

**PROXY FORM<sup>1</sup>**

I, the undersigned

Denomination/Company name - Surname and Name

Tax Code                      Date of birth                      Place of birth                      Province of birth

Residential address/Registered Office's address                      Municipality                      Province

Telephone no                      E-mail address

entitled to exercise the voting right for no. \_\_\_\_\_ of ordinary shares of Saipem S.p.A. ("Company" or "SAIPEM") as<sup>2</sup>

- registered share holder**
- legal representative of \_\_\_\_\_
- attorney/proxy holder with authority to sub-delegate                       pledgee
- Taker in    beneficiary interest holder    official receiver    manager
- other (specify)

as shown by:

- (i) **A copy of the notice of participation issued by your bank or intermediary**
- (ii) **A copy of the identity card or equivalent document**

**DELEGATE**

**Studio Legale Trevisan & Associati**, with offices in Milan, Viale Majno n. 45, in the person of Dario Trevisan, born in Milano on 4.05.1964 (C.F. TRVDRA64E04F205I), who may be replaced by Camilla Clerici born in Genova on 19.01.1973 (C.F. CLRCLL73A59D969J), or by 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 Gaetano Faconda born in Trani (BT) 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 (BT) on 04/06/1989 (C.F. CRTRFL89H44A669V), or by Andrea Ferrero born in Turin on 05/05/1987 (C.F. FRRNDR87E05L219F), or by 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 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 n. 45, 20122 – Milan

to represent him/her for all shares for which he/she is entitled to vote at the Ordinary General Meeting of Shareholders of:

SAIPEM, convened

At the Company's registered office, in Milan, Via Luigi Russolo 5, Spark 1 building,

**at 11 am (Italian time), on May 3, 2023 (single call),**

granting him/her the necessary powers to exercise the right to vote on his/her behalf and on his/her behalf in accordance with the instructions provided.

Studio Legale Trevisan & Associati informs that it has no interest of its own with regard to the resolution proposals submitted to the vote. Taking into account, however, potential existing contractual relationships and, in any case, to all effects of the law, he expressly declares that, in case of unknown circumstances, or should the proposals submitted to the Ordinary Meeting be amended or integrated, he and/or his replacements shall not cast a vote other than the indicated in the instructions.

Place and Date

Signature (legible and in full)

<sup>1</sup> Any person entitled to participate in the Shareholders' Meeting must be represented by **proxy or sub-proxy in writing**, in accordance with the applicable legal provisions, with the right to use for this purpose this Ordinary Proxy Form available on the Company's website at [www.saipem.com](http://www.saipem.com) (Section "Shareholders' Meeting – Ordinary Shareholders' Meeting 2023"). **The proxy, with attachments, must be sent to Studio Legale Trevisan & Associati by mail to the address Viale Majno 45, 20122 - Milan, Italy, or electronically, to the certified e-mail address: rappresentante-designato@pec.it, or by e-mail to the address: rappresentante-designato@trevisanlaw.it (Ref. "Proxy SAIPEM Shareholders' Meeting 2023", by 12.00 noon on May 2, 2023.**

<sup>2</sup> Specify the capacity of the signatory of the proxy and attach, in the case of a legal person, documentation proving signatory powers.

**Voting Instruction:**

**(Section containing information for the Designated Representative only - Tick the chosen boxes)**

I the undersigned Mr./Mrs.

\_\_\_\_\_ (insert the name of the Delegating party)

**or if legal person alternatively**

The (name of the Entity/Company)

\_\_\_\_\_ (above)

expressly authorise the Designated Representative and his Substitutes to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of **SAIPEM**, ISIN code IT0005495657, convened:  
At the Company's registered office, in Milan, Via Luigi Russolo 5, Spark 1 building,  
**at 11 am (Italian time), on May 3, 2023 (single call),**

|  |  |   |   |
|--|--|---|---|
| <p><b><i>O.1. Approval of Statutory Financial Statements at December 31, 2022 of Saipem S.p.A. Presentation of the Consolidated Financial Statements at December 31, 2022. Reports by the Board of Directors, the Statutory Auditors, and the External Auditors. Presentation of the Consolidated Non-Financial Statement for the year 2022.</i></b></p> | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p>   | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.2. Resolution relating to the allocation of the result for the year 2022.</i></b></p>   | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....<br/>.....</p>   | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.3.1 Appointment of two members of the Board of Directors pursuant to art. 2386 of the Italian Civil Code.</i></b></p>   | <p><input type="checkbox"/> In favour of the proposal presented by the BoD – Alessandro Puliti<br/><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.3.2 Appointment of two members of the Board of Directors pursuant to art. 2386 of the Italian Civil Code.</i></b></p>   | <p><input type="checkbox"/> In favour of the proposal presented by the BoD – Davide Manunta<br/><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....</p>    | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.4 – Appointment of the Board of Statutory Auditors.</i></b><br/><b><i>4.1 Appointment of the members of the Board of Statutory Auditors.</i></b></p>  | <p><input type="checkbox"/> In favour of List no. .... presented by<br/>.....<br/>.....<br/>.....</p>  | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.4 – Appointment of the Board of Statutory Auditors.</i></b><br/><b><i>4.2 Appointment of the Chairman of the Board of Statutory Auditors.</i></b></p>   | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p>   | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |

|   |  |   |   |
|---|--|---|---|
| <p><b><i>O.4 – Appointment of the Board of Statutory Auditors.</i></b></p> <p><b><i>4.3 Establishing the remuneration of the Chairman of the Board of Statutory Auditors and that of the Statutory Auditors.</i></b></p>  | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.5. - Report on Saipem’s Remuneration Policy and Compensation Paid – 2023.</i></b></p> <p><b><i>5.1. Approval of the “First Section” of the Report on Saipem’s Remuneration Policy and Compensation Paid, pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998. Policy on remuneration.</i></b></p> | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.5. - Report on Saipem’s Remuneration Policy and Compensation Paid – 2023.</i></b></p> <p><b><i>5.2. Approval of the “Second Section” of the Report on Saipem’s Remuneration Policy and Compensation Paid, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998. Compensation paid.</i></b></p>         | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.6. – Approval of the New 2023-2025 Long-Term Variable Incentive Plan.</i></b></p>  | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |
| <p><b><i>O.7. - Authorisation to buy-back treasury shares for the 2023 allocation of the 2023-2025 Long-Term Variable Incentive Plan.</i></b></p>   | <p><input type="checkbox"/> In favour of the proposal presented by<br/>.....<br/>.....<br/>.....</p> | <p><input type="checkbox"/> Against</p> | <p><input type="checkbox"/> Abstained</p> |

Place and Date

Signature (legible and in full)

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**LIABILITY ACTION**

In case of vote on the liability action proposed pursuant to art. 2393, paragraph 2, of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Designated Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAINED

.....Date,.....

Signature .....

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**The following documents:**

- a) **The Proxy Form;**
- b) **The Voting Instructions;**
- c) **A copy of the identity card or equivalent document of the Delegating party;**
- d) **In the case of a legal person, a copy of the current valid identity document of the *pro tempore* legal representative or another person with appropriate powers, together with appropriate documentation proving the corporate powers (copy of the Chamber of Commerce registration or similar);**
- e) **A copy of the certificate of holdings issued by your bank or intermediary**

**must be sent to Studio Legale Trevisan & Associati by mail to the address Viale Majno no. 45, 20122, Milan – Italy, or electronically, to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), or by e-mail to the address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (Ref. “Delega Assemblea SAIPEM 2023”), by 12.00 noon on May 2, 2023.**

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N.B. For any clarification regarding the conferral of the proxy (and in particular concerning the filling in of the proxy form and the voting instructions and their transmission), the persons entitled to attend the Shareholders' Meeting may contact the Designated Representative, at the addresses indicated above and/or on the Toll-free number: 800 134 679 (on working days and during working hours).

## **INFORMATION ON PERSONAL DATA PROCESSING** **Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)**

### **Personal Data Controller**

Studio Legale Trevisan & Associati, with office in Milan, Viale Majno no. 45 (hereinafter, "**Trevisan & Associati**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of “Processing” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation).

### **Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Trevisan & Associati through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according to his voting instructions

The Controller processes the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

### **Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating party, in compliance with the provisions of the aforementioned art. 135-undecies of TUF and art. 106 DL 17 March 2020 n.18. The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfill towards the company and the Authorities.

The collection and the Processing of Personal Data are necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

### **Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders’ meeting - to the employees and collaborators of the Controller who are in charge of Processing.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

### **Rights of the Delegating party**

The Delegating party has the right to know, at any time, which are their Personal Data and how they are processed; he also has the right to update, supplement, correct and also has the right to have it deleted, limited or opposed to their processing, but in these cases it may be impossible to carry out his instructions regarding the participation in the meeting. The Delegating party is also entitled to lodge a complaint with a supervisory authority. It should also be considered that, after the assembly, the Personal Data and voting instructions of the Delegating party must be kept by the Appointed Representative for 1 year at the disposal of the Authorities.

In order to exercise the above-mentioned rights, the Delegating party may contact Trevisan & Associati at the address indicated in the proxy form or at the following e-mail address: mail@trevisanlaw.it.

Place and Date

Signature (legible and in full)