



saipem

## **SAIPEM: Notice of Special Shareholders' Meeting of holders of saving shares**

*San Donato Milanese (Milan), March 29, 2013* – Holders of saving shares of Saipem S.p.A. (hereinafter “Saipem” or “Company”) are hereby invited to attend the Special Shareholders' Meeting, which will be held in Saipem's Offices (IV Palazzo Uffici), San Donato Milanese, Via Martiri di Cefalonia 67, at 15.00 p.m. (CET), on April 30, 2013 on first call or on May 2 and May 3, 2013, on second call and third call, respectively.

### **Agenda**

1. Appointment of the Common Representative for holders of saving shares, set the duration of the mandate and remuneration; relevant resolutions

### **Legitimation to attend and to vote in the Special Shareholders' Meeting**

Pursuant to Article 83-sexies of Italian Legislative Decree no. 58 of February 24, 1998 and Article 13.1 of the Articles of Association, legitimation to attend and vote at Special Shareholders' Meetings applies to persons on behalf of whom the intermediary - authorised pursuant to applicable regulations - has transmitted the notification certifying ownership of the relevant right (entitlement must be held by close of business on April 19, 2013 -record date). The notification must be received by Saipem by the end of the third market trading day (April 25, 2013) prior to the date scheduled for the first call of the Special Shareholders' Meeting. Legitimation to attend and to vote shall nonetheless be acknowledged should the notification be received by Saipem at a later date, provided that the latter falls before the start of the Special Shareholders' Meeting. Persons who can prove to be shareholders only after the record date shall not be entitled to participate and to vote in the Special Shareholders' Meeting. Please note that the notification to Saipem is carried out by the intermediary upon request of the person entitled to the right. Persons entitled to vote are required to impart instructions to the intermediary that keeps the relevant accounts, so that the latter may transmit the aforementioned notification to the Company. Any requests by the intermediary relating

to notice or financial costs for performing the pertinent fulfilments are not ascribable to the Company. In order to take part in the Special Shareholders' Meeting, Shareholders holding shares still in certificated form, shall deliver said shares to a financial intermediary in order to have them deposited with the Italian Securities Register Centre and subsequently receive the aforementioned certification required to attend and vote in the meeting.

### **Right to submit questions prior to the Special Shareholders' Meeting**

Pursuant to Article 127-ter of Legislative Decree 58/98, all those with voting rights may submit questions on issues in the agenda prior to the Special Shareholders' Meeting: the questions must be received by the Company by April 27, 2013; the Company does not guarantee an answer to any questions received after said date. The questions may be transmitted by post to the following address:

Saipem S.p.A.

Segreteria Societaria (Domande Assemblea Risparmio 2013)

Via Martiri di Cefalonia, 67

20097 San Donato Milanese (MI) – Italy

via fax addressed to the Saipem Corporate Secretary's Office (Segreteria Societaria) at +39 02 520 44506, via certified email to [saipem@pec.eni.it](mailto:saipem@pec.eni.it), via email to [segreteria.societaria@saipem.com](mailto:segreteria.societaria@saipem.com), or through the appropriate section of the Company's website ([www.saipem.com](http://www.saipem.com) under the section "Shareholders' meeting – Special Shareholders' Meeting of Saving Shares"). The interested parties must provide the information and documentation certifying their entitlement, in compliance with the procedures specified on Saipem's website. Questions received within the aforementioned deadline shall be answered at the latest during the Special Shareholders' Meeting. The Company shall provide a single answer to questions having the same content.

### **Integration of the agenda and resolution proposals on items on the agenda of the Special Shareholders' Meeting**

Pursuant to Article 126-bis of Legislative Decree 58/98 and Article 13.2 of the Articles of Association, Shareholders who, severally or jointly, represent at least one fortieth of Saipem share capital, may request, within ten days as of the date of publication of this notice, that other items be added to the meeting agenda or submit proposed resolution on items already on the agenda. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders meeting resolves at the proposal of the Board of Directors on the basis of a project or report it prepared, other than those specified on the meeting agenda.

Requests must be submitted via registered letter to the Company's registered office or via certified email to [saipem@pec.eni.it](mailto:saipem@pec.eni.it) together with certification attesting ownership of the relevant shareholding. By the same deadline, Shareholders proposing additions or resolutions must send a report stating the reason for their proposals. All Shareholders entitled to vote are allowed to present, in person at the Special Shareholders' meeting, resolution proposals on items on the meeting agenda.

Any further information is available at [www.saipem.com](http://www.saipem.com) under the section "Shareholders' meeting – Special Shareholders' Meeting of Saving Shares".

### **How to vote by proxy**

Pursuant to Article 135-novies of Legislative Decree 58/98 and Article 13.3 of the Articles of Association, parties entitled to vote may nominate a representative in the Special Shareholders' Meeting, in the manner specified by the law.

The proxy may be notified to the Company by post to the following address:

Saipem S.p.A.

Segreteria Societaria (Delega Assemblea Risparmio 2013)

Via Martiri di Cefalonia, 67

20097 San Donato Milanese (MI) - Italy

via fax addressed to the Saipem Corporate Secretary's Office (Segreteria Societaria) at +39 02 520 44506, via certified email to [saipem@pec.eni.it](mailto:saipem@pec.eni.it), or through the appropriate section of the Company's website ([www.saipem.com](http://www.saipem.com) under the section "Shareholders' meeting - Special Shareholders' Meeting of Saving Shares"), according to the procedures specified therein. The proxy and relevant voting instructions can be revoked at any time. A proxy form is available at the Company's registered office or at [www.saipem.com](http://www.saipem.com) under the section "Shareholders' meeting - Special Shareholders' Meeting of Saving Shares".

### **Request for information and Saipem website**

Any further information concerning the Shareholders' Meeting and, in particular, the methods for exercising Shareholders rights, can be obtained by consulting the Company's website ([www.saipem.com](http://www.saipem.com) under the section "Shareholders' meeting - Special Shareholders' Meeting of Saving Shares"), by calling +39 02 520 54276 / 44608, by sending an email to [segreteria.societaria@saipem.com](mailto:segreteria.societaria@saipem.com) or a fax to +39 02 520 44506.

### **Documentation**

The documentation relating to the issues in the agenda, is available to the public at the Company's registered office, at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the Company's website [www.saipem.com](http://www.saipem.com), under the section "Shareholders' meeting - Special Shareholders' Meeting of Saving Shares".

### **Additional information**

Persons entitled to participate in the Special Shareholders' Meeting are invited to arrive before the scheduled start time of the Meeting, so as to facilitate admission procedures; registration operations shall be performed at the venue of the Special Shareholders' Meeting starting from 14.00 hrs.

**In view of the Company's shareholding composition, the Special Shareholders' Meeting is likely to be held on April 30, 2013 (first call, at 15.00 hours).**

On behalf of the Board of Directors

The Chairman

Alberto Meomartini

*Saipem is organised into two Business Units: Engineering & Construction and Drilling, with a strong bias towards oil & gas related activities in remote areas and deepwater. Saipem is a leader in the provision of engineering, procurement, project management and construction services with distinctive capabilities in the design and execution of large-scale offshore and onshore projects, and technological competences such as gas monetisation and heavy oil exploitation.*

**Website:** [www.saipem.com](http://www.saipem.com)

**Main telephone number:** +39-025201

### **Shareholder Information**

Saipem S.p.A., Via Martiri di Cefalonia, 67 - 20097 San Donato Milanese (MI), Italy

### **Relations with Institutional Investors and Financial Analysts:**

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**Fax:** +39-02520.54295

**E-mail:** [investor.relations@saipem.com](mailto:investor.relations@saipem.com)

### **Relations with media:**

**Barabino & Partners**

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