



### **Information document**

PREPARED IN ACCORDANCE WITH ARTICLE 114-BIS OF LEGISLATIVE DECREE NO. 58/1998 (CONSOLIDATED LAW ON FINANCE) AND ARTICLE 84-BIS OF CONSOB REGULATION NO. 11971 OF 1999 AS AMENDED (ISSUERS' REGULATIONS).

## 2019-2021 Long-Term Variable Incentive Plan

### Introduction

This information document, drawn up in accordance with Article 84-bis (Annex 3A, Scheme 7) of the Issuers' Regulations, has been prepared by Saipem SpA ("Saipem") in order to provide its shareholders and the market with information about the proposed adoption of the 2019-2021 Long-Term Variable Incentive Plan (the "Plan"), approved by Saipem's Board of Directors on March 11, 2019. In accordance with Article 114-bis of the Consolidated Law on Finance, the Plan will be submitted for approval by the Ordinary Shareholders' Meeting convened on April 30, 2019, in a single call, to approve the annual accounts for the year ended on December 31, 2018.

The plan provides for the assignment of free ordinary shares of Saipem upon achievement of the company's performance goals.

The Plan applies to the management of Saipem and its subsidiaries and should be considered as being of "major significance" pursuant to Article 84-bis, paragraph 2 of the Issuers' Regulations, as it is intended for the individuals referred to in Article 114-bis of the Consolidated Law on Finance and in particular:

- i) the Chief Executive Officer - CEO of Saipem;
- ii) Senior Managers with Strategic Responsibilities of Saipem.

This information document is available to the public at the head office of Saipem SpA in Via Martiri di Cefalonia 67, San Donato Milanese (province of Milan) and in the "Governance" section of Saipem's website ([www.Saipem.com](http://www.Saipem.com)). It has also been sent to CONSOB and Borsa Italiana SpA in accordance with the applicable legislation.

### Definitions

The definitions of some of the terms used in this Information Document are given below:

Chief Executive Officer-CEO	Chief Executive Officer of Saipem.
Share(s)	An ordinary share issued by Saipem SpA and listed on the electronic stock exchange of Borsa Italiana SpA, code ISIN IT0005252140.
Assigned Shares	Number of Saipem shares assigned free of charge to Beneficiaries at the end of the established period (Vesting Period and Co-investment/Retention Premium Period) determined in a measure connected to the number of Saipem shares allocated to the target at the outset of the Vesting Period and on reaching certain performance indicators within the terms and at the conditions envisaged by the rules of the Plan. The shares assigned may be increased up to a maximum of 160% of the shares allocated, depending on attainment of the performance indicators.
Allocated Shares	Number of Saipem shares communicated to Beneficiaries at the beginning of the Vesting Period and that can be effectively assigned at the end of a specific period (Vesting Period and Co-Investment/Retention Premium Period) depending on conditions of performance and retention determined in advance by the rules of the Plan. The number of Saipem shares allocated is conventionally defined with respect to a target level of performance.

Beneficiaries	All of Saipem's managerial resources will participate in the Plan. Beneficiaries will be named amongst holders of organisational positions with significant impact on the achievement of business results, also in relation to their performance and skills.
Saipem's Compensation and Nomination Committee	The Compensation and Nomination Committee of Saipem is formed entirely of non-executive independent directors. The composition of the Committee, its election, duties and function are all governed by specific regulations approved by the Board of Directors. It acts in a consultative and advisory capacity with regard to remuneration.
Board of Directors	The Board of Directors of Saipem.
Senior Managers with Strategic Responsibilities	Pursuant to art. 65 paragraph 1, <i>quater</i> of the Issuers Regulations, Saipem's Senior Managers who have the power and the responsibility, either directly or indirectly, for planning, management and control of the company. Saipem's Senior Managers with strategic responsibilities, other than Directors and Statutory Auditors, are those who sit on the Advisory Committee and, in any case, those that report directly to the CEO / Chairman / Board of Directors of Saipem.
Business-Based Objective	Indicator that measures Saipem's medium-to-long-term economic-financial performance, approved by the Board of Directors for each annual allocation of the Plan. The indicator may vary with each allocation and is chosen amongst such profitability indicators as EBITDA or EBIT, the cash flow indicators of free cash flow or Net Financial Position, or other indicators such as ROAIC or Leverage assessed by the Board of Directors as appropriate for measuring expected business performance.
Peer Group	The group of companies used for comparison with Saipem of business results according to defined performance parameters consists of 24 of the main international competitors, particularly 12 in the Engineering & Construction sector (Petrofac, Tecnicas Reunidas, Technip FMC, Subsea 7 SA, Chiyoda, McDermott, Maire Tecnimont, Wood Group, JGC, Oceaneering, Sapura Energy, Worley Parson) and 12 in the Drilling sector (Enasco, Helmerich & Payne, Nabors Industries, Seadrill Ltd, Transocean, Ensign Energy Services Inc, Diamond, Rowan, Noble Corp Plc, Patterson-Uti Energy Inc, Precision Drilling, Odfjell Drilling).
Co-investment / Retention Premium Period	Two-year period commencing on the first day after the end of the Vesting Period; applicable only to beneficiaries identified as Strategic Resources and the Chief Executive Officer.
Date of allocation	Date on which the Board of Directors approves the Plan for every annual allocation.
Allocation price	The price calculated as average of the closing quotations of Saipem share in a period of four months prior to allocation of the shares.
Vesting Period	Three-year period between the date of allocation, when the Board of Directors approves the Plan, and the date on which the shares can be assigned free of charge.
Regulations	The regulations approved by the Board of Directors, governing the conditions for each allocation of the Plan.

Strategic Resources	Managers of Saipem and its subsidiaries identified during the annual implementation of the Plan as being in positions with direct responsibility for the company's results or as being of strategic importance who, on the date of allocation, were employed by and/or in service at Saipem SpA and its subsidiaries, including Saipem's Senior Managers with Strategic Responsibilities and excluding the Chief Executive Officer.
Saipem	Saipem SpA (head office in Via Martiri di Cefalonia 67, San Donato Milanese).
Subsidiaries	Subsidiaries of Saipem SpA pursuant to Article 2359 of the Italian civil code.
Total Shareholder Return (TSR)	Market-based indicator measuring the total return on shareholders' investments, taking into account changes in the share price and dividends distributed on the coupon payment date and then reinvested in the share within a given period of time.
Net Financial Position (NFP)	Business-based indicator that measures Saipem's medium/long-term economic and financial performance.
Return on Average Invested Capital (ROAIC)	Business-based indicator that measures the yield of the capital invested by the company.

## 1. Beneficiaries of the Plan

### 1.1 Names of beneficiaries who are members of the Board of Directors of the issuer, its parent companies or its direct or indirect subsidiaries.

Beneficiaries of the Plan include Saipem's Chief Executive Officer, Mr Stefano Cao.

If the Beneficiaries referred to in paragraph 1.2 include individuals who, under current regulations, are required to be named, including in relation to directorships held within subsidiary companies, the Company will provide the relevant information to the market in the communications issued pursuant to Article 84-bis, paragraph 5, of the Issuers' Regulations.

### 1.2 Categories of employees or collaborators of the issuer and its parent or subsidiary companies.

The Plan is addressed to the managers of Saipem and its subsidiaries named by the CEO related to each allocation of the Plan. The fundamental eligibility criterion for being a beneficiary of the Plan is to be holders of organisational positions with significant impact on the achievement of medium-to-long-term business results, also in relation to individual performance and skills (currently, approximately 430 Saipem managers hold such positions).

### 1.3 Names of beneficiaries belonging to the following groups:

#### a) general managers of the financial instrument issuer;

Not applicable.

#### b) other managers with strategic responsibilities of the financial instrument issuer not classed as "small" pursuant to Article 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, if during the year, their total remuneration (obtained by adding the monetary remuneration to financial instrument-based remuneration) was higher than the highest total remuneration allocated to members of the board of directors or the management board and to the general managers of the

financial instrument issuer.

Not applicable.

- c) individuals controlling the share issuer, who are employees or who collaborate with the share issuer.

Not applicable.

1.4 Description and number (separate for each category):

- a) Senior Managers with Strategic Responsibilities other than those indicated in point 1.3, letter b);

Saipem currently has 14 Senior Managers with Strategic Responsibilities.

- b) in the case of "small" companies, pursuant to Article 3, paragraph 1, letter f) of Regulation 17221 of March 12, 2010, the aggregate indicator for all Senior Managers with Strategic Responsibilities of the financial instrument issuer;

Not applicable.

- c) any other categories of employee or collaborator for whom different Plan characteristics are envisaged.

Not applicable.

## 2 Reasons for Adoption of this Scheme

### 2.1 Objectives to be achieved through allocation of the Plan

The Share-based Long-term Variable Incentive Plan is an incentive designed to maximise the value for the shareholders over the long term and to strengthen management participation in business risk and in the overall improvement of the company's performance.

In line with best international practices and the companies belonging to the FTSE MIB, the aim of the Plan is to fulfil the following objectives:

- greater alignment between the shareholders' medium/long-term interests and management performance, through the allocation of a share-based incentive whose effective assignment is also subject to constant improvement of the Total Shareholder Return, also in relation to two reference Peer Groups;
- focus management on the achievement of medium-to-long-term business objectives to ensure sustainability of Saipem's economic and financial performance;
- guarantee greater alignment of the remuneration package with market practices, creating the conditions for greater management loyalty.

The Plan provides for a three-year Vesting Period, in line with international best practices in the industry.

In order to strengthen the logic of value creation and sustainability in the medium/long-term of the business results, the Plan also provides that, for Strategic Resources, 25% of the shares matured by virtue of the attainment of the performance indicators, cannot be disposed of by the beneficiary and cannot be transferred and/or sold for a period of two years (24 months). At the end of that period, for every share made unavailable, Saipem will assign an additional free share by way of Retention Premium. The Retention Premium aims to further strengthen the alignment of interests between management and shareholders over the medium/long-term and to act as leverage for retention of Strategic Resources. For the CEO, the Plan provides for participation in a Co-Investment

scheme in which the 25% of matured shares cannot be transferred and/or sold for a period of 24 months from the end of the Vesting Period, at the end of which Saipem will assign, in addition to the shares subject to the additional Co-investment period, one free Saipem share for every share made unavailable.

## 2.2 Key variables, including performance indicators, considered for the allocation of plans based on financial instruments.

The incentive levels are defined, in relation to the position covered by the fixed remuneration or the average fixed remuneration, in line with the following principles of Saipem's remuneration policy:

- the remuneration structure for management should be a balanced mix of: i) a fixed component commensurate with the powers and/or assigned responsibilities and ii) a variable component with maximum limits designed to link remuneration to actual performance;
- consistency of overall remuneration compared with applicable market benchmarks for similar positions or roles of a similar level of responsibility and complexity within a panel of companies comparable with Saipem;
- variable remuneration for executive roles having greater influence on company results, characterised by a significant incidence of long-term incentive components through an adequate deferral of incentives over a time frame of at least three years, in accordance with the long-term nature of Saipem's business.

The effective maturation of shares is subject to performance indicators, having the character of suspensory conditions, which are:

- performance of Saipem's Total Shareholder Return (TSR) in relation to two Peer Groups during the three-year reference period;
- economic-financial performance measured at the end of the three-year reference period, achieved with respect to the long-term economic-financial objectives defined in line with the Strategic Plan approved by the Board of Directors (the "Strategic Plan") during the implementation phase of the Plan.

For more details on performance indicators, see paragraph 4.5.

## 2.3 Factors and criteria used to determine the amount of remuneration based on financial instruments, or the criteria for this determination.

See paragraphs 2.2 and 4.5.

### 2.3.1 More detailed information

The value of the number of shares assigned to each Beneficiary is differentiated in relation to the level of responsibility/criticality of their role, and at the end of the Vesting Period may not exceed four times the target value of the shares at the time of their allocation.

For the conditions relative to connection with the performance indicators, see point 4.5.

## 2.4 Reasons underlying any decision to allocate remuneration plans based on financial instruments not issued by the issuer.

Not applicable.

2.5 Considerations regarding significant tax and accounting implications affecting the Plan.

The structure of the Plan has not been influenced by applicable fiscal regulations or accounting issues.

2.6 Support from the Special Fund to incentivise employee share ownership in companies pursuant to Article 4, paragraph 112 of Law no. 350 of December 24, 2003.

Not applicable.

**3 Procedure for approval and time frame for the allocation of instruments**

3.1 Scope of powers and functions delegated by the Shareholders' Meeting to the Board of Directors in order to implement the Plan.

On March 11, 2019, Saipem's Board of Directors, in abstention of the CEO, approved the Plan at the proposal of the Compensation and Nomination Committee and authorised the Plan's submission for approval by the Shareholders' Meeting, pursuant to Article 144 bis of the Consolidated Law on Finance.

Following approval of the plan and financial instruments by the Shareholders' Meeting, the Board of Directors, with the abstention of the CEO, exercising the authority to be granted by that Meeting, will implement the Plan, resolving: i) annual allocation of Saipem shares to the CEO; (ii) approval of the implementation Regulations for each allocation of the Plan; (iii) the criteria for identifying beneficiaries; iv) authority to be granted to the CEO, so that beneficiaries can be individually identified according to the approved criteria; (v) any other terms or conditions relevant to implementation, including provision of financial instruments serving the Plan, where these do not conflict with decisions taken by the Shareholders' Meeting.

3.2 Indication of individuals appointed to administrate the Plan, their duties and functions.

The Board of Directors is responsible for implementing the Plan, availing itself of the instructional and consulting support of the Compensation and Nomination Committee, and has the right to delegate the operational management of the Plan to the competent Human Resources Function, within the restrictions of the implementing regulation of the Plan, on the strength of the instructional and/or consulting activities carried out by the Compensation and Nomination Committee and being understood that every decision concerning and/or related to the allocation and implementation of the Plan for the CEO as beneficiary will remain the exclusive competence of the Board of Directors.

3.3 Existing procedures for revision of plans, also in relation to any changes to its basic objectives.

The competence of the Shareholders' Meeting in cases provided for by law being understood, the Board of Directors, after having consulted with the Compensation and Nomination Committee, is the body with the authority to resolve on possible amendments to the Plan.

During the implementation phase of the Plan, the Board of Directors will determine, at the proposal of the Compensation and Nomination Committee, the Plan regulation that will include any revisionary procedures, terms or conditions of the Plan. These procedures provide for the faculty of the Board of Directors to modify the performance indicators of the Plan in the presence of extraordinary and/or unforeseen situations or circumstances that can significantly influence the results and/or area of Saipem's activities.

3.4 Description of methods used to determine the availability and allocation of the financial instruments on which the Plan is based.

The Plan provides for assignment of Saipem shares free of charge three years after their allocation, in a number that may vary in relation to the individual allocations and the degree of attainment of the Plan's performance indicators. These shares can be either previously issued shares to be acquired pursuant to article 2357 et seq of the Italian Civil Code or already owned by Saipem.

To this end, during the meeting on March 11, 2019, the Board of Directors decided to submit to the Shareholders' Meeting a proposal for authorisation to purchase and make available its own shares in service of the Plan.

3.5 Role played by each director in determining the characteristics of the Plan and any conflict of interests arising concerning the directors in question.

In accordance with the recommendations of the Code of Conduct for Listed Companies, which Saipem adheres to, the conditions of the Plan were defined at the proposal of the Compensation and Nomination Committee, which is composed entirely of non-executive independent directors. The proposal to submit the Plan to the Shareholders' Meeting, pursuant to article 114 bis of the Consolidated Law on Finance, was deliberated by the Board of Directors, in abstention of the CEO, on March 11, 2019, subject to a favourable opinion of the Board of Auditors pursuant to article 2389, paragraph 3 of the Italian Civil Code, under the terms indicated by the cited provision.

3.6 Date of decision taken by the body with the authority to submit the Plan to the Shareholders' Meeting for approval and date of proposal by the compensation committee, if applicable.

The Board of Directors resolved on March 11, 2019, to submit the Plan to the Shareholders' Meeting, on a proposal formulated by the Compensation and Nomination Committee on February 26 and March 7, 2019.

3.7 Date of decision taken by the body responsible for allocation of the instruments and date of the proposal made to that body by the compensation committee, if applicable.

The Plan and the financial instruments required for its implementation are subject to approval by the Shareholders' Meeting convened on April 30, 2019 and in the following years by the Shareholders' Meetings of each year. Implementation of the Plan is resolved annually by the Board of Directors at the proposal of the Compensation and Nomination Committee, by the month of October of every year, for the purpose of allocating the Saipem shares. The assignment of the Saipem shares is made by the end of the year following the conclusion of the three-year performance period and, in any case, after the Vesting Period, following resolution of the results by the Board of Director and after the Compensation and Nomination Committee has audited and approved them.

3.8 Market price, registered on the aforementioned dates, for the underlying financial instruments on which the plans are based, if traded on regulated markets.

Official price of the Saipem share on March 11, 2019 (date on which the Board of Directors decided to submit the proposed Plan to the Shareholders' Meeting): € 4.73.

3.9 In the case of plans based on financial instruments traded on regulated markets, under what terms and how does the issuer take into account, when identifying the timing of the allocation of financial instruments in implementation of the plan, the possible timing coincidence between:

- i) the date of allocation or any decisions taken in that regard by the compensation committee, and
- ii) the diffusion of any significant information in accordance with Article 114, paragraph 1 of the Consolidated Law on Finance; for example, in the case in which that information: a) has not already



been published and could positively influence market quotations, or b) has already been published and could negatively influence market quotations.

Decisions regarding allocation of the Plan will be taken by the Board of Directors in one or more meetings, subject to approval of the Plan by the Shareholders' Meeting, after having consulted with the Compensation and Nomination Committee and the Board of Auditors, in compliance with the regulation in force.

The number of Saipem shares to be allocated to each beneficiary is determined on the basis of a value equal to a predefined percentage of the fixed remuneration or of the average of the fixed remuneration connected to the role covered and with respect to the price of allocation of the Saipem shares.

Please note that the right of beneficiaries to receive shares will mature only after the three-year Vesting Period and only in the face of achieving predetermined performance conditions. It should also be noted that, for the Strategic Resources, 25% of the matured shares will not be available to the beneficiary and may not be transferred and/or sold for a period of two years (24 months). At the end of that period, for every share made unavailable, Saipem will assign an additional free share as a Retention Premium. For the CEO, a two-year Co-investment scheme is provided on 25% of the matured shares. The matured shares subject to Co-investment may not be transferred and/or sold for a period of 24 months from the end of the Vesting Period, after which Saipem will assign, in addition to the shares subject to the further Co-investment period, a further free share for every share made unavailable. Assignment to each beneficiary of the free Saipem shares is made by the end of the year after the one in which the three-year performance measurement period ends, on the basis of the shares allocated and the performance results obtained and resolved by the Board of Directors, after being audited and approved by the Compensation and Nomination Committee.

The Beneficiaries are required to comply with the provisions on the subject of abuse of privileged information contemplated by the applicable legislation and regulations, with particular reference to any transactions of disposal of shares that may be subject to assignment after auditing of the performance objectives.

#### **4. Characteristics of the allocated instruments**

##### **4.1 Description of remuneration plans based on financial instruments.**

The Plan provides for three annual allocations of free Saipem shares, which may be assigned after three years in a measure connected to the performance conditions achieved according to predetermined criteria and parameters and the other related conditions contemplated.

For beneficiaries identified as Strategic Resources, the Plan provides that at the end of the Vesting Period, 25% of the shares matured by virtue of the degree of achievement of the performance conditions will not be available for a further two-year period (Retention Premium Vesting Period), during which beneficiaries cannot in any way dispose of the part of matured shares subject to retention. The effective assignment of an additional 25% will take place only within continued employment and Saipem will assign, along with the shares subject to the further Co-investment period, an additional free share for every share made unavailable.

For the CEO, a two-year Co-investment scheme is provided on 25% of the matured shares. The matured shares subject to Co-investment may not be transferred and/or sold for a period of 24 months from the end of the Vesting Period, after which Saipem will assign, in addition to the shares subject to the further Co-investment Period, a further free share for every share made unavailable.

4.2 Period of effective implementation of the Plan, with reference to any other cycles envisaged

The Plan provides for three annual allocations for the 2019-2021 period. Each allocation is subject to a three-year Vesting Period and consequently, the period of implementation of the Plan is between 2019 (first year of allocation of shares) and 2024 (last year of assignment of the shares); regarding the Strategic Resources, the Plan will last until 2026 (end of the Retention Premium Vesting Period).

4.3 Plan Termination

The Plan will terminate in 2026 on expiry of the Retention Premium Vesting Period relative to the last allocation of 2021.

4.4 Maximum number of financial instruments allocated in each tax year in relation to named individuals or specified categories.

The number of Saipem shares to be allocated will be decided on the basis of a value defined in percentage of the average of the fixed remuneration, seen as the portion of the annual remuneration whose payment is guaranteed, and with respect to the allocation price of the Saipem share.

The number of Saipem shares to be assigned will be defined as a percentage of those allocated, as specified hereafter in point 4.5.

4.5 Terms and conditions for implementation of the Plan, specifying whether the effective allocation of the instruments is subject to conditions being met or results being achieved, including performance-related conditions; description of such conditions and results.

The effective maturation of assigned shares is subject to the achievement of specific performance conditions measured at the end of the three-year reference period based on careful verification of results effectively achieved by the Compensation and Nomination Committee, in support of the decisions taken by the Board of Directors in this regard.

The performance conditions set out in the Plan are linked to the following parameters:

1. Total Shareholder Return (TSR) of the Saipem share, measured on a three-year basis in terms of relative positioning vs. two Peer Groups Engineering & Construction (weight 35%) and Drilling (weight 15%).

TSR measures the total performance of a share as the sum of two components:

- a) capital gain - the ratio between the variation in the share price during the reference period, i.e. the difference between the price recorded at the end of the reference period (calculated as the average of the prices between November 1 and December 31 of the reference year) and the price recorded at the beginning of the reference period (calculated as the average of the prices between November 1 and December 31 of the year preceding that of allocation), and the quotation recorded at the beginning of the same reference period (calculated as the average of the prices between November 1 and December 31 of the year preceding that of allocation);
- b) dividends reinvested: the ratio between the dividend per-share distributed in the reference period and the quotation recorded at the beginning of the reference period (calculated as the average of the prices between November 1 and December 31 of the year preceding that of allocation), weighted to reflect the ratio between the quotation recorded at the end of the reference period (calculated as the average of the prices between November 1 and December 31 of the reference year) and the price recorded on the coupon payment date, as the dividends are considered to be reinvested in the share on that date.

If several dividends are paid out in the reference period, the "dividends reinvested" component is interpreted as the sum of the individual performances of the reinvested dividends.

The calculation is made in local currency, taking as the starting point of the analysis the two months of trading between November 1 and December 31 of the year preceding that of allocation of the first year of the Plan and as the end point of the analysis the month of trading between November 1 and December 31 of the reference year of the last year of allocation of the Plan.

2. Economic and financial objectives: two reference Business-based indicators are set for each annual allocation of the Plan, the following indicators have been identified for the first allocation of the Plan, 2019-2021:

2.1 Net Financial Position (NFP) Adjusted: measured at the end of the three-year performance period (weight 25%);

2.2 Return on Average Invested Capital (ROAIC) Adjusted: measured at the end of the 2021 financial period (weight 25%).

With reference to the Business Based indicators, related to the first allocation, the target level is set in line with the objectives of the Strategic Plan approved by the Board of Directors in February 2019. Furthermore, with reference to the Return on Average Invested Capital (ROAIC) Adjusted the minimum and maximum values are set in line with an EBITDA range of  $\pm 10\%$  in the three-year period 2019-2021 with respect to the objectives of the Strategic Plan.

For subsequent allocations of the Plan, the Board of Directors has the right, after consulting the Compensation and Nomination Committee, to set the economic-financial objectives that best reflect the business priority for the following three years.

The performance conditions operate independently of each other. This means that, in the presence of an adequate performance in at least one of the objectives, a part of the premium will mature regardless of the performance achieved in the other objectives.

Minimum, target and maximum result levels have been established for each of the performance objectives illustrated above. For all the performance objectives, the Plan provides, in favour of the CEO, for the allocation of shares at the target level for an amount equal to 100% of the fixed remuneration, with a maximum deviation up to 160% and minimum down to 40%, while for the Strategic Resources, the target level is 65% of the fixed remuneration with a maximum deviation up to 104% and minimum down to 26%. When results fall below the minimum level of all objectives, Shares will not be assigned.

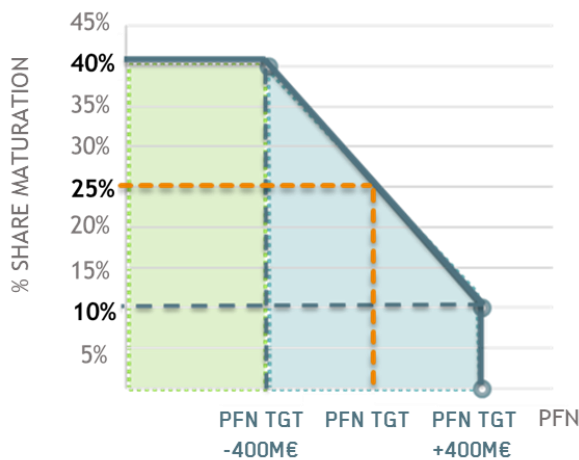
For beneficiaries identified as Strategic Resources, the effective assignment of 25% of the matured shares by virtue of the degree of achievement of the performance objectives is subject to a further suspensory condition of continued employment during the Retention Premium Vesting Period. For the CEO, a two-year Co-investment scheme is provided on 25% of the matured shares.

Finally, the Plan provides for the adoption of clawback clauses that allow for shares to not be assigned at the end of the Vesting Period or to ask for restitution of the value of already assigned shares, or to withhold the value from competences due to beneficiaries, wherever the maturation of these shares took place based on data that was later proven to be manifestly incorrect, or wherever the same shares prove to be not due to individuals that were responsible for the criminal alteration of data for the achievement of related objectives, or had obtained the achievement of the same through violation of laws and regulations, of the Code of Ethics or company rules, without prejudice to any action allowed by the order that protects the company's interests.

**MARKET-BASED INDICATOR: TOTAL SHAREHOLDER RETURN – weight: 50%**

RANKING TSR E6C weight 35%	MULTIPLIER	SHARE MATURATION	RANKING TSR DRILLING weight 15%	MULTIPLIER	SHARE MATURATION
1st place	160 %	56%	1st place	160 %	24%
2nd place	145 %	51%	2nd place	145 %	22%
3rd place	130 %	46%	3rd place	130 %	20%
4th place	115 %	40%	4th place	115 %	17%
5th place	100 %	35%	5th place	100 %	15%
6th place	70 %	25%	6th place	70 %	11%
7th place	40 %	14%	7th place	40 %	6%
8th place	0 %	0%	8th place	0 %	0%
9th place	0 %	0%	9th place	0 %	0%
10th place	0 %	0%	10th place	0 %	0%
11th place	0 %	0%	11th place	0 %	0%
12th place	0 %	0%	12th place	0 %	0%
13th place	0 %	0%	13th place	0 %	0%

**BUSINESS-BASED INDICATOR: ADJUSTED NET FINANCIAL POSITION – weight: 25%**



RESULT (R)	MULTIPLIER	SHARE MATURATION
$R \leq \text{PNF TGT}-400\text{M€}$	160 %	40%
$\text{PNF TGT}-400\text{M€} < R < \text{PNF TGT}$	lin. interp. between 160% and 100%	lin. interp. between 40% and 25%
$R = \text{PNF TGT}$	100 %	25%
$\text{PNF TGT} < R < \text{PNF TGT}+400\text{M€}$	lin. interp. between 100% and 40%	lin. interp. between 25% and 10%
$R = \text{PNF TGT}+400\text{M€}$	40%	10%
$R > \text{PNF TGT}+400\text{M€}$	0 %	0%

**BUSINESS-BASED INDICATOR: RETURN ON AVERAGE INVESTED CAPITAL ADJUSTED – weight: 25%**

RESULT (R)	MULTIPLIER	SHARE MATURATION
$R \geq \text{ROAIC MAX}$	160 %	40%
$\text{ROAIC TGT} < R < \text{ROAIC MAX}$	lin. interp. between 160% and 100%	lin. interp. between 40% and 25%
$R = \text{ROAIC TGT}$	100 %	25%
$\text{ROAIC TGT MIN} < R < \text{ROAIC TGT}$	lin. interp. between 100% and 40%	lin. interp. between 25% and 10%
$R = \text{ROAIC MIN}$	40%	10%
$R < \text{ROAIC MIN}$	0 %	0%

**4.6 Indication of any restrictions on the availability of allocated instruments or on instruments related to the exercise of options, with specific reference to the terms within which the subsequent transfer to the company or a third party is permitted or prohibited.**

Twenty-five percent of the shares matured by beneficiaries identified as Strategic Resources, by virtue of the achievement of the performance objectives, will not be effectively assigned prior to a two-year term subsequent to the end of the Vesting Period. These shares will not be available to beneficiaries, as they are subject to a further suspensory condition of continued employment during the two-year Retention Premium Period.

For the CEO, a co-investment plan equal to 25% of matured shares will be invested for a period of 24 months subsequent to the end of the Vesting Period. During this period, the shares subject to Co-investment cannot be transferred or subject to restrictions or be the object of other acts of *inter vivos* provision for any reason whatsoever.

**4.7 Description of any termination conditions relating to the allocation of plans, in the event that beneficiaries carry out hedging transactions that enable the neutralisation of any prohibitions on the sale of assigned financial instruments, also in the form of options or financial instruments arising from the exercise of these options.**

Not applicable.

**4.8 Effects of termination of employment.**

The effective maturation and subsequent assignment of shares is based on continued employment. In cases of consensual termination of the employment contract, or of transfer and/or loss of control by Saipem of the company in which the beneficiary is employed during the Vesting Period, the value of a predefined percentage of the number of shares allocated will be paid to those having the right to the incentive, on the basis of the price determined at allocation, in a measure proportional to the period elapsed between the allocation and the aforementioned events.

In case of death of the beneficiary, the heirs maintain the right to receive the entire value of the shares allocated at the price determined at allocation.

If the employment contract is terminated unilaterally during the Vesting Period, the shares will not be assigned.

For the CEO, the Plan envisages that the review of the effective number of shares to be assigned will be carried out at the end of the Vesting Period relative to each annual allocation of the Plan, even though this date could be subsequent to the end of their current mandate.

4.9 Possible causes of cancellation of plans.

Any possible causes of cancellation of the Plan will be specified in the Regulations during the implementation of the Plan.

4.10 Reasons relating to the possible "redemption" by the company of financial instruments covered by the plans, pursuant to Articles 2357 et seq of the Italian Civil Code; beneficiaries of the redemption, specifying whether the redemption applies only to certain categories of employees; effects of termination of employment on said redemption.

Not applicable.

4.11 Loans or other benefits to be granted with the purchase of shares, pursuant to Article 2358 of the Italian Civil Code.

Not applicable.

4.12 Expected obligation for the company on the vesting date, as determined on the basis of the defined terms and conditions, for both the total amount and in relation to each instrument of the Plan.

At this stage, on the basis of the defined terms and conditions, for the first allocation of the Plan, it is envisaged that the maximum number of shares that can be assigned upon achieving the maximum result level for all performance conditions is 10,500,000 shares.

4.13 Share dilution effects caused by remuneration plans.

Bearing in mind that the Shareholders' Meeting called to deliberate on the Plan has also been convened to authorise the Board of Directors to purchase and dispose of its own shares in service of the Plan, no dilution effects are currently envisaged.

4.14 Possible restrictions envisaged for exercising the right to vote and for allocation of economic rights.

Once assigned, matured shares will have regular enjoyment, as no restrictions are envisaged for the exercising of their inherent social or economic rights.

4.15 In the case in which the shares are not traded on regulated markets, all information is useful for assessing their attributable value.

Not applicable.

4.16 - 4.22

Not applicable, as they are not stock options.

4.23 Criteria for adjustments made necessary following extraordinary operations on capital and other operations that make it necessary to change the number of underlying instruments (capital increases, extraordinary dividends, groupings or divisions of the underlying shares, merger and split, operations of conversion into other categories of shares, etc.)

When circumstances warrant, the Board of Directors of Saipem may adjust the conditions and terms of the Plan as a result of the following operations:

a) grouping and division of shares representative of the share capital of Saipem;

- b) free of charge increase of the share capital of Saipem;
- c) increase of the share capital of Saipem for payment, also via the issue of shares linked to warrants, bonds convertible into Saipem shares and bonds with warrants for underwriting Saipem shares; the sale of treasury shares not at the service of the share-based incentive Plans is equivalent to a capital increase;
- d) a decrease in Saipem's share capital;
- e) distribution of extraordinary dividends utilising Saipem's reserves;
- f) a company merger, should it affects Saipem's share capital;
- g) a company split of Saipem.

If the company has carried out operations of an extraordinary character on the capital, or other operations that, in any case, have a significant impact on the economic value of the shares allocated to each beneficiary, the Board of Directors, at the proposal of the Compensation and Nomination Committee, shall provide to make possible amendments to the Plan with a view to maintaining unchanged the economic value represented by the shares assignable by the Plan.

**4.24 Issuers of shares shall attach Table 1 to this Information document:**

The table containing information relative to the Plan shall be provided, pursuant to article 84-bis of the Issuers Regulations, following allocation of the shares in the implementation stage of the Plan resolved by the Board of Directors of Saipem.