

MINUTES OF THE ANNUAL GENERAL SHAREHOLDERS'

MEETING OF SAIPEM S.p.A.

APRIL 26, 2010

On April 26, 2010, at 10.00 hrs, the Annual General Shareholders' Meeting of Saipem S.p.A., a subsidiary of Eni S.p.A., convened (second summons) at Saipem's offices in Via Martiri di Cefalonia 67, San Donato Milanese (MI), Italy.

Pursuant to art. 16 of the Company's Articles of Association, the Chairman of the Board of Directors, Marco Mangiagalli, chaired the meeting.

Voting by a show of hands (no votes against) and at the Chairman's proposal, the Shareholders' Meeting unanimously called for the Notary Mr. Domenico Avondola to act as Secretary.

The Chairman informed and advised that:

- notices of Shareholders' Meeting had been published on the following daily newspapers:
"Il Sole 24 Ore", "Corriere della Sera" and "La Repubblica" on March 12, 2010;
- the Shareholders' Meeting was held on the day of the second summons, since on the day of the first summons the necessary quorum, as per art. 2368 of the Italian Civil Code, had not been reached;
- the **Agenda** was as follows:
 - 1. Saipem S.p.A. Statutory Financial Statements at December 31, 2009, Consolidated Financial Statements at December 31, 2009, Reports by the Directors, the Statutory Auditors and the External Auditors.**
 - 2. Allocation of the net profit.**

3. Proposal put forward by the Board of Statutory Auditors to revoke for “objective” cause the audit mandate conferred on PricewaterhouseCoopers S.p.A. and confer a new audit mandate on Reconta Ernst & Young S.p.A.

- the following persons attended the meeting: the Chairman Marco Mangiagalli, the Deputy Chairman and CEO Pietro Franco Tali, the Managing Director Hugh James O’Donnell, the Director Anna Maria Artoni;
- from the Board of Statutory Auditors: Fabio Venegoni, Chairman, Fabrizio Gardi and Adriano Propersi, Statutory Auditors;
- the following Directors justified their absence: Luca Anderlini, Jacques Yves Léost, Pierantonio Nebuloni, Salvatore Sardo and Ian Wybrew-Bond;
- at the Chairman’s request, Mr Giulio Bozzini, Secretary of the Board of Directors, attended the meeting;
- Mr Roberto Ramorini, common representative of savings Shareholders attended the meeting;
- Mr Andrea Alessandri of PricewaterhouseCoopers S.p.A. was also present;
- the following journalists attended the meeting: Stefania Spezzati of MF Dow Jones and Fernando Mancini of Radiocor;
- also in attendance were the following Saipem employees Mr Michele Nebbioli, Mr Marco Villa and Ms Lidia Lucchini in their capacity as scrutineers;

- no written requests were received asking for additional items to be discussed as part of the meeting agenda, pursuant to art. 126 del T.U.F.;
- the share capital, equal to 441,410,900 euro and fully paid up, comprised 441,266,199 ordinary shares and 144,701 savings shares.

Treasury shares on the day the Shareholders' meeting was called amounted to 5,191,647. Voting capital comprises 436,074,552 ordinary shares.

All shares have a nominal value of 1 euro each;

- from the Shareholders register, updated for the Shareholders' meeting, it emerged that the number of ordinary Shareholders stood at 30,674;
- from the Shareholders register and information received pursuant to art. 120 of Law 58/98 by April 20, 2010 and other available information, major Shareholders, holding ordinary shares (with voting rights) in excess of 2% of the share capital, were as follows (altogether their holdings amounted to 54.44% of the share capital):

Shareholder	number of ordinary shares	% held
Eni S.p.A.	189,423,307	42.93%
Capital Research & Management Co.	21,656,293	4.90%
Blackrock Investment Management (UK) Ltd	11,363,254	2.57%
FMR LLC	8,960,641	2.03%
FIL Limited	<u>8,898,844</u>	<u>2.01%</u>
Total	240,302,339	54.44%

- No Shareholders' agreements, as per art. 122 of Law 58/98, are known

to be in place.

- Pursuant to Ministerial Decree 437 of 5/11/98, documents containing the Directors' report and resolution proposals on items on the agenda, have been made available to the public at Saipem's headquarters, at Borsa Italiana S.p.A. and on Saipem's website.
- To carry out the review and certification of the statutory and consolidated financial statements as at 31/12/2009, the limited review of the interim report, and the audit of accounts, the Audit Firm PricewaterhouseCoopers S.p.A. invoiced no. 15,346 man-hours and charged a total, inclusive of ISTAT (National Statistical Institute) increases, of Euro 1,113,992 (reviewed by the relevant bodies and deemed appropriate). These can be broken down as follows:

- statutory financial statements	hrs	8,147	euro	624,058
- consolidated financial stat,	hrs	4,180	euro	303,893
- review of interim report	hrs	1,626	euro	107,000
- audit of accounts	<u>hrs</u>	<u>1,393</u>	<u>euro</u>	<u>79,041</u>
	total	hrs	15,346	euro 1,113,992

- Opening the proceedings pursuant to art. 7, paragraph 2 of "Shareholders' meeting regulations", the Chairman reminded all that each contribution must not exceed 15 minutes.

He stated that any Shareholder may provide only one contribution for each item on the agenda and that, following the discussion, only short voting comments are allowed.

Shareholders vote using remote controls provided at the time of registration. These are activated at the start of the each voting session

for each item on the agenda. Pressing the INFO key on the remote control shows the name of the Shareholder and the number of shares he/she is voting for, either on his own or third party's behalf. In case of Shareholders having one or more proxies, the display on the remote control shows successively the details for each proxy or group of proxies. In the case of a substantial number of proxies, two or more remote controls are provided, in order to facilitate the voting procedure for all shares represented.

- A recording device was switched on to record the meeting in order to allow for the preparation of the minutes of meeting.
- In compliance with current data protection legislation, the Chairman informed that personal data (name, surname, place of birth, address and professional qualifications) of attendees shall be used strictly for the purposes of the current legislation; data shall feature in the minutes of Shareholders' meeting and may be circulated abroad, even outwith the European Union, always within limits and obligations set by current legislation.

The Chairman:

- having ascertained that no. 612 Shareholders were in attendance, either physically or by proxy, representing no. 234,973,738 shares, equal to 53.88% of the share capital, of which 4 in person and 608 by proxy;
- reserved to provide updated information on shares represented before each vote.

Having verified the identity and rights of attendance for all participants, the notices issued by intermediaries and the legitimacy of proxies in line with

current legislation, the Chairman declared the Shareholders' meeting to be valid and fit to resolve on items of the Agenda.

Item one of the Agenda:

1) Saipem S.p.A. Statutory Financial Statements at December 31, 2009, Consolidated Financial Statements at December 31, 2009, Reports by the Directors, the Statutory Auditors and the External Auditors.

The Chairman advised that the Financial Statements of Saipem S.p.A. and the Consolidated Financial Statements of the Saipem Group, along with copies of the financial statements of subsidiary and associated companies, reports and proposals of the Directors, reports of the Statutory Auditors and External Auditors, had been made available to the Shareholders at Saipem's headquarters, at Borsa Italiana S.p.A. and on Saipem's website, in compliance with the provisions of Law.

The Chairman, having started to read out the Directors' report, gave way to the Shareholder Franco Borlenghi, who took the floor and proposed not to read out all Shareholders' meeting documentation, namely the Financial Statements, Directors' report, as well as reports of the Statutory Auditors and External Auditors.

He also proposed to forego the reading of the reports for each item on the agenda and to only read out resolution proposals.

The Shareholders' meeting unanimously approved this proposal.

However, the Chairman illustrated main data of the statutory and consolidated financial statements.

He then opened the discussion on this item.

The Shareholder Franco Borlenghi requested that his contribution be stated

verbatim:

“Good morning Mr Chairman, Messrs Directors and Shareholders, my name is Franco Borlenghi, I am a small but loyal shareholder in this company; we are here today to approve the financial statements, which, despite a fall in demand on the oil markets, are reporting a slight improvement in turnover and operating profits.

We closed 2009 with profits amounting to 10,292 billion, a 2% increase, and our share is regarded by several analysts as one of the most reactive on the Stock Exchange. These large profits have enabled the Board of Directors to distribute a dividend, unchanged from last year, of Euro 0.55 per share, paying out approximately one third of the consolidated adjusted net profits, which is not bad considering the current economic situation. We are still feeling the effects of a serious and real global crisis, which came from afar and affected all industrialized countries leading to recession, a fall in consumer spending, increase in unemployment and turbulence on the markets.

I hope it will be over soon, however, recovery will be slow, weak and is still very far ahead.

Our net financial debt at the end of the year amounted to 2,845 billion, an increase when compared to last year, although, since rates are low there are no problems, only opportunities. Our backlog amounted to 18,73 billion.

Mr Chairman, I think that oil industry spending is showing signs of recovery, despite the continued weakness in demand for hydrocarbons and gas that will lead to oil companies to delay the launch of large infrastructure projects.

Mr Chairman, I would like to know the investments the company is planning for 2010 and what the backlog will be, in view of the recent onshore contract awards amounting to 800 million dollars won in Mexico, Middle East and West Africa.

Thank you for your answers; I will be voting in favour of these very good results and wish all members of the Board to carry on the good and profitable work.

Thank you for your attention”.

The Shareholder Duilio Magnani took the floor and demanded to know:

- the amortization of offshore vessels by type;
- if the 91% average utilization of drilling rigs recorded in 2009 may improve in future;
- if the leverage, increased from 0.74 to 0.83, is going to revert to 0.50 by 2013, and if afterwards the company is planning new investments in the fleet;
- if a new vessel will have to be constructed for the realization of the South Stream gas line.

The Chairman handed over to Pietro Franco Tali.

The Deputy Chairman and C.E.O., responded to the Shareholder Borlenghi's questions, stating that investments for 2010 are forecast at approximately Euro 1.5 billion, to be utilised as follows:

- the completion of the offshore drilling fleet expansion, specifically the soon-to-be-completed drillship Saipem 12.000 and two deepwater semi-submersible drilling rigs, one under construction in Palermo and the other one in China, both of which are to be delivered in the second half

of the year;

- the continuation of investments in the offshore construction sector, mainly on two vessels: FDS2, designed for deepwater developments, and the pipelayer CastorOne, designed to lay large diameter pipelines in ultra-deep waters, in addition to a fabrication yard in Indonesia, all of which are to be completed in 2011.

He also pointed out that the total outlay for the current investment program, about to be completed, is approximately Euro 8 billion over the period 2007-2011.

With regard to the backlog, he stated that in the first quarter of 2010 new contracts had been won amounting to Euro 2.7 billion, thereby fully replacing revenues. He stated that, over the whole year, prospects are good in the onshore infrastructure market: in the Middle East – Saudi Arabia, Kuwait, U.A.E. – there are a number of projects whose contracts are to be awarded soon.

In the offshore sector, a less buoyant market than the onshore sector, 2010 will be a transition year, in view of the longer timeframes required for the study and preparation phases of projects by Clients and the market slow-down during 2009.

However, since our Company managed to replace the backlog in 2009, in a substantially negative market, a repeat performance can be expected in 2010.

The Deputy Chairman and C.E.O. then responded to the Shareholder Duilio Magnani's questions.

With regard to the amortization policies, he detailed the various

amortization models implemented based on the evaluation of a vessel's economic and technical life: in the offshore drilling sector, jack-ups are amortized over twenty years, whereas deepwater drilling rigs are amortized over thirty years.

Onshore drilling rigs are amortized over ten years.

FPSO units are amortized over an average of approximately twenty years, depending on the duration of their long-term contracts and estimated residual economic and technical life.

The amortization of minor vessels ranges on average from fifteen to twenty years.

With respect to leverage, the Deputy Chairman and C.E.O. stated that it will decrease significantly only after the completion of the investment programme aimed at strengthening the fleet, started in 2007 and due to be completed in 2011.

No other large investments are forecast to take place after 2011, barring those aimed at maintaining the quality and size of the fleet, which should cost in the region of Euro 350 to 400 million per annum.

Management therefore expects a steep decrease in leverage once the ongoing investment programme has been completed.

With regard to South Stream, a project characterised by complex geopolitical implications, Saipem will have good prospects, should the project be given the go-ahead, to carry out the offshore scope of works, involving crossing the Black Sea, based on the experience gained on the Blue Stream project. This new undertaking will require significant technological competencies due to the water depths and pipe diameters involved.

This project would be carried out by the new pipelayer CastorOne, currently under construction. No further investment would be required.

Finally, with regard to onshore drilling, a market characterised by short-term contracts (ranging on average from six to twelve months), average utilization of rigs decreased slightly in 2009 due to the global market crisis. Management expects an improvement in 2010.

The Deputy Chairman and C.E.O. also emphasised that, technically, rig utilization can never reach 100%, due to the fact that rigs require to be moved from one area or Country to another.

The Chairman closed the discussion and:

- established and declared that no. 612 Shareholders were in attendance, in person or through proxies, representing no. 234,973,738 shares, equal to 53.88% of the share capital;
- called a ballot (via remote control) on the approval of agenda item 1.

The proposal was approved: no. 233,831,613 votes in favour, no. 620,512 abstentions, no. 521,613 votes against.

The Chairman moved on to address item 2.

2) Allocation of the net profit.

The Chairman proposed the allocation of the company's net profit, amounting to Euro 490,072,384.52 as follows:

- to the deficit generated by the merger by incorporation of Snamprogetti S.p.A. Euro 76,357,670.73;
- to the Shareholders a dividend on the shares in circulation on the ex-coupon date, exclusive of treasury shares held by the Company on that day, of Euro 0.55 per ordinary share and Euro 0.58 per savings share;

- retained earnings of the remaining amount after the aforementioned merger deficit allocation and dividend distribution

and the approval to pay-out dividends from May 27, 2010; ex-coupon date: May 24, 2010.

The Chairman opened the discussion.

Nobody having asked leave to speak, the Chairman:

- established and declared that no. 612 Shareholders were in attendance, in person or through proxies, representing no. 234,973,738 shares, equal to 53.88% of the share capital;
- called a ballot (via remote control) on the approval of agenda item 2.

The proposal was approved: no. 234,973,638 votes in favour, no. 100 abstentions, no votes against.

The Chairman moved on to address item 3.

3) Proposal put forward by the Board of Statutory Auditors to revoke for “objective” cause the audit mandate conferred on PricewaterhouseCoopers S.p.A. and confer a new audit mandate on Reconta Ernst & Young S.p.A.

The Chairman handed over to the Chairman of the Board of Statutory Auditors Fabio Venegoni in order for him to read out the proposal put forward by the Board of Statutory Auditors and shared by the Board of Directors.

The Chairman of the Board of Statutory Auditors reiterated the reasons behind the proposed revocation and conferment, as stated in the letter dated March 10, 2010, which he began reading out.

The Shareholder Franco Aiello, representing Eni, proposed to forego the

reading of the whole proposal and to only read out the resolution proposal.

The Shareholders' meeting unanimously approved.

The text of the proposal put forward by the Board of Statutory Auditors is provided in full hereafter.

“Messrs. Shareholders,

This proposal is in compliance with and for the purposes of art. 159, 2nd paragraph, of Law 59/98, and art. 146 of Issuers' Regulations adopted by Consob (resolution no. 11971/99 and subsequent amendments and addenda – “Issuers' Regulations”).

To ensure that audit activities are carried out efficiently and effectively for the Company and its Group (the “Saipem Group”), we propose the early revocation of the audit assignment of PricewaterhouseCoopers S.p.A. (“PwC”).

We wish to stress that the reason for the revocation is not in any way connected with the activities or PWC's conduct in the performance of the work or their professionalism.

The rationale underlying our proposal is the structure – which you are all aware of - of the Saipem Group and specifically - on one hand - the fact that Saipem is part of a larger Group whose parent company is Eni S.p.A. (“Eni Group” and “Eni” respectively) and – on the other hand – the specific role and business nature, with its own peculiarities and issues, within Eni Group's dynamic.

As you know, PWC's audit appointment by the parent company Eni shall expire, as it reaches its maximum duration allowed by law, with the approval of the Financial Statements at December 31, 2009 (i.e. at the next

Shareholders' meeting) and cannot be renewed, whereas PWC's audit appointment by the Company shall expire, when it reaches its maximum duration allowed by law, with the approval of the Financial Statements at December 31, 2012. Thus, at the next Shareholders' meeting Eni shall have to appoint a different Audit company to Saipem's, since it cannot renew the mandate of the current audit company for three years from the end of the previous mandate, pursuant to art. 159, 4th paragraph, of Law Decree 58/1998.

In light of the above, there will be a misalignment, both in subjective terms and in terms of duration, of audit appointments by Eni and the Company.

We deem such a misalignment inappropriate, especially when considering cost rationalization and efficiency in Group dynamics as well as the need to ensure that you Shareholders and the general public receive information regarding the Company that is as accurate and timely as possible.

The provisions of art. 155, 156, 165 and 165 bis of Law Decree 58/1998 state that the organic responsibility of the external auditors of the parent company for the audit of the consolidated financial statements and the legislator's will to have a common auditor for controlled companies, in order to guarantee consistent evaluations and in-depth knowledge of the Group and increased coordination in information flows.

In practice, shortcomings and inadequacies in Group audits often stem from the plurality of auditors and the ensuing difficulties in coordination and exchange of information between them, which may generate delays and increase the risk of serious information misalignments. Therefore, aligning the audit term with Eni is deemed expedient for operational

reasons as well as the fact that it would guarantee an efficient and effective audit performance leading to a more correct and accurate representation and evaluation of financial information.

Law Decree 58/1998 also provides that the parent company's auditors perform an in-depth assessment of the audits carried out by their subsidiaries' external auditors, i.e. a direct audit of subsidiaries' accounts, and not merely a review of data provided by subsidiaries pertaining to the consolidated financial statements. Specifically, art. 165, paragraph 1-bis provides that the *"firm appointed to audit the accounts of a listed parent company shall be entirely responsible for the audit of the consolidated accounts of the group"* and as such must carry out all necessary activities to ensure that financial information of subsidiary companies appearing in the Group consolidated statements are correct, having certain powers of acknowledgement and inquiry, coupled with specific responsibilities of the auditors and managers of other Group companies.

The role and responsibilities of the Group's auditors are of major importance for the audit of Eni's consolidated financial statements, and particularly for the representation within them of Saipem Group's statements. In fact, as you know, the Saipem Group represents a significant proportion of the Eni Group in various respects, which are all relevant to the organization and performance of audit activities.

Firstly, from a financial standpoint, the Saipem Group generates in excess of 8% of Eni Group's revenues and net profit and more than 10% of its business.

Furthermore, the business and organizational peculiarities imply specific

information requirements and a highly complex organization in constant evolution over many years. In this scenario, some areas of the consolidated and statutory financial statements of the Saipem Group have specific risk profiles and therefore require particular attention and consideration in addition to constant monitoring by the auditors. We refer specifically to contract work in progress and revenues from operations, financial derivatives, current and non-current financial liabilities, inter-company transactions and the process of consolidation.

These characteristics (namely peculiarities in the areas of contract work in progress, where contracts have highly articulated and complex structures involving several companies of the Saipem Group, and subject to the relevant influence of evaluations) are not exceptional circumstances but, as stated above, business characteristics peculiar to the Saipem Group which may require significant attention from Eni Group auditors especially in periods approaching the overall closure of audit activities for the Eni Group itself, especially since, as shown by the standard procedure of recent years, the audit opinion on the Saipem Group consolidated financial statements is finalised shortly before that of the Eni Group.

This tight time differential, already extremely critical with a single auditor for the Eni and Saipem Groups, would, in the case of an audit mandate misalignment, pose severe objective criticalities which could delay, or even hinder – if not prevent – Eni’s auditors from performing and completing audit procedures of documents, re-audit and/or re-performance activities planned to certify audits carried out by Saipem’s auditors and result in the latter being forced to answer – in an extremely tight timeframe – numerous

and exhaustive queries posed by Eni's auditors, pursuant to art. 165, paragraph 1-bis, of Law Decree 58/1998.

The aforementioned scenario makes it therefore expedient, if not strictly necessary, to terminate the mandate of PwC and simultaneously appoint the audit company which will be nominated by Eni.

This would enable both audit mandates to be aligned in subjective terms and in terms of duration, allowing a more organic performance of audit activities and increased efficiency and effectiveness of the relevant procedures.

The procedure we will follow to effect the early termination of the contract is the revocation "for cause", which is the only regulatory option for the early termination of audit contracts.

We have already informed the Board of Directors at the meeting of December 10, 2009 and later at the meeting of March 10, 2010. Furthermore, we informed PwC, in a letter dated February 18, 2010, of our intentions, explaining the underlying reasons behind them, which we wish to stress are in not in any way related with the work or level of professionalism shown in the performance of their audits. PwC sent us their observations on March 1, 2010, declaring that they acknowledge and understand the considerations we put forward in our letter and that they would not object to an early revocation of their mandate.

* * *

"Messrs. Shareholders,

You have been asked to revoke the audit mandate of PricewaterhouseCoopers S.p.A.; this implies, pursuant to art. 159, 2nd paragraph, of Law 59/1998, the simultaneous appointment of a different

audit company for the years 2010-2018. We remind you that the tender issued by Eni S.p.A. for the selection of their own external audit company and the main audit company for the Group, including Saipem, had identified Reconta Ernst & Young, as the tenderer of the best offer, when compared to those presented by the other two tenders Deloitte & Touch and KPMG.

The company is part of the Ernst & Young international network, which provides professional audit, corporate finance, fiscal, legal and organizational consultancy services; the overall network comprises 140,000 human resources operating out of 700 offices in 140 countries worldwide.

All phases of the tender process have been supervised by Saipem's Board of Statutory Auditors, which has approved them.

The appointment comprises, for each year of the nine-year mandate:

- the complete audit of the annual statutory financial statements;
- audit of accounts during the year;
- the complete audit of the annual consolidated financial statements;
- the limited audit of the half-year report.

Consob's notification no. 96003556 of April 18, 1996 indicates as a main parameter for the selection of an external audit company that "the resources employed for the audit and certification be appropriate, in terms of both quality and quantity, to achieve the pre-set objective" and recommends that the choice be made taking into account the specific technical experience of the auditors of the sector in which the Company operates and that the number of man-hours they estimated is adequate.

Due to the nature and peculiarity of this mandate, it was deemed expedient to adopt the criteria of the “most economically advantageous offer” since it enables to evaluate the technical and qualitative aspects of offers received.

The final score allocated to the offers was the combination of the technical score and the price offered (method of the best integrated price).

The best offer that was selected was the one which offered the lowest “integrated price”.

For the technical evaluation, 5 criteria were identified; each criteria was allocated a score based on the weight associated with each criteria.

The scoring model comprises the following parameters:

- professional services already rendered or ongoing;
- network, i.e. being able to ensure that the same methods are applied in all countries of operations;
- approach focused on quality and tailoring the audit proposal to Saipem’s requirements, and the professional profile of resources;
- overall man-hours estimated for the performance of the audit assignment;
- man-hours estimated for the audit of internal controls, pursuant to the Sarbanes Oxley Act.

In order to apply the “lowest integrated price method”, a supplementary percentage was calculated to be added to fees tendered, based on the scores obtained from the technical evaluation.

No supplement was added to the tender presented by Reconta Ernst & Young, since it obtained the best score in technical and qualitative terms.

Tenders were ranked based on the overall offers made for the Saipem Group as well as the aforementioned parameters, as follows:

Lowest integrated price method	D&T	KPMG	REY
Fees from offers	47,943,152	35,843,338	39,001,978
Technical score	2.10	2.82	3.72
Supplementary %	65.3%	36.3%	-
Supplement to fees	31,306,878	13,011,132	-
Integrated fees	79,250,030	48,854,470	39,001,978
Final ranking	3	2	1

Man-hours and fees requested by Reconta Ernst & Young for the audit mandate are detailed as follows:

Audit of the Statutory Financial Statements of Saipem S.p.A.

- *annually for the period 2010 - 2011*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	1,166.00	10%	144.96	169,023.36
Manager	4,081.00	35%	89.28	364,351.68
Senior	3,498.00	30%	51.84	181,336.32
Assistant	2,915.00	25%	26.88	78,355.20
	<u>11,660.00</u>			<u>793,066.56</u>

- *annually for the period 2012 – 2013*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	1,049.40	10%	144.96	152,121.02
Manager	3,672.90	35%	89.28	327,916.51
Senior	3,148.20	30%	51.84	163,202.69
Assistant	2,623.50	25%	26.88	70,519.68
	<u>10,494.00</u>			<u>713,759.90</u>

- *annually for the period 2014 - 2018*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	991.10	10%	144.96	143,669.86
Manager	3,468.85	35%	89.28	309,698.93
Senior	2,973.30	30%	51.84	154,135.87
Assistant	2,477.75	25%	26.,88	66,601.92
	<u>9,911.00</u>			<u>674,106.58</u>

Periodic audits as per art. 155 paragraph 1 letter a) of Law 58/1998

- *annually for the period 2010 - 2011*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	135.70	10%	144.96	19,671.07
Manager	474.95	35%	89.28	42,403.54
Senior	407.10	30%	51.84	21,104.06
Assistant	339.25	25%	26.88	9,119.04
	<u>1,357.00</u>			<u>92,297.71</u>

- *annually for the period 2012 – 2013*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	122.10	10%	144.96	17,699.62
Manager	427.35	35%	89.28	38,153.81
Senior	366.30	30%	51.84	18,988.99
Assistant	305.25	25%	26.88	8,205.12
	<u>1,221.00</u>			<u>83,047.54</u>

- *annually for the period 2014 - 2018*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	115.30	10%	144.96	16,713.89
Manager	403.55	35%	89.28	36,028.94
Senior	345.90	30%	51.84	17,931.46
Assistant	288.25	25%	26.88	7,748.16
	<u>1,153.00</u>			<u>78,422.45</u>

Audit of the Consolidated Financial Statements of Saipem S.p.A.

- *annually for the period 2010 - 2011*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	423.00	10%	144.96	61,318.08

Manager	1,480.50	35%	89.28	132,179.04
Senior	1,269.00	30%	51.84	65,784.96
Assistant	1,057.50	25%	26.88	28,425.60
	<u>4,230.00</u>			<u>287,707.68</u>

- *annually for the period 2012 – 2013*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	380.70	10%	144.96	55,186.27
Manager	1,332.45	35%	89.28	118,961.14
Senior	1,142.10	30%	51.84	59,206.46
Assistant	951.75	25%	26.88	25,583.04
	<u>3,807.00</u>			<u>258,936.91</u>

- *annually for the period 2014 - 2018*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	359.60	10%	144.96	52,127.62
Manager	1,258.60	35%	89.28	112,367.81
Senior	1,078.80	30%	51.84	55,924.99
Assistant	899.00	25%	26.88	24,165.12
	<u>3,596.00</u>			<u>244,585.54</u>

Limited audit of the Consolidated Half-year Report of Saipem S.p.A.

- *annually for the period 2010 - 2011*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	269.10	10%	144.96	39,008.74
Manager	941.85	35%	89.28	84,088.37
Senior	807.30	30%	51.84	41,850.43
Assistant	672.75	25%	26.88	18,083.52
	<u>2,691.00</u>			<u>183,031.06</u>

- *annually for the period 2012 – 2013*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	242.20	10%	144.96	35,109.31
Manager	847.70	35%	89.28	75,682.66
Senior	726.60	30%	51.84	37,666.94
Assistant	605.50	25%	26.88	16,275.84
	<u>2,422.00</u>			<u>164,734.75</u>

- *annually for the period 2014 - 2018*

<u>Category</u>	<u>Man-hours</u>	<u>(%)</u>	<u>Hourly fee</u>	<u>Fee</u>
Partner	228.70	10%	144.96	33,152.35
Manager	800.45	35%	89.28	71,464.18
Senior	686.10	30%	51.84	35,567.42
Assistant	571.75	25%	26.88	15,368.64
	<u>2,287.00</u>			<u>155,552.59</u>

For all audit activities to be carried out in 2010, Reconta Ernst & Young S.p.A. has requested a total fee of Euro 1,356,103 and for the years 2010-2018 a total fee of Euro 10,916,500.

The aforementioned fees, pertaining exclusively to auditing work, were calculated in compliance with the general criteria set forth in art. 145 bis of Issuers' Regulations and are subject to an annual adjustment, equal to 75% of the variation exceeding 6% of the cost of living index (basis January 2010). The cost of living index is that of the country whose currency is on the audit contract (in Italy, the National Statistical Institute ISTAT); the annual adjustments are cumulative and based on contractual fees. Travel and per diem expenses accrued by auditing personnel working outside the auditor's offices will be reimbursed at cost and if reasonable only whenever the audit company does not have offices where the Company is located (Saipem's office in San Donato Milanese is considered to be within the Milan area and will therefore fall within the area of the audit company's Milan office).

The mandate shall entail the performance of services and activities as provided by art 155,156 and 165 of Law Decree 58/1998.

All Reconta Ernst & Young personnel will be led by Pietro Carena, in his capacity as partner responsible for the audit work of Saipem S.p.A. and coordination of Saipem Group audit activities.

The audit of the statutory and consolidated financial statements will be performed in accordance with the audit criteria recommended by Consob.

The reference regulations are the International Financial Reporting Standards adopted by the European Union, in force at the end of each fiscal year. These principles may be subject to change resulting from either new positions taken by the European Commission vis-à-vis their ratification, or the issue of new principles or interpretations by the relevant authorities. The application of new accounting principles, if any, shall comply with the specific provisional regulations wherever provided or, general IFRS regulations relating to changes to the accounting principles.

Audits as per art. 155, 1st paragraph, letter a) of Law Decree 58/1998 shall be performed quarterly, barring particular circumstances requiring more frequent audits. Periodic audits shall extend beyond December 31, 2018, until a new audit company is appointed.

The audit shall be carried out required under art. 41, paragraph 1 of Law Decree 127 of April 9, 1991, amended by Law Decree 32 of February 2, 2007, relating to verification of the reliability of the financial statements and the correspondence of parent company's accounts with data forwarded by subsidiaries included in the scope of consolidation.

With regard to audits aimed at expressing an opinion on the consistency of the Directors' Report and specifically the Report on Corporate Governance and Ownership Structure, limited to information as per art. 123-bis of Law

Decree 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b), with the statutory and consolidated financial statements, pursuant to art. 156, paragraph 4-bis, letter d), of the same Law Decree, the procedures will be applied indicated by accounting principle no. 001 “Opinion on the consistency of the Directors’ Report with the Financial Statements” issued by the “Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili” (Council of Professional Accountants) and recommended by CONSOB in February 2009.

The limited audit review on the half-year consolidated report refers to procedures listed in Consob resolution no. 10867 of July 31, 1997.

* * *

Pursuant to and for the purposes of art. 159 paragraph 2 of Law Decree 58/1998, we propose that you approve the following resolution:

“The Shareholders’ meeting of Saipem S.p.A.,

(a) having acknowledged that:

- the audit mandate conferred by Eni S.p.A on PricewaterhouseCoopers S.p.A. shall expire, as it reaches its maximum duration allowed by law, with the approval of the Financial Statements at December 31, 2009 and cannot be renewed, whereas the audit mandate conferred on the same PricewaterhouseCoopers by the Company shall expire, when it reaches its maximum duration allowed by law, with the approval of the Financial Statements at December 31, 2012;
- at the next Shareholders’ meeting Eni shall have to appoint a different Audit company, since it cannot renew the mandate of the current audit

company for three years from the end of the previous mandate, pursuant to art. 159, paragraph 4, of Law Decree 58/1998;

- in light of the above, there will be a misalignment, both in subjective terms and in terms of duration, of audit appointments by Eni and the Company,
- (b) having deemed that an alignment of audit mandates in terms of duration expedient for operational reasons and since it would guarantee a more efficient and effective audit performance, aimed at providing Shareholders and the general public with information that is as complete, accurate and timely as possible on the Company and its Group;
- (c) having reviewed the proposal put forward by the Board of Statutory Auditors regarding the early revocation for “objective” cause of the audit mandate conferred on PricewaterhouseCoopers S.p.A. and having acknowledged the observations expressed by PricewaterhouseCoopers S.p.A.;
- (d) having stressed that the reasons for the revocation are not in any way related to the activities or conduct of PricewaterhouseCoopers S.p.A. in the performance of the work or their undisputed professionalism;
- (e) having reviewed the proposal put forward by the Board of Statutory Auditors regarding the appointment of Reconta Ernst & Young as Auditors for the years 2010 – 2018.

Resolve:

1. to revoke for “objective” cause the audit mandate conferred on PricewaterhouseCoopers S.p.A. related to the audit of the Statutory

Financial Statements of Saipem S.p.A., the Consolidated Financial Statements, periodic accounts audit during the year and the limited audit of the Half-Year Report;

2. to confer a new mandate for the years 2010-2018 for the audit of the Statutory Financial Statements of Saipem S.p.A., the Consolidated Financial Statements, periodic accounts audit during the year and the limited audit of the Half-Year Report on the company Reconta Ernst & Young S.p.A”.

The Chairman opened the discussion.

At the request of the Shareholder Giancarlo Vaccari, he confirmed that there are no expenses to be borne by the company associated with the revocation of the audit mandate.

The Chairman closed the discussion and:

- established and declared that no. 612 Shareholders were in attendance, in person or through proxies, representing no. 234,973,738 shares, equal to 53.88% of the share capital;
- called a ballot (via remote control) on the approval of agenda item 3.

The proposal was approved: no. 212,398,126 votes in favour, no. 1,714,862 abstentions, no. 20,860,750 votes against.

The Chairman thanked all attendees and adjourned the meeting at 11.10.

The Secretary

(Mr Domenico Avondola)

The Chairman

(Mr Marco Mangiagalli)