

## **Extraordinary Shareholders' Meeting of December 13, 2023**

### **I. Attending the Shareholders' Meeting**

The right to attend and vote at Shareholders' Meetings applies to persons on behalf of whom the intermediary – authorized pursuant to applicable regulations – has sent the Company the notification certifying ownership of the relevant right, by the end of the seventh market trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.* **by Monday December 4, 2023** - record date). Persons who become shareholders only after the record date shall not be entitled to participate and to vote in the Shareholders' Meeting. The notification must be received by Saipem by the end of the third market trading day (**Friday December 8, 2023**) prior to the date scheduled for the Shareholders' Meeting. The right to attend and to vote shall nonetheless be acknowledged should the notification be received by Saipem at a later date, provided that the latter does before the start of the Shareholders' Meeting.

Please note that the notification to Saipem is sent by the intermediary upon request of the person entitled to the right. Persons entitled to vote are required to give instructions to the intermediary that keeps the relevant accounts, so that the latter may transmit the aforementioned notification to the Company. Any requests by the intermediary relating to notice or financial costs for performing the pertinent fulfilments are not ascribable to the Company. To take part in the Shareholders' Meeting, shareholders holding shares still in certificated form are required to deliver such shares to a financial intermediary in order to have them deposited with the Italian Securities Register Centre and subsequently transformed into non-certificated form and request the above-mentioned notification.

Shareholders entitled to participate in the Shareholders' Meeting are invited to present themselves at the entrance of the Spark 1 building located next to the Milano Rogoredo station, from 10:00 am, to facilitate admission and registration procedures.

### **II. Voting by proxy and notification**

Pursuant to Article 135-*novies* of Legislative Decree 58/98 and Article 13.3 of the Articles of Association, Shareholders entitled to vote may be represented at the Shareholders' Meeting in the manner provided for by law, by means of a signed written proxy issued at the request of the entitled shareholder by the authorized intermediaries or using the proxy form available on Saipem website ([www.saipem.com](http://www.saipem.com) | Section "Governance" - "Shareholders' Meeting").

The proxy may be sent to the Company as follows:

- **via mail**, the original or a copy, to Saipem's registered office:  
*Saipem S.p.A.,  
Segreteria Societaria (Delega Assemblea Straordinaria 2023)  
Via Luigi Russolo, 5  
20138 - Milano (MI), Italia;*
- **via fax** addressed to Saipem's Corporate Affairs department (Segreteria Societaria) on +39 02 442 44506;
- **via certified email** to [saipem@pec.saipem.com](mailto:saipem@pec.saipem.com).

Shareholders entitled to vote must send, along with the proxy form, a copy of a valid identity document and, if a legal entity, evidence of the relevant powers (copy of Chamber of Commerce certificate, power of attorney or other suitable deed).

The delegated party shall certify the conformity of the documents sent and the identity of the delegating party while performing the meeting admission procedures.

The delegating party may give instructions to the delegated party, revoke the proxy conferred, designate one or more substitutes, and grant the delegated party with the option of being replaced by a third party.

It will not be possible to vote by mail or remotely by electronic means at this Shareholders' meeting.

### **III. Voting by means of a proxy to the Designated Representative**

Pursuant to Article 135-*undecies* of Legislative Decree 58/98 and art. 13.3 of the Articles of Association, the Company has appointed Mr. Dario Trevisan as the Designated Representative whom shareholders may grant their proxy free of charge, with voting instructions on all or part of the proposals in the Agenda.

The proxy to the Designated Representative must be conferred by signing the "*Proxy Form to the Designated Representative*" obtainable from Saipem website ([www.saipem.com](http://www.saipem.com) | Section "Governance" - "Shareholders' Meeting") or the Company's registered office, and must be received by the second trading day preceding the date of the Shareholders' Meeting (*i.e. by 11:59 pm on Monday December 11, 2023*) together with a copy of a valid identity document of the delegator as follows:

- **via mail (or hand-delivered) to:**

*Avv. Dario Trevisan*

*Viale Majno n. 45*

*20122 - Milano (MI), Italia*

(Rif. “*Delega Rappresentante Designato - Assemblea Straordinaria Saipem 2023*”);

- **via fax** on +39 (0) 28690111;
- **via certified email** to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

If the delegator is a legal entity, they will have to enclose the relevant documentation attesting their powers of representation (copy of Chamber of Commerce certificate, proxy or similar).

If a copy of the proxy has been transmitted (fax or certified e-mail), the original proxy needs to be sent to the Designated Representative at the above address.

The proxy shall apply only to proposals for which voting instructions have been conferred through the proxy form; the proxy and relevant voting instructions can be revoked within the above-mentioned deadline, the second trading day preceding the date of the Shareholders’ Meeting (*i.e. by 11:59 pm on Monday December 11, 2023*).

The Designated Representative can be contacted for clarification on **+39 800 134 679** and by email at [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

#### **IV. Right to submit questions prior to the Shareholders’ Meeting**

Pursuant to Article 127-ter of Legislative Decree 58/98, shareholders entitled to vote may submit questions on issues in the agenda prior to the Shareholders’ Meeting: the questions must be received by the Company **before 18.00 hrs on December 6, 2023**; the Company does not guarantee an answer to any questions received thereafter.

The right to submit questions prior to the Shareholders’ Meeting is reserved to Shareholders who can provide proof of their entitlement by sending the Company:

- a statement issued by an authorized intermediary; or, alternatively
- the notification required to attend the Shareholders’ Meeting.

Questions together with the above documentation may be sent as follows:

- **via mail** to the following address:

*Saipem S.p.A.*

*Segreteria Societaria (Questions for the 2023 Extraordinary Shareholders' Meeting)*

*Via Luigi Russolo, 5*

*20138 - Milan (MI), Italy;*

- **via fax** addressed to Saipem's Corporate Affairs department (Segreteria Societaria) at +39 02 442 44506;
- **via certified email** to [saipem@pec.saipem.com](mailto:saipem@pec.saipem.com);
- **via email** to [segreteria.societaria@saipem.com](mailto:segreteria.societaria@saipem.com); or
- **through the appropriate section of the Company's website.**

Questions received within the aforementioned deadline shall be answered:

- a) before the Shareholders' Meeting** through publication on the appropriate section of the Company's website;
- b) during the Shareholders' meeting:** answers may be provided in writing to all shareholders entitled to vote at the beginning of the meeting.

The Company shall provide a single answer to questions having the same content. An answer will not be provided when the information is already available in the **FAQ** section of the Company's website, *i.e.* when the answer has already been published in the same section.

#### **V. Addition of items to the Agenda of the Shareholders' Meeting and proposed resolutions on the items on the Agenda**

Pursuant to Article 126-*bis* of Legislative Decree 58/98 and Article 13.2 of the Articles of Association, shareholders that, severally or jointly, represent at least one fortieth of Saipem share capital, may ask, **within ten days of the date of publication of this notice, i.e. by Monday November 20, 2023**, to add other items to the meeting agenda or submit proposed resolution on the sole item already on the agenda. Requests must be submitted in writing together with the personal details of the requesting shareholder and certification attesting ownership of the relevant shareholding:

- **via registered letter** to the Company's registered office:

*Saipem S.p.A.*

*Segreteria Societaria (Addition of items to the Agenda of the 2023 Shareholders' Meeting)*

Via Luigi Russolo, 5  
20138 - Milano (MI), Italia;

- **via certified email to [saipem@pec.saipem.com](mailto:saipem@pec.saipem.com).**

Shareholders requesting or proposing additions or resolutions must send the Company a report stating the reason for their requests or proposals using the same methods and **by the same term, i.e. by Monday November 20, 2023.**

The Company shall inform the Shareholders of additions to the Agenda and resolution proposals approved by the Board of Directors **fifteen days prior to the Shareholders' Meeting, i.e. by Tuesday November 28, 2023**, in the same form prescribed for the publication of the notice of the Shareholders' Meeting, *i.e.* on the Company's website ([www.saipem.com](http://www.saipem.com)), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) and in the same newspaper where the notice of meeting was published (Il Sole 24 Ore).

**Within the same term**, the Company shall also make available the reports by shareholders who proposed additions or resolutions, along with Board of Directors' considerations, if any, at Saipem's registered office, on its website ([www.saipem.com](http://www.saipem.com)), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Additions to the agenda are not accepted for those items that the Shareholders' Meeting is called to resolve upon pursuant to the Law, or those that have been proposed by the Board of Directors based on a project or report it has arranged.

In any case, all Shareholders entitled to vote are allowed to present, in person, at the Shareholders' Meeting, resolution proposals on items on the meeting agenda.