

## PROXY SOLICITATION

### 1. What is a proxy solicitation?

Proxy solicitation is a request addressed to all Shareholders for them to grant proxies on specific voting proposals, accompanied by recommendations, declarations or other indications on voting, pursuant to Articles 136 et seq. of Legislative Decree 58/98 (the “**Solicitation**”).

### 2. Who promoted the Solicitation?

Pursuant to the law - Article 136, letter c) of Legislative Decree 58/98 – Saipem S.p.A. (“**Saipem**” or “**Company**” or “**Issuer**”) is the promoter of the proxy solicitation (the “**Promoter**”).

Solicitation shall be carried out under information criteria that will ensure that Shareholders are able to express their vote in an informed manner and encourage their active engagement in the life of the Company and in particular in the Shareholders' Meeting and the resolutions it will be called upon to approve.

Pursuant to current regulations, as the Promoter coincides with the Issuer, the Promoter may not, under any circumstances, vote - through Sodali & Co (the “**Proxy Agent**”) - in a manner that differs from the instructions indicated in the proxy form. Therefore, in the event that the solicited person granted a proxy to vote in favour of proposals that differ from those formulated by the Promoter, the Proxy Agent shall exercise the vote in compliance with the instructions received from the person accepting the solicitation.

### 3. Who shall be solicited?

Solicitation is addressed to Saipem Shareholders, in view of the Extraordinary Shareholders' Meeting due to take place on 25 September 2025 (single call) and is carried out by the Proxy Agent on behalf of the Promoter.

### 4. On which agenda items is the Solicitation being promoted?

The Promoter intends to carry out the Solicitation with reference to the sole item on the agenda of the Shareholders' Meeting convened for 25 September 2025 and proposes to vote in favour of the sole item on the agenda.

## 5. Why the Solicitation?

The Issuer promotes the Solicitation to enable an easier and more informed exercise of voting rights by Shareholders and, therefore, to encourage the maximum engagement of the Shareholder base on all the items on the agenda. In this perspective, without prejudice to the reasons that have been set forth for the proposal in the Solicitation prospectus published on 25 July 2025, and available on the website [www.saipem.com](http://www.saipem.com) (section “Governance” – “Shareholders’ Meeting”), the Solicitation is - first and foremost and on a general basis - motivated by the Issuer’s intention to offer, also through the appointment of the Proxy Agent and the provision of its services, a tool for the benefit of Shareholders, aimed at increasing, with diligence and in a spirit of fairness and transparency, their awareness of the various issues relating to corporate governance and actively support their effective and sustainable commitment. As the Promoter and the Issuer coincide, to promote the fullest possible information, Shareholders are invited to examine the report prepared by the Board of Directors pursuant to Article 2501-*quinques* of the Italian Civil Code and Article 21 of Legislative Decree 19/2023 (also valid for the purposes of Article 125-*ter* of Legislative Decree 58/1998) on the sole item on the agenda of the Shareholders’ Meeting, published on the Issuer's website at [www.saipem.com](http://www.saipem.com) (section "Governance" - "Shareholders' Meeting").

## 6. How to vote through Solicitation?

Shareholders entitled to participate in the Shareholders’ Meeting may freely grant a proxy with voting instructions to the Promoter, through the Proxy Agent.

Proxies are granted by completing and signing the proxy form available at [www.saipem.com](http://www.saipem.com) (section “Governance” – “Shareholders’ Meeting”), or the Proxy Agent’s website, <https://transactions.sodali.com/>, or by making a request directly to Sodali & Co calling the following telephone numbers 800 126 357 / +39 06 85870334, from Monday to Friday from 9:00 am to 6:00 pm (CET), or emailing [assemblea.saipem@investor.sodali.com](mailto:assemblea.saipem@investor.sodali.com).

Proxy forms must be received by the Promoter, through Sodali & Co, no later than 23:59 on 23 September 2025 ("**Proxy Deadline**"). They can be sent using one of the following methods ("**Proxy Methods**"):

- by email to [assemblea.saipem@investor.sodali.com](mailto:assemblea.saipem@investor.sodali.com);
- by certified email (PEC) to [sodali-informationagent@legalmail.it](mailto:sodali-informationagent@legalmail.it);

- by post or hand delivered to the following address: Sodali & Co S.p.A. - Via XXIV Maggio, 43 - 00187 - Rome – F.A.O. the Retail Department.

If the proxy is sent by 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 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;
- (iii) copy of the notice attesting ownership of the shares sent by the intermediaries to the Company.

The notice sent to the Company by the intermediary, certifying the entitlement to attend and vote at the shareholders' meeting, **is required**: without the aforementioned communication, the proxy shall be considered null and void.

#### 7. It is possible to revoke the proxy?

The proxy 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 23 September 2025.

#### 8. Who is the Proxy Agent?

The Promoter appointed Sodali & Co as **Proxy Agent** to carry out the solicitation, collection of voting proxies and to cast votes at the Shareholders' Meeting, in accordance with the proxies granted as a result of and within the scope of the Solicitation. The Proxy Agent has its registered office in Rome (00187), at Via XXIV Maggio no. 43.