**Proxy Form \***

To

Saipem S.p.A.

via Luigi Russolo, 5

20138 – Milan, Italy

I, the undersigned

Surname ………………………………………………………………Name………………………………………………………………,

Place of birth date of birth……………………………………………………..,

residential address ……………… ,

Tax Code ,

\*\*Identity document (*type*) \*\*No.

\*\*Issued by \*\*Expiry date

In my capacity as:

🞎 individual shareholder with voting rights

🞎 legal representative of (*name of company/entity*) …………………………………………………………..

Registered office address …………………………………………………………..

Tax Code …………………………………………………………..

Details of deed granting powers of attorney

 secured creditor  assignee  beneficiary interest holder  custodian  manager

 other (specify)………………………………………………………………………………….

*\*\*Notification by the authorized intermediary no. (Notification)*

*\*\*Date of Notice request*

*\*\*Other identification codes*

**DELEGATE**

Surname and name /Name of company ,

Place of birth date of birth……………………………………..,

Residential address/Registered office’s address in……………………..,

Tax code

**TO PARTICIPATE AND VOTE AT THE EXTRAORDINARY SHAREHOLDERS’ MEETING OF SAIPEM S.p.A. TO BE HELD ON DECEMBER 13, 2023, 11:00 a.m., SINGLE CALL,** ACCORDING TO THE VOTING INSTRUCTIONS I, THE UNDERSIGNED, PROVIDED WITH REFERENCE TO NO ............................. ORDINARY SHARES OF SAIPEM S.p.A.

\*\**SHARES RECORDED IN SECURITIES ACCOUNT NO*

*\*\*WITH (custodial intermediary)*

*\*\*ABI \*\*CAB*

The Representative may be replaced by:

1. Surname and name /Name of company ,

Place of birth date of birth……………………………………..,

Residential address/Registered office’s address in…………………..,

Tax code

2. Surname and name /Name of company ,

Place of birth date of birth……………………………………..,

Residential address/Registered office’s address in…………………..,

Tax code

I, the undersigned, (*surname and name of signatory, only if different from the Shareholder*)

Sign this proxy form in my capacity as *(tick as appropriate*)

🞎 secured creditor  assignee  beneficiary interest holder  custodian  manager

🞎 legal representative or proxy with the power to subdelegate.

I, the undersigned ……………………………………………………………………………..(name and personal details), with reference to the above-mentioned Extraordinary Shareholders’ Meeting of Saipem S.p.A., to be held on December 13, 2023, at 11:00 a.m., single call:

🞎 does not provide the proxy with any voting instructions;

🞎 provides the proxy with the following voting instructions:

|  |
| --- |
| **Agenda Item 1**: Authorization for the conversion of the equity-linked bonds named “€500.000.000 Senior Unsecured Guaranteed Equity-Linked Bonds due 2029” and the share capital increase in divisible form, excluding Shareholders pre-emption rights pursuant to Article 2441, Paragraph 5 of the Italian Civil Code, to be used to convert the aforementioned bonds through the issue of Saipem ordinary shares. Amendment to Article 5 of the Articles of Association. Relevant resolutions. Granting of powers required by the transaction. |
| **Column A**Resolutions put to the vote  | **Column B**If circumstances are unknown at the time of issue of the proxy  | **Column C**If voting on amendments or additions to the resolutions under Column A |
| In favour □Against □Abstain □ | I confirm instructions under Column A □I revoke instructions under Column A □I authorise the proxy to vote differently from the instructions given under column A, as follows:- I amend the instructions under Column A and vote in favour □- I amend the instructions under Column A and vote against □- I amend the instructions under Column A and I abstain from voting □ | I confirm instructions under Column A □I revoke instructions under Column A □I authorise the proxy to vote differently from the instructions given under column A, as follows:- I amend the instructions under Column A and vote in favour of the amendment/addition put forward by:□ B.o.D., □ other Shareholder (*name of the Shareholder*) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ □- I amend the instructions under Column A and vote against all proposals of amendment/addition □- I amend the instructions under Column A and abstain from voting on all proposals of amendment/addition □ |

 Date Signature of the delegating Shareholder

\*NB: The proxy form is only valid if the authorised intermediary has sent a notification to the Company, at the request of the person entitled to participate and exercise voting rights.

\*\* To be filled in at the discretion of the delegating Shareholder

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**The Proxy certifies as true, under his/her own responsibility, the identity of the delegating Shareholder and, if presenting a copy of the form, also the conformity of the proxy to the original form, pursuant to and for the purposes of Article 135-*novies* of Legislative Decree no. 58 of 24 February 1998.**

 Date Signature of the Proxy

 ………………………………………………..