

MEMORANDUM AND ARTICLES OF ASSOCIATION

Non-official English Translation of the French original

Eni Finance International SA
Public limited company
Registered office: 1040 Brussels
Rue Guimard 1A

VAT number BE 0456.881.777

CO-ORDINATION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION AS OF 19 JULY 2019

CHAPTER I: NATURE OF THE COMPANY

ARTICLE 1. - FORM AND NAME

The company is adopting the form of a public limited company; it is taking the name “Eni Finance International”.

ARTICLE 2. - REGISTERED OFFICE

The registered office has been set up at 1040 Brussels, rue Guimard, 1A.

It can be transferred anywhere in Belgium simply by decision of the board of directors which has all the necessary powers to modify the memorandum and articles of association resulting from this and to have this legally certified.

The company can, by decision of the board of directors, set up operating sites, branches or agencies in Belgium or abroad.

ARTICLE 3. - OBJECT

The object of the Company is to carry activities in Belgium and in foreign countries for the exclusive benefit of companies held directly or indirectly by Eni SpA.

- These activities mainly consist of financial operations such as granting loans on a short, medium and long term basis, granting financial guarantees, management of excess cash, covering of currency exchange risks and interest rates fluctuations, insurance and management of risks and fundraising. The company is a company doing or having done public call on savings.
- Further company activities include operations in the field of accountancy, administration and financial operations, operations in the computing field, leasing of movable and fixed property as well as any activity of a preparatory or auxiliary nature for the companies held directly or indirectly by Eni SpA.

Generally speaking, the company will be able to carry any other activities related directly or indirectly to its object and falling within the framework of financial company's activities.

ARTICLE 4. - DURATION

The company is set up for an unlimited duration.

CHAPTER II: SHARE CAPITAL

ARTICLE 5. - SUBSCRIBED CAPITAL

The share capital is fixed at one billion, four hundred eighty millions, three hundred sixty five thousands, three hundred thirty six US dollars (USD 1.480.365.336,00), divided into six million, nine hundred and fifty thousand and seventy-two (6,950,072) shares with a nominal value of two hundred and thirteen US dollars (213) each.

ARTICLE 6. - SUBSCRIPTION - PAYMENT

When the company was set up, the capital was fixed at fifty thousand US dollars (50,000) divided into one hundred (100) shares, fully paid up in cash.

At the extraordinary general meeting held on the twenty-third day of May nineteen hundred and ninety-six it was decided to increase the amount of capital by one hundred million US dollars (100,000,000) to bring it up to one hundred million and fifty thousand US dollars (100,050,000) by the creation of two hundred thousand (200,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the twenty-fifth day of September nineteen hundred and ninety-six it was decided to increase the amount of capital by one hundred and fifty million US dollars (150,000,000) to bring it up to two hundred and fifty million and fifty thousand US dollars (250,050,000) by the creation of three hundred thousand (300,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the nineteenth day of December nineteen hundred and ninety-six it was decided to increase the amount of capital by one hundred and eighty million US dollars (180,000,000) to bring it up to four hundred and thirty million and fifty thousand US dollars (430,050,000) by the creation of three hundred and sixty thousand (360,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the twenty-fourth day of June nineteen hundred and ninety-seven it was decided to increase the amount of capital by one hundred and forty-two million nine hundred and fifty thousand US dollars (142,950,000) to bring it up to five hundred and seventy-three million US dollars (573,000,000) by the creation of two hundred and eighty-five thousand nine hundred (285,900) new shares, fully paid up in cash.

At the extraordinary general meeting held on the seventh day of October nineteen hundred and ninety-seven it was decided to increase the amount of capital by forty million US dollars (40,000,000) to bring it up to six hundred and thirteen million US dollars (613,000,000) by the creation of eighty thousand (80,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the twenty-ninth day of April nineteen hundred and ninety-nine it was decided to increase the amount of capital by one billion and eighty-nine million US dollars (1,089,000,000) to bring it up to one billion seven hundred and two million US dollars (1,702,000,000) by the creation of two

million one hundred and seventy-eight thousand (2,178,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the twentieth day of December two thousand and one, it was decided to increase the amount of capital by two hundred and seventy-three million and thirty-six thousand US Dollars (273,036,000), by the creation of five hundred and forty-six thousand and seventy-two (546,072) new shares, fully paid up in cash.

At the extraordinary general meeting held on the thirtieth day of May two thousand and eight, it was decided to increase the amount of capital by one billion US Dollars (1,000,000,000), by the creation of 2 million (2,000,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the seventeenth day of December two thousand and thirteen, it was decided to increase the amount of capital by five hundred million US Dollars (USD 500,000,000), by the creation of one million (1,000,000) new shares, fully paid up in cash.

At the extraordinary general meeting held on the first day of April two thousand and sixteen, it was decided to reduce the amount of capital by one billion, eight hundred and ten thousand, three hundred and eighteen US Dollars (USD 1,000,810,318) without cancellation of any share reducing the nominal value of each share to US dollars (356) each .

At the extraordinary general meeting held on the nineteenth day of July two thousand and nineteen, it was decided to reduce the amount of capital by nine hundred ninety three million, eight hundred sixty thousands and two hundred ninety six US Dollars (USD 993.860.296,00) without cancellation of any share reducing the nominal value of each share to US dollars two hundred thirteen (213) each .

CHAPTER III: SHARES

ARTICLE 8. - NATURE OF THE SHARES

The company's shares are and will remain registered.

Only the share register proves share ownership. Any transfer will take effect only after the transfer declaration, dated and signed by the transferor and the transferee or their representatives, has been entered in the share register.

The transfer of shares between shareholders is not subject to any restriction.

The transfer of shares to third parties is compulsorily subject to a right of pre-emption in favour of shareholders, in accordance with the Companies' Code.

CHAPTER IV: ADMINISTRATION AND INSPECTION

ARTICLE 9. - COMPOSITION OF THE BOARD OF DIRECTORS

The company is administered by a board composed of at least the minimum number of members required by law, not necessarily shareholders, who are appointed for a term which cannot exceed six years by the meeting of shareholders and who can be dismissed by it at any time.

Outgoing board members are eligible for re-election.

The term of office of outgoing board members who are not re-elected terminates immediately after the meeting, which decided on their replacement.

ARTICLE 10. - CHAIRMAN

The board of directors elects a chairman from among its members and, if it considers it useful, a vice-chairman.

ARTICLE 11. - BOARD OF DIRECTORS - VACANCIES

If a vacancy should arise on the board of directors, the remaining board members will appoint a new member who will provisionally continue his predecessor's term of office.

The permanent appointment will be made at the next general meeting

If the majority of the board should be prevented from carrying out their work due to resignation, death, dismissal or any other cause, an extraordinary general meeting will be convened immediately to replace the whole board; in this case board members will be elected for a new term of office in accordance with article 9.

ARTICLE 12. - MEETINGS

The chairman or the vice-chairman can convene meetings of the board of directors as often as the needs of the company demand it or whenever at least two board members ask for it.

The board meets in Belgium or abroad at the place, date and time indicated in the notice.

Notice of meetings, except in cases of emergency which should be justified in the minutes of the meeting, shall be sent out at the latest three days before the meeting.

No justification for prior notice is necessary if all board members are present or represented at the meeting.

ARTICLE 13. - BOARD MEETINGS

The board of directors cannot hold a meeting and vote legitimately unless at least half its members are present or represented.

A board member who is unable to attend can vote by letter, telegram or telex, or he can nominate one of his colleagues to represent him and vote in his place.

A board member can attend at a board of director's meeting by audio visual conference or by phone conference. In this case, he will be considered as present.

One board member can represent several of his colleagues and vote, as well as in his own name, as proxy for as many as he is representing.

Decisions are taken on a majority vote.

If the votes are equal, the chairman of the meeting has the casting vote unless the company only has two directors.

In exceptional cases justified by emergency and social interest, the board of directors decisions can be taken by unanimous written resolution of the members.

It will be not possible to appeal to this procedure for stopping annual accounts as well as the utilisation of the authorised capital.

ARTICLE 14. - OFFICERS

All board meetings are chaired by the chairman or, in his absence, by the vice chairman or, in the absence of the chairman and the vice chairman, by a board member nominated by those members present at the meeting.

The chairman appoints the secretary to the board.

ARTICLE 15. - MINUTES

The minutes signed by the chairman and the secretary are held in a special file kept at the company's registered office.

Copies or extracts to be produced for legal or other purposes are signed by the chairman or the vice-chairman or the secretary.

ARTICLE 16. - THE BOARD'S POWERS

The board of directors has the power to carry out all actions necessary or useful for the fulfilment of the company's object, with the exception of those which the law or the memorandum and articles of association reserve for the general meeting.

ARTICLE 17. - DAY-TO-DAY MANAGEMENT

The board of directors can confer the day-to-day management of the company's affairs, as well as the representation of the company with respect to that management, either to a board member who will take the title of managing director or to the chairman or vice chairman of the board of directors.

ARTICLE 18. - ALLOWANCES

The general meeting decides if, and to what extent, the position of board member will be remunerated by a fixed and/or variable allowance to be charged to general costs.

ARTICLE 19. - INSPECTION

Inspection of the financial position, of the annual accounts and of the legality, with respect to the law and the memorandum and articles of association, of the operations recorded in the annual accounts, must be entrusted to one or several auditors, members of the Institut des Réviseurs d'Entreprises (Institute of Business Auditors), who are appointed by the general meeting for a renewable term of three years.

ARTICLE 20. - REPRESENTATION - LEGAL DEEDS AND ACTIONS

The company is represented in all deeds, including those involving a public sector civil servant or a legal officer, and in court:

- either by the chairman of the board of directors;
- or by the vice chairman of the board of directors;
- or by the managing director.

Furthermore it can be legitimately bound by special representatives within the limits of their mandates.

CHAPTER V: GENERAL MEETINGS

ARTICLE 21. - GENERAL MEETINGS

The annual general meeting of shareholders takes place by right on the first Friday of April at eleven o'clock.

If this day is a legal public holiday, the meeting takes place on the first working day following.

The board of directors and the auditor can convene extraordinary general meetings as many times as required by the needs of the company; they must convene them following the written request of shareholders who prove they hold one fifth of the share capital.

Ordinary general meetings take place in the town where the registered office is situated or in one of the communes of the Brussels-Capital Region.

Extraordinary general meetings take place in Belgium at the place indicated in the notice.

ARTICLE 22. - NOTICE

Notice for general meetings which must include the agenda will be sent to the registered shareholders by registered post at least fifteen days before the date of the meeting.

This notice can be done by any other mode of communication if the registered shareholders have individually, expressly and in writing accepted to receive the notice in another way.

ARTICLE 23. - REPRESENTATION

Any shareholder can be represented at the meeting by a proxy who does not have to be a shareholder himself. The proxy must be given by letter, telegram or telex or by any other written means.

The shareholders' meeting may take place by phone conference or by audio visual conference call or by any other telecommunication means allowing an interactive resolution. Therefore, the shareholder who takes part to discussions has to first appoint a representative by power of attorney. That representative shall appear in person where the shareholders' meeting is taking place and shall confirm constituents' votes given by phone or in front of the video camera.

ARTICLE 24. - OFFICERS

All general meetings are chaired by the chairman of the board of directors or, in his absence, by the vice chairman of the board or, in the absence of the chairman and the vice chairman, by a board member nominated by those members present at the meeting or, if no board member is present, by a shareholder or proxy.

The chairman appoints the secretary for the meeting who must not be a shareholder.

The meeting chooses two scrutineers.

ARTICLE 25. - VOTING RIGHTS

Each share gives the right to one vote.

ARTICLE 26. - MINUTES

The minutes of general meetings are signed by the chairman and the secretary of the meeting and by shareholders who ask to do so. They are written in or put into a special file.

Copies or extracts to be produced for legal or other purposes are signed by the chairman or the vice-chairman or by two board members or by a managing director.

CHAPTER VI: COMPANY ACCOUNTS - DISTRIBUTION

ARTICLE 27. - COMPANY ACCOUNTS

On the thirty-first of December of each year, the accounts are closed and the board of directors draws up an inventory and prepares the annual accounts in accordance with the law.

ARTICLE 28. - DISTRIBUTION

The net profit of the financial year is determined in accordance with the legal measures laid down.

Each year a deduction of five percent will be made from the net profit which will form a legal reserves fund.

When this fund has reached one-tenth of the share capital, the deduction will cease to be obligatory; it must be restarted if the legal reserves are drawn on.

The remaining balance will be allocated as the general meeting decides, on the proposal of the board of directors and within the limits of article 617 of the Companies' Code.

ARTICLE 29. - INTERIM DIVIDENDS

The board of directors is able, on its own authority and in accordance with article 618 of the Companies' Code, to decide on the payment of interim dividends, to set the amount and to fix the date of payment.

ARTICLE 30. - PAYMENT OF DIVIDENDS

Dividends will be paid at times and places to be set by the board of directors.

All dividends allocated to registered shareholders and not collected within five years are considered as lapsed and remain the property of the company. They are paid into the legal reserves.

CHAPTER VII: WINDING UP - LIQUIDATION

ARTICLE 31. - LIQUIDATION

If the company should be wound up, for whatever reason, the general meeting of shareholders will appoint the liquidator(s), determine their powers and lay down the process of liquidation. In the absence of a decision of the shareholders on these matters, they will have the widest powers, conferred by articles 186 and following of the Companies' Code. .

The general meeting determines, if needs be, the liquidators' remuneration.

ARTICLE 32. - DISTRIBUTION

After discharging all debts, liquidation expenses and fees or after depositing the necessary sums for this, the net assets will be used firstly to repay, in cash or in securities, the paid-up amount of the shares which has not been written off.

If the shares are not all paid up in equal proportion then, before carrying out the distribution, the liquidators must take into account this diversity and re-establish a

balance by putting all shares on an absolutely equal footing, either by appeals for complementary funds to be paid for by those shares which are not sufficiently paid up, or by prior reimbursements in cash to benefit those shares paid up to a greater extent.

The balance is distributed equally between all the shares.

CHAPTER VIII: GENERAL MEASURES

ARTICLE 33. - LEGAL COMPETENCE

In the case of any litigation between the company, its shareholders, board members, auditors and liquidators with respect to the company's business and to the implementation of these current memorandum and articles of association, exclusive competence is given to the Tribunals of the registered office, unless the company specifically renounces this.

ARTICLE 34. - COMMON LAW

The parties intend to comply entirely with the Companies' Code.

Consequently, the measures of this Code which it would not be legal to waive are judged to be included in this present deed and the clauses contrary to the mandatory measures of the Companies' Code are considered as not written.

CERTIFIED CORRECT