**SUB-PROXY FORM[[1]](#footnote-1)**

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. ordinary shares of SAIPEM S.p.A. (“**Company**” or “**SAIPEM**”) in my capacity as[[2]](#footnote-2)

person delegated to vote on behalf of no. Shareholders entitled to vote, attested by **a copy of the voting proxies issued by each entitled shareholder**.

I certify, under its own responsibility, the compliance of the proxy to the original and the identity of its Delegating parties, in the name and on behalf of the same, and

**SUB-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), Marcello Casazza born in Vigevano (PV) on 03/09/1991 (C.F. CSZMCL91P03L872S), or by Martina Ranzani born in Garbagnate Milanese (MI) on 02/04/1998 (C.F. RNZMTN98D42D912C), or by Serena Larghi born in Varese (VA) on 27/11/1992 (C.F. LRGSRN92S67L682Q), all domiciled, for the purposes of this proxy, at Studio Legale Trevisan & Associati, Viale Majno n. 45, 20122 – Milan

to attend and vote on behalf of my Delegating parties 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 14 May 2024 (single call),

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 that indicated in the instructions.

Place and Date Signature (legible and in full)

**Voting Instruction:**

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

I, the undersigned Mr./Mrs.

 name of the Delegating party or, if more than one, attach a list of names of the Delegating parties who will vote the same way for all proxies granted to the delegate, who will sign this form on their behalf)

**or if legal person alternatively**

The (name of the Entity/Company)

 (see above)

expressly authorise the Designated Representative and his replacements 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 14 May 2024 (single call),**

|  |  |  |  |
| --- | --- | --- | --- |
| ***O.1. Approval of Statutory Financial Statements as at 31 December 2023 of Saipem S.p.A. Presentation of the Consolidated Financial Statements as at 31 December 2023. Reports by the Board of Directors, the Statutory Auditors, and the External Auditors. Presentation of the Consolidated Non-Financial Statement for the year 2023.*** | □ In favour | □ Against | □ Abstained |
| ***O.2. Resolution relating to the allocation of the result for the year 2023.*** | □ In favour | □ Against | □ Abstained |
| ***O.3.1. Appointment of the Board of Directors. Establishing the number of Board Directors.*** | □ In favour of the proposal presented by the BoD □ In favour of the proposal presented by ……………………………………………………… | □ Against | □ Abstained |
| ***O.3.2. Appointment of the Board of Directors. Establishing the duration of the Board of Directors’ mandate.*** | □ In favour of the proposal presented by the BoD□ In favour of the proposal presented by ……………………………………………………… | □ Against | □ Abstained |
| ***O.3.3. Appointment of the Board of Directors. Appointment of Board Directors.*** | □ In favour of List no. ……… and/or presented by ……………………………………………………………………… | □ Against | □ Abstained |
| ***O.3.4. Appointment of the Board of Directors. Appointment of the Chairman of the Board of Directors.*** | □ In favour of the Chairman of the List no. ……… and/or presented by ……………………………………………………………………… | □ Against | □ Abstained |
| ***O.3.5. Appointment of the Board of Directors. Establishing the remuneration of Board Directors.*** | □ In favour of the proposal presented by ……………………………………………………………………… | □ Against | □ Abstained |
| ***O.4.1. Report on Saipem’s Remuneration Policy and Compensation Paid – 2024.******Approval of the “First Section” of the Report on Saipem’s Remuneration Policy and Compensation Paid, pursuant to Article 123-ter, Paragraph 3-ter, of Legislative Decree no. 58/1998. Remuneration Policy.*** | □ In favour | □ Against | □ Abstained |
| ***O.4.2. Report on Saipem’s Remuneration Policy and Compensation Paid – 2024.******Approval of the “Second Section” of the Report on Saipem’s Remuneration Policy and Compensation Paid, pursuant to Article 123-ter, Paragraph 6, of Legislative Decree no. 58/1998. Compensation Paid.*** | □ In favour | □ Against | □ Abstained |
| ***O.5. Authorisation to buy-back treasury shares for the 2024 allocation of the 2023-2025 Long-Term Variable Incentive Plan.*** | □ In favour | □ Against | □ Abstained |

Place , Date

Signature (legible and in full)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**LIABILITY ACTION**

In case of vote on the liability action proposed pursuant to Article 2393, paragraph 2, of the Italian Civil Code by Shareholders at the time of the approval of the Statutory Financial Statements, I, the undersigned delegate the Designated Representative to vote as follows:

□ IN FAVOUR □ AGAINST □ ABSTAINED

Place and date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**The following documents:**

1. **The Sub- Proxy Form;**
2. **Voting Instructions for each Delegating shareholder;**
3. **A copy of the identity card or equivalent document of the Sub-Delegating party;**
4. **If the Sub-Delegating party is a legal person, a copy of the current valid identity document of the *pro tempore* legal representative or other person with appropriate powers, together with appropriate documentation proving the corporate powers (copy of the Chamber of Commerce registration or similar);**
5. **A copy of the proxies of each Delegating shareholder by virtue of which the sub-proxy is granted;**
6. **If the Delegating shareholder is a legal person, a copy of the current valid identity document of the *pro tempore* legal representative or other person with appropriate powers, together with appropriate documentation proving the corporate powers (copy of the Chamber of Commerce registration or similar);**
7. **A copy of the identity card or equivalent document of the Delegating shareholder;**
8. **A copy of the holding certificate for each Delegating party issued by the 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,** **or by e-mail to rappresentante-** **designato@trevisanlaw.it** **(Ref. “*Delega Assemblea SAIPEM 2024*”), by 12.00 noon on 13 May 2024.**

Signature (legible and in full)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_in name and on behalf of each of my delegating parties

N.B. For any clarification regarding the granting of the proxy (specifically concerning filling in of the proxy form, 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 (during working hours).

**INFORMATION ON PERSONAL DATA PROCESSING**

**Pursuant to Articles 13 e 14 of the Regulation (EU) 2016/679 (the “Regulation”)**

We remind you, in accordance with Articles 13 and 14 of Regulation (EU) 2016/679 ( “**GDPR**”), that the data contained in the proxy form will be processed by Studio Legale Trevisan & Associati (the “**Data Controller**” or the “**Controller**”) for purposes of managing the proxy for the Shareholders’ Meeting, in compliance with the current data protection legislation.

The same data may be viewed by employees of the Data Controller, authorized to process them, in their capacity as Data Processors or Employees for the aforementioned purposes: data may be communicated to specific parties to fulfil legal obligations, regulations or EU legislation, or in accordance with provisions issued by Authorities empowered to do so by law or by supervisory and control bodies. The Data Controller, moreover, for the aforementioned purposes, may require to communicate your personal data to third parties such as, for example, the Trevisan & Associati Law Firm and/or the Company.

Consent is mandatory; without it, it will not be possible for the proxy to attend the Meeting.

The Data Controller is Studio Legale Trevisan & Associati, with offices in Viale Majno n. 45, 20122 - Milan.

The Data Controller can be contacted as follows:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan;

- +39028051133 / +3902877307;

Personal data will be processed, in compliance with the provisions of GDPR, by means of paper, computer and telematic tools, in line with the purposes indicated above and, in any case, with methods that guarantee their security and confidentiality in accordance with the provisions of Article 32 of GDPR. Your personal data will be processed for the time necessary to carry out the purposes described above, at the end of which data will be kept, where necessary, for the period of time prescribed by current regulations.

You have the right to exercise the rights set forth in Articles 15 to 21 of GDPR, *i.e.* to know, at any time, what data of yours is held at the Company, its origin and how it is used, to ask for it to be updated, corrected, supplemented or deleted, blocked, to transferred or to object to its processing by contacting the above-mentioned addresses.

You also have the right to revoke your consent and lodge a complaint with the Guarantor Authority for the Protection of Personal Data, Piazza Venezia n. 11, 00187, Rome (RM).

The above rights may be exercised, *vis-à-vis* the Data Controller, by contacting the addresses indicated above.

The exercise of your rights as a Data Subject is free of charge under Article 12 of GDPR. However, in the case of requests that are manifestly unfounded or excessive, including due to their repetitiveness, the Data Controller may charge you a reasonable expense against administrative costs incurred in handling your request, or reasonably deny carrying out your request.

Place\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and Date\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature (legible and in full)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. 1  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 “*Governance”| “*Shareholders’ Meeting”). **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** **rappresentante-designato@trevisanlaw.it (Ref. “*****Delega Assemblea SAIPEM 2024*”),** **by 12.00 noon on 13 May 2024.** [↑](#footnote-ref-1)
2. In the case of a legal person, specify the capacity of the signatory of the proxy and/or sub-proxy. [↑](#footnote-ref-2)