



Rules and Regulations of the Audit and Risk Committee

Approved by the Board of Directors
on June 30,2021

Rules and Regulations of the Audit and Risk Committee of Saipem SpA¹

Art. 1 – Membership and appointment.

The Audit and Risk Committee (hereafter “the Committee”) was set up by means of a resolution of the Board of Directors pursuant to Art. 19 of the Articles of Association of Saipem S.p.A (hereafter “the Company”).

The Committee is made up of three non-executive directors, the majority of whom are independent. The chairman of the Committee is selected among the independent Directors. The Committee, in general, possesses adequate competencies in the areas in which the Company operates, enabling the relevant risk evaluation; at least one Committee member has adequate accounting, financial and risk management experience.

The Board of Directors appoints and revokes the members and Chairman of the Committee.

At the proposal of its Chairman, the Committee appoints a Secretary, who may or may not be a member.

Art. 2 – Duties.

The Committee assists the Board of Directors with consulting and advisory functions, supporting the assessments and decisions of the Board of Directors in carrying out its duties in relation to the Internal Control and Risk Management System, as well as those regarding the approval of the periodic reports of a financial and non-financial nature.

2.1 The Committee supports the Board of Directors with reference to:

- a) defining guidelines for the Internal Control and Risk Management System in line with the strategies of the Company;
- b) assessing, at least twice yearly, the adequacy, efficacy and effective workings of the Internal Control and Risk Management System, vis-à-vis the characteristics of the Company and its risk profile. To this end, the Committee reports to the Board of Directors, at Board meetings indicated by the Chairman thereof, at least upon the approval of the financial statements and the half-yearly report, on work carried out, as well as on the adequacy of the Internal Control and Risk Management System;
- c) approving, at least once a year, the Audit Plan drafted by the Head of the Internal Audit Function and the related Internal Audit budget, as well as any variations thereto arising during the financial year, having heard the opinion of the Board of Statutory Auditors and the CEO;
- d) assessing the expediency of adopting measures to ensure the effectiveness and impartiality of judgment of the other Company functions involved in the controls (namely the risk management functions and the functions assessing the legal and non-compliance risk), verifying that they are equipped with adequate expertise and resources;
- e) granting the Board of Statutory Auditors, or a specially constituted body, the supervisory functions set forth in art. 6, paragraph 1, lett. B) of Legislative Decree no. 231/2001. Should that body not be the Board of Statutory Auditors, the Committee supports the Board of Directors in evaluating the expediency of

¹ The update to these Rules and Regulations was approved by the Board of Directors at the meetings of May 25, 2015, May 23, 2016, June 28, 2018, February 24, 2021, April 27, 2021 and June 30, 2021.

appointing within that body at least one non-executive director and/or a member of the Board of Statutory Auditors and/or the head of the legal or control functions of the Company, to ensure coordination between the various parties involved in the Internal Control and Risk Management System;

- f) providing a description, in the annual Corporate Governance Report, of the essential elements of the Internal Control and Risk Management System, of the methods used for coordinating the individuals involved in it, identifying both national and international models and best practices, providing an assessment of its overall adequacy and reporting on the choices made vis-à-vis the composition of the Supervisory Body described above under letter e);
- g) making an assessment, having consulted with the Board of Statutory Auditors, on the results reported by the independent auditors in the Management Letter and in the additional report sent to the Board of Statutory Auditors;
- h) appointing and removing the Head of the Internal Audit Function and assessing annually the ongoing validity of the requirements recognised at the time of his/her appointment, the adequacy of the resources assigned to him/her for the performance of his/her duties and the definition of the structure of his/her remuneration, fixed and variable, in line with Company policies.

2.2 In assisting the Board of Directors, the Committee:

a) in relation to Risk Management:

- a.1) even when requested by the Director in charge of the Internal Control and Risk Management System, gives its opinion on specific aspects of the process for identifying major Company risks and monitoring of the legal risk and the risk of non-compliance, as well as on planning, implementation and management of the Internal Control and Risk Management System;
- a.2) examines and assesses:
 - i) messages and information received from the Board of Statutory Auditors and its members regarding the Internal Control and Risk Management System, including with reference to the outcome of investigations conducted by Internal Audit following whistleblowing reports received;
 - ii) periodic reports of the Compliance Committee, including in its capacity as Guarantor of the Code of Ethics;
 - iii) information on the Internal Control and Risk Management System related to Company processes, including during periodic meetings with management and/or the Functions assigned by the Company;
 - iv) investigations and examinations conducted by third parties regarding the Internal Control and Risk Management System;
- a.3) acquires, including through specific meetings:
 - i) the reports pursuant to the Compliance and Governance Models adopted in connection with the applicable laws; reporting of risks; statements on the adequacy of the regulatory system made by the various process owners; other information required by corporate procedures;
 - ii) the information made available by General Counsel, Contract Management, Company Affairs and Governance and/or the competent Functions, with particular reference to information relating to the monitoring of the legal risk and the risk of non-compliance;
 - iii) information relating to problems and critical points emerging during the monitoring of the Internal Control and Risk Management System put forward by the Director in charge of the Internal Control and Risk Management System;

- a.4) supports the assessments and decisions of the Board of Directors regarding the management of risks deriving from negative facts that have come to the attention of the Board;

b) in relation to the Internal Audit Process:

- b.1) without prejudice to the fact that the Head of the Internal Audit Function reports directly to the Board of Directors and, on the latter's behalf, to the Chairman, and that management of the functional relationship with the Head of the Internal Audit Function is attributed to the Director in charge of the Internal Control and Risk Management System, the Committee supervises the operations of the Internal Audit Function and those of the Head of the Internal Audit Function so that these are carried out under conditions of independence, due objectivity, competence and professional diligence in accordance with the Company's Code of Ethics.

Specifically, the Committee:

- i) examines the Internal Audit Charter and proposes possible updates thereto to the Board of Directors;
- ii) examines the results of particular significance, periodic reports and indicators of Internal Audit activities;
- iii) examines the periodic reports of the Head of the Internal Audit Function, specifically as regards the way in which risk management is conducted and as regards compliance with plans designed to limit risks, and inspects the evaluation made by the Head of the Internal Audit Function on the suitability of the Internal Control and Risk Management System - to obtain an acceptable overall risk profile;
- iv) examines information received from the Head of the Internal Audit Function and makes prompt assessments falling within its competence to the Board of Directors in the event of:
 - i. serious shortcomings in the irregular and fraudulent act prevention system, or irregular or fraudulent acts committed by management or employees holding positions in the design or workings of the Internal Control and Risk Management System;
 - ii. circumstances that can compromise the independence of the Internal Audit Function and of auditing operations;

c) in relation to periodic financial and non-financial information:

- c.1) having heard the opinion of the Officer responsible for financial reporting, of the independent auditors and of the Board of Statutory Auditors, the Committee evaluates whether accounting standards are utilised properly and whether they are sufficiently homogeneous for the purposes of drafting the annual financial statement and the six-month report prior to their approval by the Board of Directors;
- c.2) assesses that the periodic financial and non-financial information correctly represents the business model, the strategies of the Company, the impact of its activities and its performance, liaising, vis-à-vis the periodic non-financial information, with the Sustainability, Scenarios and Governance Committee;
- c.3) examines the content of the periodic non-financial information relevant for the purposes of the Internal Control and Risk Management System;
- c.4) examines the Report covering the Company's Control System over Financial Reporting prepared by the Officer responsible for financial reporting, at the time of the approval of the preliminary yearly and half-yearly consolidated financial statements;
- c.5) examines the adequacy of powers and resources assigned to the Officer responsible for financial reporting.

2.3 Additional activities.

The Committee carries out other specific activities the final aim of which is to conduct analyses and give

its opinion on matters falling within its field of competence in response to requests for further examination put forward by the Chairman of the Board of Directors, by the Director in charge of the Internal Control and Risk Management System or by at least two members of the Board of Directors at a Board meeting or in writing.

Art. 3 – Working procedures.

- 3.1) The Committee meets periodically, and at any rate as often as necessary to perform its duties correctly - normally on the dates scheduled on the yearly calendar of meetings approved by the Committee itself - at the Company's registered office or at the place indicated in the notification of the convening of the meeting.
- 3.2) Meetings are convened by the Chairman of the Committee or when requested by at least two Committee members to discuss a specific topic considered particularly important.
- 3.3) The notification of the convening of the meeting contains the place, date and time thereof, as well as an agenda of the issues to be discussed. At the request of the Chairman, and normally at least three days prior to the date fixed for the meeting, the notification is sent by the Secretary of the Committee to its Members at the email addresses they have provided. In the event of urgency, the time frame can be shorter, though no less than 12 hours.

Notification of the convening of the meeting is also sent to the Chairman of the Board of Statutory Auditors and to any other parties invited by the Chairman of the Committee to take part in the meeting and, for information, to the Chairman of the Board of Directors, to the Director in charge of the Internal Control and Risk Management System, to the Secretary of the Board of Directors, to the Directors that are not members thereof and to the Secretary of the Board of Statutory Auditors.

- 3.4) Committee meetings are presided over by the Chairman or, if absent or unable to attend, by the eldest Committee member present. The meeting is considered held in the place where the Chairman of the Committee is present.
- 3.5) The Committee meeting is deemed quorate when the majority of its members in office are present. Committee resolutions are passed with the favourable vote of the absolute majority of those in attendance.
- 3.6) Committee meetings can also be held by teleconference or video conference, on condition that anyone taking part can be identified, that their identification is duly recorded in the minutes, that they can follow the proceedings and that they can speak in real time on the topics being discussed, exchanging documentation, if necessary.
- 3.7) Any documentation related to the issues on the agenda is made available to Committee members by the Secretary, in such a way as to ensure the confidentiality of the information contained therein, normally via email at the same time as the convening notice, but at any rate no later than three days prior to the date of the meeting, except in special cases.
- 3.8) The Chairman of the Board of Statutory Auditors, or a statutory auditor designated by him/her, attends Committee meetings. Other statutory auditors may also participate. The Chairman may, from time to time, invite the Director in charge of the Internal Control and Risk Management System, the CFO, the COO and/or other members of the Board of Directors or of Company functions, or third parties, to attend the meetings of the Committee, when their presence might help the Committee improve the performance of its duties.

- 3.9) The Secretary of the Committee is responsible for drafting the minutes of meetings and assisting the Committee with its duties.
The draft of the minutes is submitted to the Chairman of the Committee and to the other members for the sharing of any observations thereon.
The holding of Committee meetings is attested to by minutes which, once signed by the Chair of the meeting and by the Secretary, are filed by the Secretary in chronological order. A copy thereof is forwarded to the members of the Committee, to the Chairman of the Board of Statutory Auditors, or a statutory auditor designated by him/her, attending the Committee meetings. The minutes of Committee meetings are available, upon request, to the members of the Board of Directors and the Statutory Auditors, through a tool which guarantees their confidentiality (Boardvantage or similar).
- 3.10) The Committee Chairman provides reports to the Board of Directors on Committee activities and meetings that occurred after the latest Board of Directors meeting, at the earliest Board meeting possible.
- 3.11) To guarantee the timely exchange of information for the performance of their respective duties and to facilitate coordination of business in common areas of concern, the Committee ensures that a two-way flow of information is established between it and the Board of Statutory Auditors, thereby ensuring that the Company's transactions are conducted in an orderly fashion.

Art. 4 - Powers and resources.

To fulfil its duties, the Committee has the right to access the necessary Company information and departments and to avail of external advisors who do not find themselves in situations that could compromise the impartiality of their opinion, within the limits of the budget approved by the Board of Directors.

On a yearly basis the Committee drafts a budget that it submits for approval to the Board of Directors.

Art. 5 - Changes to these Rules and Regulations.

On a periodical basis, the Committee verifies the suitability of these Rules and Regulations and submits any proposals for modification or integration thereto to the Board of Directors. The Chairman of the Board of Directors may, subject to positive evaluation by the Committee, make purely formal changes deemed necessary to comply with new legal and regulatory provisions, with resolutions made by the Board and with changes to the Company's organisation, and inform the Board thereof.