

**FORM FOR CONFERRING PROXY
TO THE APPOINTED REPRESENTATIVE**
pursuant to Article 135-undecies of Legislative Decree no. 58/1998

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno 45 (VAT number 07271340965), in his capacity as “Appointed Representative” of the company Saipem S.p.A., pursuant to article 135-undecies of Legislative Decree no. 58/1998, proceeds to collect voting proxies for the Extraordinary Shareholders’ Meeting of Saipem S.p.A. convening in Saipem’s Offices (IV Palazzo Uffici), San Donato Milanese (MI), Via Martiri di Cefalonia n. 67 **at 11.00 am (BST), on May 17, 2022 (single call),**

to discuss and resolve on the following Agenda:

1. Provisions pursuant to art. 2446 of the Italian Civil Code for the recapitalization of the Company:
 - (i) proposal to reduce the share capital due to the losses resulting from the Company's balance sheet as at December 31, 2021;
 - (ii) proposal pursuant to art. 2443 of the Italian Civil Code to grant the Board of Directors the power to increase the share capital to be offered in option to shareholders against payment of €2 billion, to be carried out by March 31, 2023 in indivisible form, through the issue of ordinary shares and the associated reverse stock split transaction functional to the capital increase; consequent amendment of art. 5 of the Articles of Association.

In accordance with the procedures and terms contained in the notice of meeting published on the Company’s website and in the newspaper “Il Sole 24 Ore” on **April 23, 2022.**

Pursuant to art. 135-undecies of Legislative Decree no. 58/1998, the proxy and voting instructions may be revoked no later than **11.59 p.m. on May 13, 2022.** i.e. before the end of the second open market day prior to the Shareholders’ Meeting with the same procedures used for the conferment.

The granting of proxy and voting instructions by signing this form will be free of cost to the delegating party.

Studio Legale Trevisan & Associati, in the person of Mr. Dario Trevisan, declares that no conflict of interests exists involving himself or any possible replacements, pursuant to art. 135-decies of Legislative Decree no. 58/1998 and that it has no interest of its own with regard to the resolution proposals submitted to the vote. Taking into account, however, the possible contractual relationships existing and, in any case, to all effects of the law, it expressly declares that, in case of unknown circumstances, or in the case of amendment or integration of the proposals submitted to the Ordinary Meeting, it and/or its substitutes shall not cast a vote other than the indicated in the instructions.

PROXY FORM

(Section to send to the Company through the designated representative)

I, the undersigned(full name of entity/person entitled to vote) born in/at, on (personal details are only required for physical persons), residing in/registered office in (city), at(address), Italian Fiscal Code VAT number

Data to be provided at the discretion of the delegating party

- Notice no. _____ (notice issued by the financial intermediary)

- Any identifying codes _____

- Details for contact by the Designated Representative:

Tel: _____ e-mail address _____

- Studio Legale Trevisan & Associati with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan, born in Milan on 04.05.1964 (C.F. TRVDRA64E04F205I), who may be replaced by Camilla Clerici, born in Genoa on 19/01/1973 (C.F. CLRCLL73A59D969J), or by Mr. Giulio Tonelli, born in La Spezia on 27/02/1979 (C.F. TNLGLI79B27E463Q), or by Alessia Giacomazzi born in Castelfranco Veneto (TV) on 05/09/1985 (C.F. GCMLSS85P45C111T), or by Mr. Gaetano Faconda born in Trani (BA) on 02/10/1985 (C.F. FCNGTN85R02L328O), or by Valeria Proli born in Novara on 24/10/1984 (C.F. PRLVLR84R64F952S), or by Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (C. F. CRTRFL89H44A669V), or by Mr. Andrea Ferrero born in Turin on 05/05/1987 (C.F. FRRNDR87E05L219F), or by Mr. Marco Esposito born in Monza on 30/08/1992 (C.F. SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdagno (VI) on 03/02/1976 (C.F. BVLCHR76B43L551U), or by Cristina Sofia Barracchia born in Trani (BT) on 05/02/1991 (C. F. BRRCST91B45L328G), or by Mr. Filippo Meucci born in Milan on 20/06/1986 (C.F. MCCFPP86H20F205M), or by Mr. Marcello Casazza born in Vigevano (PV) on 03/09/1991 (C.F. CSZMCL91P03L872S), all domiciled, for the purposes of this proxy, at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 - Milan (hereafter “Appointed Representative”), to participate and vote in the Extraordinary Shareholder Meeting indicated above (in a single call), as instructed with reference to (number of shares) shares recorded in Securities Account no. at (custodial intermediary)..... ABI CAB

- state

- that I am aware of the possibility that the proxy held by the Designated Representative contains voting instructions only on some items proposed for approval in the agenda and in such case, the vote will be exercised only for those proposals in accordance with the voting instructions;
- that I am aware that, when unknown circumstances arise, such as when amendments or additions are made to the motions before the Ordinary Shareholders’ meeting, the Designated Representative may vote differently, if specifically instructed to do so, from voting instructions, but only if no conflict of interests exists as per article 135-*decies* of Legislative Decree 58/1998;
- that I am also aware that, in the absence of the aforementioned authorisation, the shares, whole or partial, based on which the proxy is granted, are computed for the purposes of duly constituting the Ordinary Shareholder Meeting. With regard to motions for which voting instructions were not provided, the shares of the shareholder are not computed for purposes of calculating a majority or the quota of share capital required to approve motions.

- Attach a valid identification document to this proxy form.

<i>If the signer is different from the owner of the shares</i>	
I, the undersigned..... sign this proxy in my capacity as <i>(tick as appropriate)</i>	
<input type="checkbox"/> secured creditor	<input type="checkbox"/> custodian
<input type="checkbox"/> broker	<input type="checkbox"/> manager
<input type="checkbox"/> holder of a beneficial life interest	<input type="checkbox"/> legal representative or attorney empowered to sub-delegate

Date _____

Signature _____

Regulations referred to in the proxy and instruction forms

Article 135-*decies*, Legislative Decree no. 58/1998

(Conflict of interest of the proxy or replacements)

1. Proxy may be granted to a representative with a conflict of interest, as long as a representative notifies the shareholder in writing of the circumstances leading to this conflict and as long as specific voting instructions are provided for each motion concerning which the proxy will vote on behalf of the shareholder.

The burden of notifying the shareholder of the circumstances giving rise to the conflict of interest rests on the representative. Article 1771, second subsection of the Italian Civil Code does not apply.

2. For the purposes of this article, a conflict of interest exists in any case where the representative or a replacement:

a) Controls, jointly or severally, the company or is jointly or severally controlled by the company, or is subject to common control with the company;

b) Is associated with the company or exercises significant control over the company or the latter exercises significant influence over the representative;

c) Is a member of the Board of Directors or the Board of Supervision of the company or is one of the parties indicated in letters a) and b);

d) Is an employee or an independent auditor of the Company or one of the parties indicated in letter a);

e) Is the spouse, or a relative to the fourth degree of the parties indicated in the letters a) through c);

f) Is tied to the company or to the parties indicated in letters a), b), c) and e) by an independent contractor or employment relationship or by other relationships of a property nature that compromise independence.

3. Replacement of the delegate with a replacement in conflict of interest is allowed as long as the replacement has been indicated by the shareholder. In this case, paragraph 1 applies. The obligation to notify and the associated burden of proof remains with the proxy.

4. This paragraph also applies in the event of a transfer of shares by power of attorney.

Article 135-*undecies*, Legislative Decree no. 58/1998

(Proxy designated by a company with listed shares)

1. Unless the By-Laws provide otherwise, for each Shareholder Meeting, companies with listed shares may designate a party to whom the shareholders may grant a proxy with voting instructions on all or some of the items on the agenda, no later than the second market trading day before the date set for the Shareholder Meeting including for calls subsequent to the first. The proxy has effect only for those proposals concerning which voting instructions were provided using the specific form.

2. The proxy is granted by signing a proxy form, the content of which is governed by Consob regulation. Granting proxy shall not entail expenses for the shareholder. The proxy authorisation and the associated voting instructions may always be revoked within the deadline indicated in paragraph 1.

3. The shares, whole or partial, based on which the proxy is granted are computed for the purposes of duly constituting the Shareholder Meeting. With regard to motions for which voting instructions were not provided, the shares are not computed for purposes of calculating a majority or the quota of share capital required to approve motions.

4. The person appointed as representative is required to communicate any interest that it has on its own behalf or on behalf of third parties with respect to the voting items on the agenda. Also, the proxy will maintain confidentiality over the content of the voting instructions until the beginning of scrutiny, except to communicate this information to its own employees and assistants, who are subject to the same duty to confidentiality. The party appointed as representative may not be assigned proxies except in compliance with this article.

5. In the regulation mentioned in paragraph 2, Consob may establish cases in which a proxy representative that finds itself in one of the situations of Article 135-*decies* may vote differently from the instructions.

VOTING INSTRUCTIONS

(Section containing information intended only for the Designated Representative. Tick as appropriate)

I, the undersigned (Name/personal data) delegate the Appointed Representative to vote in accordance with the following voting instructions in the Extraordinary Shareholder Meeting of Saipem S.p.A., convening **at 11.00 am (BST), on May 17, 2022 (single call)**.

Note the delegating party may tick only one box in each column; in the event of unclear instructions, the Designated Representative shall consider the voting instruction void and the shares of the shareholder shall not be computed for purposes of calculating a majority or the quota of share capital required to approve motions. In column C, the delegating party may modify the voting instructions expressed in column A and is required to provide the name of the shareholder who proposed amendments or additions for which the delegating party wishes to vote; in this case, his/her vote will count as abstention vis-à-vis any other proposed amendment or addition.

Resolution 1: Provisions pursuant to art. 2446 of the Italian Civil Code for the recapitalization of the Company: (i) proposal to reduce the share capital due to the losses resulting from the Company's balance sheet as at December 31, 2021; (ii) proposal pursuant to art. 2443 of the Italian Civil Code to grant the Board of Directors the power to increase the share capital to be offered in option to shareholders against payment of €2 billion, to be carried out by March 31, 2023 in indivisible form, through the issue of ordinary shares and the associated reverse stock split transaction functional to the capital increase; consequent amendment of art. 5 of the Articles of Association. ⁽¹⁾		
Column A Resolution subject to voting ⁽²⁾	Column B Should there arise circumstances unknown At the time the proxy was issued ⁽³⁾	Column C In the event of voting on amendments or additions to the resolutions in Column A ⁽⁴⁾
In favour <input type="checkbox"/> Against <input type="checkbox"/> Abstain <input type="checkbox"/>	Confirm the instruction in Column A <input type="checkbox"/> Revoke the instruction in Column A ⁽²⁾ <input type="checkbox"/> Authorise the Designated Representative to vote differently from the instructions given in Column A and therefore: - Modify the instruction in Column A and vote in favour <input type="checkbox"/> - Modify the instruction in Column A and vote against <input type="checkbox"/> - Modify the instruction in Column A and abstain <input type="checkbox"/>	Confirm the instruction in Column A <input type="checkbox"/> Revoke the instruction in Column A ⁽²⁾ <input type="checkbox"/> Authorise the Designated Representative to vote differently from the instructions given in Column A and therefore: - Modify the instruction in Column A and vote in favour of the amendment/addition proposed by: <input type="checkbox"/> B.o.D., <input type="checkbox"/> other shareholder (<i>indicate name of shareholder</i>) ⁽⁶⁾ <input type="checkbox"/> - Modify the instruction in Column A and vote against all amendments/additions <input type="checkbox"/> - Modify the instruction in Column A and abstain from voting on all amendments/additions <input type="checkbox"/>

Date _____

Signature _____

- (1) The Designated Representative or any possible replacements have no vested interests on their behalf or that of third parties vis-à-vis the resolution proposal under Column A.
- (2) Pursuant to article 135-*undecies*, paragraph 3, of Legislative Decree no. 58/1998, “The shares, whole or partial, based on which the proxy is granted are computed for the purposes of duly constituting the Shareholder Meeting. With regard to motions for which voting instructions were not provided, the shares are not computed for purposes of calculating a majority or the quota of share capital required to approve motions”.
- (3) When significant circumstances arise, which were unknown when the proxy was issued and which cannot be communicated to the delegating party, it is possible to choose between: (i) confirming the voting instructions already expressed; (ii) modifying the voting instructions already expressed; (iii) revoking the voting instructions already expressed; (iv) authorising the Designated Representative to vote differently than as indicated in section A) of these instructions, when the circumstances arising would make it reasonable to expect that the delegating party, if aware of them, would have thus modified the voting instructions. If no choice is made, the voting instructions under A) are considered confirmed.
- (4) When amendments or additions are made to the motions before the Shareholder Meeting, it is possible to choose between: (i) confirming any voting instructions already expressed; (ii) modifying the voting instructions already expressed or issuing voting instructions; (iii) revoking the voting instructions already expressed; (iv) authorising the Designated Representative to vote differently than as indicated in section A) of these instructions, when the circumstances arising would make it reasonable to expect that the delegating party, if aware of the amendments or additions, would have thus modified the voting instructions. If no choice is made, the voting instructions under A) are considered confirmed.
- (5) The delegating party is required to provide in Column A and Column C the name of the shareholder who proposed amendments or additions for which the delegating party wishes to vote.

PRIVACY POLICY

Pursuant to art. 13 of the regulation (EU) 2016/679 ("on the protection of natural persons with regard to the processing of personal data and on the free movement of such data")

With reference to the personal data, Studio Legale Trevisan & Associati – as Appointed Representative of the Issuer – will get in carrying out its activities in Your favor, we wish to inform You of the following.

Data Controller

The data controller is Studio Legale Trevisan & Associati with registered office in Milano, Viale Majno n. 45. You can contact the Data Controller at the following email address: mail@trevisanlaw.it

Data Processing purpose

Data contained in the Appointed Representative format will be processed for the following purposes:

- a) execution of the assignment received, or for the fulfillments regarding the representation in the shareholders' meeting and the expression of votes on Your behalf, according to the instructions received;
- b) fulfilling legal obligations.

Legal basis of Data Processing

Data Processing has the following legal basis:

- fulfillment of contractual obligations, as arising from the assignment received;
- fulfillment of a legal obligation to which the Data Controller is subject, even with the Issuer or supervisory authorities or bodies.

Source of Personal Data

Personal Data is collected directly from You or from public or private archives.

Data Processing methods

Data Processing will consist of the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of Data.

Data Processing can be carried out by the Data Controller and/or by people authorized by him, with or without the use of electronic or automated means.

Personal Data is processed lawfully, correctly and transparently, in the manner and for the above-mentioned purposes, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.

Data retention period

In compliance with the principles of lawfulness, limitation and Data minimization purposes, Data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, and administrative purposes or in any case required by law. **Nature**

of Data provision and consequences of eventual refusal.

With reference to the purposes reported in point a) of the paragraph "Processing Data purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as the appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller - as the appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

Personal Data communication and dissemination

Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer. Employees and collaborators of the Data Controller, specifically authorized to treat them, may access data as well as the Issuer for the fulfillment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register.

Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfillment of a legal obligation or on the basis of instructions given by authorities legitimated by the law or by supervisory and control authorities, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders' meeting and the expression of votes.

Data transfer abroad

Data could be transferred to EU countries or to third countries for the purposes of processing.

Rights of the Data Subject.

You have the right to request the Data Controller at any time:

- confirmation whether Your personal data has been processed or not, in which case You will be granted access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (**right of access**);

- rectification of inaccurate personal data, or the integration of incomplete one (**right of rectification**)

- erasure of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfillment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in the public interest, scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into an anonymous form or blocking of data processed in violation of the law (**right to be forgotten**);

- restriction of processing in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with the request of the Data Subject to restrict the processing and not to erase; (iii) Data Subject's need of the personal data to ascertain, exercise or defend a right before the courts; (iv) opposition to Data Processing pending verification regarding the possible prevalence of our legitimate reasons with respect to Yours (**limitation right**).

You also have the right to submit complaints to the competent supervisory authority (in Italy, the Italian data protection authority) if You believe that the Data Processing is in violation of the privacy legislation.

In order to exercise Your rights, as well as for any information, You can send an email to mail@trevisanlaw.it

Date _____

Signature _____