By certified or ordinary email to:

rappresentante-designato@pec.it or rappresentante-designato@trevisanlaw.it

**Voting instructions:**

## (Section containing information for the Delegate only –Please tick as appropriate**)**

I, the undersigned, Mr/Mrs/Ms

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

**or the following juridical person**

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

(name of Entity / Company)

Having granted a proxy, pursuant to art. 135-novies of Legislative Decree 58/98 for no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Saipem shares as per certification issued by the custodian bank no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

expressly authorize the Delegated Representative and/or his appointees to vote according to the following voting instructions at the Shareholders' Meeting of **Saipem S.p.A.** ISIN code **IT0005252140** convened on:

- **April** **29, 2020 at 10:00 am, single call**,

|  |  |  |  |
| --- | --- | --- | --- |
| 1. Statutory Financial Statements at December 31, 2019 of Saipem S.p.A. Relevant resolutions. Presentation of the Consolidated Financial Statements at December 31, 2019. Reports by the Board of Directors, the Statutory Auditors and the External Auditors. Presentation of the Consolidated Non-Financial Statement for the year 2019.
 | □ In favour | □ Against | □ Abstained |
| 1. Allocation of the result for the year 2019.
 | □ In favour | □ Against | □ Abstained |
| 1. Appointment of a Board Director.
 | □ In favour of the proposal by ……………… | □ Against | □ Abstained |
| 1. Appointment of Statutory Auditors.
 | LIST no.……………………….□Against(all lists) □Abstained(all lists) □ | □ Against | □ Abstained |
| 1. Appointment of the Chairman of the Board of Statutory Auditors.
 | □ In favour | □ Against | □ Abstained |
| 1. Establishing the remuneration of the Statutory Auditors and of the Chairman of the Board of Statutory Auditors.
 | □ In favour of the proposal by ……………… | □ Against | □ Abstained |
| 1. 2020 Report on Saipem’s Remuneration Policy and Paid Compensation: resolutions relating to the first section pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998. Policy on remuneration.
 | □ In favour | □ Against | □ Abstained |
| 1. 2020 Report on Saipem’s Remuneration Policy and Paid Compensation: resolutions relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998. Compensation paid.
 | □ In favour | □ Against | □ Abstained |
| 1. Short-Term Variable Incentive Plan 2021 – 2023, related to the performance over the financial years 2020-2021-2022.
 | □ In favour | □ Against | □ Abstained |
| 1. Authorisation to buy-back treasury shares for the 2021 allocation of the Short-Term Variable Incentive Plan 2021-2023, related to the performance over the financial years 2020-2021-2022.
 | □ In favour | □ Against | □ Abstained |
| 1. Authorisation to buy-back treasury shares for the 2020 allocation of the Long-Term Incentive Plan 2019-2021.
 | □ In favour | □ Against | □ Abstained |

**Privacy policy***Pursuant to art. 13 of the regulation(eu) 2016/679 (“on the protection of natural persons with regard to the processing of personal data and on the free movement of such data”)*

With reference to the personal data, Avv. Dario Trevisan – as Appointed Representative of the Issuer – will get in carrying out its activities in Your favor, we wish to inform You of the following.
**Data Controller**The data controller is Avv. Dario Trevisan, c.f. TRVDRA64E04F205I, domiciled in Milano, viale Majno n. 45. You can contact the Data Controller at the following email address: mail@trevisanlaw.it
**Data Processing purpose**Data contained in the Appointed Representative format will be processed for the following purposes:

a) execution of the assignment received, or for the fulfillments regarding the representation in the shareholders’ meeting and the expression of votes on Your behalf, according to the instructions received;

b) fulfilling legal obligations.

**Legal basis of Data Processing**Data Processing has the following legal basis:

* fulfillment of contractual obligations, as arising from the assignment received;
* fulfillment of a legal obligation to which the Data Controller is subject, even with the Issuer or supervisory authorities or bodies.

**Source of Personal Data**Personal Data is collected directly from You or from public or private archives.
**Data Processing methods**Data Processing will consist in the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of Data.
Data Processing can be carried out by the Data Controller and / or by people authorized by him, with or without the use of electronic or automated means.
Personal Data is processed lawfully, correctly and transparently, in the manner and for the above-mentioned purposes, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.
**Data retention period**In compliance with the principles of lawfulness, limitation and Data minimization purposes, Data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, administrative purposes or in any case required by law.
**Nature of Data provision and consequences of eventual refusal.**With reference to the purposes reported in point a) of the paragraph "Processing Data purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent. With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller
 - as appointed representative of the company - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.
**Personal Data communication and dissemination**Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer.
Employees and collaborators of the Data Controller, specifically authorized to treat them, may access data as well as the Issuer for the fulfillment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register. Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfillment of a legal obligation, or on the basis of instructions given by authorities legitimated by the law or by supervisory and control authorities, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders’ meeting and the expression of votes.
**Data transfer abroad**Data could be transferred to EU countries or to third countries for the purposes of the processing.
**Rights of the Data Subject.**You have the right to request the Data Controller at any time:
- confirmation whether Your personal data has been processed or not, in which case You will be granted to access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing **(right of access)**;
- rectification of inaccurate personal data, or the integration of incomplete one **(right of rectification)**
- erasure of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfillment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in public interest, scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into anonymous form or blocking of data processed in violation of the law (**right to be forgotten**);
- restriction of processing in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with the request of the Data Subject to restrict the processing and not to erase; (iii) Data Subject’s need of the personal data to ascertain, exercise or defend a right before the courts; (iv) opposition to Data Processing pending verification regarding the possible prevalence of our legitimate reasons with respect to Yours **(limitation right).**
You also have the right to submit complaints to the competent supervisory authority (in italy, the italian data protection authority) if You believe that the Data Processing is in violation of the privacy legislation.
In order to exercise Your rights, as well as for any information, You can send an email to mail@trevisanlaw.it