

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA (OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933), CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL OR WOULD BE SUBJECT TO LIMITATIONS



PRICE SENSITIVE

Eni: new issuance of hybrid bond

San Donato Milanese (MI), January 12, 2026 – Eni (A- S&P / A- Fitch / A3 Moody's) intends today, in accordance with market conditions, to place a perpetual hybrid subordinated bond, denominated in euro, at fixed rate and intended for institutional investors only (the "**Hybrid Bond**") as part of its Euro Medium Term Note program.

The issue takes place in execution of the resolution of the Board of Directors of Eni on December 11, 2025 and is aimed at maintaining a well-balanced financial structure and financing Eni's general corporate purposes.

As specified in the relevant terms and conditions, Eni has the option to repay the Hybrid Bond at any time 3 months prior to the relevant first reset date and, thereafter, on each interest payment date; the first reset date is expected to fall 6.25 years from issue (April 19, 2032).

The Hybrid Bond will be listed on the regulated market of Borsa Italiana and the Luxembourg Stock Exchange.

Rating agencies are also expected to assign the bond a rating of BBB / BBB / Baa2 (S&P / Fitch / Moody's) and an "equity content" of 50%.

For the issuance of the Hybrid Bond, Eni avails itself of a syndicate of banks composed of Banca Akros, BBVA, BofA Securities, Citi, Deutsche Bank, Goldman Sachs International, IMI - Intesa Sanpaolo, ING, Mediobanca, Mizuho, MUFG, Natixis, Société Générale and UniCredit who will act as joint lead managers.

Eni Company Contacts:

Press Office: Tel. +39.0252031875 – +39.0659822030
Freephone for shareholders (from Italy): 800940924
Freephone for shareholders (from abroad): +39.800 11 22 34 56
Switchboard: +39.0659821
ufficio.stampa@eni.com
segreteriasocietaria.azionisti@eni.com
investor.relations@eni.com

Website: www.eni.com



The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The information in this announcement is subject to change.

This announcement does not constitute or form part of any offer to sell or a solicitation of an offer to buy any securities in the United States or any other jurisdiction. This press release does not constitute a prospectus or other offering document. This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia) or to persons who are, or in the interest of or on behalf of persons who are "U.S. Persons" as that term is defined in the Securities Act as defined below (a "**U.S. Person**"), Australia, Canada, Japan or South Africa or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be subject to limitations or unlawful or in breach of applicable laws (the "**Other Countries**"), except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act (as defined below) and any applicable securities laws of the United States of America or any Other Countries. This announcement is not an offer or solicitation to purchase or subscribe for securities in the United States, Australia, Canada, Japan, South Africa or in the Other Countries. The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under any securities laws of the United States, or pursuant to the corresponding regulations in force in Australia, Canada, Japan, South Africa or the Other Countries and may not be offered, sold or delivered in the United States or to a U.S. Person absent registration with the United States Securities and Exchange Commission or an exemption from registration under the Securities Act. Eni does not intend to register any part of the securities in the United States or to conduct a public offering of securities in the United States, Australia, Canada, Japan or in the Other Countries.

The distribution of this announcement may be restricted by applicable laws and regulations. Persons who are physically located in those jurisdictions in which this announcement is circulated, published or distributed must inform themselves about and observe any such restrictions. In any Member State of the European Economic Area ("**EEA**") and the United Kingdom ("**UK**"), this announcement is only directed at and may only be communicated to persons who are "qualified investors" ("**Qualified Investors**") within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**") or Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**").

This announcement is directed in the UK only at Qualified Investors (i) who are outside the United Kingdom, or (ii) who are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) who have professional experience in matters relating to investments falling within Article 19(5) of the Order or (iv) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**").

Any investment or investment activity to which this communication relates is only available to Relevant Persons and will be engaged in only with Relevant Persons, or in the EEA, with Qualified Investors. Any person who is not a Relevant Persons, a Qualified Investor or otherwise permitted under applicable law or regulation to access this announcement, should not act or rely on this announcement. The documentation relating to the issuance of the securities is not or will not be approved by the National Commission for Companies and the Stock Exchange (*Commissione Nazionale per le Società e la Borsa, "CONSOB"*) under applicable law. Therefore, the securities may not be offered, sold or distributed to the public in the Republic of Italy except to qualified investors as defined in Article 2 of the EU Prospectus Regulation and any applicable provisions or regulations or in other circumstances which are exempted from the rules of the public offering, pursuant to Article 1 of the EU Prospectus Regulation, Article 100 of Legislative Decree no. 58 of 24 February 1998, Article 34-ter of Consob Regulation No. 11971 of 14 May 1999 ("**Issuers Regulation**") as amended from time to time, or in the other

circumstances set forth under the Issuers Regulation or the EU Prospectus Regulation, in any case in compliance with laws and regulations or requirements imposed by CONSOB or other Italian laws.

A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organization.

[MiFID II professionals/ECPs-only / No PRIIPs KID](#) – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) pursuant to Regulation (EU) 1286/2014 (the “PRIIPs Regulation”) has been prepared as the offer is not addressed to retail investors in the EEA.

[UK MiFIR professionals/ECPs-only / No UK PRIIPs KID – UK](#) Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No UK PRIIPs key information document (KID) pursuant to the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA has been prepared as the offer is not addressed to retail investors in the UK.