

MINUTES OF THE ANNUAL GENERAL SHAREHOLDERS'

MEETING OF SAIPEM S.p.A.

28TH APRIL 2009

On 28th April 2009, 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 vote 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 24th March 2009;
- 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 31st December 2008, Consolidated Financial Statements, Reports by the Directors, the Statutory Auditors and the External Auditors.**
 - 2. Allocation of the net profit.**

3. Review of fees payable to the Audit Company

PricewaterhouseCoopers 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 Directors Luca Anderlini and 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:
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;
- also in attendance were the following Saipem employees Mr Michele Nebbioli, Mr Marco Villa and Ms Lidia Lucchini in their capacity as scrutineers;
- the share capital at 31/12/2008 amounted to 441,410,900 euro, fully paid up, and comprised 441,262,713 ordinary shares and 148,187 savings 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 21,720;
- from the Shareholders register and information received pursuant to art. 120 of Law 58/98 by 22nd April 2009 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 48.16% of the share capital):

Shareholder	number of ordinary shares	% held
Eni S.p.A.	189,423,307	42.91%
Capital Research & Management Co.	23,172,485	5.25%
Total	212,595,792	48.16%

- 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 and at Borsa Italiana S.p.A.
- To carry out the review and certification of the statutory and consolidated financial statements as at 31/12/2008, the limited review of the six-monthly financial report, and the audit of accounts, the Audit Firm PricewaterhouseCoopers S.p.A. invoiced no. 20,502 man-hours and charged a total, inclusive of ISTAT (National Statistical Institute) increases, of 1,239,034 euro (reviewed by the relevant bodies and deemed appropriate). These can be broken down as follows:

- statutory financial statements	hrs	12,224	euro	721,034
- consolidated financial stat.	hrs	4,230	euro	302,996
- review of six-monthly report	hrs	2,691	euro	116,087
- audit of accounts	<u>hrs</u>	<u>1,358</u>	<u>euro</u>	<u>98,917</u>
	total	hrs	20,502	euro 1,239,034

These fees reflect additional work carried out following the merger into Saipem S.p.A. of Snamprogetti S.p.A., Saipem Projects S.p.A. and Ecos Group srl, occurred in 2008.

Item 3 of the agenda detailed the proposal put forward by the Board of Statutory Auditors to approve an increase in fees originally approved for the period 2008-2012, in view of the aforementioned merger.

The audit firm has been awarded an additional fee of 60,000 euro, included in the amount stated in the statutory financial statements, to cover 564 man-hours relating to additional activities required to comply with the fiscal requirements under art. 1 paragraph 92 of Finance Law 2008.

- 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 verified that no. 615 Shareholders were in attendance, either physically or by proxy, representing no. 261,770,253 shares, equal to 59.3% of the share capital, of which 2 on their own behalf and 613 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 legitimation of proxies in line with

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

Item one of the Agenda:

1) Saipem S.p.A. Statutory Financial Statements at 31st December 2008, Consolidated Financial Statements, 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, have been made available to the Shareholders at Saipem's headquarters and at Borsa Italiana S.p.A., in compliance with the provisions of Law.

The Chairman, having started to read out the Directors' report, gave way to Eni's Shareholder by proxy Stefania Tonnarelli 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.

She 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 read out the reports of the external audit firm and illustrated main data of the statutory and consolidated financial statements.

He then opened the discussion on this item.

The Shareholder Duilio Magnani requested information with respect to the

vessels Castor One, Saipem FDS2, FPSO-Gimboa, FPSO-Cidade de Vitoria, Scarabeo 8, Scarabeo 9 and Saipem 12000, and specifically for each of them amounts invested, delivery dates, length of lease contracts and if there are sale commitments for FPSO vessels upon expiry of their contracts.

He also asked when the leverage shall fall from the current 0.74 to a value not exceeding 0.5; what resources had been allocated to research and development; if, at 31/3/09, due to the current difficult financial situation and price of oil, Saipem can envisage contract resolutions or delay in the execution of projects; finally, what level of investments is forecast for 2009. Following a short recess to prepare the answers, the Chairman handed over to Pietro Franco Tali.

The Deputy Chairman and CEO reminded the meeting that questions asked by the Shareholder Magnani pertain to investments made in 2008 both for drilling and offshore construction vessels.

The most significant investments in the Drilling sector comprise Scarabeo 8, Scarabeo 9 and Saipem 12000: their deliveries are expected in the first quarter of 2010, with a financial outlay of approximately 500 million euro each. All vessels are under five-year contracts to start upon their delivery.

In the Offshore Construction sector, there are two FPSO units: Cidade de Vitoria and Gimboa.

The first was delivered to the Client at the end of 2007 under an eleven-year contract for Petrobras, plus an option of a further 2 years.

Gimboa was delivered to the Client at the end of 2008 under a six-year contract for Sonangol plus an option of a further 5 years.

Neither vessel has a purchase option by the Client.

Again in the Offshore sector, two very large vessels are under construction, Castor One, a new Pipe Layer, whose delivery is expected in the third quarter of 2011, costing approximately 530 million euro; and FDS2, a Field Development Ship, whose delivery is expected in the second quarter of 2011, costing approximately 380 million euro.

With regard to the leverage, the Deputy Chairman and CEO pointed out that this could only significantly decrease upon completion of the investment programme to strengthen the fleet, which began in 2006 and is due to conclude in 2011.

Research and development costs for 2008, as posted in the income statement, amounted to 13 million euro, compared to 21 million euro in 2007, when Saipem held a 50% stake in Haldor Topsoe, a company that sold technology and, by its own nature, spent heavily in its specific research sector.

The Deputy Chairman and CEO referred to pages 49, 50 and 51 of the annual report distributed, which details the various research and development initiatives of 2008.

With regard to the danger of experiencing contract resolutions in view of the current global situation, he emphasised how the Company's backlog in the first quarter of 2009 has not recorded any cancellations, but conversely recorded the acquisition of important new contracts.

The future outlook depends on the market and Saipem's position within the industry; the latter is undeniably strong, particularly in key strategic areas where Saipem is viewed as efficient and competitive.

Obviously the drop in demand has given way to very different market

conditions compared to last year.

In those areas where the Company is strongly positioned, there is still a market, albeit undergoing more difficult conditions. We believe that Saipem can weather this negative market cycle and continue to achieve results, both in terms of revenues and contract awards, which compare with those of its peers.

At the request of the Shareholder Magnani, the Deputy Chairman and CEO declared that he was unable to provide the amount of capital to be expended on the two FPSO units, as this is commercially sensitive information vis-à-vis Clients paying long-term lease rates.

The Chairman closed the discussion and:

- established and declared that no. 644 Shareholders were in attendance, in person or through proxies, representing no. 261,808,919 shares, equal to 59.31% of the share capital;
- called a ballot (via remote control) on the approval of the financial statements as at 31st December 2008.

The proposal was approved: no. 258,993,066 votes in favour, no. 2,799,244 abstentions, no. 16,509 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 for the year, amounting to Euro 334,901,969.11 as follows:

- to the legal reserve Euro 1,492,375.67, required to equal one fifth of the share capital, pursuant to art. 2430 of the Italian Civil Code;
- 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 allocation and dividend distribution

and the approval to pay-out dividends from 21st May 2009; ex-coupon date: 18th May 2009.

The Chairman opened the discussion.

The Shareholder Mario Croce took the floor and advised that, as he arrived late, he did not have the opportunity to pose questions relating to item 1.

He asked to be allowed to pose said questions at this stage, even though many were not relevant to the item under discussion and left it to the discretion of the Chairman.

The Chairman agreed to this request, as an exception, and stated that he will not be able to comply with similar requests in the future as they disrupt Shareholders' meeting proceedings.

The Shareholder Croce asked:

what percentage of profits were allocated to dividends and if the Company intended to maintain the current pay-out policy in future; what assumptions underpin Saipem's strategic plans in terms of oil prices and the euro/dollar exchange rate; what is Saipem's relation with Eni and, specifically, is being a subsidiary an advantage or a disadvantage; what percentage of revenues comes from Eni Group companies; are there competitors of Saipem belonging to large oil companies and, if so, is it possible to have information regarding their financial situation on Saipem's website; why is Eni stating that in the first quarter of 2009 it has invested 500 million euro in

strengthening Saipem's fleet and, in general, what are Saipem's source of financing; does Saipem have proprietary oil shale technology; is there or is Saipem planning to have a presence in Iraq; with regard to the High Speed Train consortium, does Saipem employ personnel and why is the Company operating in this sector.

The Chairman handed over to the Deputy Chairman and CEO Pietro Franco Tali, who answered Shareholder Croce's questions.

He reminded the meeting that it had been Company policy from 1998 to distribute a dividend of approximately one third of consolidated net profits.

In the future, the Company shall follow the decisions taken by the Shareholders.

With regard to the outlook for 2009, he envisages a slight increase in gross operating profit. Operating profit should reach approximately 1 billion euro, making 2009 a positive year.

The impact of the global economic crisis should be diluted and delayed as a result of Saipem's particularly high order backlog comprising long-term contracts.

With regard to the euro-dollar exchange rate, he pointed out that it is Company policy to hedge, at the time of contract award, the currency risks of contracts, whose values are approximately 70% in US dollars, whilst a significant portion of costs are in euro.

Saipem's assumptions regarding oil prices concur with those of its Clients, namely international oil companies, whose Brent price forecast for 2009 stands at around 50 US dollar per barrel.

Continuing with his responses, the Deputy Chairman and CEO informed the

meeting that, for many years, revenues from Eni Group companies have been approximately 10% of overall revenues, making it an important client as well as the parent company. Eni is the only oil company that holds a major shareholding in an international contractor.

Eni has correctly posted, in its Interim Report, an investment of 500 million euro to strengthen Saipem's fleet, as the Company is consolidated by Eni using the full consolidation method.

Saipem's financing derives from credit lines made available by Eni and credit institutions, at market rates in both cases.

With regard to oil shale or heavy oil technologies, he advised that Saipem collaborated with several oil companies in developing these technologies.

On the subject of Iraq, the Deputy Chairman and CEO reminded the meeting that a large proportion of the country's oil infrastructure, both pipelines and refineries, were constructed by Saipem and Snamprogetti.

Saipem hopes to resume operations in the country when conditions will become more stable; local authorities are planning to restore oil facilities with sizeable investments and that Saipem and Snamprogetti left a positive reputation in the region. At the moment, it is not possible to speculate on the timing of a possible recovery of operations.

With regard to the High Speed Train consortia, Cepav 1 and Cepav 2, he advised that Saipem's involvement derives from the decision, taken some decades ago, to participate in the civil infrastructure segment.

Within these consortia, Saipem carries out engineering and management activities, whilst construction activities are undertaken by various other companies.

With regard to the proposal to post information regarding Saipem's competitors on its website, he reminded all present that, as Saipem operates in three distinct business sectors, it has a large number of competitors in each segment and it would be too complex an operation to undertake.

He also deemed it inappropriate to post the financial data of competitors.

The Chairman closed the discussion and:

- established and declared that no. 644 Shareholders were in attendance, in person or through proxies, representing no. 261,808,919 shares, equal to 59.31% of the share capital;
- called a ballot (via remote control) on the approval of the net profit allocation.

The proposal was approved: no. 261,749,474 votes in favour, no. 59,345 abstentions, no votes against.

The Chairman moved on to address item 3.

3) Review of fees payable to the Audit Company PricewaterhouseCoopers S.p.A.

The Chairman read out the proposal put forward by the Board of Statutory Auditors and shared by the Board of Directors:

“Messrs Shareholders,

Saipem's Shareholders, at their meeting of 29th April 2004, had appointed PricewaterhouseCoopers S.p.A. as external auditors for the period 2004-2006.

The Shareholders' meeting of 30th April 2007 had extended their contract for an additional 6 years (2007-2012).

On 14th July 2008, the Board of Directors approved the merger by

incorporation into Saipem S.p.A. of Snamprogetti S.p.A., Saipem Projects S.p.A. and Ecos Group srl, based on the merger project approved by the Board on 13th May 2008.

In view of these exceptional circumstances, which could not be anticipated at the time of the original appointment or its extension, PwC submitted a review of current fees.

In order to evaluate their proposed new fees, it is necessary to recap current audit fees for Saipem and merged companies.

	Saipem	Snamprog etti	S. Projects	Ecos	Total
Financial Statements	283,500	282,820	17,850	11,000	595,170
Quarterly Reports	54,600	42,000	4,550	4,000	105,150
<u>Half-year Report</u>	<u>90,300</u>	<u>21,000</u>	<u>0</u>	<u>0</u>	<u>111,300</u>
<u>TOTAL</u>	<u>428,400</u>	<u>345,820</u>	<u>22,400</u>	<u>15,000</u>	<u>811,620</u>

In the years 2009-2012, following the effects of the merger, audit activities will be operating regularly and savings will arise as follows:

	Financial Statements	Quarterly Reports	Half-year Report	Total	Notes
BASE TOTAL	595,170	105,150	111,300	811,620	
Work reduction on Snamprogetti:					
a) no Financial Statements	(10,000)			(10,000)	Approx 140 hrs
b) reduction on the Internal Control System	(20,000)			(20,000)	Approx 285

					hrs
c) reduction on quarterly reports		(21,000)		(21,000)	50%
d) reduction on half-year report			(4,200)	(4,200)	20%
Work Reduction on Saipem Projects:					
a) no Financial Statements	(3,000)			(3,000)	100%
b) reduction in procedures on balances, as no longer required	(14,850)			(14,850)	100%
c) reduction on quarterly reports		(4,550)		(4,550)	100%
Work Reduction on Ecos:					
a) no Financial Statements	(3,300)			(3,000)	Approx 50 hrs
b) reduction on quarterly reports		(2,800)		(2,800)	70%
Total in normal operations	<u>544,020</u>	<u>76,800</u>	<u>107,100</u>	<u>727,920</u>	
TOTAL ROUNDED UP/DOWN	<u>544,000</u>	<u>76,500</u>	<u>107,000</u>	<u>727,500</u>	

However, with regard to activities carried out in 2008, savings expected as a result of the merger have not yet materialised; fees relating to the Financial Statements will rise due to increased audit activities required by the merger itself, and also in view of the fact that it took effect during the year.

The following table shows variations against the aforementioned regular audit activities:

	Financial Statements	Quarterly Reports	Half-year Report	Total
FEES FOR REGULAR AUDIT ACTIVITIES	544,000	76,500	107,000	727,500
Audit Snamprogetti:				
a) no work reduction on the Internal Control System	20,000			20,000
b) three quarterly reports		15,750		15,750
c) Separate half-year report			4,200	4,200
Audit Saipem Projects:				
a) three quarterly reports		3,413		3,413
Addition audit work re merger (described in detail in table below)	70,000			70,000
TOTAL 2008	<u>634,000</u>	<u>95,663</u>	<u>111,200</u>	<u>840,863</u>
TOTAL 2008 ROUNDED				
UP/DOWN	<u>634,000</u>	<u>95,000</u>	<u>111,000</u>	<u>840,000</u>

Additional audit activities resulting from the merger are described in detail in the table below, as indicated by PwC in their offer of 19th February 2009:

Additional audit activities re merger	Man-hours	Fees
a) Accounts analysis of merger under common control		
<i>Analysis of problems and controls of market benchmark.</i>	45	3,150
<i>Meetings with technical committee.</i>	35	2,450
<i>Agreement of approach with company and identification of necessary actions to prepare pro-forma data</i>	20	1,400
	100	7,000
b) Audit of accounts and IT integration process		
<i>Audit of compliance with civil law provisions (merger, deed, etc.)</i>	40	2,800
<i>Audit of 2007 pro-forma data.</i>	90	6,300
<i>Meetings with Finance, HR and other departments to:</i>	160	11,200
- <i>Understand and evaluate activities;</i>		
- <i>Analysis of critical issues and measures taken to address them;</i>		
- <i>Evaluation of adequacy of measures taken.</i>		
<i>Checks on IT procedures used to transfer data. Set up of a team of specialists (Systems Process Assurance).</i>	250	17,500
<i>Audit of merger operations at Saipem SpA and correct closure of books at merged companies.</i>	20	1,400
<i>Valid procedures on balances of companies not audited by PwC (Ecos Group).</i>	10	700
	570	39,900
c) Total review of Financial Statements information		
<i>Audit of comparative balances.</i>	110	7,700
<i>Audit of information supporting comparative data.</i>	90	6,300
	200	14,000

d) New audit approach and detail planning		
<i>Review of project management activities</i>	40	2,800
<i>Elaboration of a new audit plan</i>	40	2,800
<i>Review of risk assessment operations and audit strategy.</i>	50	3,500
	130	9,100
Total additional work	1,000	70,000

Man-hours were multiplied by the average fee of 70€/hour provided for under the current audit contract.

PWC's offer also includes the following activities deriving from the merger, which are free of charge:

Inefficiencies generated by the merger	Man- Hours	Fees
Modification to the audit team and transfer of know how:		
<i>Review of Audit papers Snamprogetti at 31.12.2007</i>	100	7,000
<i>Review of audit papers Snamprogetti at 30.06.2008</i>	40	2,800
<i>Review of the internal control system and censure consistency with Saipem's system</i>	80	5,600
<i>Meeting with outgoing team.</i>	120	8,400
<i>Set up of new databases used for 2008 audit activities following new audit strategy</i>	200	4,000
Total	540	37,800

Man-hours were multiplied by the average fee of 70€/hour provided for under the current audit contract.

PWC's proposal of additional fees can be summed up as follows:

	Current mandate			Year 2008	Years 2009-2012
	Saipem SpA	Merged companies	Total		
Financial Statements	283,500	311,670	595,170	634,000	544,000
Quarterly Reports	54,600	50,550	105,150	95,000	76,500
Half-year Report	90,300	21,000	111,300	111,000	107,000
TOTAL	428,400	383,220	811,620	840,000	727,500

The Board of Statutory Auditors expressed in favour of the review of fees, as these were deemed to be commensurate with the increase in services”.

The Chairman opened the discussion. As nobody asked to speak, he:

- established and declared that no. 644 Shareholders were in attendance, in person or through proxies, representing no. 261,808,919 shares, equal to 59.31% of the share capital;
- called a ballot (via remote control) on item 3 of the agenda.

The proposal was approved: no. 261,739,574 votes in favour, no. 69,045 abstentions, no. 200 votes against.

The Chairman thanked all attendees and adjourned the meeting at 11.40.

The Secretary

(Mr Domenico Avondola)

The Chairman

(Mr Marco Mangiagalli)