



**NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, OR IN ANY
OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE
PROHIBITED BY APPLICABLE LAW**

NOTICE TO THE SHAREHOLDERS OF SAIPEM S.P.A.

pursuant to Article 136 of Consob Regulation No. 11971/1999, as amended

PROXY SOLICITATION INITIATED BY

Saipem S.p.A.

**ENTITY RESPONSIBLE FOR SOLICITATION AND COLLECTION OF
PROXIES**

Sodali & Co.

* * *

FOREWORD

This notice contains the key information relating to the solicitation of proxies from the shareholders of Saipem S.p.A. ("**Saipem**" or "**Company**" or "**Issuer**" or "**Promoter**"), which the Promoter intends to carry out pursuant to Articles 136 et seq. of Legislative Decree No. 58/1998 ("**Legislative Decree 58/1998**") and Articles 135 et seq. of Consob Regulation No. 11971/1999 ("**Issuers' Regulation**"), concerning Saipem Shareholders' Meeting (extraordinary session), single call, convened to take place at 9:30 a.m. (CET), on September 25, 2025, in Milan (MI), via Luigi Russolo No. 5, building Spark 1 (the "**Shareholders' Meeting**").

This notice is simultaneously transmitted to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and is posted on the Company's website <https://www.saipem.com> under the section "Governance" - "Shareholders' Meeting".

1. IDENTIFICATION OF THE PROMOTER, THE ISSUER AND OF THE PROXY AGENT

The promoter that intends to solicit proxies is Saipem S.p.A. with registered office in Milan, via Luigi Russolo no. 5, tax code and registration with the Milan Companies Register no. 00825790157, which also acts as the issuer of the ordinary shares for which the proxy is requested. Saipem ordinary shares are traded in Italy on the Euronext Milan Stock Exchange under ISIN code IT0005495657.

The Promoter intends to enlist the assistance of Sodali & Co. S.p.A - a company that provides consultancy, shareholder communications and proxy voting services to listed companies, specialising in the solicitation of proxies and representation in shareholders' meetings, with registered office in Rome, Via XXIV Maggio no. 43, enrolled in the Companies' Register of Rome under no. 1071740/04, Tax Code and VAT no. 08082221006 ("**Soldali & Co.**" or "**Proxy Agent**") - for the solicitation and collection of voting proxies and for the casting of votes at the Saipem Shareholders' Meeting.

2. DATE FOR CONVENING THE MEETING AND LIST OF ITEMS ON THE AGENDA

Saipem Shareholders' Meeting for which the Promoter is soliciting proxies is convened, extraordinary session, to take place at 9:30 a.m. on September 25, 2025, single call, at Saipem registered office in Milan, via Luigi Russolo 5, Spark 1 building.

The agenda of the Shareholders' Meeting, provided in the notice of call, published on 24 July 2025, inter alia, on the Issuer's website (www.saipem.com | Section "Governance" - "Shareholders' Meeting"), is as follows:

1. Approving the common cross border merger plan by incorporation of Subsea 7 S.A. into Saipem S.p.A. Relevant resolutions.

3. PUBLICATION OF THE PROSPECTUS AND PROXY FORM

The prospectus of solicitation and the proxy form will be disclosed and sent to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A. and posted on the Company's website (www.saipem.com | section "Governance" - "Shareholders' Meeting") and on the website of the authorised "eMarket STORAGE" system at

www.emarketstorage.com.

4. WHEN CAN THE PERSON ENTITLED TO VOTE REQUEST THE PROSPECTUS AND THE PROXY FORM FROM THE PROMOTER OR INSPECT THEM AT THE STOCK MARKET MANAGING COMPANY

Shareholders of the Issuer may view or obtain the documents referred to in paragraph 3 above from the website (www.saipem.com | Section "Governance" - "Shareholders' Meeting") as of 25 July 2025.

5. PROPOSED RESOLUTIONS FOR WHICH SOLICITATION IS MADE

The Promoter intends to solicit proxies with reference to the following item on the agenda:

Item on the Agenda	Solicited vote
1. Approving the common cross border merger plan by incorporation of Subsea 7 S.A. into Saipem S.p.A. Relevant resolutions.	<u>IN FAVOUR</u>

The Promoter shall indicate the reasons supporting its voting indication in the prospectus of solicitation made available in the manner and as of the date referred to in paragraphs 3 and 4 above, respectively.

6. ADDITIONAL INFORMATION

Please note that, for the proxy form to be valid, the proxy form must be signed and dated by the person entitled to vote.

The proxy form must be received by the Promoter, through Sodali & Co., by **23:59 on Tuesday, 23 September 2025**, by one of the following methods:

- certified email to: sodali-informationagent@legalmail.it;
- e-mail to: assemblea.saipem@investor.sodali.com;

- by registered mail, mail or hand-delivered to the following address:

Sodali & Co.

Via XXIV Maggio, 43

00187 – Rome

F.A.O. Retail Department

If the proxy form is sent by ordinary email, without prejudice to the validity of the proxy thus transmitted, but to facilitate operational activities, it is recommended that the original or an electronically signed document be sent by post or hand-delivered to Sodali & Co., pursuant to article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005.

The following must be submitted together with the proxy form: (i) in the case of individuals, a copy of their identity document, and (ii) in the case of legal or other entities, a copy of the certificate issued by the Companies Registry or the special power of attorney or other deed, showing the powers of representation of the person signing the proxy in the name and on behalf of the legal/other entity.

The Promoter accepts no liability for the failure to vote in connection with proxies received after the deadline and/or proxies which, although received within the deadline, do not fully comply with the law.

The proxy form can be revoked at any time by means of a written declaration brought to the Promoter's attention, again through the Proxy Agent in the manner indicated above, **by 23:59 on Tuesday 23 September 2025.**

* * *

It should be noted that Shareholders entitled to vote who issue proxies must request that their intermediary send the Issuer, within the terms and according to the procedures provided for by current regulations, proof of their entitlement to participate in and vote at the Shareholders' Meeting.

In relation to participation and voting, it should be noted that:

- (i) pursuant to Article 83-sexies of Legislative Decree 58/1998, entitlement to participate in the shareholders' meeting and to exercise voting rights is certified by a communication to the Issuer sent by the intermediary belonging to the centralised management system of Monte Titoli S.p.A., in favour of the person

entitled to vote, based on their records at the end of the seventh trading day prior to the date set for the shareholders' meeting, single call (16 September 2025 - Record Date);

- (ii) only Shareholders holding voting rights on that date (16 September 2025) will be entitled to attend and vote at the Shareholders' Meeting.

For the purposes of exercising the proxy under solicitation, the Promoter hereby reserves the right to be represented/substituted by one of the following persons, authorised representatives of the Proxy Agent:

- Andrea Di Segni, born in Rome on 17/04/1966, Tax code DSGNDR66D17H501N;
- Fabio Bianconi, born in Urbino on 14/05/1980, Tax code BNCFBA80E14L500I;
- Renato Di Vizia, born in Capaccio on 26/08/1970, Tax code DVZRNT70M26B644G;
- Iolanda Casella, born in Salerno on 18/11/1982, Tax code CSLLND82S58H703T.

Milan, 25 July 2025

Saipem S.p.A.

The Chief Executive Officer

Alessandro Puliti

* * *

This document is not an offer of merger consideration shares in the United States. Neither the merger consideration shares nor any other securities have been or will be registered under the U.S. Securities Act of 1993, as amended (the "**Securities Act**"), and neither the merger consideration shares nor any other securities may be offered, sold or delivered within or into the United



States, except pursuant to an applicable exemption of, or in a transaction not subject to, the Securities Act. This document must not be forwarded, distributed or sent, directly or indirectly, in whole or in part, in or into the United States.