

Statement pursuant to article 84 bis of the Consob Issuers Regulation

The Saipem Board of Directors implements the 2008 Stock Option Plan

San Donato Milanese, 29 July 2008 – As proposed by the Compensation Committee, the Board of Directors has finalised implementation of the 2008 Stock Option Plan, executing the Shareholders' Resolution of 28 April 2008. Consistent with previous plans introduced by Saipem, this plan is intended to provide incentives and enhance loyalty among managers occupying positions with the greatest impact on results, and to ensure that the interests of the beneficiaries of the plan are in line with the creation of shareholder value.

The stock option plan is being implemented through the buy-back of up to 1,700,000 ordinary shares on the Italian automated equities trading market, Mercato Telematico Azionario, for an amount of not more than €58 million, as authorised at the Shareholders' Meeting on 28 April 2008.

The Shareholders' Meeting also conferred full powers on the Board of Directors to implement the Plan, including determination of the share purchase price, identification of beneficiaries, determination of the number of options to be granted, approval of the relevant regulations and a mandate authorising the Chief Executive Officer to implement the Plan, determining the number of options to be granted to each beneficiary.

Consequently the Board of Directors has:

- identified the beneficiaries of the 2008 Stock Option Plan as 93 among whom are the Chief Executive Officer and the Chief Operating Officer of Saipem S.p.A, who have been granted 131,000 options and 63,000 options respectively, the Chief Executive Officer of the subsidiary Saipem sa, with 63,000 options, and the General Manager of Saipem S.p.A.,

with 30,500 options;

- set at 1,339,000 the overall number of stock options to be assigned (1,051,500 to 89 managers of strategic interest of which 9 managers – listed in the enclosed table as category “a” – having regular access to sensitive information and the powers to take managerial decisions that can affect Saipem’s evolution and future prospects) and equivalent to 0.3 % of the share capital.;
- approved the relevant regulations and conferred full powers on the Chief Executive Officer to implement the Plan, determining the number of stock options to be granted to each beneficiary;
- set the exercise price at €25.872, calculated as the higher of the official average share price recorded on the Telematic Stock Market of Borsa Italiana S.p.A. (the Italian Stock Exchange) for the month preceding the date of Stock Option allocation (today) and the average cost of treasury shares held by the company on the day preceding the date of Stock Option allocation.

Assignees bear the full purchase price, as the plan does not provide for any reductions or concessions. A percentage of allocated options will be exercised as determined by the Board of Directors based on the achievement of the TSR performance of the Saipem share versus its six main international competitors by market capitalization over the three-year vesting period. Individual stock allocations range from 1.5 to 4.5 times gross annual remuneration, depending on managerial category, while options can be exercised three years after allocation – four years for managers resident in France – for a maximum subsequent period of three years. Options are personal and cannot be disposed of or transferred, although, once purchased, stock can be disposed of without restriction.

The official stock market price of the underlying shares at the option grant date (29 July 2008) was € 25.10.

Details regarding the 2008 Stock Option Plan are set out in the Information Document drawn up pursuant to art. 84 bis of the Issuers Regulation published on 3 April 2008.

Attachment: Table no. 1 of model 7 of Attachment 3A of Regulation no. 11971/1999

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TABLE 1
(Attachment 3A Issuers Regulation)

Name or category	Position	FORM 2						
		Stock options						
		<u>Section 2</u> New option grants as decided by the body responsible for implementing the shareholders' resolution						
		Date of share-holders' resolution	Description instrument	Number of financial instruments underlying option grants for each beneficiary or category	Date of grant by Board of Directors	Exercise price (Euro)	Fair value of underlying financial instruments at grant date (Euro)	Option maturity
Pietro Franco Tali	Chief Executive Officer	28 April 2008	Saipem Ordinary Share Purchase Rights	131,000	29.7.2008	25.872	25.10	29.7.2014
Hugh James O'Donnell	Chief Operating Officer	28 April 2008	Saipem Ordinary Share Purchase Rights	63,000	29.7.2008	25.872	25.10.	29.7.2014
Jacques Yves Léost	Chief Executive Officer Saipem S.a.(Saipem Director)	28 April 2008	Saipem Ordinary Share Purchase Rights	63,000	29.7.2008	25.872	25.10.	29.7.2015
Yves Inbona	General Manager	28 April 2008	Saipem Ordinary Share Purchase Rights	30,500	29.7.2008	25.872	25.10	29.7.2014
Managers Category a) (no. 9)	-	28 April 2008	Saipem Ordinary Share Purchase Rights	220,000	29.7.2008	25.872	25.10	29.7.2014
Managers of strategic interest (no. 80)	-	28 April 2008	Saipem Ordinary Share Purchase Rights	831,500	29.7.2008	25.872	25.10	29.7.2014 (29.7.2015 for managers resident in French)