fail in our duty to emphasise what results have been achieved, because

being a primary shareholder, though not the only one, in a company of this size, operating in 76 countries around the world, now employing over 33 thousand people (but there have been periods of far greater employment), in a situation that sees our country heavily penalized in terms of production, it is necessary to be deeply grateful for the providence that preserves it and to the people who try to keep it going on a daily basis.

The second duty that arises from this is a duty to safeguard a company of this size which, since the post-war period, has been the entrepreneurial symbol of Italy, with the characteristics that have been correctly and widely illustrated by the Directors.

I particularly appreciated some of the words that the CEO has used in terms of environmental compatibility, of how to do business.

I am one of those who, having been born immediately after the war, lived through much of the last century, characterised by a violent conflict of ideologies.

Those ideologies no longer exist, but the new ideologies are called environment, water, salt, which are then those that, unwittingly, create the conditions for these biblical migrations against which it is much easier to protest than it is to understand them.

We have a duty to positively evaluate what has been represented regarding the commitment that this company has to protect environmental compatibility when doing business.

I thank you personally because I have been tempted many times in my life to devote myself exclusively to this topic, but I believe that - and past

experience shows me I am right - this has become a fundamental and unavoidable topic for the future of mankind.

The third and final consideration I want to make is the duty to safeguard our international credibility.

This firm has great international credibility, which is the fruit of many years of good works properly carried out in the international environment and in the economic foreign policy that can never be separated from the spoken foreign policy. This is a concrete foreign policy, practiced daily towards other populations.

Because this Company is a vector of economic foreign policy, a primary vector for this country. It is therefore an example of national pride that we absolutely cannot do without, also because its history, let us remember, is never an independent variable for future credibility.

Future credibility, sharing with others what we will do, expecting to be believed, is derived in great part from what we have demonstrated in the past, over the decades, in the past fifty years.

The last consideration I want to make is about the legal proceedings I have heard mentioned.

I do this as a person, as a criminal attorney who for over 45 years, exactly 45 years this year, has been dealing with these matters, as a legal expert, and as someone who has been a member of the Superior Council of the Magistracy. So I tell you that in evaluating these cases, especially from the outside, we need to exercise extreme prudence and have a duty to seek further detail. This is probably not possible by simply reading the documents, because this

requires considerable thought and much in-depth analysis and, above all, a great deal of prudence also in the language that I would gladly recommend to the press.

Thank you. I announce my vote in favour.

\* \* \* \* \*

The shareholders applaud at the end of the speech.

\* \* \* \* \*

**GIOVANNA BELLIZZI** representing the shareholder Domenico Nardoza (10 shares).

I would like to thank you for giving me the opportunity to speak.

I listened to the speeches of Ms. Marcegaglia and Mr. Descalzi with great interest.

I am bound to say that I am sorry because references have been made to certain legal proceedings involving Eni, with no mention of other very important events that have occurred in my region, namely Basilicata. I also find unsatisfactory a number of answers to the complex technical questions that we asked about events at the COVA facility in Viggiano, for reasons that I will discuss. It is also for this reason that I ask the Notary to record my remarks fully in the minutes.

The legal events that have occurred recently in Basilicata are also important and relevant for the Company for reasons that I will now explain.

I would like to thank my colleague for the previous speech, because I have been practicing as a lawyer for far fewer years, some 25, and therefore I will explain why the legal proceedings are important.

On April 23, 2019 the Public Prosecutor's Office of Potenza in Basilicata and the Carabinieri of the Operational Ecology Unit (Nucleo Operativo Ecologico) executed a precautionary warrant for house arrest issued by the investigating magistrate for the Eni manager in charge of the COVA at the time of the events in question, Mr. Enrico Trovato.

A total of 13 individuals and Eni have been investigated for a very serious offence, including environmental disaster.

The investigations actually began in January 2017, in conjunction with the detection of a huge leak from the COVA facility in Viggiano, places that have been seriously impacted that are just two kilometres from the Pertusillo reservoir.

**CHAIRMAN.**

Excuse me ma'am, for the sake of accuracy, I did refer to the problems in Basilicata. You may not be satisfied, but I did.

**GIOVANNA BELLIZZI** representing the shareholder Domenico Nardoza (10 shares).

That reservoir provides drinking water and I will also explain what the implications are for the Company, as regards two major regions and millions of inhabitants.

The investigation by the Public Prosecutor's Office of Potenza revealed the serious impairment not of only one of the four reservoirs as Eni had always claimed, but of all four reservoirs.

I read the words of Prosecutor Curcio: "Substantial and significant inertia was found on the part of the managers of the Eni plant with respect to the

danger of serious and imminent damage to the environment. A danger not deemed to be a priority with respect to production needs”. Curcio also said “At the end of the investigation, we believe we have grounds to bring charges for the crime of environmental disaster with the contamination and the impairment of at least” – and this assessment I consider to be an underestimate - “26 thousand square metres”.

And yet, on this issue, we believe that Eni’s attitude did not appear to be aimed at immediate acceptance of responsibility.

In fact, in a news item published by ANSA on May 11, 2017, Mr. Descalzi declared: “We accept everything but not the misinformation and the accusation of being monsters, assassins”.

Descalzi also said that there was fake news and that from the checks carried out the impaired area was located within the COVA and not the external area. Today, we know that is not how things are.

And yet the environmental question is not just an ideological issue, but it is also or perhaps, if I may say, above all an economic one. In fact, it seems implausible to say that such events cannot in the near future lead to new scrutiny of Eni’s governance and its investment policies, its productivity, but above all its profitability.

The risk of environmental damage, today more than ever, involves Eni also because the focus of the public, governments and the judiciary on this issue has grown exponentially.

It therefore seems inappropriate to continue to take a stance that underestimates the risks, rather than a policy that should aim to give priority

to avoiding them and preventing them.

The next legal frontier, in fact, will be that of corporate liability, and I say this as a lawyer, because the risk from environmental pollution, in these cases, always involves strict liability and is therefore independent of fault.

Eni may assess the risk to be low, in my opinion wrongly, but the impact that this may cause can be very high.

It is for this reason that I am asking questions.

We ask Eni if it has prepared an estimate of how much oil was lost and how much was recovered and if it has drawn up a financial estimate, and I am referring - this is why I say that the answers have not been exhaustive - above all to a financial estimate of the damage done to the environment in Basilicata.

We ask if Eni has prepared an estimate of the costs already incurred and those to be borne over the next few decades for environmental reclamation.

In the light of the allegations of causing an environmental disaster in Basilicata, we ask if Eni has produced a study on the risks of class action suits that people from Basilicata and Puglia operating in the areas of tourism, agriculture and other sectors, as well as the Regions, could file against Eni for losses and for damage to its image. Above all, we ask if Eni has also drawn up an estimate of the financial repercussions that such legal actions could have on the Company's performance.

In response to these serious events, the Company's business policy was, however – I am not being sarcastic: these are the facts – to hand out lemon-flavored sweets with the six-legged dog logo on them outside schools and

high schools in Basilicata or to place advertising displays in shopping centres in Basilicata, which was highly praised by Mr. Descalzi. Instead these displays aroused the indignation of the general public.

Yet a careful and environmentally friendly company policy, which gives priority to the environment, means – and it should be standard practice – that investments are protected too.

This protection is not achieved by talking about fake news or as I said by giving out lemon-flavored sweets.

In light of the serious events that occurred in Basilicata, but above all in light of how the ‘Lucanian affair’ was managed, we believe that a careful assumption of responsibility should lead to the immediate resignation of Mr. Descalzi.

Mr. Descalzi, we believe that the time for handing out lemon-flavored sweets in Basilicata, but not only for this, is over. Instead, a new era must begin for Eni, that of environmental responsibility. Thank you.

**GIULIO SAPELLI** (10 shares).

Madam Chairman, Chief Executive Officer and Shareholders,

I think that there would be no better time to speak at this Meeting than after the remarks that preceded me, because the question I wanted to ask Mr. Descalzi, and of course the Chairman too, referred to something much more general that focused on the last slides, on the last words that we heard from Claudio Descalzi.

The problem of energy transition - Touadi was speaking about this a little while ago - is overwhelming the position of all the major companies.



The problem of energy transition is something very particular today: why? Because it is part of a world of fractals from a geo-political point of view, of continuous instability. From this point of view, if we look at the map we were shown before, of our investments in Eni, we can see that Africa has now become the fundamental reference point, without forgetting very important areas such as those in Oceania and in some ways, of course Mexico and the United States too.

The question I would like to ask the CEO is essentially this: in facing these two challenges together, namely to tackle the energy transition by continuing with exploration and to ensure an adequate response to dangers that may occur, will there be a decline in investment in fossil fuels and the possibility, which would be a huge risk, that there is no continuity in energy supply?

Also because most people nowadays can no longer distinguish between vectors and sources. Electricity is not a source; it is a vector.

So – it isn't that you can supply energy with electricity, energy will have to be supplied naturally. Electricity can only be supplied if we continue to work on the sources.

I think that the most important thing we have heard today is that we have achieved cash neutrality. This is key, because it allows us to continue exploring and to guarantee energy transition, to make sure that nobody suffers from the fundamental evil that even in recent years we have had in Europe too, which is energy poverty.

I mean this in the sense that precisely because insisting on what the vectors are without worrying about the sources or about energy conservation exposes

us to serious risks.

To do this, a major company like Eni needs to continue with its excellent staff training and with its capacity for vision and therefore above all also with a capacity for vision from a geopolitical point of view.

It is not true that Eni replaces foreign policy. Eni makes foreign policy from where it works and from where it has a market.

So this danger is absolutely not there, but there is no doubt that we need to monitor what the risks of international instability are increasingly carefully.

I would like a more detailed answer about how the two horns of this dilemma are held together, as in my view they are the real challenge of the future.

Allow me then to make two points. I was a member of the Eni Board for ten years, on the first and second Audit Committee.

They were terrible years, it was 1994-1995. On the Audit Committee I was the boy in short pants, with two great teachers, Professor Cattaneo and Professor Costi. I returned after I had replaced them in the second term as the Audit Committee Chairman.

If I think about the extraordinary work that we did at that time to preserve integrity, I can't help but compliment myself on the control system and on the multivariable and multilayer system that we built with a compliance that really does us honour.

This I had to say, because it also touched me deeply.

When you get to a certain age and you no longer have to be elected or co-opted, you can say these things.

I would now like to add something else: I met the CEO when he was

enthusiastic about oil.

Now I see that he is enthusiastic about the serious and rational alternatives, because by the way he spoke about water and its capacity to be a fundamental source of this new responsibility, he can only rejoice in this and be the best proof that we have really made progress.

Also because, as you all know, in 2050 water will certainly cost more than oil. Thank you.

\* \* \* \* \*

The shareholders applaud at the end of the speech.

\* \* \* \* \*

**VINCENZO CAMPORINI** (5,000 shares).

Madam Chairman, guests, shareholders, thank you, thank you for giving me the floor.

I was Chief of the Defence Staff from 2008 to 2011 and today I deal with international affairs and geopolitics.

In the places I go to around Europe I am often asked about Eni and I clearly perceive a lot of envy and sometimes outright amazement because of an organisation that refutes the fairly widespread cliché of a country that is not clear about where its interests lie and that doesn't seem to know where it's going.

I asked for the floor to express my personal satisfaction, not only with the extraordinarily efficient operation of the current management, as shown by the results that have been described to us, but also and above all with the decisive contribution that the Company makes to the image of our country

around the world. It is a role that is certainly not irrelevant in the determination and in the management of our country's foreign policy, as Professor Sapelli mentioned.

There is a particular aspect that I would like to underline, one that stems from Enrico Mattei's ethical and political legacy: the extraordinary ability to interact positively with the territories and communities in which the company operates. This is unique compared with Eni's competitors.

This explains how it has been possible for Eni to continue to operate successfully in crisis areas, such as in post-Gaddafi Libya where, despite a situation that I do not hesitate in defining as anarchy, production has never been at risk, in fact it has been able to increase.

And this is very important in a geostrategic situation, just as Professor Sapelli remarked, of growing instability.

These fractals of history that risk involving all of us.

Credibility, built like this, is decisive in expanding our alliances with very important initiatives, as we have heard, in the Middle East and beyond. I conclude with an invitation to continue increasing our efforts to make a decisive contribution to environmental sustainability for the benefit of future generations. Thank you.

**ILHAM RAWOOT** representing the shareholder Elena Gerebizza (5 shares) (he makes his speech in English which is simultaneously translated into Italian for those who request it. The speech is reported according to the following text and in accordance with the express wishes of the Chairman).

Hello everyone,

I represent an organisation called “Friends of the Land of Mozambique” and

I have therefore made quite a long journey to ask some questions

Some of the questions that I had sent have not had satisfactory answers, so

I’m asking some new questions, above all concerning the onshore and

offshore work in the area of Mozambique, the LNG project, and the

explorations in Block ER236 on the coast of South Africa, even though

extraction has not started yet.

In Mozambique the project has taken land away from many people, so they

have not been left in their homes. The project has taken farmland away from

people, and the land reassigned to them is a long way from their homes.

The fishing communities have also been moved, transferred far from the sea.

There are areas that were fishing areas and these explorations will make

fishing more difficult now.

There is very little information about the kind of compensation that will be

given to people, and in fact the calculation is ridiculous: the company says it

wants to assign a value based on the goods each person has, maybe counting

the number of palm trees. People have received one hectare of land in

exchange, regardless of the fact that previously they might have owned five

hectares in their place of origin.

Energy can give dignity to life, but in this case the energy projects will not

bring any benefits to Mozambique because the energy products will be

exported to other countries, also to Asia, and so on.

The activities will have a strong impact on the local environment, damaging

the flora and fauna too. Mozambique is a country that is already suffering the

consequences of climate change. We have had more than 600 victims of extraordinary climatic events and we also have the problem of emissions.

In the last year and a half, where you are working on gas, there has been a series of attacks against the communities and many people think these attacks are linked to the gas development projects.

Military forces have been involved and US military forces have also been assigned to these areas.

As far as South Africa is concerned, the issue I would like to raise is the lack of popular participation.

Local communities are excluded from meetings, from the discussion. In South Africa and in other areas too there have been meetings held in big hotels, but they haven't involved the people who will be directly affected by these projects.

There are various areas, various villages, various locations, which are involved but are excluded and discriminated against.

In the two public meetings with the communities in February and October 2018, most of the people involved weren't invited.

The meetings were advertised in newspapers such as the *Tribune*, which people very often can't afford to buy, and then there was a meeting in a very small room and no government representatives were invited.

Access has even been provided to libraries so that people can get information, but people often can't get to them.

With regard to civil society in Mozambique, there has been no answer to the question: is there anyone working with an organisation in Mozambique and

what would this organisation be?

Is Eni working with companies that are not paid directly by the Company?

I would like to quote from an article in the *Financial Times*, published on March 15th, which says: by planting trees that absorb CO<sub>2</sub>, they are trying to offset what the activities are. There are attempts to reduce greenhouse gases, which we do not doubt, contact has been made with the government authorities, but has the Company actually found out about this?

Eni has asked if there are 81,000 hectares, as expected, available for these projects?

Who is doing the evaluations?

When will the projects start and how many communities will be involved?

As far as Area 1 of Mozambique is concerned, Eni answered that there is the responsibility for the participation of those communities in the gas regions.

Does Eni confirm that it relies on another company to guarantee its compliance?

**CHIEF EXECUTIVE OFFICER.**

Regarding Area 1, we are not present there. Did you ask for the impact assessment? The last assessment was made in 2014.

**ILHAM RAWOOT** representing the shareholder Elena Gerebizza (5 shares) (he makes his speech in English, with simultaneous interpretation into Italian for those who request it. The speech is reported in accordance with the following text and with the express wishes of the Chairman).

Why is Eni relying on a 5-year-old assessment?

Some seismic studies had already begun in 2007 but Eni received the

concession from the Government of Mozambique in 2015; why did Eni start operating before the full impact assessment?

I asked why Eni's strategy is not aligned with the situation in Mozambique.

I am told that the project forecasts a certain level of emissions, that is that greenhouse gas emissions will increase by 9.4%. These greenhouse gases will probably remain present over the next century too. But who is Eni using for security, for example, in Mozambique and South Africa?

What process was adopted to contact these security organisations?

Were they local ones or were they brought in from outside?

As far as jobs are concerned, no answer has been given to our question; how many jobs will be created and how many of these people will then be paid by Eni?

On behalf of the Environmental Alliance, a contract was signed in South Africa to give Eni permission to carry out seismic tests, but Eni tells us that we can't access this document because it belongs to the company managing the contract.

**JONES PETER ST JOHN** representing the shareholder Michele Tricarico (10 shares) (he makes his speech in English, with simultaneous interpretation into Italian for those who request it. The speech is reported in accordance with the following text and with the express wishes of the Chairman).

I'm from the Global Witness NGO, based in London. We deal with the governance of natural resources and with corruption.

I follow the activities in the Congo, especially of a local company that works with Eni, a company that has been accused of corruption in the past,



connected to politically exposed persons.

At the 2015 Meeting, Eni had said that AOGC was a puzzle, but that Eni hadn't chosen it. In today's written replies it said that the Congo had allocated a share to AOGC, designating it to sign this agreement with Eni for specific projects.

Eni said that new contracts, which involved AOGC, were signed on January 30, 2014. These are the written replies provided to date.

I would simply like to ask a question about another contract signed by the Congo, by the SNPC, by Eni and by AOGC on November 18, 2013.

I would like to ask: when was Eni informed that AOGC had to be a partner in these four concessions, and who informed Eni?

I would also like to ask exactly what this November 2013 contract entailed. Because the timing is a bit strange, especially the date. This contract was signed five months before the Congo decided to award the contracts to the SNPC, so these decrees were approved in April 2014 and therefore the November 2013 contract was signed five months before the Government signed a permit for this production sharing.

We want to know why Eni signed a contract with AOGC some months before the Congo approved laws that would then oblige Eni to do this.

**MARICA DI PIERRI** representing the shareholder Maria Cristina Martini (3 shares).

Hello everyone,

I wish to point out that I represent here the "A Sud" Association and Centro di Documentazione sui Conflitti Ambientali, which for over 10 years has

been engaged in reporting and advocacy on environmental issues and developing impact assessment instruments for defending human rights relating to the environment and its protection.

We are delighted to be here today, to take part in this Meeting together with numerous activists, from many areas of our country.

These are territories that are impacted, sometimes dramatically, unfortunately, by the extraction and transformation activities carried out by others and also by Eni.

We believe that this must be the place where not only are Eni's industrial strategies and financial results made available to the shareholders, but also the place where the shareholders can listen to the voices of those who live in areas adjacent to extraction and petrochemical centres, to heed what Eni's activity can produce not only in terms of dividends but also in terms of social mobilisations, public complaints, environmental contamination, health risks, bribery for jobs and undermining of the territory's traditional economic system.

Together with these committees and in collaboration with the Fondazione Finanza Etica we have posed specific questions in writing, the answers to which in many cases don't appear to be sufficiently detailed and to which we will therefore request additional information.

The speakers that follow me will help to clarify these points in a specific way, speakers from, among other places, the Val d'Agri, Gela, Licata, and Taranto, all places that Eni knows well and that know Eni well.

A point that we feel we need to highlight here is the clear contradiction, in

our opinion, between the green image ascribed to the declared commitment to decarbonisation and to the circular economy, in which Eni is making massive investments, and the business plans that essentially envisage a steady increase in oil and gas extraction over the next few years.

In his opening remarks, the CEO underscored the peaceful coexistence between the amount extracted and the respect for – even the exceeding of – the emission reduction targets necessary to combat climate change.

Eni's business model explicitly recognises in its corporate records that “the main challenge for the sector is access to energy resources in a way that is efficient and sustainable for everyone, combating climate change”.

In the 2017 fact book, Eni states that in 2017 it achieved a production record of 1.82 million barrels of oil equivalent per day, an increase of 3.2% on the previous year. What is more, in the 2019-2022 strategic plan the production of hydrocarbons is expected to grow by a further 3.5% per year, also thanks, and I quote, “to the large number of new licenses in high-potential basins” where it aims to achieve “2.5 billion barrels of new resources by drilling 140 exploration wells in 4 years”.

Of the €33 billion of investment announced in the four-year plan for 2019-2022, as we have heard several times during the reports given this morning, €3 billion, or rather less than 10%, are allocated to the decarbonisation process.

The company team in charge of Eni's “Climate Change” programme and Eni's advisory board, which has important international experts, are surely aware of the recommendations of the scientific community. As an example I

quote the appeal of 15,000 international scientists, issued in November 2017, according to which, to keep temperature increase under 2 degrees and make the efforts necessary to keep it below the potential threshold of +1.5 degrees, the extraction of energy from fossil fuels has to be immediately and substantially reduced.

It is worth remembering here the paper published in *Nature* in 2015, and since then referred to by innumerable members of the international scientific community regarding “the geographical distribution of fossil fuel sources not to be used in order to limit global warming to 2 degrees”, according to which to achieve this result we need to immediately stop exploiting over 80% of all the currently known reserves of coal, oil and gas.

This is evidence that is not publicised by ecologists but that is now tacitly accepted within the international scientific context.

Moreover, not only scientists but now also economists and policy makers are now committed to emphasising that the extraction model and the circular and regenerative economy model are not compatible.

That said, is it really possible and credible to state, as Eni does, that “decarbonisation is structurally present in all corporate strategy and is predominant in ambitions for the future” when the company is still in thirtieth place among firms producing fossil fuels that emit more CO<sub>2</sub> at global level, according to the authoritative *Carbon Majors Report* and was alone responsible for 0.6% of the total industrial climate-altering gas emissions released into the atmosphere globally between 1988 and 2015 and intends to progressively further increase the amount of extraction in the years to come?

In view of these considerations, the strategic plan presented for the four-year period, in our opinion contradicts the recommendations of the scientific community indicated earlier.

It would perhaps be more coherent to develop an industrial strategy that immediately focuses on a transition process that gradually decreases investment in the oil and gas extraction sector rather than continuing to increase the amount of fossil fuels extracted.

I conclude with two specific questions for the Company, which we have formulated at the request of, respectively, the Ecuadorian NGO Accion Ecologica and the Sardinian environmentalists coordination committee:

1. Is it true that Eni has formed or is about to form a strategic alliance in Ecuador with the Wildlife Conservation Society (WCS) to promote REDD projects, with particular reference to the territory of Moretecocha?

If so, is it possible to get some information about the project details and the amount and origin of the investments?

What are the mechanisms for consultation with and inclusion of the local communities?

2. What is Eni's role in the project for constructing a gas supply network in Sardinia, with specific reference to the site of Porto Torres located at a Site of National Interest for Reclamation?

Does Eni still intend to build a storage unit with a regasification plant?

If so, what is the timeframe and what would the investment be?

**ANDREA TURCO**, representing shareholder Andrea Di Pierri (3 shares).

Good morning ladies and gentlemen, my name is Andrea Turco and I am part of “A Sud” Sicily.

As a personal aside, I would like to mention that I am the son of an engineering worker who worked at the old refinery in Gela for 20 years. When I was born a healthy baby, my family celebrated the fact that I had not been born ill. So I ask myself and all of you what kind of country is it where one lives in fear of natural events like the birth of a child?

Perhaps one of the reasons I wrote the book entitled “La città a sei zampe” (the six-legged city) is to recount such anecdotes, focusing on the relationship between industry and the population.

My book begins with Eni’s decision to close the refinery in Gela in July 2014. Today the CEO, Mr. Descalzi, in one of the graphics, showed us what the plans are for the Gela site, presented as an industrial redevelopment, and it is striking that it almost always involves pilot projects.

The only plant that will open soon, it is hoped, is a green refinery. The refinery sector is in crisis, you told us in 2014, and yet the only refinery that was sacrificed was the one in Gela.

Over the past few years, we were told that Gela was the model for industrial redevelopment, and on this very point we asked you questions to which you responded, but the responses seemed generic and insufficient and in large part were already found in public documents over the course of several years, therefore it does not seem that there are any important updates.

Let me return to the green refinery. This is perhaps the only partial bit of

news that you included in the responses, and it appears that it will be launched in the second half of 2019, albeit with a delay of two years compared with the timetable agreed on November 6, 2014.

The upstream project is still in limbo, for which you had promised to invest €1,800,000 over four years, again according to the timetable of November 2014.

Over the years the Company has modified its original project, which provided for the creation of an offshore platform, the “Prezioso K”, which would have accompanied the existing “Prezioso” platform around the offshore wells of “Argo” and “Cassiopea”.

Its construction, according to the unions and politicians, would have helped the engineering and construction workers. Instead there was this unilateral change of direction, I would say, without consulting the public, who only discovered in September 2016 that Eni instead wanted to build an onshore platform to carry the gas extracted offshore.

You assured us that the occupational and environmental impact would be better than that of the old project, but at the moment there are no reliable data on this, which is also what we are asking for.

You carried out a pilot project to grow guayule, introducing us to this natural rubber of which few of us knew about in Sicily. The feasibility study, also included in the November 2014 timetable, should have been completed in 2018, then, thanks to the intense rainy season - I quote the Eni documents - you decided to continue the experiments for another year in order to obtain

reliable data. This year it rained even more, so we fear that it won't be ready this time either.

On the other hand, the land upon which the guayale is to be tested and grown is not even owned by Eni, because the Region of Sicily has provided it. Last year we asked why the large amount of unused land within the industrial perimeter can't be used; instead the land being used was made available by the Region: in Barcellona Pozzo di Gotto, in Capo D'Orlando and in Cammarata, sites that are at least 200 kilometres from Gela.

You paid €32 million worth of compensation to the local communities, of which, thanks to a particularly high level of litigiousness and a suffocating bureaucracy, not even half was spent, 5 years after funding was provided. Yes, you have completed a pilot plant, of which we have spoken, but it is small, obviously, like all the pilot plants, but it is fuelled by waste from Ragusa, not even from Gela.

And this is exactly what we came to ask about. Rather than an industrial reconversion, perhaps it would be more appropriate to speak of an industrial downsizing. It is not a bad thing but at least we are calling things for what they are.

Over the years, Eni's extraction model in Gela has been unsustainable from every point of view: economic, environmental, social and cultural, and it runs counter to the very idea of Enrico Mattei when he wanted very strongly to complete the old petrochemical plant in Gela in the late 1950s.



He theorized that “the resources of the territory must remain in the territory” but the redevelopment model implemented in Gela is such that, at the moment, oil is extracted onshore from the 80 drilling rigs, which are on the Gela site, but the oil is no longer processed on site as had been done for over 50 years, but is exported elsewhere. The same thing occurs with the gas extracted offshore.

The new plants, which I have mentioned, always process resources from other territories, and therefore we ask: but this is Eni’s industrial conversion? Small gifts to the territory cannot suffice, like financing an exhibit on a Greek ship over the years or the “Gela roots of the future” project, organised by Jacopo Fo.

There, now that is a storytelling model: the basic idea is to first convince the people of Gela that Gela is a beautiful city, and who says that?

Eni is a company that has had a huge impact on the life of the city.

Given the short time available, I will not even address the data on land reclamation and the data on pollution because the responsibilities are surely shared there, but the territory certainly needs a change of gear.

If today we were to do one of those cost-benefit analyses that are so popular lately, perhaps we would find that Eni has been profitable, that it has taken from the territory more than it has given, then perhaps the time has come to balance the accounts.

**GIANNI BESSI** (100 shares).

Good morning everyone, Mr. CEO and fellow shareholders of this important Italian company.

I am very pleased to be here at the Shareholders' Meeting and to take the floor to speak, to try to make a personal contribution to the issues at the centre of Eni's strategies, as presented by the Chairman and the CEO.

I am a small shareholder and from my point of view the financial statements clearly confirm that Eni is the great company that we all expect it to be, but I would like to underline the social responsibility of this great company.

In preparing these comments I reflected on a series of topics that warrant a more in-depth analysis.

I have chosen two that I believe authorise some of the difficulties that, especially at the start of the first half of 2019, particularly affect the oil and gas extraction sector, especially in Italy.

And they are linked to the territory from which I come, Ravenna, which represents a large part of the extraction of natural gas in Italy and I have been involved in it for some time because I was also lucky enough to represent my city and my region at various administrative levels, as city councillor and, today, as regional councillor of Emilia Romagna.

A region that, in these four years, according to some data, is the leading region in Italy for exports and for economic growth, not that this is thanks to me, but to the many small and medium-sized entrepreneurs of the districts that were created and developed in Emilia Romagna, including oil and gas, from extraction to production to all the ancillary services.

Indeed, I have just mentioned two issues.

The cause is the simplification decree approved by the current Government, which in practice freezes all natural gas exploration and production activities in Italy.

The first theme clearly concerns the threat posed by this freeze, which will cause Italy to lose ground, not so much in economic terms, but in terms of training the managerial class and for the oil and gas technicians, both working for Eni and as part of the industries that I presented earlier.

In the past many of you, many of the directors, beginning with CEO Descalzi, were trained in the Italian companies that were, and indeed are still, world class examples of excellence, as also mentioned by some of the speakers before me.

And at its side, that industry of highly qualified small and medium-sized enterprises grew.

I was fortunate to have parents who allowed me to study at the universities of Bologna, Modena and others in Italy; it is the structure, the infrastructure itself before the Italian economic miracle and then also the current economic infrastructure of this country.

The possibility of businesses closing in Italy, in the medium or long term, risks pushing technicians, designers, and managers, both in Eni and in the industry, to train only abroad, I mean physically but also in practice, where there are operational industrial realities, I mean the fields of exploration, research, and extraction.

In this scenario, at least I hope that the Italian industry can continue to follow the growth of Eni that today we are going to weigh, and clearly approve, I think.

In the slides, the CEO indicated the 460 thousand km<sup>2</sup> where Eni operates in the Adriatic area. I believe the halting of production is an economic impoverishment, as I said, because economically it interrupts the possibility in the meantime of extracting Italian natural gas at zero kilometres with economic and even environmental benefits that you all know better than me.

But above all it is a cultural impoverishment because in practice it starts the decline of production sites, where technicians and managers are formed. So I believe that it is important, on the part of us shareholders, to try to prevent this because this would seriously damage not only to Eni but also the country.

The second topic that I would like to bring to your attention is the OMC of Ravenna, the Offshore Mediterranean Conference, one of the most important events in the world for oil and gas operators. This event took place this year, a month and a half ago.

This is for historical reasons: the conference is held in Ravenna, because Ravenna is one of the most important centres, at least for now, of the Italian oil and gas industry and clearly because there is Eni's District, but also because it is where not only the Italian, but also the European, culture of offshore gas extraction was born.

The conferences, meetings, and debates that are held at the OMC are key to understanding what is happening in the sector and the technological

developments as presented earlier by the CEO. It is clear how important technology is to achieve that energy transition that we all hope for, because I am an optimistic, rational environmentalist, I would like to note.

Because *taylor made*, allow me the only English word that I want to use, not only plays on the costs but precisely on the cultural growth of this country and on the creation of the value of this country.

I want Eni to be a leading player in the OMC, as it is now, and I believe that this commitment must continue, because without Eni there is no OMC.

These are two points that I have discussed. They are closely connected because they speak of values, of culture.

I hope that the conditions are such that they don't call for the closure of the production sites, but for their development, but above all to consolidate the role of "on the job training" for the managers of this country, both within Eni, and in the industry that follows it.

I would like the same continuity of commitment to be extended to maintaining the prestige of the OMC, mostly because of Eni's presence, and also in using its best human resources, as has always been the case and also going forward.

This "great Eni" is good news because it confirms that the Italy of which we speak little but which works on a daily basis still exists, producing wealth in the territories and building that culture of work and that prestige that we have.

If we know how to do it, I believe we will certainly have a great Eni and consequently we will also have a great Italy. Thank you.

**ISABELLA ABATE**, representing the shareholder Domenico Giovanni Battista Mele (5 shares).

Good morning,

I represent the *Osservatorio popolare della Val d'Agri*, like Mr. Mele, and my remarks are mainly aimed at clarifying the data on the 2017 spill that occurred in Val d'Agri. Obviously, the earlier speakers have somewhat preceded me.

However, my two questions are slightly more specific, even with respect to the introductory report, where we talk about an already completed reclamation effort and then a figure of 85%. We would like to understand this fact, in absolute terms, how big is it? I mean, 85% of what? What will you do with the remaining 15%? What are Eni's plans to clean up this spill? And the remaining part, will it be reclaimed or not?

For the rest, shall we say that the Energy Valley project, even with its 200 jobs, seems really insufficient to compensate for the indirect damage that, unfortunately, this mining activity has had on the territory. Please keep in mind that the Val d'Agri is at the centre of a national park and that it was considered a valuable agricultural area.

I wish the best for Agrivanda, where medicinal plants are cultivated on land that became unproductive after Eni's arrival, in the sense that the lands

closest to the COVA have suffered a decline in agricultural production, even if only because of the reputational damage. Thank you.

**VIRGINIA ANNA MARIA RONDINELLI**, representing the shareholder Annalisa Cavallini (1 share).

Good morning everyone.

I am Virginia Rondinelli. I would like to speak on behalf of a community, not of a shareholder.

I am here in collaboration with “A Sud” but I am also part of a committee in Taranto called “Cittadini lavoratori liberi e pensanti”. We well know that the Taranto refinery weighs on the territory, on a site that has experienced an environmental and health disaster that has been proven, measured and investigated.

Now, our question is not exactly technical, in the sense that the technical questions would be many, but we are interested in two macro aspects.

One is the main safety aspect for which we have asked for clarification about the external emergency plan.

The last version published is from 2015. Now, due to the seriousness of the environmental conditions in Taranto, as a committee we will formally request an extremely urgent update of this external emergency plan, for which we have also carried out investigations on the ground. As far as I can recall, the public has never heard mention of it, has never been consulted, has never received publications on the subject and has never been invited to

consult on the publications.

That said, as the company reaffirms its interest in and sensitivity to the communities that have been burdened and to the residents in the area, we also invite it to issue - in addition to the press release reassuring us that the emergency is under control - a technical summary every time there is an incident like last year's particularly severe accident that is accessible, as far as possible, to ordinary citizens, so we understand what techniques are being deployed to control the situation and, even better, what risks we did not run.

The other thing that interests us, as fellow citizens affected by the "Tempa Rossa" project, is that it is not very clear what will happen at the Taranto refinery.

By this I mean that the project appears – including in online reports - to exclusively involve the storage of crude oil from the Basilicata region, whereas at the time of the establishment of the Total offices operating in the Taranto centre last December, the CEO claimed that, thanks to Eni, the refinery would be able to process and receive and export all the production from Basilicata. This has left us quite bewildered because the impact and the burden on the territory, as well as the risks, obviously change.

We remind you that, according to the directives, the Taranto plant is considered at high risk of experiencing a major, large-scale accident.

The most recent statement dates to last week from *Il Sole 24 Ore*, where it was reported that if part of the oil coming from Basilicata were processed in Taranto, the environmental impact could be smaller compared with shipping



it out on tankers.

The people of Taranto still question whether and how much of this crude will be processed in Taranto and what measures will be taken to prevent further risks of major accidents.

Many questions remain about the type of system that they intend to adopt to pump crude oil for ships that cannot cross Taranto's Big Sea.

But let's say that the most important thing is - if there really is respect for the community - to know precisely if, how much and when the processing of crude oil from Tempa Rossa will begin and when the online information provided to the citizens will be updated and also why the timing has changed in this regard. Thank you.

**DANIELA AMBRUZZI** (775 shares).

I wanted to pass on speaking today, but the regional councillor of Emilia Romagna made me change my mind.

First off I would like to thank the Chairman and CEO for their optimism.

I must say that the recurring issues that have come up in the remarks here have prompted me to reflect on a few things.

I want to clarify that my comments are not based on my personal interest or on that of my family.

I know how difficult it is to lead a company, or a corporation, so I can imagine how difficult it must be to lead a company like Eni.

All of the differing opinions presented in the speeches, especially for people who deal with ethics or out of a sense of solidarity, they must be taken into

consideration, but I don't know how relevant they are in a meeting to approve the financial statements.

And so, I agree with the statements made by Touadi, whom I met when he handled Rome.

For family reasons, I have been travelling to Africa since I was a child and it seems to me that the part of Africa that is always represented to us, especially on television and in certain advertisements, is that little portion of Africa that faces various problems, including immigration.

That came to mind when I saw Professor Sapelli's slide which showed Italy and all the Eni sites.

I am from the north, where I was born, which has many research centres, while in Rome, where I have lived for many years, and in Lazio, there is a shortage.

Now I urge Eni not to move to Milan like so many other companies. For twenty years Lazio has been stripped of so many jobs and this is a disappointment for young people.

I refer precisely to younger people: it pains and bothers us that today a graduate with a master's degree is not able to find a place in the labour market.

So I believe this is a situation that should be taken into account.

And I'd like to make a point to the universities.

I suggest that they offer scholarships to the most deserving students and to those pursuing a master's. My suggestion is aimed only at state schools because LUISS already takes good care of its students.

It is painful to see young people move abroad.

Therefore I would appreciate it if the points I illustrated were positively addressed to in relation to Lazio.

**SALVATORE GRACI**, representing shareholder Lucie Greyl (2 shares).

Good morning everyone. I begin my remarks with a suggestion, a joke for Mr. Descalzi: don't drink that water!

I know that some San Pellegrino water from Gela is expected to arrive, but apart from friendship (I'm from Licata) everything that comes from Gela always makes me worry quite a lot. And yet the last time that a public figure drank that water saying that it was totally harmless, he did not meet with the happiest of endings, so it saddens me to have to think that that water may...

As far as I'm concerned, apart from my friends, do not want anything from Gela.

Having said this, I paid a great deal of attention to the part of his speech relating to the measures taken by Eni in the renewable energy sector and in environmental protection.

Honestly I found some passages to be jarring, like for example the fact that those producing electric energy use gas overseas.

I understand that this is an open-ended phrase, in its construction, but in effect as the professor also said earlier, we know that electric energy is merely a vector.

Shifting the problem of CO<sub>2</sub> production from Italy, or from European

countries, to other countries only consists of shifting the axis, a bit like sweeping the dust under the rug.

But I fully understand that this is a consideration in the context of Eni's green re-evaluation, one that however clashes a bit with its projects, to be honest. Like the argument that in Africa the local community may be contributing to deforestation because they make use of the biomass.

Now, imagining that the local community contributes so heavily to deforestation when the problem of deforestation has been linked to "upgrading" seems a bit much to me.

I understand very well that there are also other narratives that are recounted. I have to be honest, I had to amend my remarks with respect to what I had set out to say in relation to where I come from because we have asked some questions and I had to rework the comments in relation to your answers.

Personally I forgot to introduce myself. I am a member of the committee "No Triv Licata" that is part of the "A Sud" association.

Licata is the city involved in the Ibleo offshore project. It for this project that we wanted clarifications, because it has been modified many times, including very recently.

Our questions are sufficiently specific and precise. We wanted to know: how the project was modified and the volume being extracted. Other questions clearly relate to the financial side: it is the interest of the shareholders to know how much that project will cost us, what we get out of it, what benefit we will ultimately derive from incurring the cost and, more generally, is this a

useful project. Frankly, I reiterate that I found the answers to be pretty evasive. I do not mean imprecise, but surely backdated.

They responded that the project was resized because the platform “Precious K” was no longer going to be built. We already knew this. We already knew this at the start of this year. In reality, from official sources like the petroleum industry’s journal, it was reported that this project had undergone another modification, that extraction would no longer be carried out from the Panda, Panda V2 and Panda 1 wells.

However, the responses did not indicate why the project was modified and why they did away with these wells. Nothing of this is included in the responses.

Nevertheless, paradoxically, we were told that the field would be put into production, which means extraction through existing wells and the drilling of two additional wells, plans which according to the journal are not going to be carried out.

So, I ask myself to what past date does this response refer. I know the answer, we are more or less between 2017 and 2018, so what happened in 2019 is not taken into consideration. Nor is it not possible to know the volume of gas that will be extracted, and this is important because if I go to carry out a project I want to know what we will get from that project.

Other answers that we asked were related precisely to this point. I am a bit regretful and a bit pleased. It was a trick question because we wanted to know what economic measures would be taken in favour of the territory.

Specifically, would the areas designated for drilling be closed to navigation and fishing? We wanted to know the size of this area and the measures that have been adopted.

We were given the same answer. Therefore, with a project that has been resized, the answer given is the same one initially provided when the project was presented: 0.37% of the fishing area.

Careful, the fact that we are talking about less than 1% should not give the impression that is a very small share, because we are talking about many square kilometres, precisely 10,000 km<sup>2</sup>, 9,553 km<sup>2</sup> near a coast, which means that people cannot pursue activities related to fishing, tourism, etc. in the territory.

We asked about the potential measures and we were told: “there will be economic return measures like those in the Adriatic.”

That makes me feel even worse, because I don’t think there were positive results in the Adriatic. But what I think is even more worrying is that these economic measures refer to an error that is being perpetuated even in the responses given to us, because at the time there was talk of economic support for the Mazara del Vallo fleet, which has nothing to do with either the project itself or the city of Licata.

So once again we don’t know who will receive economic aid in our city. In general, we know that there will be none, because how can economic aid counter the impact of a shutdown in commercial activities lasting at least a year, a year and a half?

Among other things, another fairly important factor remains, which was the subject of our question: once again there is no answer regarding the assessment of the risk of a major accident. This question was not addressed in the EIA. Environmental organisations are pressing Eni on the question and no answers seem to be found.

Now, within the context of the responses to our questions, there is the fact that we do not really know where the exploration fields are in this project.

The thing that gives rise to doubt is: why can't we have a precise description of this project, given that it is expected to be operational in 2021?

So we have a year and a half of work and we aren't given any clarity, we who come from the territory, and – given that Mattei was cited several times, who maintained that mineral wealth must remain in the territory – at this point we of the territory would like to know what we are left with. In actual fact nothing remains in the territory; none of this remains in the territory.

The green reconversion project towards a more sustainable economy is laudable.

Surely, taking steps to stop the use of fossil fuels should be seen in a positive light.

But the truth is that, actually, it is a project with poor odds of being implemented because it is located in a volcanic area. We don't know how, when or why this project will be completed. However it is still part of Eni's economic and planning structure on the extraction of hydrocarbons.

We know that from an economic point of view this project isn't going to benefit the territory and the only certainty that we have at the moment is that the territories will bear the economic and environmental damage caused by this project. A project, I repeat, about which we still have not been given any information.

Well we only know what we will have to endure.

If the project is carried out, there will surely be environmental damage linked to the drilling but also linked to the related works like the pipeline. There will surely be economic damage from closing the waters to the navigation that sustains all the coastal cities. Thank you.

**GIUSEPPE DI BELLO** representing shareholder Sebastiano Capurso (2 shares).

Good morning everyone,

I kindly ask the notary for a full transcript of my comments.

My name is Giuseppe Di Bello and it is my first time participating in the shareholders' meeting of an important Italian company like Eni S.p.A., in which the Italian state, through Cassa depositi e prestiti and the Ministry for the Economy and Finance, holds a stake of about 30%.

I come from Basilicata, and having received a proxy from a shareholder of a few shares, I take the floor today at Eni's Shareholders' Meeting, the main body established in the bylaws from which all the company's management powers derive, as was stated in the last Shareholders' Meeting of 10 May



2018 by the group of minority shareholders of the former Banca Mediterranea del Sud Italia, forced to merge into Banca di Roma Capitalia in 2000, which was in turn acquired by Unicredit in 2007, mainly comprised of depositor-members from my home region of Basilicata.

With regard to the 2018 financial statements under discussion, I would also like to raise the issue addressed by others who spoke before me, namely the environmental and health impact of Eni's mining activities and their effects on local populations, with the hope of being able to receive some answers from Eni's top management to the questions that I will soon voice that remain open and unanswered.

In particular, I refer to the mining activities carried out by Eni in the last 25 years in Basilicata, in the Val d'Agri facility located in the Municipality of Viggiano, in the province of Potenza, called in short the "COVA", which the CEO, Claudio Descalzi, mentioned a few moments earlier in his speech; The COVA, like other hydrocarbon extraction sites that have invaded the small region of Basilicata, are under the scrutiny of the competent territorial judicial authorities.

Arguments in criminal proceeding no. 1753 of 2017 are currently under way before the Criminal Court of Potenza, referred to as the "Petrolgate" trial (formerly no. 1542 of 2010 of the District Anti-Mafia Unit of Potenza) against the defendants Nicola Allegro (COVA executive and operational manager for Eni since July 2013) represented by the attorneys Mario Brusa of Milan and Santi Laurini of Grosseto. Other parties include:

- Eni S.p.A., as legal representative, represented by the attorneys Piero Amara of Catania and Carlo Federico Grosso of Turin;
- Ruggero Gheller (manager responsible for Eni's southern district from October 2011 to September 2014) represented by the attorney Piero Amara;
- Enrico Trovato (manager responsible for Eni's southern district from October 2014);
- Nicola Savino, President of Tecnoparco Valbasento, a company to which Eni sends some of its wastewater and whose ownership, 40%, is held by the Region of Basilicata – you can imagine the entanglements that I found – tasked with the disposal of industrial water and wastewater in Pisticci Scalo, province of Matera, represented by the attorneys Donatello Cimadomo of Potenza and Alessandro Amato of Bari;
- Salvatore Lambiase (Manager of the Region of Basilicata, responsible for the public water sector);
- Raffaele Vita (Director General of the Regional Environmental Agency of Basilicata);
- Aldo Schiassi (another Director General of the Regional Environmental Agency of Basilicata);
- Domenico Antonio Santoro (Manager of the Environmental and Territorial Governance Unit of the Province of Potenza).

The crimes that are alleged in this case concern the trafficking and illegal disposal of hazardous waste from mining activities. Both the judicial

investigations and the ongoing trial in which I found myself forced to participate, as a civil party through two associations that I represent, have uncovered that in the re-injection well located in a place called Montemurro, near Viggiano, and next to the Pertusillo reservoir, some 854,101 tonnes of wastewater were stored in a single year taken as a point of reference, from September 2013 to September 2014, while at Tecnoparco, of which I spoke earlier, some 594,671 tonnes of wastewater were stored.

Before formulating specific questions to Eni's top management, it cannot go unstated that the seriousness of the Basilicata question can no longer be overlooked. There was a further epilogue in 2019 of an issue that arose in 2017, which consisted of the leak of semi-processed crude oil stored in the tanks of the COVA's Viggiano facility, which is pumped twice a week to the Taranto refinery.

This leak may have irreversibly polluted the aquifer of the Municipality of Viggiano and perhaps that of the neighbouring Municipality of Grumento Nova as well, because there are underwater pumps that are operating even as we speak in both municipalities.

As a result of these incidents, precautionary measures were taken proceeding no. 771 of 2017: one against an Eni executive, Mr. Enrico Trovato, and five against local public officials in Basilicata; a 1 to 5 ratio, of which two executives of the Fire Department, one of INAIL, one of the Regional Agency for the Environment of Basilicata and a manager of the Municipality of Viggiano.

The press also learned of another restrictive measure, the arrest of Piero Amara, an attorney for Eni. The criminal trial documents show that after the 2017 spill, approximately 69,719 tonnes of water and crude were pumped until February 2018. Now, since I'm sticking to the data of the judicial authorities, I assume that the amounts are equal from February 2018 to February 2019. It is now May 2019. Now I'd like to turn to my questions.

1. To what extent are harmful emissions released into the atmosphere by the COVA in Viggiano controlled?

2. What are the causes of the incidents and of the explosions, that were followed by immense clouds of black smoke, at the Viggiano facility?

3. Is there a register of the trips taken by the tanker trucks filled with liquids and pumped from 2017 onwards, in the territories of the municipalities of Viggiano and Grumento Nova?

4. What control procedures and methods have been adopted to prevent the corrosive effects of crude oil in the roughly 750 kilometres of pipes that transport oil from the wells to the facility and from the facility to the refinery in Taranto?

5. Where do we stand in the agreement between the Government and Confindustria to implement guidelines that avoid the dismantling of offshore platforms and empty wells to reconvert them into mini-hubs for gas or some other use?

6. What are Eni's timelines and strategies for exiting from the exploration and exploitation of hydrocarbons?

7. Does Eni oppose Law 12/2019 or does it intend to suspend exploration for 18 months, if it holds other permits?

8. Does Eni intend to make investments in Basilicata for research into renewable energy sources and the environment in compensation for the environmental disasters it has caused?

I listened to the words of Mr. Descalzi who spoke of an investment of about €80,000,000 for renewable energy initiatives in Basilicata. That is far, far too small a sum and it does not even compensate for 5% of the damages that we have suffered.

I appeal to you, so that you become aware of the fact that, just as the university professor from Milan said before, Basilicata has its own university, Basilicata has the largest automobile factory in Europe, the FCA of Melfi.

Basilicata could be at the forefront of green sustainable research, that would be fair and legitimate compensation. Thank you.

**MATTEO DEL GIUDICE** (1 share), representing shareholders HC RENTE (22,875 shares), PAWL EQUITY FUND AHEAD WEALTH SOLUTIONS AG (2,850 shares), SIEMENS BSAV BALANCED (4,373 shares), SIEMENS DC BALANCED (7,721 shares), SIEMENS-FONDS SIEMENS-RENTE (474,982 shares) and SIEMENS-FONDS SPT MM (11,940 shares).

Good morning to all the shareholders, the Directors and the Chairman.

It is a pleasure to speak both as a lawyer for the profession that I am part of, even if I am not an expert in oil contracts, and as an activist, let's say, with long-standing experience.

Based on this experience I would like to make a few points.

The first concerns the importance of the procedures on the functioning the Shareholders' Meeting. Others have already preceded me on this point; the importance of how the questions submitted, even those in writing submitted before the Meeting, can serve as a useful tool in deepening the issues.

This aspect has great value.

Sometimes it doesn't matter that shareholders who represent perhaps five shares are involved, behind such speeches there may also be higher level interests, but it is also important to assess the quality of the comments being made.

In this case, two major issues have been addressed: one concerning processes, the other concerning economic reconversion: decarbonisation.

A lot has been said about the ongoing processes, so I would like to say only a few things: I reiterate the importance again of the questions asked, but everyone must form their own opinions because, on the one hand, there is the sacred principle of innocent until proven guilty (all lawyers must believe in this); on the other hand there is however the principle of the rule of law, through which all the tools available - the newspapers, the publicity of the trials, the shareholder's debate - each must form his own idea.

Specific questions on the point: concerning what the Chairman said earlier,

an independent authority was appointed to carry out a self-assessment that had a “forensic” approach.

Can you explain in what sense? Because it will probably be a body with very high professional qualities.

Another important aspect is to know in the future the results of the judgments issued at first and second instance, including for these self-assessment bodies, because the thing that emerged during this debate is that the duration of the trials is long, but the timing of the public opinion is shorter and therefore it is necessary to reconcile these two needs: this is a useful tool for shareholders.

This is the first theme.

Regarding the issue of environmental sustainability and decarbonisation, I report an exciting experience that I had in France, at the Vinci shareholders’ meeting, where this issue was also addressed. I noted that the debate at the meeting was poor, and I was sorry, unlike today’s debate which has been extensive, given that here the written interaction has been fairly rich from the point of view of the quality of the comments. In particular, it touched on a theme that struck me, namely that of the hetero-assessment of the decarbonisation process, that is, assessments performed by entities that are as independent as possible, perhaps authorities connected to the UN or foundations etc.

There is talk about the science-based target project, that is, a joint initiative involving various parties that work in this field from the perspective of the

Paris Agreements, to see what companies are doing to counter global warming.

These initiatives were rejected, both at the Vuitton meeting, which is a company with a different purpose, and at the Vinci meeting, because – in the words of Chairman Xavier Huillard – such hetero-assessment is not very applicable to Vinci because it is too little from a causation point of view, it is too difficult to go and see with scoresheets that use questionnaires, how much global warming will be affected.

I would like to ask the Chairman and the CEO, seeing as how it seems to me that this is an extremely topical issue, what do you think about such hetero-assessment procedures?

Because self-assessment has its value, it is important; when one sells organic beans you have a self-assessment, you then have a certification from an authority that has a certain value. Instead, these hetero-assessments, when they come from important foundations, from organisations that are connected to the UN or things like that, what value do they have for you?

Is it possible to move towards this direction?

As a shareholder, I had submitted an observation regarding the composition of the Advisory Board that was established in 2017, I wrote a letter but I did not receive a reply.

I will not go on at length regarding the slightly antagonistic approach taken and the insufficient documentation. In any case, to sum up, it seems to me to be an entity that is not sufficiently independent because it is presided over by



a member of the Board, and it seems to me that the communication on the website is unclear, because in any event it focuses on decarbonisation and then, as the CEO knows, this body deals with many other aspects and no information is given regarding the contents of the meetings vis-a-vis decarbonisation, so not even this is emphasised.

Also, in this documentation there is talk of a Committee, which supports the CEO, and which deals with sustainability, established in 2014, and also with other matters, whose composition, I have seen, consists of very high-level individuals as far as training, experience, etc. are concerned, but I have not seen any scientists. That is, while the CEO is a physicist, when he speaks it is really exciting to listen to him, for all the solutions, for the use of waste or algae for fuel production or things of the like, there is no one, not even one of the four members, with a strictly scientific background and this struck me.

Clearly, I imagine that resources and skills can also be drawn elsewhere, but I think, for example, to assess the potential of a project to produce fossil fuels and natural gas from algae or from waste or from wastewater, or things of that kind, scientific expertise is required.

Thank you.

**ANTONIO IADICICCO** (500 shares).

Good morning to the Chairman and the shareholders.

We are running a bit behind; I will try not to use all ten minutes.

First of all we should note the positive results of the financial statements that CEO Descalzi and Chairman Marcegaglia presented this morning. They are

very significant results that confirm that Eni is a publicly traded company of the first, second or even third level, but it is number one in Italy in terms of results, in terms of paying dividends, in terms of organisation and most of all in terms of internationalisation.

It is not a company that operates in Europe; it is a company that operates around the world, once perhaps even in Oceania, I do not know if there is still something of, say, a geographical footprint.

I would like to have some updates from CEO Descalzi with respect to Africa: I worked in Africa, with ANIC, which no longer exists, it's now Syndial I think. At the time it was called the National Fuel Hydrogenation Company, and ANIC at the time also had six refineries in Africa, one in Tunis, called Stir, another in Morocco, called Samir, another in Ghana, called Gaip, another in the Belgian Congo, called Sosir and then there was Tiper in Tanzania and there was another one in Zambia whose name I don't remember well but I think it was Indeni.

Perhaps after all my memory still serves me well. I am 75 years old, so I can be grateful to have reached this age with a memory that is still quite sharp concerning Eni and other matters as well.

My memories of Eni are only positive, those of the distant past and of the present. The world has changed. In my time Eni was not publicly traded, now it is and it is a multinational company listed on the Italian stock exchange and on international exchanges. As such it is assessed on a daily basis by all the shareholders and all the investors in terms of the results that it produces. I don't have specific questions; I will try to stay up to date on the documentation that was provided to us this morning when we arrived. We

were given information on everything: sustainability and the other ancillary activities.

Turning to the question that I asked about the refineries that have disappeared in Africa, I do not know if I will receive an answer, not for lack of will but for lack of time.

I must say that, during the entire time that Eni has been a part of my daily life, now I am no longer part of the Group, I have always had great respect for all that the Chairmen and the CEOs have done over the past 50 years.

Now let's remember one thing because sometimes our memory does not serve us well.

We find ourselves here, in this beautiful room that was recently renovated ten years ago, but this building exists because Enrico Mattei designed it before he was assassinated. If I misspeak please correct me: that is, it's not that they did it later, in my humble opinion, which is worth less than zero, the airplane that crashed at Bescapè, during Mattei's return from Sicily, was not a mere accident and this too should make us think.

Mattei's Eni was one of the "7 Sisters" and was fatally attacked, according to the investigations that are still under way and that I think have not come to a close, because everyone talks about them, there was even a film and debates: was it just an accident, in Bescapè, or was it a planned killing?

Who did Enrico Mattei create problems for?

I don't know, I am not in a position to say. At the time of the accident I was a high school student, 17, 18 years old. When I read about it in the newspaper I started to learn about Eni. For me in 1968 Eni was nothing, it was "l'Ente Nazionale Idrocarburi".

It was still an institution, it was not an S.p.A., it was quite another thing compared to a joint-stock company like it is today, completely different from a public entity, a joint-stock company valued day by day by the Italian, European and American stock exchanges.

Thank you.

\* \* \* \* \*

The shareholders applaud at the end of the speech.

\* \* \* \* \*

**DOMENICO RINELLI** (8,630 shares).

Good afternoon,

As a shareholder I can't be anything but satisfied, so I would like to thank the Chairman, CEO Descalzi and all of Eni's management and, with my gratitude, I would like to wish them continued good work and then some.

I found one point particularly interesting in CEO Descalzi's speech: the question of obtaining water from waste, regardless of whether one can drink it as promised, of course it is clear that the primary use would be for irrigation or for non-potable household water uses or as industrial water.

But since many bet - and we hope it will never happen - that the next extended war could break out over water, obtaining water not only from waste, but with industrial processes, could be a great resource, as well as a business opportunity for the future.

I wanted to ask CEO Descalzi if he knows, if it has been assessed, if he can say, because I realise that it could be a patent issue, how much it costs to get a kilo, or a litre of water which is the same thing, and above all how much it costs in energy terms, because a certain amount of energy, kilocalories,

kilowatt-hours, etc. is likely to be consumed.

I work as an engineer for Eni and this question is of great interest to me because I have worked on thermal desalination in our plants, a topic that for now has been a bit, not abandoned, but put aside, but in the future could be dusted off when in some territories, and mention was made of Africa where maybe there is water, maybe far below ground, it may not be worthwhile to extract it, but it is absolutely essential for life and for agriculture.

And so here is my question: how much does a kilo of water cost today and what is the energy cost?

The second point is a very small suggestion. When publishing the installed capacities, in particular for renewable energy, it would be preferable for you to also place the annual power production next to it, because the utilisation factors of these plants - we also have large wind farms and the production of photovoltaic panels - are variable.

When the plant is well-positioned and has a lot of solar irradiation for the photovoltaic panels, if more than 2,000 hours of full operation per year are obtained, it is already a victory, rarely do we go above 25%.

So of the 8,760 hours that make up a year, a photovoltaic plant, but also wind plant, and a wind plant placed in a windy area, it is difficult to exceed 2,500 hours of full operation.

When it is said that we have installed capacities for a gigawatt of power, we should also say how many gigawatt-hours we produce on average in a year.

Many thanks and best of luck for the future.

\* \* \* \* \*

At 3:25 p.m. the Director PIETRO ANGELO MARIO ANTONIO

GUINDANI leaves the Meeting.

\* \* \* \* \*

**ALESSANDRO GOVONI**, representing shareholder Anna Rosania (2 shares).

Dear Chairman, CEO, shareholders, after the Eni Shareholders' Meeting held on April 13, 2017, this is my second time participating and taking the floor in the company headquarters of this important Italian industrial group, in which the Italian state seems to hold the majority of shares.

**CHAIRMAN.**

It is a relative majority.

**ALESSANDRO GOVONI**, representing shareholder Anna Rosania (2 shares).

I am a court-appointed expert for the of the Court of Cremona, in banking and financial matters, and a member of the Abusdef, a partner in the Asso CTU of Rome in banking and financial matters and a member of the Five Start Movement's study group at the Finance Commission of Rome, a non-partisan and independent body. I am a non-partisan and independent technical consultant.

I ask that these remarks be wholly on the record and I would like to make a few short observations.

I am sure you have noticed that, over the past few years, Eni has set aside large amounts of money in its annual financial accounts to encourage the development of renewable energy, in substitution of the oil resources that should be depleted, according to a famous study carried out by MIT (Massachusetts Institute of Technology), between 2070 and 2080. In this

regard one can't help but reflect on the fact that, due to the large and increasing growth of global industrial production, even Saudi Arabia has begun to pay attention to renewable energy.

With reference to the aforementioned renewable energies, it is difficult to understand the reasons for Eni's lack of investment in the field of gasoline production through the maceration of "Ethiopian sweet sorghum", a product that already in 1938 was used in Italian industry to obtain gasoline and to run motor vehicles without converting them to diesel.

Through a recent document declassification (concerning news articles from 1920, 1945) and documents classified by various states starting from 2008, it was possible to learn that the Italian Government produced gasoline from Ethiopian sweet sorghum cultivated in the Po Valley and in other Italian regions (Lazio, Veneto, Emilia Romagna, perhaps also part of Puglia and Sardinia).

Not needing water, it was able to grow and can still today grow anywhere.

Sorghum was macerated in the industrial plants of the Italian Combustible Company (SCI), according to the recently declassified documents. Think that, especially in Lazio, the proceeds of maceration consisted of an octane number (83) sufficient to make cars run without the addition of benzene (i.e. micro-tar particles) to cause the combustion, which is needed in order to use oil extracted in the Middle East, which is characterised by the lowest octane number (50), as explained by the encyclopaedia Treccani of the time under the heading "gasoline".

It should also be noted that producing gasoline from Ethiopian sweet sorghum would not have any side effects for human and animal health, unlike

the gasoline obtained from the oil extracted in the Middle East to which one had to and still must add highly toxic benzene because it is corrosive.

The research carried out by scholars and researchers on the serious fatal diseases of cancer, senile dementia, Alzheimer's, heart attack, ischemia, stroke and leukaemia that it causes is well-known. The sources are the Istituto Superiore della Sanità, the International Agency for Cancer Research in Lyon, the IARC, the Lombard environmental protection agency (ARPA Lombardia), report from 2017 pages 42 and 45, on the world medical symposium held in Nairobi in 2019.

From the declassified documents it was also learned that it was German aircraft from the east of Saxony/East Prussia that bombed Rome on July 25, 1943 and that razed all the sweet sorghum maceration plants in Lazio and in the Salaria area.

It was also learned that after the fall of the government and the dissolution of the various Italian armed forces (Carabinieri, Finance Police, Police and Army), the Aryan brigades (Gestapo, the Tito brigade and the San Paolo brigade) entered Italy and killed all the peasants, the rural Italians, about 25 thousand Italians, including the seven Cervi brothers and the seven Govoni brothers who cultivated sweet sorghum and hemp.

We all know that it was not a race, that Aryanism is a philosophy that spread around 600 BC when oil first came to the surface and with it materialism of every type, "billed" by any means including with usury.

It was also learned, in particular, that hemp cultivation took up about 52 thousand hectares – according to the Treccani of the time - and it was cultivated in greenhouses, lit and ventilated all day, 24 hours a day. They



began to discover active ingredients (from the oil extracted), which helped to regenerate memory cells and thus cure senile dementia.

Moreover, from the declassified documentation itself, it was learned that at that time they discovered the possibility of making rubber using hemp.

So in view of the Expo scheduled for 1942 in Rome, the Italian Government began a collaboration with Ford to produce a particular type of car with a rubber bodywork, which would have replaced the bodies made with iron extracted from the private mines of Prussian Saxony.

With hemp we could have also produced very fine cotton, which would have supplanted most of the synthetic clothing produced using oil from the Middle East, which is harmful to one's health.

Lastly, I would like to point out, Madam Chairman, that all the information mentioned above has been noted by various prosecutors of the Italian Republic, both in the north and in the south of the country, as well as by special police forces, because they are considered to be important and vital for the development of the nation and to neutralise possible interference by foreign groups and it must be said that in the province of Mantua, the Chairman can confirm, they have started to grow sweet sorghum, while in Emilia hemp is being grown, not for marijuana, but for therapeutic purposes. From the same documentation that has been declassified since 2008 by various countries, and that is therefore known to police forces around the world, it was learned that oil extraction in the Middle East was carried out by oil companies, and by bankers in East Germany, and that in the cities they built concentration camps that also exterminated Jewish researchers, who discovered everything that I have just mentioned. The same researchers also

discovered that cow's milk was the only substance that could coagulate benzene, neutralising the corrosive effects of car exhaust gases and fumes from plastic and paper incinerators, since benzene is generated by the combustion of fossil fuels.

As is known, plastic comes from petroleum, which in turn derives from layers of fossilised wood forests, and paper comes from wood. All this documentation, where you deem it is needed, can be made available to Eni by contacting the study group.

The question I would like to ask Eni's illustrious Chief Executive Officer is whether Eni can engage in the development of sweet sorghum crops in Italy for energy purposes, given that sweet sorghum is already the primary source of energy in India and in much of China.

There would be space to cultivate it in Italy since over 50% of the land is currently uncultivated or is being used for grass for rabbits or soybeans where bedbugs proliferate.

I also wanted to point out that photovoltaics panels, if developed, could take away important space from agricultural crops, because they are cumbersome and could entail costly extraction costs for the community, millions of power stations would be needed for each State given the long time required for charging the battery, with problems in disposing of the same; it would also entail the replacement of the entire current car fleet with electric cars, but with a very high cost for the global middle class, which has become impoverished in recent decades.

So the industries with diesel engines would not even be able to sell electric cars for the global middle class, impoverished in recent years and we all

know why, that is, for finance.

The use of photovoltaic panels to run cars could be an impractical choice for most of the global population.

Instead, sweet sorghum alcohol would be placed directly in the tanks of cars, mind you, without modifying the engine, by simply macerating it; it could therefore be placed directly in car tanks by the current distributors, without having to replace the entire global car fleet.

Finally, I would like to point out that the researchers of the time, according to the declassified documentation, also discovered that the fruit of the sweet sorghum, the bunch, had and has formidable antioxidant, anti-aging properties that are five times higher than those of blueberries.

I would also like to ask the illustrious Chief Executive Officer if he has verified whether in the interest rate derivatives that have caused very heavy losses for Eni and that have forced it to sell some of its assets, there is the same contractual scheme already found in the derivatives entered into by local governments, for whom I am a consultant for the Finance Commission of the 5 Star Movement. There, the loss is already certain at the time of stipulation, being hidden among 400 incomprehensible pages of contract, in a two-line clause, written partly in text and partly with mathematical symbols, for which Eni at each maturity of the derivative only collected the Euribor, while the investment bank collected the Euribor and the spread which meant that Eni lost the 2% spread. For example, calculated on an average loan of €350 million - as in the case of the City of Turin - this has generated a loss of approximately €7 million per year per derivative.

If 10 years had not elapsed since the last transaction carried out on Eni

derivatives, with a civil suit under the law and recent judgments on the matter, it would be able to recoup these very substantial sums from the banks that were part of the derivative contract.

Thank you.

**ALBERTO OLIVETI**, representing shareholder Fondazione ENPAM (18,268,059 shares).

Good afternoon everybody. It is the third consecutive year that Fondazione ENPAM has participated in Eni's Meeting, as it holds a shareholding of around 0.5%. As a pension and assistance fund for doctors and dentists, our investment decisions have a long-term perspective and focus on solid companies with strong management capable of a sustainable strategy.

Despite the difficulties experienced in the oil and gas sector in recent years, our assessment is that the company has been able to maintain a long-term strategy and has independently strengthened itself from a financial and capital standpoint. In this sense we can only express satisfaction for Eni's performance.

In this regard, the results achieved in the course of 2018 are in line with the trend of previous years: operating profit shows a considerable increase while the gradual reduction in financial debt continues.

Last year we expressed satisfaction with the contents of the 2018-2021 strategic plan which included huge investments in energy transition, decarbonisation and exploitation of renewable energies, as well as the continuation and strengthening of projects to support health and education, including healthcare, in the territories in which the Company operates.

It is noted that the implementation of the strategic plan proceeded expeditiously, taking into account the objectives set for the first year.

Combining the growing energy needs with the need to reduce emissions will be the challenge of the coming years, in line with the objectives set by the Paris Agreement. In this sense, the objective set by the Company, consisting in the elimination of net upstream emissions by 2030, is certainly admirable.

The recent memoranda of understanding are equally admirable, both the one signed in Lecce with the CNR on four important areas of research concerning climate change, the Arctic, water and agriculture, and the production of clean energy, and the subsequent one signed very recently in May with ENEA on a collaboration concerning a project and research on magnetic confinement nuclear fusion to produce energy that is both sustainable and safe.

As regards the dividend policy, a dividend increase of 3.6% was announced for 2019 up to €0.86 per share, compared with the current €0.83 per share.

The sustainability of the same in the medium term would seem to be guaranteed by the growth in profits, the ability to generate cash and the reduction of financial debt.

The commitment made by the management towards a progressive remuneration policy was linked to these parameters and is therefore also to be considered an objective that has been achieved.

We are increasingly paying attention to the management of business risks and transparency, issues that are particularly dear to us. We will therefore pay close attention to the commitment that the board and management

demonstrate on this front.

In light of what I have set out, I declare that ENPAM will vote in favour of all the resolutions on the agenda to ensure the company's operational and strategic continuity. Thank you, that is all I wanted to say.

**ELMAN ROSANIA** (2 shares) and representing shareholder Tiziana Rosania (2 shares).

Madam Chairman,

After having respectfully greeted you, CEO Claudio Descalzi and Notary Paolo Castellini before the start of today's work, I took note this morning of your "authoritarian" decision not to give me the floor immediately after the opening of today's meeting of Eni shareholders to speak and argue against the Chairman's proposal appointing Notary Paolo Castellini as secretary of the minutes.

As I stated in the conversation I had with you this morning in the room (for which I expressly requested precise minutes be taken by those responsible), without prejudice to the legitimacy of my request to speak based on the various regulations in force, including under Eni's bylaws and regulations, this decision is totally opposite to the decision you made in the previous meeting of May 10, 2018, when you allowed me to democratically speak and explain at the opening of the Meeting the reasons for opposing the methods of drawing up Eni's Meeting minutes chosen by Notary Paolo Castellini together with Eni's senior management (first and foremost the secretary and head of the general affairs office [sic], as far as I know, Roberto Ulissi sitting

there).

With this unfair refusal, with this denial this morning I was able to understand, to feel concretely that you and the other top managers of Eni are not at all interested in full and transparent corporate disclosure.

I also regret that you invited me, in the presence of other participants in today's Meeting, to sue you for your refusal. A statement made quite vehemently and with contempt towards me, and I asked the parties responsible for drawing up the Meeting minutes to put that statement on the record, including my arguments which, albeit with much difficulty, you have allowed me to precariously make from my position in the audience.

In any event and for the sake of completeness regarding what I contested from the audience on the specific point, I maintain that the minutes of the previous Eni Shareholders' Meeting held on May 10, 2018 in Rome, are unsuitable for the following reasons:

1. the fact that the documents indicated by me have not been included in the minutes, as an integral part of my remarks given off the cuff in the single discussion - as required by you - concerning all the items on the agenda of the aforementioned Meeting of May 10, 2018;
2. the fact that the minutes contain some remarks from the 2018 Meeting with typos and in any case with insufficient stylistic care, which damages this important corporate document, which is also publicly available;
3. the fact that the minutes make no mention of what was abundantly illustrated by CEO Claudio Descalzi in his presentation before the opening

of the debate at the Shareholders' Meeting of 2018.

At this point I would like to point out that this is the third consecutive Meeting on Eni's financial accounts that I have participated in from 2017 to today, mostly as an observer for the group of minority shareholders of the former subsidiary company Banca Mediterranea del Sud Italia (forced to merge into Banca di Roma/Capitalia in 2000, which was in turn acquired by Unicredit in 2007).

And I take the floor confirming the attention shown in previous meetings above all by me towards this important Italian industrial and economic group, which is believed to be one that must be supported and protected from potential acquisitions by foreign entities and/or speculators.

I am participating today in the Eni Meeting after having represented the group of the former subsidiary company Banca Mediterranea for the second (consecutive) time, at the Governor's invitation, at the traditional institutional event held by the Bank of Italy on May 29, 2018 in Rome at Palazzo Koch (see document 2.12 of Annex H, pages 838-846 of the single file of the minutes of the meeting of the shareholders of Mediobanca held on 28 October 2018 in Milan, care of Notary Carlo Marchetti of Milan and published on the website [www.mediobanca.com](http://www.mediobanca.com); documents annexed to the written remarks made at that meeting by Elman Rosania).

I would also like to point out that I come to this Eni Meeting after having represented the group of minority shareholders of the former Banca Mediterranea del Sud Italia on May 24, 2018 in Paris for the second



(consecutive) time at the shareholders' meeting of BNP Paribas, the main Eurozone banking group with assets of €2,040 billion based on the 2018 budget (see documents 2.4, 2.5, 2.6, 2.7 of Annex H, pages 751-758 of the single file of the minutes of the Mediobanca's shareholders' meeting that I just mentioned).

In my letter sent yesterday to the heads of Eni in view of today's Meeting and transmitted by my colleague Saverio Telesca from the email addresses [minoranzainunicredit@libero.it](mailto:minoranzainunicredit@libero.it) and [minoranzainunicredit@pec.it](mailto:minoranzainunicredit@pec.it), which must be attached to today's minutes as an integral part of my comments, I have reported the need of the group of minority shareholders of the former Banca Mediterranea del Sud Italia (to which I belong) to better understand the context of Eni's activities and operations including by understanding the financial statements of the many entities of the Group that include, as noted by the same minority group in reading the 2018 consolidated financial statements (whose assets amount to €118.37 billion), companies with registered offices in offshore locations, so-called as tax havens, such as:

- Dover and Wilmington (in Delaware/USA)
- Hamilton (in Bermuda)
- Tortola (in the British Virgin Islands)
- Rio de Janeiro (in Brazil)
- Grand Cayman (in the Cayman Islands)
- Nassau (in the Bahamas)

- Tunis (in Tunisia)
- Lausanne, Valais, Chur, Lugano, Rivera, Meyrin, Ruemlang (in Switzerland)
- Istanbul (in Turkey)
- Mumbai (in India)
- Shanghai (in China)
- Singapore (in Singapore)
- Al Jubail (in Saudi Arabia)
- Dubai (in the United Arab Emirates)
- Astana and Aksai (in Kazakhstan)
- Saint Helier (in Jersey)
- Saddar Town/Karachi (in Pakistan).

Since the relevant documentation provided this morning by Eni's managers appears to be deficient and in any case partial also with respect to the provision set out in Article 2429, paragraph 4 of the Civil Code, which until now has given Eni's senior management (and those of other Italian parent companies) the power to replace the mandatory deposit of subsidiaries' full financial statements in the fifteen days before the Meeting on the financial statements with "a summary table of the essential data for the last financial year" 2018, I ask you and the members of Eni's senior management to allow the viewing and copying of the full 2018 financial statements of the Eni

Group's subsidiaries and, as a priority, of those located in the offshore locations indicated above.

And this is a request to be framed within the context of the need to guarantee to the minority shareholders and the public full and transparent disclosure by the important and complex Eni Group, which includes within its Group - as previously mentioned – companies with registered offices in offshore locations and in Luxembourg.

## QUESTION

I would like to know from Eni's senior management, if during the year 2018 inspections were carried out by the supervisory authorities at the parent company and at Eni Group companies and, if so, the number of inspections carried out, the companies involved and, if even in summary form, their contents and outcomes.

CEO Claudio Descalzi is asked to provide information on the commitment taken at the past Shareholders' Meeting held on May 10, 2018 to meet the young people of Val D'Agri in the Basilicata region, where the COVA facility at Viggiano is located, to discuss local environmental problems caused by extraction activities (as reported in the minutes of the aforementioned Eni Shareholders' Meeting of May 10, 2018).

I would like to know from Eni's senior management whether the 2018 corporate initiative "Open Doors" will be reinstituted at the COVA facility at Viggiano, which I also attended together with my colleague Saverio Telesca last year.

I would like to know if Eni's senior management has taken any measures in relation to the television coverage of the Viggiano facility in Basilicata which aired on Rai 3 on April 15, 2019 (the TV show "Report") and on January 7, 2019 (the TV show "Presa Diretta").

I ask if Piero Amara, Eni attorney and consultant, after the recent restrictive measures ordered by the judicial authorities, continues to have professional and consulting relationships with the Company, with the Eni Group, or with Eni's senior management, and how much remuneration he received.

I would like some clarification on, and in any case, would like to know the position of Eni's top management regarding the article published by *Corriere della Sera* on December 20, 2018 entitled "Lady Descalzi and relations with Eni".

I would like to have the precise list of the guests and managers of the Eni Group present at today's Meeting.

I would like to know whether the hundreds of thousands of tonnes of toxic waste mentioned by Giuseppe Di Bello who spoke earlier corresponds to actual data in possession of Eni.

Finally, Madam Chairman, with regard to remuneration policies and incentive plans, I would like to say only a few words (hoping to return to the Meeting next year for a more in-depth analysis).

It is believed that the criteria introduced, above all in relation to variable and fixed remuneration, in the opinion of the minority shareholders group (to which I belong), often turn out to be a "gimmick" to reward corporate

management that instead deserves to be penalised, seriously penalised.

**ROBERTO UZZAU**, representing shareholder Cassa Nazionale di Previdenza ed Assistenza Forense (15,309,000 shares).

Thank you, Madam Chairman.

I must say that it is the second time that I am attending on behalf of my President, who sends his regards and apologises for not being present at this Meeting. Several years ago I told myself I am excited, as I am today, because I am speaking in the true temple of democracy, where anyone holding a single share can stand up to express any thought, even if it is not relevant to the topic.

**ELMAN ROSANIA.**

That is an offensive thing to say.

**CHAIRMAN.**

Excuse me, please let the shareholder speak. No one interrupted you when you spoke.

**ROBERTO UZZAU** representing shareholder Cassa Nazionale di Previdenza ed Assistenza Forense (15,309,000 shares).

No, it is not offensive...it is expressing appreciation for a system that allows everyone to speak their mind.

Among other things, I can relate to you because I know how difficult it is to be a manager.

Of course, I manage a pension institution that is tiny compared with the company that you manage. But if you consider that we too, when we speak at conferences that try to communicate, to explain what Cassa Forense is to its members, who most of the time do not know and do not want to know, and we say that our assets are continuously growing, that for three consecutive years now have closed our accounts with €1 billion in profits, people tells us: “then you have to lower your contributions”, which are already low.

This means that a lot of energy is spent on serving one’s own members and one wonders if it is worth it, since one expects to have a pension, maybe even a large one, without paying the contributions.

That’s why I say that I can relate to you regarding the things that I have heard said today.

Certainly, when the invitation to the Meeting arrives and we are asked to vote on the items on the agenda concerning the leadership’s proposals, we are not supine. We are investors and we are well compensated.

We analyse, we verify that the investment we have made and on which we have relied has been realised, in accordance with the policies that Cassa Forense applies to its investments. If you were an arms manufacturer, we would probably not be interested in whether a profit, even a large one, could be made on the investment: we would not invest.

In the moment in which we verify that the strategies that were developed, when it was decided to intervene, were implemented and results were

achieved and that there is ethical conduct on the part of management, we believe we can come here and undoubtedly express our support for the activities carried out.

I repeat, we must bear in mind that our investments are in the real economy, in those things that can have a positive effect on society. Why do I say society? Because one thing is the sense of belonging to one's own community, another is the sense of belonging to the greater community.

If I had to apply an argumentative mind-set, when the investment committee or board of directors sat down to decide which position to take at the Eni Meeting, I could have said: "I come from a land, Sardinia, that may be negatively affected, and I speak of Sulcis, a decarbonisation project".

But the moment I go and try to protect certain communities, I do it to the detriment of society as a whole, because the result that is going to be achieved by pursuing other paths - and for Sardinia, gasification is much better than coal - when I favour one, I do damage to my own community, because my community is also part of society as a whole, so it is society as a whole that I have to keep in mind.

And in this sense with Eni we feel quite satisfied with the results that have been achieved and with those that are being achieved.

It seemed to me, and I even felt a little at home in some ways, that so much was said about legal issues.

Frankly, I tell you that the questions relating to the trials must be addressed in the courtrooms. In the absence of a final judgment that places the

responsibility on someone, frankly, to use it for a pseudo-political battle, because that's all it is, within the context of this meeting I find it to be risky and out of place to say the least, and I am sorry to have heard this also from fellow lawyers who should remember that we defend not the guilty, not the accused, but the rules, rules that must apply to everyone. I almost want to say that some people have a bit of a Tafazzi syndrome, that they are essentially bothered by the results and still want to tear things down.

Just as I remembered what I told you two years ago about the feeling I had. The other feeling I have is that the great journalist Indro Montanelli was right, who among other things I praised or argued with, depending on what was said in different circumstances, but who said one right thing: "Italians are able to forgive everything, but not success".

You are successful and you are not forgivable. So how much is actual criticism and how much is envy on the part of someone who says that the CEO earns a very large amount of money?

But these are the very people who get excited when a player is bought and overpaid, which also has an effect on his own company.

Let us remember this, this is something we want to forget; you just want to use the money argument to catch people's attention for specious reasons.

I say and I conclude that in the moment in which you list a series of data drawn from the newspapers and not from the court documents, because here we are all very good at talking about trials without having looked at a trial document, let's not forget that in this country when they arrested Enzo



Tortora, three-quarters of the country – since Enzo Tortora was rude, patronizing, and disliked by many - rejoiced and then we know how it went.

We also know how it went a few millennia ago when, asked to choose between a bandit and a revolutionary, Barabbas was chosen and Jesus Christ was set aside. Thank you.

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At the end of the speech, the Meeting applauds.

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No one else asks to speak.

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The Chairman, having completed the remarks on all items on the agenda at 4:15 p.m., suspends the Meeting to prepare answers to the questions submitted by the shareholders.

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At 5:58 p.m. the Chairman resumes the Shareholders' Meeting.

The debate resumes and the Director KARINA AUDREY LITVACK and the Auditor ANDREA PAROLINI are absent.

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The Chairman answers questions on governance and on investigations involving the Company's top management.

**CHAIRMAN**

**Antonio Tricarico** asks: "How is it that the Chief Executive Officer is the

head of compliance and must assess his own involvement in OPL 245? Isn't this a conflict of interest?"

My response: the decision made in mid-2016 to segregate compliance activity from the Legal Affairs department was taken to prevent any possible conflict of interest between preventive activities meant to ensure regulatory compliance, which is usually a compliance function, and activities meant to defend the company, which is instead typical of the legal function.

As for the organisational structure, the Board of Directors decided to create this new Integrated Compliance Department reporting directly to the Chief Executive Officer to ensure that it is fully integrated into the business and to help spread a culture of compliance.

To ensure the independence of the Integrated Compliance Department, the Anti-Corruption Compliance Unit periodically reports to the Control Bodies (the Control and Risk Committee, the Board of Statutory Auditors, Eni S.p.A. Watch Structure) and to the Chief Financial Officer of Eni S.p.A.

Moreover, to protect the independence of the head of Integrated Compliance, his appointment, like that of all persons playing a guarantee role, is made by the Chief Executive Officer, with the prior agreement of the Chairman, or by me, with the prior agreement of the Chief Executive Officer.

**Alberto Grotti** asks: "In December 2018 Director Descalzi and other Eni managers were brought to trial. How can you ensure operational continuity? Can you just pretend nothing is happening in the face of these indictments?"

My response: the criminal proceedings are currently pending before Section VII of the Court of Milan in the oral argument phase at trial court level,

therefore no one has been found guilty. The pre-trial inquiry conducted up until now, which included a hearing of third-party experts who examined the purchase of OPL -245 from a financial and regulatory standpoint, does not confirm the grounds for the accusations.

Finally – I mentioned this during my report – remember that the Watch Structure and the Board of Statutory Auditors, as early as the pre-trial investigation stage, commissioned an independent forensic audit which did not find anything that confirms the criminal accusations. These results were confirmed by external consultants following examination of all the prosecution’s investigatory documents.

As for the separate, fast-track criminal proceedings involving third parties, it should be noted that Eni was not a party in these. The enquiries conducted in those proceedings (which have been appealed by the defendants) were not directed against Eni and are based on partial evidence gathered during the investigative phase, evidence that was challenged in the oral arguments phase.

**Re:Common** asks: “Looking at the report on OPL- 245 in Nigeria, does Eni plan to make a disclosure of the DCF analysis that sets the government take at 69%?”

My response: We can confirm the contents of the expert’s report and that the percentage of the government take is that indicated by the expert during the hearing. We will publish the full report, with subsequent supplements, when completed on the Eni website.

**Mauro Meggiolaro** asks: “Casula’s role: he’s no longer an employee. Is his

employment contract with Eni over?”.

My response: in the answer to the pre-Meeting question posed by Re:Common there is absolutely no mention of the fact that Mr. Casula is no longer an employee of Eni. Since April 2018, Mr. Casula hasn't taken on any operational assignments for Eni S.p.A. and its affiliated operational companies; instead he has been involved in innovation projects and activities for the Company.

**Jones Peter St John** asks: “Eni says that the government of the Congo chose AOGC for participation in the licenses, isn't this so? Who told Eni about the partner to the agreements? The assignment date is strange; doesn't it pre-date the government's ratification of the licenses as exploration permits in April 2014?”.

My response: I refer you to the written responses provided before the Meeting, in 2017, to the shareholder Fondazione Finanza Etica on page 52, which I am not going to read here.

The chronology is as follows: on April 15, 2013 the President of the Republic of the Congo issued a directive on “the promotion and development of the Congo's private sector”. On September 26, 2013 the *Comité de pilotage* or Steering Committee appointed in accordance with the Directive of April 15, 2013, announced the participation of AOGC, chosen unilaterally by the government, without giving Eni Congo the opportunity to express its approval.

On November 18, 2013 the “*Protocol d'Accord relatif aux permis d'exploitation Djambala II, Foukanda II, Mwafi II, Kitina II et au Permis de*

*recherches, Marine VI bis*” was signed between SNPC, Eni Congo and AOGC. In January 2014 the CPPs were signed and on April 30, 2014 the decrees assigning the permits were issued. This chronology was also confirmed by the independent forensic audit.

**Elman Rosania** asks: “what is the relationship of attorney Amara today with Eni and its companies and what is his compensation.”

My response: this question is similar to those already posed and that we answered pursuant to Article 127-ter of Legislative Decree 58/1998, set out in the booklet available in this room (refer specifically to the answers to questions nos. 1 and 2 by shareholders Tommaso Marino, starting on page 26 of the booklet, which provides more details).

In any case, there aren’t any more engagements: some time ago Eni ended any relationship. Remember – as I explained in my introduction – that we have declared ourselves injured parties in the obstruction proceedings in Milan.

**Matteo Del Giudice** asks: “During the Chairman’s statement she referred to independent audits performed using a forensic method. What does this mean?”.

My response: Forensic audits are performed by law firms or third-party, independent consulting firms with specific skills that are engaged by the Company’s control bodies to examine internal paper and electronic records or the findings of investigations, where available, as well as public sources in order to uncover information confirming relevant facts relating to the alleged crimes and verifying compliance with the Company’s rules and

regulations.

**Antonio Tricarico** asks: “It was stated in the answers given prior to the Meeting that the Company has reorganised the legal department and strengthened its controls and operational processes, including by creating a dedicated governance function. Is this, indeed, the Integrated Compliance Department?”.

My response: Re:Common misunderstands the role of the new governance function set up from the Legal Affairs Department. As I said this morning in my report, in January 2019 a function was set up within the Legal Affairs Department, reporting to the related Director, that is dedicated to defining and managing the corporate processes for which the Legal Department is responsible and the related first-level controls. This function is different and distinct from the Integrated Compliance Department, which was formed by resolution of the Eni Board of Directors in September 2016 and was given legal compliance duties, including corporate administrative liability, the Code of Ethics, anti-bribery practices, antitrust, privacy and consumer protection.

Finally, it should be remembered that to prevent any potential conflict of interest, Eni’s Control and Risk Committee is charged with the task – as I also stated this morning – of overseeing the activities of the Legal Affairs Department in the case of criminal investigations under way in Italy or abroad, when a notice of investigation is given to the CEO or the Chairman of the Company or a member of the Board of Directors or an executive reporting directly to the CEO, even if no longer in office, for crimes against

the government or corporate crimes or environmental crimes related to their service and their scope of responsibility. The decision was formalised in the Rules of the Control and Risk Committee. Therefore, there are no kinds of conflict that are inherent to handling defence strategies.

**Various shareholders or their proxies** ask to fully report their statements in the minutes.

My response: I would like to remind everyone – as I said in my opening remarks – that the content of the minutes and its annexes is governed by the Civil Code and Consob’s Issuers Regulation. Specifically, the minutes must summarise, at the request of the shareholders, their statements pertinent to the agenda.

Consob’s Issuers Regulation, Annex 3E, also provides that the Meeting minutes contain a summary of the statements, indicating the names of the speakers, the answers given and any comments. The minutes will be drawn up in accordance with the regulation.

**Gianluca Fiorentini** asks: “Would it be possible for the questions and answers of the shareholders to be made available to each shareholder before the Meeting to enable consultation between shareholders?”.

My response: the responses to the pre-Meeting questions are contained in a booklet that shareholders could have picked up at the registration table before entering the Meeting. Other copies can be obtained from the Chairman’s Bureau, as has been mentioned during the Meeting. We will strive next year to make it more visible and perhaps give you the information in advance.

**Elman Rosania** asks: “In 2018 did the supervisory authorities perform

inspections of the Parent Company and other Eni Group companies and, if so, how many inspections were done, which companies were involved, and very briefly, what were their contents and results?”

My response: No inspections were carried out by Consob in Italy or the SEC in the United States.

**Matteo Del Giudice** asks: “As to the composition of the Advisory Board: are they sufficiently independent? Is their communication rather unclear? They don’t do any publicity. Regarding the Sustainability and Scenarios Committee: is it composed of experts?”.

My response: our Advisory Board is composed of four international experts and therefore they have the utmost independence. This composition was chosen to ensure that they contribute their knowledge to the utmost and facilitate internal debate on energy, geo-political and transition-related topics.

Many of our competitors expressed their appreciation for the establishment of this board, which is the only one of its kind in the industry, and the presence of experts of such high international standing among its membership. The board, that is, the Advisory Board, meets three times a year and makes its reports to the Board of Directors and the Board of Statutory Auditors. The discussions enabled us to further examine and improve our decarbonization strategy.

The Sustainability and Scenarios Committee is composed of four non-executive directors, most of whom are independent, and receives the contributions of the corporate functions that are relevant for the topics



discussed.

To enrich the discussions, outside contributors may be invited to participate. Experts from IEA or universities or other research institutions have already participated and are expected to do so again in the future. On this I should add that, after speaking with the CEO, the lack of a technology expert on the Advisory Board is limiting and, probably we should think about expanding its membership.

**Elman Rosania** asks: “Is it possible to get a copy of the financial statements of the subsidiaries?”.

My response: Article 2429 of the Civil Code provides that the obligation to make the financial statements and a schedule summarising the most recent financial statements of affiliated companies can be satisfied by presenting a schedule summarising the essential data contained in their most recent financial statements. The documentation was made available to the shareholders as required by law and a copy can be picked up in the Meeting hall.

**Marco Bava** asks: “Who are the top 20 shareholders present in this hall, with their percentages of the capital, their proxy holders and, of these, which are pension funds?”.

My response: You can get the lists from the Chairman’s Bureau; with reference to Mr. Marco Bava’s questions, they are also annexed to these minutes as Annex “H”.

**Alberto Grotti** states: “The compensation paid to the top management is excessive”.

My response: The compensation paid to Eni's top management is compared annually against that of a panel of comparable European industrial companies and is about 20% lower than the median values.

**Mauro Meggiolaro** states: "The CEO's compensation significantly exceeds the median for European companies in the industry" and "the performance targets for variable remuneration are measured over a three-year period, while a longer period of time would be better".

My response: The total remuneration of the Chief Executive Officer, who is also the General Manager, is consistent with the benchmark for Eni's peer group, consisting of the main international competitors in Eni's sector, namely Exxon, Chevron, Conoco Phillips, Shell, BP, Total, Anadarko, Marathon Oil, Apache and Equinor.

In particular, the total remuneration for achieving the target is significantly lower than the median for such peer group, adjusted to take account of the difference in average capitalization between Eni and the peer group in the 2015-2017 three-year period, i.e. 37% lower.

In addition, a further benchmark used by the leading consulting firms with respect to a European panel composed of 20 of the top industrial companies comparable to Eni showed that the overall compensation package for Eni's CEO is 12.8% below the panel median.

The variable component was determined to be comparable to those of the peer group with a pay-mix centred mainly around the long-term variable components (53% compared with 43% in the previous term).

As to the second question, the three-year vesting period for Eni's long-term

plans is consistent with the period prevailing in the reference market and industry.

**Antonio Tricarico**, with regard to the Nigeria-Congo issue, referred to what Director Litvack supposedly said.

I have nothing to add to that, as I have already answered in the responses to the written questions.

\* \* \* \* \*

The Chairman therefore invites the Chief Executive Officer to answer questions regarding management in the broad senses.

#### **CHIEF EXECUTIVE OFFICER**

There were a lot of questions. I will answer those that are not addressed in the document “Questions and answers prior to the Shareholders’ Meeting”. For others I will summarise, even though they may be covered by the pre-Meeting document.

**Domenico Rinelli** asks: “What is the annual output of your photovoltaic plants? Have you exceeded the 2,500 hours of use out of the roughly 8,000 hours available per year?”.

My response: the annual average of our Plan portfolio is about a 26%, which corresponds, for photovoltaic plus wind, to around 2,300 hours out of 8,760 hours available per year, of which photovoltaic makes up 24%, (about 2,100 hours per year) and wind 39% (about 3,400 hours per year).

**Mauro Meggiolaro** asks: “The target of 463 MW of installed capacity from renewables by 2020, based on the 2017-2020 plan, was raised to 1.6 GW by 2022 and 5 GW by 2025.

1. How many of the original 463 MW by 2020 have been installed and where?

2. How much of the original 463 MW are solar and how much are wind?”.

The other questions are more or less the same.

My response: as of December 31, 2018 and of March 31, 2019, installed capacity came to 40 MW, photovoltaic, as part of the new Energy Solution initiatives at Assemini, the Green Data Centre, Ferrera Erbognone and Gela Isola while 10, in Italy, and BRN abroad, that is, Algeria. Others are being developed. Therefore 40 MW , including 10 MW previously managed by Enipower.

Currently, projects for around 150 MW are under development, namely, Porto Torres in Sardinia (31 MW); Volpiano in Piedmont (18 MW); wind power in Kazakhstan (50 MW); photovoltaic in Australia (34 MW); Tunisia (Eni’s shares are 5 and 2.5 MW, therefore 7.5 MW); Pakistan (10 MW). So we expect our total installed capacity to be around 200 MW at the end of 2019, in line with the original 2020 target of about 500 MW.

He then asks: “What percentage of the 1.6 GW by 2022 will be wind power?”.

My response: the percentage of installed onshore wind capacity by the end of the plan will increase by about 15%. The remaining 85% breaks down into 83% for photovoltaic solar power and 2% for hybrid power, that is, photovoltaic power with batteries.

He then asks: “Last year Descalzi referred to 14% of the 220 MW for Italian renewables going to wind”.

My response: Last year we had 220 MW by 2021 and we had about 30 MW for wind power, which is around 14%, a little more.

Then he asks: “What is the status of the photovoltaic plant at Porto Torres?”

My response: The Porto Torres wind project is currently in the design phase and we expect to start the process of obtaining authorisation in the coming months and to complete construction by 2021. At present, at the Porto Torres site, we are building a 31-MW photovoltaic plant which is Eni’s second project in Sardinia after Assemini.

He then asks: “What are the Energy Solution results for 2018?”.

My response: the Energy Solution results show a loss of about €18 million.

Clearly all the results will be negative until we are able to reach a critical mass, given that we are still in the development stage and it is organic growth.

The results will be negative until 2021. Then, from 2021 onwards EBIT should be positive.

He then asks: “Last year Descalzi referred to about €240 million in investments in wind power as part of the 2020 Plan. How much has been invested and where? How much installed capacity in megawatts will be wind power as part of this €240 million in investment?”.

My response: At present the 50 MW onshore wind park in Kazakhstan is under construction and is expected to be completed by the end of 2019. We plan to develop additional projects in Kazakhstan and in Italy: By 2022 we expect to have installed onshore wind capacity amounting to about 15% of the total 1.6 GW of capacity, with a total outlay of around €300 million.

Finally, he asks: “Are there plans to increase investment in wind power,

perhaps in partnership with consortiums for large onshore and offshore wind parks?”.

My response: Our plan envisages investment in onshore wind power, including our 50-MW project under construction in Kazakhstan, which, as I said, is expected to be completed by the end of 2019; other projects are expected to be developed in Kazakhstan and in Italy. We will assess whether to enter the offshore wind power market if the projects that use this technology are consistent with our strategies.

I will now answer questions concerning the Ibleo and R&M issues.

**Andrea Turco** asks: “What is the status of the Ibleo Project?”.

My response: We are two years behind compared with the original plan. We launched this project in line with the November 2014 agreement with the Region, but the final authorisation for the optimised project was issued in 2018.

In fact, there was a decision, an arbitrage before the Regional Administrative Court to block the project, which obviously caused – this I forgot – a delay. Therefore, following the August 31, 2016 decision by the Council of State, which denied the appeal of a number of environmental associations in four Sicilian municipalities, Eni presented an optimisation proposal which involves relocating the gas treatment and compression plants initially planned to be installed on a new platform at sea, onshore, in the areas made available by the refinery.

Therefore, we eliminated – as the shareholder already said – a platform at sea because we changed the project.

This proposal represents the best solution for developing the project in that it enables us to achieved tangible benefits in terms of reducing the environmental impact, making sure there is no visual impact - there is no longer a platform – no discharge into the sea, eliminating CO<sub>2</sub> emissions thanks to the use of electrical compressors, partly fuelled by onsite photovoltaic plants.

Having brought it all onshore, we use energy generated both by the photovoltaic plant built and the grid. If it had been offshore, we would have had to use gas to generate the energy needed for compression, therefore it is practically a zero-emissions plant.

By bringing it onshore, we were able to maximise the positive economic impact on the local job market as a result of the new technological solutions adopted and recover the areas of the refinery that have already been reclaimed and used to build new plants.

In February 2018, the Environmental Ministry published the decision that approves the exclusion of the new project configuration from the environmental assessment and in July 2018 the Ministry for Economic Development authorised the change in the works programme.

The petition to extend the environmental assessment decree, which was set to expire on May 27, 2019, was filed on March 12, 2019. A significant portion of the contracts for onshore works and procurement of materials offshore have been awarded.

With the optimisation of the Cassiopea Project, thanks to various works involving the onshore treatment plant within the refinery area, we expect a

positive return in terms of impact on local employment, with about 300 jobs.

The Guayule Project by Eni-Versalis.

We can say that it is an “active” project.

The project seeks to create a proprietary technological platform for producing natural latex, rubber, dry rubber and resin, starting with the guayule plant and developing the agricultural chain and proprietary extraction technologies to be able to use all the plant’s components, through new technologies under development for extraction using solvents and water.

We are currently working on the experimental cultivation of different genomes of the guayule plant to optimise the agronomic protocol and the use of pesticides with two industrial farms belonging to the Region of Sicily’s agriculture promotion agency (Ente di Sviluppo Agricolo - ESA).

Other crops are being cultivated in Basilicata, in partnership with the regional agricultural agency (Agenzia Lucana di Sviluppo e Innovazione in Agricoltura – ALSIA), and in Arizona (United States).

Another question asks to know why it wasn’t done near Gela.

This crop has always been grown in Sicily, but not near Gela; with the Region and other competent agencies, we had to find a soil suitable for this type of seed, whose acidity and characteristics are suitable for this seed. This is the reason why land near Gela or land abandoned by the district were not used.

**Alberto Grotti** asks: “The role of refining: a few years ago you said that you wanted to eliminate it. And now?”.

My response: we absolutely never said that we wanted to eliminate refinery.

We said that we wanted to rationalise components that had too high or



uncompetitive operating costs, from a technical standpoint.

Remember that years ago, Gela lost €2 billion in six years and we, therefore, said: “let’s cut oil capacity”, and that is what we did, we cut capacity closing Venice and Gela, while restructuring the refinery platform of the two sites, converting them into bio-refineries, that is, green refineries. Therefore we closed it without closing it and we transformed the site.

**Alessandro Govoni** asks: “How can you produce gasoline that is compatible with the environment, with health? Is gasoline with benzene additives compatible? Have you considered a project to produce benzene through the maceration of Ethiopian sweet sorghum, which doesn’t have an effect on humans?”.

My response: benzene is one of the many molecules contained in oil and therefore in gasoline. Current European regulations on gasoline provide that benzene make up no more than 1% of that gasoline molecule. All the finished gasoline sold to consumers by Eni meet these characteristics. The “sweet sorghum” is used, thanks to the high sugar content, to make ethanol and so gasoline, in addition to a first-generation component in competition with the food; this is one of the reasons, and we are passing on to the second generation.

For the purposes of fuel bio-additive requirements, since gasoline has been around in Europe for a long time, therefore this is too much gasoline, we have given priority to biodiesel components that are made of oleaginous crops. More specifically, we launched an experimental project to grow castor oil in a semi-desert area of Tunisia that, in this case, is not in competition with the

food industry.

The new European rules and regulations limit the use of these components, going so far as to dramatically reduce them by 2030. For “these components” I mean all the first-generation feedstock, which is in competition with the food industry.

**Virginia Rondinelli** asks: “The Taranto refinery is a hazardous facility. The last external emergency plan published dates back to 2015. We would like to see the most recent plan.

Relating to the Tempa Rossa Project, we learned from the Chief Executive Officer that, contrary to what was planned, the crude extracted in Basilicata will be processed in Taranto for subsequent exportation. We would like to know whether this is true and how much crude will be processed, what are the additional safety measures taken, given an increase in processing and why was this plan changed”.

My response: the external emergency plan, the EEP, for the refinery is drawn up and managed by the Prefecture, with the support of the main players involved, such as Eni with its Taranto refinery. No subsequent updates have been issued.

Eni believes that for its installation – no modifications or investments having been made that altered the risk levels of the refinery, of the facility itself and of the ancillary facilities since the date the EEP was issued – at present the information contained in the existing EEP is complete, consistent and adequate. The EEP is available on the Prefecture’s website.

The refinery’s internal emergency plan, the IEP, was developed and is

managed in conjunction with the EEP – therefore it follows the same process. It is an integral part of the Site Safety Report and is approved by the Regional Technical Committee. The IEP is updated often, the last time on October 31, 2018.

The refinery promptly informs concerned stakeholders of any emergencies or anomalies and their development.

The Tempa Rossa Project involves the receipt, storage and shipping of Tempa Rossa crude at the Taranto refinery for which appropriate infrastructure must be developed.

By processing the crude at the refinery, we would be able to eventually replace other crudes currently processed there without increasing the amount of processing done and therefore without altering the risk.

We have taken note of the suggestion to provide legible, intelligible, understandable explanations, in addition to press releases, when there are problems in Taranto, therefore, to be more proactive, even in explaining the technical content, so as not to create alarm or to be clearer. We almost always do so in the press releases. Since press releases are very brief, we try to provide stakeholders with a bit more precise, comprehensible, information on the most important plants.

**Andrea Turco** asks: “The Gela refinery. Given the crisis in the refining sector, why did you close only the Gela facility? What are the plans for reconversion? The project has started late” (I have already addressed this) “Why are oil and gases extracted at Largo di Gela not processed in Gela? What impact will Eni’s new investment plans have on employment? It was

estimated that €32 million in compensation would be paid out, but little was used. The health situation in Gela: there is apprehension when a child is born owing to the risk of abnormalities.”

My response: I have already answered some of the questions.

Gela is not the only one, as I said; two refineries – Gela and Venice - have undergone a restructuring, a conversion.

In particular, the reconversion of Gela in the last six years prior to its closure posted losses of about €2 billion. Since the refinery has been closed, the oil extracted offshore Gela has to be exported.

The question is: “Why don’t you process the oil?” The little oil that is still extracted, and it is indeed very little: since there is no refinery, cannot be processed in the refinery itself, but we are talking about just a few thousand barrels.

Gas, instead, continues to be injected into the network and will be partially used for the purposes of green refinery. Gas was first used in the refining process, to create electricity. As you have seen electricity, partly produced by the photovoltaic plant, is now taken from the grid and the gas we produce - as we have always done - is injected into the network. We shouldn’t forget that Sicily collects gas coming from Algeria and from Libya, too.

The original plan drawn up at the end of 2014, at the time of the signing of the “Memorandum of Understanding for the Gela area”, provided for the construction of the green refinery in two phases: an initial “accelerated” phase involving the use of existing facilities to produce hydrogen with start-up scheduled by the end of 2017; and a second phase, involving the

construction of the steam reforming plant, with operations expected to begin about a year later.

The authorisation process took longer than expected; for this reason and to try and speed it up as much as possible, it was decided, at the end of the authorisation process for the first phase and based on time restrictions, that we had to jump directly to the second phase, for which the authorisation process was immediately started.

The entire authorisation process was completed only in November 2017 with the last permit issued by the Municipality of Gela. Only as from that date could we begin construction works, that proceeded swiftly with the completion of the hydrogen production plant as early as the end of 2018.

Work on the green refinery began last March and is still going on, although some work remains to be completed on some of the facilities, with an understandable difficulty for an industrial site that has been idle for five years. The last activities will be completed in the coming weeks and the green refinery will be up and running by June.

As regards compensation by Eni, we are ready to proceed, but we need an agreement with the Municipality and the Region. I think the amount was €32 million. These €32 million were in the agreement signed in 2014 and were not linked to appropriations but were activated exclusively for joint projects between the Region, the Municipality and Eni.

Projects were carried out – I don't remember how many - but the funds are disbursed immediately; there is a project that the Region has indicated.

There are currently 928 Eni employees at the industrial site – it was another

question – of which 370 at the Gela refinery. Average indirect employment within the scope of Eni operations was 2,870 in 2018.

With reference to the alleged connections between malformative diseases and environmental pollution of industrial origin in Gela, there is no scientific evidence regarding the existence of such a causal link. Furthermore, there is no scientific evidence regarding the actual existence of a higher rate of malformative diseases in Gela compared with other areas of the country. All the judicial investigations have confirmed the absence of such evidence, which was also recently confirmed in June 2018 by a decision on the matter.

**Alberto Grotti** asks: “Jobs created by the new activity in the Middle East”.

My response: this first phase of starting up business in the Middle East involves a total of about 130 units operating in various Eni business areas engaged in the region. This number is expected to grow over the next few years, in line with the planned development of the activity.

**Daniela Ambruzzi** asks whether Eni is going to move to Milan and abandon Rome.

My response: we confirm that Eni will stay in Rome, where around 2,800 people permanently work.

Question: “What is Eni doing on the issue of master’s programmes for young people?”

Eni organises second-level master’s programmes with state universities: Energy Engineering Operations, in collaboration with the Polytechnic of Turin and Energy Innovation, in collaboration with the Polytechnic of Milan. The company not only fully bears the cost of these programmes, including

university fees, for those who attend, but also awards participants an advanced training and research apprenticeship contract for the entire duration of the master's programme, 12 months, which provides students with a monthly stipend. Furthermore, since 1957, Eni has offered a post-graduate master's degree (MEDEA Master's) and since January 2020 a new master's degree in Geoscience for Energy (GEMS). Even in these cases, participants do not have to pay any enrolment fees and receive a scholarship for the duration of the programme.

In addition, in 2018 Eni financed over one hundred scholarships to students at universities such as Milan, Turin, Perugia, Pavia, Cagliari, Federico II of Naples, University of Palermo to help them attend degree-granting courses and Ph.D. programmes.

**Alberto Grotti** asks: "Circular economy and questions on human resources, how many jobs will be saved with the €3 billion investment envisaged in the circular economy plan and other initiatives?"

My response: the €3 billion also regard the entire renewables part. The four-year plan estimates that, by 2022, about 1,400 of Eni's worldwide workforce will be engaged in the circular economy initiative, or about 3,300 workers if the ancillary industries are included.

**Marica Di Pierri** asks: "Aren't the mining model and the circular economy model incompatible with each other?"

My response: I will give you a brief answer.

Obviously they are not incompatible, because the circularity regards not just the product, but also the facilities themselves. All the big circular economy

projects, as you have seen, started with a reconversion, therefore the transformation that is part of the circularity of the Venice and Gela refineries. Clearly we start with what the market needs, which are the products and the facilities that must not be closed and abandoned because, let us bear in mind that we employ about 70 thousand people in Italy, both directly and indirectly. Clearly, if we shut everything down to engage only in the circular economy, we would lose a lot and above all we would be much slower, because we achieve circularity thanks to: the facilities we have and that are reconverted, the technologies we have that come from traditional refining, chemistry, upstream activity and through related research. Therefore, circularity is built on the facilities, technologies and materials. These things are absolutely not incompatible; one thing leads to another.

**Mauro Meggiolaro** asks: “What are Eni’s emission trends by 2030? When will Eni be completely carbon free?”

My response: regarding Scope 1 emissions, working interest by 2030 is estimated at around 43 million tonnes per year, of which about 18 million tonnes will be associated with upstream activity. Specifically on upstream this year we have committed to eliminating direct net emissions by 2030 through emission reduction measures with more efficient projects and by participating directly in forest conservation and protection projects, identified as REDD+ projects, for which we are planning measures that will ensure an offset of at least 20 million tonnes per year.

With regard to Scope 3 emissions, considering an annual increase of 3% in hydrocarbon production by 2030 and the goal of having more than 60% from



gas, emissions linked to end use, calculated on an average IEA barrel, would come to 317 MtCO<sub>2</sub> Eq.; as I told you this morning, to date, they come to 230 MtCO<sub>2</sub> Eq. as of 2018. These data go hand in hand with business growth in line with the company's mission to provide access to energy in a growing world, the need to foster the energy transition, as we said this morning.

For this reason, we are working on the carbon efficiency of our production processes, on developing gas as a bridge source towards a low carbon future and renewable resources. Based on this scenario and considering the contribution of renewables, the carbon impact of Scope 3-end user emissions will fall by about 6% compared with the total primary energy produced. It should be noted that this is a different emission intensity coefficient that takes into account only Scope 3 compared to the total primary energy produced in thousands of barrels of oil equivalent, a coefficient not stated previously.

For the moment complete carbon neutrality is not one of our ambitions in connection with the Scope 3 KPIs. As I said this morning, the first step will be to work on Scope 1 for refining, to do a reset and a reduction, an offset, where we will also use technologies, so it will not only be a so-called natural sink, but also a CCUS because we will also be working on the pipe stacks, extracting CO<sub>2</sub> from both the chemical and the refining pipe stacks. Once we have defined the path, the objectives for Scope 1 for refining, we will have to outline a path for addressing end use, which is Scope 3.

**Elman Rosania** asks: "Is the data on hazardous waste mentioned by shareholder Di Bello in Val d'Agri correct? Do we have a waste register?"

My response: Clearly there is a waste register, because it is a requirement,

we maintain it internally and we are required to keep it by law. The Italian legislation on waste management provides for the traceability of the supply chain from the producer to final disposal. The requirements to ensure traceability include the loading and unloading registers, waste identification forms (FIR), Single Environmental Declaration Form (MUD) for waste transport, which must be filed annually. In particular, the FIR is issued in quadruplicate, with the first copy remaining with the producer and the rest going to the transport companies, these last three copies - then there is the whole process - attest acceptance at the plant of destination, with one remaining with the transporter, one with the receiver, and one for the producer. Therefore, there is not only the register; everything that is registered is certified with copies that are distributed to different individuals and entities.

The SISTRI system adopted in Italy to electronically track waste was replaced in 2018 by a new system, the National Electronic Register (REN), which has yet to be launched.

Eni also has an internal system of regulations governing procedures and operating guidelines to ensure that waste disposal is fully traceable, according to the best practices in the field.

If the data cited by the shareholder are those contained in the registers or taken from our official reports, then they are correct.

**Matteo Del Giudice** asks: “What do you think of certifying the decarbonization process with an external authority, foundations, bodies connected to the UN?”

My response: We absolutely think that it is an important and desirable thing and that is why we have been part, and we are part of, several of these organisations connected to the UN.

With regards to Eni's decarbonization strategies, we should note that Eni has been included in the main sustainability ratings for more than a decade, including the CDP (Carbon Disclosure Project) the primary rating on climate change; these rankings have assessed Eni for three years now – I believe two or three years – and recognised it as a leader among its peers in all climate strategy factors, both in terms of performance and ambitiousness of targets.

As I recall, the CDP requires that we disclose our performance in the environmental field and also in the environmental-financial field, by publishing KPIs of the data requested. And these are published transparently and based on this we are given a rating.

As for greenhouse gas emissions, Eni certifies all of its emissions, both direct and indirect, through external and independent international certification bodies, which are also the bodies that certify, evaluate and verify all other companies, not only in Oil & Gas. The data are also used in certifying the non-financial communication of our financial statements.

With regards to forest offsets, Eni plans to implement forestry projects certified as REDD+, which is Reducing Emissions from Deforestation and Forest Degradation, which are recognised under the UNFCCC framework.

Eni, both independently and through sector partnerships in which it participates (for example OGCI, IPIECA, WBCSD) constantly consults with the main external and active international organisations on this subject, even

with United Nations bodies (UNenv, UNDP, UNFCCC). Two important Eni targets in the area of reducing direct GHG emissions regard methane and flaring. These are commitments that Eni has formally signed as part of the international partnerships promoted by UNenv and the World Bank, respectively.

**Re:Common** (Tricarico Antonio) asks: “Eni’s activities will also have a significant impact on climate change. CO<sub>2</sub> emissions in Mozambique will increase by 9.4% in the next four years alone. Eni does not work with independent local NGOs and has established compensation measures that are inadequate for the affected communities. Eni is not only present in Mozambique but also in South Africa, where its offshore oil drilling has forced thousands of fishermen to abandon their activities at sea. “

My response: Eni has never done any offshore oil drilling in South Africa: so all those fishermen who have gone away or all that disaster we caused, ... alas, we haven’t even drilled a well, wait until we do before you attack us. The answer to this question, which is quite long, is found on page 105 (of the booklet containing the answers to the pre-Meeting questions).

\* \* \* \* \*

The Chief Executive Officer answers in English to a question presented in English; at the Chairman’s express instructions the reply is reported as follows.

You said that Eni is present in South Africa, where Eni has performed offshore drilling, forcing thousands of fishermen to abandon their offshore activities; we have made an acquisition there and it has no impact on the

fishermen, there is no drilling activity.

**THE CEO** continues his comments in Italian.

There is a second question, again from Re:Common, and the answer is on pages 112-113 (of the booklet containing the answers to the pre-Meeting questions) and concerns the fact that Eni is planning to plant 8.1 million hectares of exotic trees in Mozambique, South Africa, Ghana, Zimbabwe, as offsets for climate change.

Now I'll give the same answer I gave this morning, that is: we do not replant trees, it is a matter of conservation. Also in this case the full explanation has been given and is found in the booklet containing the answers to the pre-Meeting questions made available to you and annexed to the minutes of this Meeting.

\* \* \* \* \*

The Chief Executive Officer responds in English to a question presented in English; at the Chairman's express instructions the reply is reported as follows.

I honestly don't remember this article, but I expect that what I said in my strategy presentation has been misinterpreted. I don't think the article was incorrect, but we're not planting new trees. We work on primary and secondary forests. There are areas where there are primary forests, then they became agricultural land and then they became secondary forests. We call them secondary forests, so perhaps we can replant some trees, however the main objective is really to avoid the destruction of primary forests. That is what I explained this morning and is what it is in the written answers.

\* \* \* \* \*

At 7:00 p.m., Standing Auditor PAOLA CAMAGNI leaves the Meeting.

**Guido Sali** asks: “Forest plan: how is the relationship with local populations managed and what initiatives are you planning?”

My response: I have already talked about this so I will summarise now.

Eni plans to implement forestry projects certifiable as REDD+ which aim to protect primary and secondary forests from deforestation and degradation, preserve biodiversity and contribute to the socio-economic development of local communities through activities in line with sustainable forest management.

We take an approach that seeks to achieve a sustainable management of forests, their conservation, to increase carbon stocks, in synergy with local communities, which are key players in the conservation of the territory. This is an essential part of the global efforts to mitigate climate change and is done with full respect for local communities and with their active participation.

Eni works to reduce the causes of deforestation by proposing local development alternatives compatible with the territorial environment and the forest area to be protected. The main local development activities that Eni proposes are represented by economic diversification initiatives, such as sustainable agricultural projects and the promotion of eco-tourism and initiatives aimed at making access to energy more efficient, clean cooking practices, in addition to educational and vocational training programmes.

Local communities are engaged in two ways: first of all, there is a raising

awareness about the need to protect the forest and that is what they are already doing with the various developers. This is not something new; they are trained to work in protection.

On about 1 million hectares, there are about 20-25 thousand people in the communities that can work.

This is a first phase: protection of the forest.

The other action is to provide training and support for diversification. Therefore, agriculture, but also craftsmanship, that is, creating a school to train them in skills so that they will be able to live and work beyond just protecting the forest.

Furthermore, there are also other business activities that can be proposed, such as eco-sustainable tourism. In Ghana we are working with some developers especially on training communities in forest protection, while also working on diversification.

Then there is the question of engagement, how does it happen? We have had direct engagement in countries where we operate, but as I told you we are also working in countries where we do not operate and are working with developers. The engagement - which developers have had - is with the local authorities because forest conservation and protection projects must be consistent, shared and in line with those countries strategies concerning forests.

After engagement, the sequence is: central entities, the regional ones, and finally local communities.

To these three levels, I would add working with external bodies, in this case

UNDP, to verify what is already being done in this area, so to avoid overlap or confusion. This is what the process is - obviously what I have told you is how we see it - but this is the process of engagement with local communities.

**Mauro Meggiolaro** (Fondazione Finanza Etica) asks: “What are the forestry projects and what are their characteristics?”

My response: the answer is the same as I gave before and which is found on pages 112 and 113 of the response to Re:Common in the booklet containing the answers to the pre-Meeting questions.

The countries in which we are considering projects are: Ghana, Zambia, Congo, Zimbabwe, Mozambique, Mexico and Indonesia.

**Isabella Abate** asks: “Val d’Agri: could you clarify about the spill of 2017 and whether the reclamation has already been completed, what 85% refers to and will the remaining 15% be reclaimed?”, then “Isn’t the Energy Valley project insufficient to compensate for environmental damage?”.

My response: immediately after the discovery of the February 2017 leak, Eni, as required by the applicable environmental legislation, presented to the authorities and implemented an action plan to restore safety to areas potentially affected by the presence of hydrocarbon.

In total, Eni has carried out 351 surveys, of which 245 with piezometers, with sampling systems and volumetric measurements.

The Emergency Safety Restoration efforts undertaken have made it possible to recover 339 tonnes of crude oil, about 85% of the 400 estimated to have leaked from storage tank D (the code for the tank).

Currently, supplementary characterisation activities are under way that



mainly involve carrying out further piezometer measurements and surveys. Once the supplementary characterisation activities have been carried out, as required by Legislative Decree 152/2006, a site-specific risk assessment will be drawn up, which will enable us to determine whether any area requires reclamation, prepare a reclamation plan to recover the remaining portion of the spill. The characterisation has been recognised, as such, as valid by the competent bodies.

To be clearer, we recover, we do the characterisation to define and check the contaminated area, after which, once authorised and completed, a site-specific risk assessment is drawn up, which allows us to determine any areas for reclamation (which also must be authorised) and then begin the reclamation. So, it is a regulated process.

As for agriculture, in the context of the Energy Valley project, this is not an offset, it is a project that is being done separately, but not as an offset. As part of the Energy Valley project, we are planning to set up an Agricultural Training and Experimentation Centre, which includes training, research and experimentation for the local agricultural sector. Furthermore, agronomic requalification projects are planned in order to enhance and recover the areas around the Val d'Agri facility. And it is the project presented this morning.

**Giovanna Bellizzi** asks:

“- was the leak only within the COVA? Did it reach outside?

-how is Eni perceived in Basilicata? Should Eni begin a new phase of environmental responsibility?

- she wants to know whether Eni has prepared an estimate of the oil spilled

and oil recovered and whether, as a result, we have a financial estimate of the damages caused to environment in Basilicata.

- she asks whether Eni has prepared an estimate of the costs already incurred and of those still to be incurred for the oil spilled and for the reclamation and restoration operations.

- she asks whether Eni has studied the possible class actions that local residents could bring for all the damages and also for compensation claims”.

My response: Spillage at tank D.

After the spill was discovered, Eni halted production. We stopped production, then we received the letter from the Region, but we had already stopped production for the entire facility.

Eni halted production and closed down the COVA in order to carry out asset integrity checks on all existing plants, which rules out any anomalies in the process.

Furthermore, the investigations carried out made it possible to ascertain that the oil spill had been caused by a leak from tank D only.

It should also be noted that, when the plants reopened in July 2017, only double-bottom tanks were used and therefore no further loss could occur.

The episodes prior to 2012-2013, relating to problems with other tanks, were promptly addressed with appropriate remedial measures. They had no impact on the environment in that there was no contamination and no links could be made to connect them to the oil recovered from 2017, given the completely different dynamics that characterised it.

Suggestions of spills from other tanks at the Val d’Agri facility, other than

those linked to tank D, discovered in February 2017, are baseless, because, as I already said, the dating - which is done on the hydrocarbon, which degrades at a certain rate making it possible to calculate the time/timing of the leak - confirms with certainty that the loss occurred no earlier than six months before the laboratory analysis on the samples, which was done in February.

Regarding the amount spilled, Eni estimates that 400 tonnes of oil were spilled from tank D. As of March 2019, 339 tonnes have been recovered.

About the extent of the contamination, the contamination did not affect Lago del Pertusillo. The analysis of the lake waters done by the monitoring agencies, not by us, has never detected the presence of hydrocarbons coming from the COVA activities, either within the lake or in the Agri river. These analyses were done by third parties, not by us, but by the Region and so on. Surveys were conducted to determine the total extent of the area affected by contamination, which is approximately 2.6 hectares, of which 2 hectares inside the COVA facility (the total COVA surface area is 17 hectares) and 0.6 hectares in the industrial area outside the COVA.

The overall industrial area is therefore 140 hectares including the COVA; the areas affected are 2 hectares within the COVA and 0.6 hectares outside.

About the costs, further studies are currently under way to perform a characterisation analysis of the specific site that will allow us to set reclamation targets - these are things we have already read - and consequently estimate the costs of the remediation to be done. The costs incurred as of December 31, 2018 amounted to € 157 million.

As to the quantification of the damage, the answer can be found in response no. 14 to shareholder Nardoza in the booklet containing the answers to the pre-Meeting questions.

The answer to the question on the class action suit can also be found in response no. 16 to shareholder Nardoza in the booklet containing the answers to the pre-Meeting questions.

About the advertising displays. I don't remember who asked this question. However, the displays are not meant to advertise, but are a response to the request of the local population for greater transparency.

They are multimedia tools, large digital screens, with the sole purpose of providing, in complete transparency, data on environmental monitoring, as well as photographs of what Eni does in Basilicata. They also show all data on the spill. They are not advertising tools.

**Elman Rosania** has another question on Val d'Agri – will we do another round of “Open Doors COVA?”.

My response: we just did it last year and we will do it again.

It's part of our “Open Energy” initiative. An initiative in which we open our production sites, Eni research laboratories - we do it all over Italy, refineries, chemical facilities and at other sites – to institutions, the press, schools and local citizens, explained by the people who that work there every day. The initiative was inaugurated in April 2019 and will end in July. The format includes a full day in which the site is open, with rounds of visits to encourage the participation of different target groups.

The initiative also involved the COVA site in Viggiano, on April 7th and

May 4th, and will be repeated on June 2nd and July 7th.

I was also asked by the shareholder whether - as I said and how I should - I had met the students. I could not meet with them; I will see them soon.

**Giuseppe Di Bello** asks several questions.

Some questions on Val d'Agri that were partly covered by questions already answered, such as the COVA's control mechanisms, the causes of the incidents, for which I have already read the answers.

He also poses a question on the tanker trucks, how many are there, and a question on the corrosive effects of crude oil in the COVA pipeline to Taranto.

He also asked about the effects of the suspension of exploration activities in Ravenna.

My response:

Monitoring of atmospheric emissions.

With reference to environmental monitoring at Val d'Agri, we have implemented a cutting-edge system, the only one of its kind, both with regard to the number of sampling points and the innovative technologies used.

The system is composed of networks for monitoring all the environmental aspects (area, noise, water, ecosystems, biomonitoring, hydrogen emissions and microseismic activity) that cover an area of over 100 km<sup>2</sup> around the COVA.

In particular, the air quality monitoring network operating in the areas adjacent to the COVA consists of six fixed stations, one of which is owned by Eni and five managed by the Basilicata regional environmental protection

agency (ARPAB). The values therefore are not just measured by us but are also directly monitored by ARPAB.

The values of the data gathered through continuous monitoring confirm that the applicable air quality limits have never exceeded the legal parameters. So, I repeat, we monitor one station, the other five are monitored by third-party institutions. ARPAB provides certification and information.

#### Flaring events

Thanks to the standards adopted at COVA to use the best technologies, the number of flaring events is below the average for similar plants worldwide, as confirmed by the available data and studies. For plants that adopt the best available technologies, the limit for flaring events is 88 hours/year, while during 2011-2018 the COVA recorded an average of 18.3 hours/year and in 2018 a total of 9.1 hours/year (compared with a world average of 88 hours/year).

Let me remind you that flaring is a key part of the safety system and is executed automatically whenever it is necessary to safely depressurise the system, or parts of it, to allow maintenance, planned and unplanned plant shutdowns.

#### Disposal of liquid waste during Emergency Safety Restoration efforts

All the water dumped and disposed of through tanker trucks as waste during emergency safety restoration efforts during the years 2017-2018 are by law traced through the loading and unloading register required by Legislative Decree 152/2006.

Furthermore, these data are regularly reported to the Chamber of Commerce using the Single Declaration Form (MUD) and are therefore available at the Chamber of Commerce office.

#### Pipeline and flowline safety:

The pipeline that connects the Val d'Agri facility with the Taranto refinery is regularly inspected using intelligent ultrasonic pigs and is protected from corrosion by a cathodic protection system. The results of the tests confirm that the operation of the pipeline is safe. In addition, a control system with vibro-acoustic technology is in the process of being installed to protect against losses from theft.

With regard to the pipelines for the collection network, the efforts undertaken to preserve their integrity are: cathodic protection, use of anticorrosive agents, landslide monitoring and leakage detection systems. An additional control added in 2017 is intelligent line inspection.

#### Decommissioning platforms

In the Adriatic Eni has launched a five-year campaign to close sites and decommission platforms, which has already been notified to the competent bodies. The current decommissioning programme involves 13 non-production facilities and around 33 wells, for which a European tender has already been launched for the qualification of suppliers.

The first tenders will begin by the end of 2019. We plan to start the offshore work during the summer of 2019.

#### Moratorium on upstream activity

The simplification decree provides for a moratorium on permits for

hydrocarbon prospecting or exploration and the drafting within 18 months of the date of entry into force of the law of a plan for identifying suitable and unsuitable areas for onshore and offshore oil drilling operations. Eni acknowledges and complies with the new legislation.

\* \* \* \* \*

At 7:24 p.m., Director ALESSANDRO LORENZI leaves the Meeting.

\* \* \* \* \*

**Giuseppe Di Bello** asks: “What is the health impact of upstream operations in Basilicata?”.

My response: Eni confirms that all scientific studies on the health of its employees and the resident population in Val d’Agri and at the COVA facility rule out any impact deriving from Eni’s activity. For those persons who live near the COVA facility, a pool of Italian international experts conducted specific studies showing that in the areas of Viggiano and Grumento Nova, the rate of cardiovascular disease has not worsened since production began. Furthermore, the mortality due to neoplasms and diseases of the respiratory system is no higher than the national data before and after the opening of the facility.

With regard to the health status of the workers, the clinical picture of the Eni employees who over a period of 16 years, therefore statistically significant, 1998-2015, worked for and still occasionally work at the facility, was examined and tests have excluded impact on their health and work-related illnesses.



**Salvatore Graci** asks some questions about the Ibleo Project, which are basically repeats of questions I have already answered.

**Gianni Bessi** asks: “In Ravenna is there a plan to block the extraction and production of hydrocarbons following the decree freezing exploration activities? Is there a risk of losing a training ground for technicians and skilled personnel?”

My response: the answer is very long so I must summarise it.

Ravenna has a very active centre, very much involved in “development”, many technologies have been developed not only by us, but by many contractors, who are now basically working outside Italy. In Ravenna, considering the difficulties in obtaining permits, new activities cannot be carried out, so now there will be a normal decline depending on what the fields are producing.

The only thing we obviously do is maintain the wells, which involves the safety of the platform, the environment and the wells themselves.

The answer is yes, we can say that upstream activity in Italy, under these conditions, is sure to decline and sure to end.

**Marica Di Pierri** asks: “Is the news that Eni has entered into a strategic alliance in Ecuador with the organisation Wildlife Conservation Society (WCS) to promote of REDD+ projects, with particular reference to the territory of Moretecocha, confirmed?”.

We collaborated with WCS on a REDD+ project to be carried out in block 10, which included the Moretecocha area, however this collaboration was interrupted last March when the project was still in its initial phase, since Eni

sold the asset to Pluspetrol. We are just waiting for the relevant government authorisation to be able to exit the country. Therefore, our business in Ecuador is done and so is collaboration.

**Friends of Earth** asks: “South Africa, the exclusion of local communities from the public consultation process”.

My response: details on how and where public consultations for the ER236 block exploration project were conducted are available on page 117 in the booklet containing the answers to the pre-Meeting questions.

**Friends of Earth** asks, about Mozambique: “Is Eni working with some local organisations to perform the environmental assessment (this is referring to onshore)?”.

My response: Eni has no responsibility for the resettlement activities carried out by Anadarko, or for the liquefaction involved in the onshore projects that are being pursued by Anadarko and Exxon, which are the two operators. The EIA for the exploration phase was carried out in 2011-2012, and the exploration activities were therefore conducted for the offshore part 50-80 kilometres from the coast without impacting local fishermen.

With reference to the environmental impact assessment, the EIA for the development and production phase was performed in 2014 for the onshore project and in 2015 for the Coral South project. The environmental management plans in the 2014 EIA for the onshore project (Rovuma LNG) were updated in 2019, after the entry of Exxon. The EIA for the Coral South project was also updated in 2019. All the EIAs were conducted using third parties, specifically ERM, which is a leading international company in the

area of environmental impact assessments, and with IFC (The World Bank group) to obtain project financing. We followed six performance standards, because this project, having received project financing, was subject to further due diligence by the banking consortium concerning the environmental impact.

In reference to resettlement.

The resettlement plan was also prepared with third parties, all contracted by Anadarko, operator of Area 1, including ROOS Social Risk Consulting, IMPacto, Worley Parson, Sal Consultoria, according to IFC principles (The World Bank group) and all this will be monitored by a third party in accordance with IFC principles during its implementation, even after the activity is completed. The resettlement activities are being conducted by the company AMA1 (Anadarko, with the support of ExxonMobil). Compensation was made to households in accordance with Mozambique law with respect to IFC's performance standards (The World Bank group), specifically IFC PS5 on land acquisition and IFC PS1 on engagement of the parties involved.

All the meetings and the information material were translated into the local dialects of Makua, Makunde and so on, to foster inclusive and effective participation. All the families have agreed to the compensation and they will be relocated and compensated both in monetary terms and through livelihood restoration projects (land, fishing and training).

The agricultural land that will be given to the communities will have a higher yield thanks to livelihood restoration programmes that will be implemented.

Then he asks: “Does Eni use an external security company?”

My response: Eni also has responsibility in terms of security only for offshore activities and for the Coral South project. The security provider we use is G4S, chosen through a tender concluded in 2015 with the awarding of the contract. The security provider we use in South Africa is Castor Vali, which was also chosen through a tender in 2016.

Then there is the last question about access to seismic data. Eni obtained the exploration permit for Area 4 through a tender held in December 2006, while the seismic survey was carried out from 2007. The seismic and exploratory data are the property of the Government and of the partners and cannot be shared without their approval.

\* \* \* \* \*

At this point the Chief Executive Officer points out that there are still many answers to be given to the questions asked and that do so much more time is needed. Therefore, given the late hour and to avoid boring those present, he announces that the rest of the answers will be put into a document that will be annexed to the minutes of the Meeting.

This document is attached to these minutes as Annex “I”.

\* \* \* \* \*

The Chairman asks her Bureau if there are requests from shareholders to provide explanations of their vote.

She notes that, pursuant to the Rules of Shareholders’ Meeting, only explanations of voting, with any motivations and the option of declaring

whether they are satisfied with the responses, are permitted, while no new questions are allowed.

She also notes that explanations of voting are limited to 2 (two) minutes for all items on the agenda.

The following shareholders take the floor:

**ELMAN ROSANIA** (2 shares) and representing the shareholder Tiziana Rosania (2 shares).

I am wholly dissatisfied, very dissatisfied with the responses and non-answers of Eni's top management and senior management to the questions I asked on behalf of the group of minority shareholders of the former Banca Mediterranea del Sud Italia.

I confirm that my previous statements must be transcribed in their entirety into the minutes, so that my full opinion, expressed in this Meeting, is represented.

I reserve the right to communicate by regular or certified email to make modest stylistic corrections to the text of my speech.

Specifically, I do not authorise the top and senior management of Eni to summarise or manipulate my remarks.

I also reiterate my request to attach to the minutes the email I sent yesterday to Eni's top and senior management, which should be considered an integral and fundamental part of my comments, which I will deliver to the Bureau.

Today it has become clear that the conduct of Eni's top and senior management is contrary to its claim of full and transparent disclosure of corporate information. It is evident that so-called open information solutions

will never succeed in Eni, solutions such as the live transmission on its website of Shareholders' Meeting, which has long been the practice of important foreign companies such as BNP Paribas and Crédit Agricole and that was requested by the group of minority shareholders to which I belong, as well as in the letter/email sent yesterday to the Company's top management, not to mention the disappointment at the absence at today's important Meeting of Eni of members of the Italian Government which the group of minority shareholders mentioned in the aforementioned letter.

#### **CHAIRMAN**

In any case, there is the representative of the Minister of the Treasury.

**ELMAN ROSANIA** (2 shares) and representing the shareholder Tiziana Rosania (2 shares).

He is not a member of the Government.

**ALESSANDRO GOVONI** representing the shareholder Anna Rosania (2 shares)

Madam Chairman, Mr. Descalzi said that the percentage of benzene permitted by the European Community is 1%, but benzene accumulates in the air, so from September to February it accumulates and in fact the ARPA certifies that even in February-March 2017 it reached 3.5% and the rate of cancer, Alzheimer's, heart attack/ischemia/stroke and leukaemia is 1.5%.

So the problem is that governments have unfortunately given the task of making changes to the climate based on agreements made in 2001 to private companies and these companies spray chemicals to change the climate and it

does not rain, as it happens, from September to February, just when the Alps act as wall blocking the wind, preventing them from pushing the smog towards the sea and so benzene accumulates and even reaches 3.5%.

In the Po Valley, benzene in the air has been measured at a coefficient of 1.5, certified by the Lombardy environmental protection agency; and so we get sick.

First of all, we need to take measures because, as Mr. Descalzi said, we must focus on biodiesel and not on gasoline.

Then I agree that the EU Commission, not the EU - because it is the EU Commission that issues these directives and it is the EU's government - has essentially barred the cultivation of sweet sorghum, because this cultivation, as Mr. Descalzi said, would take away land from the agri-food industry.

But what happened in the Po Valley is that the European Community pays more for soy than for wheat, but Italians do not consume soy. Italians do not eat soy noodles; we eat Barilla or De Cecco. We do not drink soymilk; we drink milk from Granarolo or Parmalat. So, Italians don't care about soybean cultivation.

Therefore, it is exported and takes away nothing from the Italian diet; farming sweet sorghum would not take anything away.

Therefore Eni, although these barriers have been put in place by the EU Commission, could still overcome infringing EU rules by giving soy growers a little bit of money to grow and harvest sorghum, let it macerate in the Salaria plants and then start sorghum production.

**MAURO MEGGIOLARO** representing the shareholder Fondazione

Finanza Etica (80 shares).

Before I declare my vote I simply wanted to ask where Director Litvack has gone, given that she hasn't been present since the start of the Q&A session, also because she was directly asked a question.

**CHAIRMAN.**

Sir, I can't answer. She lives in London. Maybe she's catching a flight and is going to London.

\* \* \* \* \*

No one else takes the floor.

\* \* \* \* \*

As the statements of vote have ended, the Chairman declares discussion closed and puts the individual items on the agenda to the vote using the remote voting device (radiovoter).

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board of Directors under **item 1** of the agenda, as follows:

The Ordinary Shareholders' Meeting

resolves

to approve the financial statements at December 31, 2018 of Eni S.p.A. which report a net profit of €3,173,442,590.70 (three billion one hundred seventy-three million four hundred forty-two thousand five hundred ninety point seventy).

\* \* \* \* \*

There are 3,234 (three thousand two hundred thirty-four) shareholders



present, attending in person or by proxy, holding a total of 2,340,744,883 (two billion three hundred forty million seven hundred forty-four thousand eight hundred eighty-three) shares with voting rights, equal to 64.409068% (sixty-four point four hundred nine thousand sixty-eight per cent) of the share capital.

The Meeting votes on item 1 of the agenda.

The outcome of the vote - taking account of the data provided by the structure responsible for ascertaining the outcome of the use of remote voting devices- is as follows:

Voting in favour were

2,333,946,401 (two billion three hundred thirty-three million nine hundred forty-six thousand four hundred and one) shares, representing 99.709559% (ninety-nine point seven hundred nine thousand fifty-nine per cent) of the votes.

Voting against were

4,707,619 (four million seven hundred seven thousand six hundred nineteen) shares, representing 0.201116% (zero point two hundred one thousand one hundred sixteen per cent) of the votes.

Abstaining were

2,090,863 (two million ninety thousand eight hundred sixty-three) shares, representing 0.089325% (zero point zero eighty-nine thousand three hundred twenty-five per cent) of the votes.

\* \* \* \* \*

I, the notary, announce that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**L**”.

It is specified that the number of shareholders above (3,234) is 2 (two) lower than the number of voters (3,236) as one shareholder split his vote.

\* \* \* \* \*

The Chairman calls for a vote on the proposal of the Board of Directors under **item 2** of the agenda, as follows:

The Ordinary Shareholders’ Meeting,

resolves

to allocate the net profit for the period of €3,173,442,590.70 (three billion one hundred seventy-three million four hundred forty-two thousand five hundred ninety point seventy), of which €1,660,963,734.84 (one billion six hundred sixty million nine hundred sixty-three thousand seven hundred thirty-four point eighty-four) remains following the distribution of the 2018 interim dividend of €0.42 (zero point forty-two) per share, resolved by the Board of Directors on September 13, 2018, as follows:

- the amount of €2,132,000 (two million one hundred thirty-two thousand) to the reserve required by Article 6, paragraph 2, of Legislative Decree 38 of February 28, 2005;
- to the shareholders, in the form of a dividend, of €0.41 (zero point forty-one) per share owned and outstanding at the ex-dividend date, excluding treasury shares on that date, and completing payment of the 2018 interim dividend of €0.42 (zero point forty-two) per share. The total dividend per

share for the financial year 2018 therefore amounts to €0.83 (zero point eighty-three) per share;

- the payment of the balance of the 2018 dividend in the amount of €0.41 (zero point forty-one) per share payable on May 22, 2019, with an ex-dividend date of May 20, 2019 and a record date of May 21, 2019;

- to the available reserve the amount of net profit remaining after the distribution of the proposed dividend.

\* \* \* \* \*

There are 3,236 (three thousand two hundred thirty-six) shareholders present, attending in person or by proxy, holding a total of 2,340,744,938 (two billion three hundred forty million seven hundred forty-four thousand nine hundred thirty-eight) shares with voting rights, equal to 64.409069% (sixty-four point four hundred nine thousand sixty-nine per cent) of the share capital.

\* \* \* \* \*

The Meeting votes on item 2 of the agenda.

The outcome of the vote - taking account of the data provided by the structure responsible for ascertaining the outcome of the use of remote voting devices – is as follows:

Voting in favour were

2,339,741,873 (two billion three hundred thirty-nine million seven hundred forty-one thousand eight hundred seventy-three) shares, representing 99.957148% (ninety-nine point nine hundred fifty-seven thousand one hundred forty-eight per cent) of the votes.

Voting against were

890,926 (eight hundred ninety thousand nine hundred twenty-six) shares, representing 0.038062% (zero point zero three eight zero six two per cent) of the votes.

Abstaining were

112,139 (one hundred twelve thousand one hundred thirty-nine) shares, representing 0.004791% (zero point zero zero four seven nine one) of the votes.

\* \* \* \* \*

I, the notary, announce that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as Annex “**M**”.

It is specified that the number of shareholders above (3,236) is 2 (two) lower than the number of voters (3,238) as one shareholder split his vote.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 3** of the agenda, as follows:

“The Ordinary Shareholders’ Meeting,

resolves

**1)** 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 purposes referred to in the

explanatory 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 (sixty-seven million) ordinary shares, representing 1.84% (one point eight-four per cent) of the share capital of Eni SpA, which currently amounts to €4,005,358,876.00 (four billion five million three hundred fifty-eight thousand eight hundred seventy-six point zero zero), represented by 3,634,185,330 (three billion six hundred thirty-four million one hundred eight-five thousand three hundred thirty) ordinary shares with no par value, for a total outlay of up to €1,200,000,000 (one billion two hundred million). 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, and (if applicable) current accepted market practices, which shall not be more than 10% (ten per cent) 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 bids with predetermined offers; - 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 this proposed resolution.

2) 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 points, 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.”

\* \* \* \* \*

There are no changes in the number of participants.

\* \* \* \* \*

The Meeting votes on item 3 of the agenda.

The outcome of the vote - taking account of the data provided by the structure responsible for ascertaining the outcome of the use of remote voting

devices – is as follows:

Voting in favour were

2,321,212,101 (two billion three hundred twenty-one million two hundred twelve thousand one hundred one) shares, representing 99.165529% (ninety-nine point one hundred sixty-five thousand five hundred twenty-nine per cent) of the votes.

Voting against were

19,504,608 (nineteen million five hundred four thousand six hundred and eight) shares, representing 0.833265% (zero point eight hundred thirty-three thousand two hundred sixty-five per cent) of the votes.

Abstaining were

28,229 (twenty-eight thousand two hundred twenty-nine) shares, representing 0.001206% (zero point zero zero one thousand two hundred six per cent) of the votes.

\* \* \* \* \*

I, the notary, announce that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as **Annex ““N”**.

It is specified that the number of shareholders above (3,236) is 2 (two) lower than the number of voters (3,238) as one shareholder split his vote.

\* \* \* \* \*

The Chairman calls for a vote on the proposal under **item 4** of the agenda, as follows:

“The Ordinary Shareholders’ Meeting,

resolves

in favour of the first section of the Remuneration Report regarding the Company’s policy on the remuneration of Board Directors and other managers with strategic responsibilities and the procedures used to adopt and implement this policy.”

\* \* \* \* \*

There are no changes in the number of participants.

\* \* \* \* \*

The Meeting votes on item 4 of the agenda.

The outcome of the vote - taking account of the data provided by the structure responsible for ascertaining the outcome of the use of remote voting devices – is as follows:

Voting in favour were

2,265,448,971 (two billion two hundred sixty-five million four hundred forty-eight thousand nine hundred seventy-one) shares, representing 96.783248% (ninety-six point seven hundred eighty-three thousand two hundred forty-eight per cent) of the votes.

Voting against were

73,791,042 (seventy-three million seven hundred ninety-one thousand forty-two) shares, representing 3.152460% (three point one hundred fifty-two thousand four hundred and sixty per cent) of the votes.

Abstaining were

1,504,925 (one million five hundred four thousand nine hundred twenty-five)



shares, representing 0.064293% (zero point zero sixty-four thousand two hundred ninety-three per cent) of the votes.

\* \* \* \* \*

I, the notary, announce that the proposal is approved by a majority.

**The list setting out the results of the vote** is attached to these minutes as **Annex “O”**.

It is specified that the number of shareholders above (3,236) is 2 (two) lower than the number of voters (3,238) as one shareholder split his vote.

\* \* \* \* \*

The Chairman – after first thanking all the participants of the Shareholders’ Meeting, the Directors and in particular the Chief Executive Officer, the auditors and the Eni staff, the notary, the journalists, experts and analysts and all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings - as nothing is left to be discussed, declares that the agenda has been completed and adjourns the Meeting.

The time is 7:55 pm.

The Chairman – after first thanking all the participants of the Shareholders’ Meeting, the Directors and in particular the Chief Executive Officer, the auditors and the Eni staff, the notary, the journalists, experts and analysts and all the people attending the meeting, the staff of the Company, subsidiaries and service providers, who contributed to the smooth conduct of the proceedings - as nothing is left to be discussed, declares that the agenda has been completed and adjourns the Meeting

\* \* \* \* \*

I, notary, am exempted from reading the attachments.

\* \* \* \* \*

As further requested, I have completed and received this document and read it to the party here before me, who, when asked, approves it, declaring that it represents her intentions, and signs it in the fifty sheets of which it consists, written in part by a person known to me and in part by me, notary, covering one hundred ninety-nine full pages and nineteen lines of this page.

[signed] Emma Marcegaglia

[signed] Paolo Castellini, Notary

SUPPLEMENT FOR QUESTIONS AND ANSWERS AT THE MEETING  
OF SHAREHOLDERS<sup>1</sup>

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<sup>1</sup> The English text is a translation of the Italian. For any conflict or discrepancy between the two texts the Italian text shall prevail.

**Marica Di Pierri (representing the shareholder Maria Cristina Martini, 3 shares).**

**What is Eni's role in the project to construct natural gas infrastructure in Sardinia, specifically as concerns the Porto Torres site located within the site of national interest for reclamation? Has the intention to construct a depot and adjacent regasification plant been confirmed? If so, with what investment and timeline?**

**Answer**

For the project to bring natural gas to northern Sardinia, with regard to the Porto Torres site, Snam, the promoting company, has asked Eni to provide about 10 hectares of land and to transfer use of the decommissioned "Secchi" pier. Discussions are currently under way between Syndial, the Eni subsidiary that owns the areas, and Snam.

**Porto Torres Methanisation**

**Answer**

Methanisation at the Porto Torres site is a project of Snam, which asked Eni, through our subsidiary Syndial, for the right to use some 10 hectares of land as well as the decommissioned "Secchi" pier.

**Gianluca Fiorentini (10 shares)**

With regard to the “Call for Innovation Smart & Efficient Buildings”, it’s not clear to me:

**1. if Eni has allocated funds for any subsequent collaborative initiatives.**

**If so, may I ask how much?**

**2. how much this project cost and what is the expected return on investment. In particular, it is clear that any earnings will be reported in future financial statements. I would like to know if the costs incurred concerned the financial year we are about to approve or if they will be recognised in the following year.**

**Answer**

The cost of the “smart & efficient buildings” call organised by Eni Gas e Luce during Milan Design Week 2019 regards the organisation and execution of the call and came to about €25 thousand (+ VAT). It is to be expensed in its entirety in the 2019 financials of Eni Gas e Luce.

A selection of innovative SMEs and start-ups that responded to the call will be presenting their solutions to a panel of experts in conjunction with Innovation Day, which will bring the initiative to a close on June 26.

After this phase, selected participants will move on to a co-design phase in order to integrate the proposed solution into the offering of energy-efficiency services for the households served by Eni Gas e Luce. The cost of this co-design phase is expected to be about €10

thousand, while the expected return can only be determined after the proposed solutions have been evaluated.

**Alessandro Govoni (representing the shareholder Anna Rosania, 2 shares)**

**Interest-rate derivatives: what is the loss with the corporate banks? Does Eni intend to recover any losses?**

**Answer**

The interest-rate derivatives solely concern operations to hedge risk. They do not include what are considered one-sided clauses and are governed in accordance with internationally recognised formats.

**Salvatore Graci (representing the shareholder Lucie Greyl, 2 shares)**

**The answers to the Project Ibleo question were somewhat incomplete. I would like to hear about production volumes, how much it costs, and what impact it will have on Gela.**

**The project has been downsized. Why isn't the Panda 1 Platform being pursued? Will these wells not go into production?**

**Financial support for the Mazara del Vallo fishing industry: what compensation will be paid for 18 months of downtime for these businesses? What is the assessment of the project's risk? What will remain in the area? You aren't consistent with Mattei's message.**

#### **Answer**

Project Argo & Cassiopea wasn't downsized: it was optimised with the elimination of the platform and the reuse of redeveloped areas within the Gela refinery. This new configuration is more environmentally sustainable thanks to the elimination of the visual impact, the elimination of discharges into the sea, and the near elimination of atmospheric emissions. With the installation of photovoltaic panels, the project will also become carbon neutral.

The project included in the 2014 Memorandum of Understanding did not, and does not to this day, call for development of the Panda field, in accordance with the programme for the production authorisation and the environmental impact assessment approved in 2014.

The configuration of the project has been described on multiple occasions in meetings with the unions and the authorities, as well as in the project documentation presented and published on ministry websites.



The recoverable gas reserves total 10 GSM3, and peak production is 4.3 MSm<sup>3</sup>/day, which is 7 times the gas production of Sicily and 38% of gas consumption by residents of Sicily.

As for the assessments of the impact on the fishing industry during the marine installation efforts, the area concerned covers 0.37% of the fishing area affected, which equals about 112 km<sup>2</sup>, and not thousands of kilometres as erroneously reported. Compensation will be aimed only at the fishing businesses actually impacted and will be based on the extent of that impact, which does not equal a complete shut-down of fishing, but rather an alteration during the period of activities affecting the actual fishing routes for at most one year. During production, the area affected will be limited to just 3.2 km<sup>2</sup>.

Documentation related to the environmental impact assessment was submitted and approved in accordance with applicable law.

The detailed risk analysis of significant incident scenarios is part of the documentation that is to be evaluated by the committee for the safety of maritime operations as required under Legislative Decree 145/15.

**Mauro Meggiolaro (representing the shareholder Fondazione Finanza Etica, 80 shares)**

**Planned investment of €33 billion. Of this, 77% for investment in fossil fuels. The plan calls for just €1.4 billion in renewable energy spending. Do you intend to increase the level of investment in renewable energy, in wind, with participation in major on/offshore wind farms?**

**Answer**

Over the next 4 years, we will be pursuing an investment programme marked by financial discipline.

We've planned for €33 billion in investment, 77% of which upstream, in order to ensure short-term growth in production and, at the same time, to reinforce our set of long-term projects with new developments that will support production growth beyond the plan. In fact, we have improved our guidance through 2025 from a CAGR of 3% to 3.5%.

9% of the Group's capex will go to further reinforcing our decarbonisation strategy by way of flaring-down projects and increases in energy efficiency, circular-economy efforts such as the waste-to-fuel project, biofuels, petrochemicals, and renewables, with over €1.4 billion more for 60 projects and a total of 1.6 GW installed by 2022.

The remaining capex concerns traditional mid-downstream activities, and stay-in-business efforts in particular.

Our investment programme is not only disciplined and flexible but also profitable and tested for resilience in even the most difficult scenarios.

The four-year programme calls for the installation of about 1.6 GW of renewable energy capacity by 2022. We currently estimate that about 15% of this capacity will be in wind power.

Overall investment will also be channelled through partnerships with other businesses or lenders (such as the previously mentioned project we are pursuing together with CDP).

The Eni plan is based on organic growth that therefore do not depend on acquisitions. Of course, we continue to monitor the market, and

any opportunities that should arise will be evaluated in line with our strategy and our financial parameters.

**Domenico Rinelli (8,630 shares)**

**How is water extracted from waste?**

**Answer**

Waste naturally has a water content equal to about 65-70% of the incoming mass. Therefore, hydrothermal liquefaction (at around 300°C) produces bio-oil mixed with water. The water is then separated and remains at the same percentage as when it first entered the system (i.e. 65-70% of the incoming mass).

**Does Eni have a patent for the transformation of solid urban waste?**

**Answer**

The W2F process is covered by 7 families of patents. The process is cost effective (with an IRR on the order of 10%) given the value of the oil produced (bunker oil is \$450/ton) and the remuneration of the waste provided (€80/ton).

**How much does it cost to extract 1 litre of water? And how much energy is consumed?**

**Answer**

The extracted water is a by-product of the synthesis of bio-oil, which requires further treatment in order to be reused. The cost of this treatment to make the water usable in irrigation and industrial purposes is about €25/m<sup>3</sup> (10% of this cost is attributable to the energy consumed in the treatment process, equal to about 25kWh per cubic metre of water treated).

**Elman Rosania (2 shares)**

**Dispute concerning engagement of the notary.**

**Answer**

In accordance with the law and the rules for Shareholders' meetings, a notary is engaged only to take the minutes of the meeting and does not act as the meeting's secretary. As such, it is a professional engagement that does not need to be approved by shareholders.

In particular, Article 2371(2) of the Italian Civil Code states that a secretary is not necessary when the minutes of a shareholders' meeting are prepared by a notary. Furthermore, in accordance with Article 5.1 of Eni's rules for shareholders' meetings, the Chairman of the meeting shall be assisted in drafting the minutes, which such responsibility is not entrusted to a notary, by a secretary, not necessarily a shareholder, appointed by the shareholders based on a recommendation of the Chairman.

**Giulio Sapelli (10 shares)**

**The complexity of the energy transition: geopolitical risks, source development, and the fight against energy poverty.**

**Answer**

We understand this complexity of the energy transition as described by Mr. Sapelli. The transition is a complex process that includes the key challenges of economic development, the fight against poverty, energy safety, and environmental protection.

Our strategy is designed to maximise the achievement of these objectives.

On the one hand, we will continue to invest in making our fossil-fuel operations more efficient, in reducing our cost structure, and in increasing our exposure to gas, the source with the lowest carbon impact.

With our efforts to protect forests, we will zero the net emissions of our upstream operations by the end of the next decade. This is a first step and more will follow that are of great strategic value.

On another front, we will be increasing our zero-carbon businesses (renewables, biofuels) and will be acting on final consumption in order to reduce emissions through the circular economy model.

The geographical diversification of our business (which we've pursued in the Middle East and Mexico) is another key part of the strategy, which will enable us both to reduce our exposure to business in certain countries and to develop new gas and downstream

businesses that will help pursue the objectives of energy access and emissions reduction in those countries.

**Antonio Tricarico (representing the shareholder RE:COMMON, 5 shares)**

**RE:Common supports the views and the questions of the representatives of the public in Basilicata in attendance here today, in light of the recent new legal actions taken following the spill of over 400 tons within the oil centre in 2017. Enrico Trovato was arrested on April 23. Trovato is one of the 13 people, together with Eni itself, under investigation on charges of causing disaster, environmental disaster, abuse of office and fraudulent misrepresentation. Also involved are representatives of the regional technical committee, the government body that should have overseen the oil centre operations given that it was a plant at risk of a major incident.**

**Answer**

Since the start of operations in Basilicata, Eni has paid the utmost attention to the community and its residents, promoting actions to ensure health and safety and to develop and safeguard its natural and environmental heritage in full respect of the area's traditional vocation and the identity of its residents.

As concerns the proceedings under way before the Potenza courts regarding the spill from tank D at the Val D'Agri Oil Centre (COVA) in February 2017, Eni has reiterated that the company recovered about 85% of estimated total of 400 tons of oil spilled.

Following the event, Eni immediately drafted an action plan to secure the areas potentially affected by the presence of oil, which made it possible to:

1. create an effective barrier to limit the contamination to within the COVA;
2. identify the leak within the COVA in order to stop it;



3. identify, delimit and secure the areas outside the COVA that were affected by the contamination.

These efforts made it possible to limit the contamination, progressively and significantly reduce the area within and outside the COVA initially affected by the supernatant, and reduce the concentrations of pollutants, confirming the effectiveness of the emergency containment operations. Surveys of the site have made it possible to determine the total extension of the area initially affected by the contamination, which was about 2.6 hectares (ha), 2.0 ha of which within the COVA (the total surface area of the COVA is 17 ha) and 0.6 ha in the industrial area outside of the COVA. This is the corridor along the drainage path within the industrial area (total area of 140 ha, including the COVA).

The contamination did not affect Lake Pertusillo. Analyses of the lake water by the authorities have never found the presence of hydrocarbons resulting from COVA activities, neither in the lake nor in the Agri River.

Assumptions that there could be further spills from other tanks at the Val d'Agri Oil Centre, other than the leak identified in tank D, are unfounded:

1) The episodes prior to 2012 and 2013 related to issues with other tanks were resolved in a timely manner and had no impact on the environment, and there is nothing that could connect them to the oil recovered since 2017.

2) Furthermore, the dating of the leaked substance confirms that the leak happened no more than 6 months prior to the laboratory analysis of the samples.

Eni reiterates the company's full confidence in the employees involved in the criminal proceedings under way in Basilicata and is confident in the due clarification of their respective legal positions.

The Company is closely following the development of these cases and is cooperating fully with the competent authorities.

Since the start of operations in Basilicata, Eni has paid the utmost attention to the community and its residents, promoting actions to ensure health and safety and to develop and safeguard its natural and environmental heritage in full respect of the area's traditional vocation and the identity of its residents.