



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 5 October 2018 (as supplemented by the Debt Issuance Programme Base Prospectus Supplement dated 23 April 2019) (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**”), which is the Luxembourg competent authority for the purpose of Directive 2003/71/EC, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the “**Prospectus Directive**”) and relevant implementing measures in Luxembourg, for the approval of this Supplement as a supplement to the Base Prospectus issued in compliance with the Prospectus Directive and the *loi relative aux prospectus pour valeurs mobilières du 10 juillet 2005* as amended (the Luxembourg law on prospectuses for securities of 10 July 2005).

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) (each having taken all reasonable care to ensure that such is the case), 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 16.1 of the Prospectus Directive in order to:

- (a) incorporate by reference the English version of the consolidated unaudited interim accounts of Eni as of

30 June 2019 as contained in the Interim Consolidated Report as of 30 June 2019, which has been prepared in accordance with IFRS, and as required by applicable Italian rules and regulations; and

- (b) incorporate by reference the English version of the unaudited non consolidated interim accounts of EFI as of 30 June 2019 as contained in EFI's Semi-Annual Report 2019 and as required by applicable Belgian rules and regulation;
- (c) incorporate by reference EFI's press release dated 19 July 2019; and
- (d) update the no significant change statement contained in the "*General Information*" section.

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; and (ii) 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 23 April 2019).

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below supplements the section of the Base Prospectus entitled “*Documents Incorporated by Reference*” on pages 40 to 45 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 2019 as contained in the Interim Consolidated Report as of 30 June 2019, which has been prepared in accordance with IFRS, and as required by applicable Italian rules and regulations;
- (2) the English version of the unaudited non-consolidated interim accounts of EFI as of 30 June 2019 as contained in EFI's Semi-Annual Report 2019 and as required by applicable Belgian rules and regulations; and
- (3) the press release dated 19 July 2019 published by EFI on the resolution of the extraordinary meeting of shareholders to reduce EFI's share capital (the “**EFI Share Capital Reduction Press Release**”).

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 2019 as set out in the English version of the Interim Consolidated Report as of 30 June 2019. The information incorporated by reference that is not included in the cross-reference table is considered as additional information and is not required by the relevant schedules of Regulation EC 809/2004 (as amended).

Consolidated unaudited interim accounts as of 30 June 2019, as per the Interim Consolidated Report as of 30 June 2019

1. Alternative Performance Measures (non-GAAP measures)	pages 29-32
2. Condensed consolidated interim financial statements	pages 59-65
Balance sheet	page 59
Profit and loss account	page 60
Statement of comprehensive income	page 61
Statements of changes in shareholders' equity	pages 62-63
Statement of cash flows	pages 64-65
3. Notes to the condensed consolidated interim financial statements	pages 66-114
4. Basis of presentation	pages 66-67
5. Changes in accounting policies	pages 67-70
6. Significant accounting estimates or judgements	pages 70-71
7. International Financial Reporting Standards not yet adopted	page 71
8. Legal proceedings	pages 95-102
9. Subsequent events	page 114
10. Review Report of PricewaterhouseCoopers SpA, independent auditors	pages 116-117
11. List of companies owned by Eni as of 30 June, 2019	pages 120-145

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 2019 of EFI. The information incorporated by reference that is not included in the cross-reference table is considered as additional information and is not required by the relevant schedules of Regulation EC 809/2004 (as amended).

Unaudited interim accounts as of 30 June 2019, as per the Semi-Annual Report 2019

Balance sheet	pages 26-29
Income Statement	pages 30-31
Appropriation account	page 32

GENERAL INFORMATION

Paragraph (2) on page 160 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

“Save as disclosed in the section entitled “*Subsequent events*“ in the Eni's Interim Consolidated Report as of 30 June 2019 and the EFI Share Capital Reduction Press Release, both incorporated by reference herein, there has been no significant change in the financial or trading position of either of the Issuers, of the Guarantor or of the Group since 30 June 2019 and no material adverse change in the prospects of either of the Issuers, the Guarantor or of the Group since 31 December 2018.”