

Debt Issuance Programme Base Prospectus Supplement dated 6 April 2023



Eni S.p.A.

*(incorporated with limited liability in the Republic of Italy)
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 6 October 2022 (the "**Base Prospectus**") prepared by Eni S.p.A. ("**Eni**" or the "**Issuer**") as issuer of the Notes, 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as a supplement to the Base Prospectus for the purpose of Article 23 of Regulation (EU) 1129/2017, as amended or superseded (the "**Prospectus Regulation**").

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, 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 Eni's Annual Report on Form 20-F as of 31 December 2022, including the exhibits thereto, pursuant to the U.S. Securities Exchange Act of 1934, as amended;
- (b) 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 website of Eni (https://www.eni.com/en_IT/investors/market-rating/dcm-documents.page), and (iii) on the website of the Luxembourg Stock Exchange at <https://www.luxse.com/>.

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.

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 59 of the Base Prospectus.

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

Eni's Annual Report on Form 20-F as of 31 December 2022 including the exhibits thereto, pursuant to the U.S. Securities Exchange Act of 1934, as amended. Eni's Annual Report on Form 20-F as of 31 December 2022 is available at <https://eni.com/assets/documents/eng/reports/2022/Annual-Report-On-Form-20-F-2022.pdf>.

Eni

For ease of reference the table below sets out the relevant page references for the annual audited consolidated financial statements, the notes to the annual audited consolidated financial statements and the auditors' reports for the year ended 31 December 2022 as set out in Eni's Annual Report on Form 20-F as of 31 December 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 Financial Statements for the fiscal year ended 31 December 2022, as per Eni's Annual Report on Form 20-F as of 31 December 2022

1. Significant business and portfolio developments	pages 43-50
2. Recent developments and significant transactions	pages 159-160
3. Consolidated financial statements	pages F-4 – F-11
Consolidated balance sheet	page F-4
Consolidated profit and loss account	page F-5
Consolidated statement of comprehensive income	page F-6
Consolidated statements of changes in equity	pages F-7 – F-9
Consolidated statement of cash flows	pages F-10 – F-11
4. Report of PwC S.p.A., Independent Auditors	pages F-1 – F-3
5. Notes on consolidated financial statements	pages F-12 – F-169
Significant accounting policies, estimates and judgements	pages F-12 – F-36
Primary financial statements	page F-36
Changes in accounting policies	page F-36
IFRSs not yet adopted	page F-37
Business combinations and other significant transactions	pages F-37 – F-39
Legal proceedings	pages F-94 – F-110
Other information about investments	pages F-129 – F-169
Subsequent events	page F-169

GENERAL INFORMATION

Paragraph (2) on page 180 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"Save as disclosed in the sections entitled "Significant business and portfolio developments" (pages 43-50), "Recent developments and significant transactions" (pages 159-160) and "Subsequent events" (page F-169) in the Eni's Annual Report on Form 20-F as of 31 December 2022 incorporated by reference herein, there has been no significant change in the financial performance or financial position of the Issuer or of the Group and no material adverse change in the prospects of the Issuer or of the Group since 31 December 2022."

Paragraph (3) on page 180 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"Save as disclosed in the section entitled "Legal Proceedings" (pages F-94–F-110) in the Eni's Annual Report on Form 20-F as of 31 December 2022 incorporated by reference herein, neither the Issuer nor any of its consolidated subsidiaries is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding this Base Prospectus which may have or have had significant adverse effects in the context of the issue of the Notes on the financial position of the Group."

Paragraph (4) on page 180 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"Neither of the Issuer nor any of its consolidated subsidiaries has, since 31 December 2022, entered into any contracts outside the ordinary course of business that could have a material adverse effect on the ability of the Issuer to meet its obligations under Notes issued under the Programme."