

Debt Issuance Programme Base Prospectus Supplement dated 26 August 2022



Eni S.p.A.

(incorporated with limited liability in the Republic of Italy)

as Issuer and as Guarantor of the Notes issued by

Eni Finance International SA

and

Eni Finance International SA

(incorporated with limited liability in the Kingdom of Belgium)

as Issuer

Euro 20,000,000,000

**EURO MEDIUM TERM NOTE PROGRAMME FOR THE ISSUANCE OF
NOTES WITH A MATURITY OF MORE THAN 12 MONTHS FROM THE DATE
OF ORIGINAL ISSUE**

This Debt Issuance Programme Base Prospectus Supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the Debt Issuance Programme Base Prospectus dated 12 October 2021 (as supplemented by the Debt Issuance Programme Base Prospectus Supplement dated 13 April 2022) (the "**Base Prospectus**") prepared by Eni S.p.A. ("**Eni**") and Eni Finance International SA ("**EFI**"), each as issuer (an "**Issuer**") of Notes and Eni as guarantor of Notes (the "**Guarantor**") issued by EFI, with respect to the Euro 20,000,000,000 Euro Medium Term Note Programme for the issuance of Notes with a maturity of more than twelve months from the original issue (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), in its capacity as competent authority under the Luxembourg Act dated 16 July 2019 (the "**Luxembourg Prospectus Act**") relating to prospectuses for securities, for the approval of this Supplement as a supplement to the Base Prospectus for the purpose of Article 23 of Regulation (EU) 1129/2017, as amended or superseded (the "**Prospectus Regulation**").

Each Issuer (with respect to itself) and the Guarantor (with respect to itself and jointly and severally with EFI) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer (with respect to itself) and the Guarantor (with respect to itself and jointly and severally with EFI), the information contained in this Supplement is in accordance with the facts in all material respects and does not omit anything likely to affect the import of such information in any material respect, in each case in the context of the issue of Notes under the Programme.

This Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation in order to:

- (a) incorporate by reference the English version of the consolidated unaudited interim accounts of Eni as of 30 June 2022 as contained in the Interim Consolidated Report as of 30 June 2022, which has been prepared in accordance with IFRS, and as required by applicable Italian rules and regulations;
- (b) incorporate by reference the English version of the unaudited non-consolidated interim accounts of EFI as of 30 June 2022 as contained in EFI's Semi-Annual Report 2022 and as required by

applicable Belgian rules and regulation; and

- (c) update the no significant change statements contained in the "*General Information*" section of the Base Prospectus.

Copies of this Supplement and the information incorporated by reference will be available (i) without charge from the offices of the Paying and Transfer Agent in Luxembourg; (ii) on the websites of Eni (https://www.eni.com/en_IT/investors/market-rating/dcm-documents.page) and of EFI (https://www.enifinanceinternational.com/en_EN/funding/commercial-papers/euro-medium-term-note), and (iii) on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

To the extent that there is any inconsistency between (a) any statement in or incorporated by reference into this Supplement and (b) any statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail. Any reference in the Base Prospectus to the Base Prospectus itself should be deemed to be a reference to the Base Prospectus as amended and supplemented by the present Supplement.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus (as supplemented by the Debt Issuance Programme Base Prospectus Supplement dated 13 April 2022).

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled "*Documents Incorporated by Reference*" on pages 56 to 64 of the Base Prospectus.

The following documents, having previously been published and filed with the CSSF, shall be incorporated by reference in and form part of this Supplement:

- (1) the English version of the consolidated unaudited interim accounts of Eni as of 30 June 2022 as contained in the Interim Consolidated Report as of 30 June 2022, which has been prepared in accordance with IFRS, and as required by applicable Italian rules and regulations. The English version of the consolidated unaudited interim accounts of Eni as of 30 June 2022 is available at <https://www.eni.com/assets/documents/eng/reports/2022/1-half-2022/Interim-consolidated-report-as-of-June-30-2022.pdf>;
- (2) the English version of the unaudited non-consolidated interim accounts of EFI as of 30 June 2022 as contained in EFI's Semi-Annual Report 2022 and as required by applicable Belgian rules and regulations. The English version of the unaudited non-consolidated interim accounts of EFI as of 30 June 2022 is available at https://www.enifinanceinternational.com/assets/pdf/en_EN/documentation/SEMI_ANNUAL_REPORT_2022.pdf.

Eni

For ease of reference the table below sets out the relevant page references for the consolidated unaudited interim accounts and the notes to the consolidated unaudited interim accounts as of 30 June 2022 as set out in the English version of the Interim Consolidated Report as of 30 June 2022. Any information not listed in the cross-reference table is not incorporated by reference and is either not relevant for investors or is covered elsewhere in the Base Prospectus.

Consolidated unaudited interim accounts as of 30 June 2022, as per the Interim Consolidated Report as of 30 June 2022

| | |
|---|-------------|
| 1. Alternative Performance Measures (non-GAAP measures) | pages 36-38 |
| 2. Outlook | page 54 |
| 3. Other information | page 55 |
| 4. Condensed consolidated interim financial statements | pages 58-63 |
| Balance sheet | page 58 |
| Profit and loss account | page 59 |
| Statement of comprehensive income | page 60 |
| Statements of changes in shareholders' equity | pages 61-62 |
| Statement of cash flows | page 63 |
| 5. Notes to the condensed consolidated interim financial statements | pages 64-98 |
| Basis of presentation | page 64 |
| Changes in accounting policies | page 64 |
| Significant accounting estimates or judgements | page 64 |
| International Financial Reporting Standards not yet adopted | page 64 |
| Legal proceedings | pages 85-87 |

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| Subsequent events | page 98 |
| 6. Review Report of PricewaterhouseCoopers SpA, independent auditors | page 100 |
| 7. List of companies owned by Eni as of 30 June, 2022 | pages 102-138 |

EFI

For ease of reference, the table below sets out the relevant page references for the unaudited non-consolidated interim accounts as set out in the English version of the Semi-Annual Report 2022 of EFI. Any information not listed in the cross-reference table is not incorporated by reference and is either not relevant for investors or is covered elsewhere in the Base Prospectus.

Unaudited interim accounts as of 30 June 2022, as per the Semi-Annual Report 2022

| | |
|--------------------------|------------|
| 1. Balance sheet | page 19-22 |
| 2. Income statement | page 23-24 |
| 3. Appropriation account | page 25 |

GENERAL INFORMATION

Paragraph (2) on page 200 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"Save as disclosed in the sections entitled "Outlook", "Other information", "Subsequent Events" at pages 54, 55 and 98, respectively, of the Eni's Interim Consolidated Report as of 30 June 2022, incorporated by reference herein, there has been no significant change in the financial performance or financial position of either of the Issuers, of the Guarantor or of the Group since 30 June 2022 and no material adverse change in the prospects of either of the Issuers, the Guarantor or of the Group since 31 December 2021."