



# **Board of Directors' recommendations to the Shareholders of Saipem S.p.A.**

## **Introduction**

The Board of Directors of Saipem S.p.A. carried out the Board-review for its first and only year's mandate with the support of the external consulting firm Egon Zehnder, in compliance with art. 1 (Application Criteria) of the Corporate Governance Code of listed companies.

Taking into account:

- that the Board's mandate expires with the approval of the 2014 financial statements,
- the positive outcome of the self-review that examined the operation of the Board and its Committees, as well as their size and composition,
- elements such as professional competencies, experience and gender of its members, in addition to their length of service,

in view of the renewal of the Board and in compliance with the directions of the Corporate Governance Code, the Board of Directors provides, through the Chairman, the following advice to the Shareholders on the qualitative and quantitative profile of the new Board. Specifically:

- Size
- Composition

## **Size**

All Board Directors:

- consider the current number of directors (9 members) to be appropriate;
- consider the current ratio between Independent (7) and non-independent Directors (2) to be appropriate.

## **Composition**

- All Board Directors wish for continuity for the next Board of Directors through the re-appointment of a significant number of members, so as to ensure stability and a return on investments made for their induction and training.
- Board Directors are aware of the need to increase by at least one person the number of Directors from the least represented gender on the Board, in line with the relevant legal regulations.

Among their competencies and experience, they recommend:

- Maintaining the following competencies already present:
  - Legal competencies;
  - Financial and administrative competencies.

- Strengthening:
  - Sector specific competencies - EPC and/or Oil&Gas;
  - Managerial and international experience;
  - Previous experience on the Board of highly-complex listed companies.

This strengthening could occur through the appointment of a single Board member having the aforementioned competencies and experience.

- The figure of a Chairman to complement in terms of experience and competencies that of the CEO (well in line with the current one).