

# AUDITORS' REPORT



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## AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE N. 39 OF JANUARY 27, 2010

### To the Shareholders of ERG S.p.A.

1. We have audited the consolidated financial statements of ERG S.p.A. and its subsidiaries (the "ERG Group") as of and for the year ended December 31, 2010, which comprise the statement of financial position, the income statement, the statement of other components of comprehensive income, the statement of changes in equity, the statement of cash flows and the related notes to financial statements. These consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005 are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The consolidated financial statements present comparative data from the prior year. As explained in the notes to the consolidated financial statements, following the merger of Total Italia S.p.A. into ERG Petroli S.p.A., which on the merger's effective date (October 1, 2010) was renamed TotalErg S.p.A., the ERG Group lost control of ERG Petroli S.p.A. (and of its subsidiaries) and acquired a Joint Venture interest in TotalErg S.p.A.. In the preparation of the consolidated financial statements as of and for the year ended December 31, 2010 the Company applied the provisions of IFRS 5 - "Non-current assets held for sale and discontinued operations." Consequently, in addition prior-year data, audited by us and on which we issued our auditors' report dated March 16, 2010, the Directors presented comparative prior-year income statement data and related disclosures, reclassified as required by IFRS 5. The comparative prior-year data and related disclosures have been reviewed by us for the purpose of expressing our opinion on the consolidated financial statements as of and for the year ended December 31, 2010.

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3. In our opinion, the consolidated financial statements of the ERG Group as of December 31, 2010 comply with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005; accordingly, they give a true and fair view of the financial position of the ERG Group, and of the results of its operations and its cash flows for the year then ended.
4. The Directors of ERG S.p.A. are responsible for the preparation of the report on operations in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations and of the specific section on corporate governance with reference to the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b), with the consolidated financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the report on operations and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the specific section on corporate governance are consistent with the consolidated financial statements of the ERG Group as of December 31, 2010.

DELOITTE & TOUCHE S.p.A.

Signed by  
Corrado Toscano  
Partner

Genoa, Italy  
March 15, 2011

*This report has been translated into the English language solely for the convenience of international readers.*