

Cross-border merger plan by incorporation of Subsea 7 S.A. into Saipem S.p.A.

AUDITORS' REPORT

relating to the Exchange Ratio of shares
pursuant to article 2501 sexies of the Italian Civil Code and article 22 of
the Italian Legislative Decree n. 19 of 2 March 2023, as subsequently
amended (*)

(Translation from the original Italian text)

(*) *With respect to the CONSOB Communication N. 73063 of 5 October 2000, this report does not express an opinion on the fairness of the transaction, the value of the security, or the adequacy of consideration to shareholders and therefore the issuance of the report would not impair the independence of EY S.p.A. under the U.S. independence requirements.*

Auditors' report relating to the Exchange Ratio of shares pursuant to art. 2501 *sexies* of the Italian Civil Code and article 22 of the Italian Legislative Decree n. 19 of 2 March 2023, as subsequently amended
(Translation from the original Italian text)

To the Shareholders of
Saipem S.p.A.

1. Objective, subject and scope of the engagement

In connection with the planned cross-border merger by incorporation (the "Merger") of Subsea 7 S.A. ("Subsea7" or the "Absorbed Company") into Saipem S.p.A. ("Saipem" or the "Surviving Company" and together with Subsea7, the "Merging Companies" or the "Companies"), on 3 April 2025 we have been appointed as expert by the Milan Court, based on the request of Saipem on 20 March 2025, to prepare our report (the "Report") on the exchange ratio of the shares of the Surviving Company with those of the Absorbed Company (the "Exchange Ratio") in accordance with article 2501 *sexies* of the Italian Civil Code and article 22 of the Italian Legislative Decree n. 19 of 2 March 2023, as subsequently amended.

For this purpose, we have been provided by Saipem with the common cross-border merger plan relating to the merger by incorporation of Subsea7 into Saipem (the "Common Merger Plan") prepared together by the respective Board of Directors of Merging Companies and approved on 23 July 2025, accompanied by the explanatory report of the Board of Directors of Saipem, approved on 23 July 2025, which identifies, explains and justifies, pursuant to article 2501 *quinquies* of the Italian Civil Code, the Exchange Ratio (the "Directors' Report"), as well as the interim financial statements as at 30 June 2025, approved by the Board of Directors on 23 July 2025, prepared for the purposes of article 2501 *quarter*, comma 1, of the Italian Civil Code.

The proposed Common Merger Plan will be subject to approval at an Extraordinary General Meeting of the Saipem (the "Extraordinary General Meeting"), to be held on 25 September 2025.

In order to provide the Shareholders with adequate information regarding the Exchange Ratio, this Report illustrates the methods adopted by the Board of Directors in determining the Exchange Ratio and the difficulties encountered by them. In addition, this Report also indicates whether, under the circumstances, such methods are reasonable and not arbitrary, whether the Board of Directors have considered the respective importance of such methods and whether the methods have been correctly applied.

In our examination of the valuation methods adopted by the Directors we have not carried out a valuation of the Merging Companies. This was done solely by the Board of Directors of the Merging Companies and the financial advisors appointed by them.

The Board of Directors of Saipem has used, taking it into consideration for the purpose of its own valuations and considerations, also the work performed by its financial advisor Goldman Sachs Bank Europe SE, Succursale Italia (also "Goldman Sachs") and Deutsche Bank AG, Milan Branch (also "Deutsche Bank", and together with Goldman Sachs the "Financial Advisors"), that each provided their opinions, on 23 July 2025 and 22 July 2025 respectively, to the Board of Directors of Saipem (each opinion, the "Opinion" and, together, the "Opinions").

The procedures described in this Report have been performed by us solely for the purposes of expressing an opinion on the valuation criteria adopted by the Board of Directors of Saipem to determine the Exchange Ratio and accordingly:

- they are not valid for different purposes;
- they do not constitute for any reason a valuation on the opportunity of the merger, neither on the reasons for the merger expressed in the Directors' Report.

2. Summary of the transaction

The Boards of Directors of the Merging Companies have worked together to create the Common Merger Plan of the cross border merger (the "Common Merger Plan") with a view to completing a cross-border merger pursuant to the provisions of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017, regarding a number of aspects of company law, as amended and supplemented by Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019 (the "Mobility Directive"). The provisions regarding cross-border mergers have been incorporated into Italian law through Italian Legislative Decree No. 19 of 2 March 2023, as amended ("Decree 19/2023") and into Luxembourg legislation by the Luxembourg Law of 10 August 1915 regarding commercial companies, as amended by the Luxembourg Law implementing the Mobility Directive (the "Luxembourg Companies Law").

On 23 February 2025, Saipem and Subsea7 signed a memorandum of understanding (the "MoU"), with a view to establishing the terms of a possible merger of Subsea7 into Saipem, including the exchange ratio and the general principles of governance of the group following the proposed transaction. On the same date, the relevant shareholders of Saipem and Subsea7, namely: (i) CDP Equity S.p.A. ("CDP Equity"); (ii) Eni S.p.A. ("Eni"); and (iii) Siem Industries S.A. ("Siem Industries" with CDP Equity and Eni referred to collectively as the "Reference Shareholders") signed a separate memorandum of understanding, committing to support the proposed merger transaction and agreeing to the terms of a shareholders' agreement which will become effective upon completion of the aforementioned transaction.

On 23 July 2025, Saipem and Subsea7 signed a binding agreement in which the definitive terms of the proposed merger (the "Merger Agreement") were established. On the same date, the Reference Shareholders entered into a shareholders' agreement relating to the company resulting from the Merger (the "Merger Shareholders' Agreement"), which is significant according to Article 122 of Italian Legislative Decree No. 58 of 1998 (the "Italian Consolidated Law on Finance"), whose effectiveness is dependent upon the effectiveness of the merger itself.

The Merger Agreement stipulates, *inter alia*, the terms of the merger transaction, the mutual obligations of the parties with regard to the Merger, and the conditions precedent to the completion of the transaction and the effectiveness of the merger itself.

Following the Merger, Subsea7 will be incorporated into Saipem, thus ceasing to exist as a separate entity. Accordingly, Saipem will acquire all of Subsea7's assets and liabilities, as well as all other legal relationships. Upon completion of the Merger, Saipem will also adopt the name "Saipem7 S.p.A.".

Directors highlight in the Director's Report that the signing of the Deed of Merger regarding the Merger itself (the "Deed of Merger") is subject to the fulfilment (or failure to fulfil, as applicable) each of the following conditions precedent (the "Conditions Precedent"):

- (i) the Merger is authorised by the competent antitrust authorities as required by applicable legislation, it being understood that if the antitrust authorities impose remedies that imply the transfer of assets by Subsea7 and/or Saipem for an aggregate countervalue in excess of Euro

500,000,000.00 (five hundred million/00), the Merging Companies may withdraw from the Merger Agreement and not complete the Merger;

- (ii) the Merger is authorised by the competent regulatory and governmental authorities required by applicable legislation;
- (iii) the Merger obtains the authorisation from the European Commission pursuant to Regulation (EU) 2022/2560 of the European Parliament and of the Council dated 14 December 2022, regarding foreign subsidies distorting the internal market;
- (iv) the convening of the Extraordinary Shareholders' Meeting of Saipem and the approval of the Common Draft Terms of Merger and the Articles of Association, has been resolved with the majorities required pursuant to Article 49, paragraph 1, letter g) of the Issuers' Regulations;
- (v) the convening of the Extraordinary Shareholders' Meeting of Subsea7 and the approval of the Common Draft Terms of Merger;
- (vi) the total amount in cash, calculated on the basis of the Withdrawal Fee (as defined in Paragraph 9), which must be paid by Saipem to the shareholders of Subsea7 who are entitled to this, does not exceed Euro 500,000,000.00 (five hundred million/00);
- (vii) with regard to Saipem, the expiry of the deadline for opposition by creditors and bondholders, pursuant to the relevant legal provisions, with the conclusion of any proceedings or the issue of one or more orders by the competent court(s), enabling the Merger to go ahead despite the pending processes; and
- (viii) the listing of the New Shares (as defined below) on Euronext Milan and Euronext Oslo, and the listing of the shares of the Surviving Company (including New Shares) on Euronext Oslo, will have been authorised by all competent regulatory authorities (such authorisations being subject only to the completion of the Merger and the issuance of the New Shares to Subsea7 shareholders in accordance with the Common Merger Plan).

The Conditions Precedent must be fulfilled (or rejected) by 31 December 2026. In cases where not all of the Conditions Precedent have been fulfilled or rejected by the above-mentioned date, the Deed of Merger will not be signed.

In addition to the Conditions Precedent referred to above, before the signing date of the Deed of Merger, all formalities preliminary to the Merger must have been satisfied, including the delivery by the Luxembourg notary selected by Subsea7 of the certificate which attests the correct execution of the deeds and formalities preliminary to the Merger.

The Directors' Report highlight therefore, the post-Merger Articles of Association, which will enter into force on the Effective Date of the Merger, grants shareholders enhanced voting rights in accordance with article 127-*quinquies* of the Italian Consolidated Law on Finance under the terms illustrated in Directors' Report.

3. Documentation utilized

In performing our work, we obtained directly from Saipem such documentation and information as was considered useful in the circumstances. We analyzed such documentation received and, in particular:

- a) the Common Merger Plan and the Directors' Report of Saipem that will be presented to the Ordinary and Extraordinary Meetings, that propose the following Exchange Ratio:
 - ▶ No. 6.688 (six point six eight) eight) Saipem ordinary shares, with no nominal value, for each Subsea7 ordinary share, with a nominal value of USD 2.00 per share held.

No adjusting cash settlement is provided for.

This Exchange Ratio has been confirmed by Board of Directors of Saipem also taking into account also the Opinions of their Financial Advisors, as in following point b) and c). The Directors' Report sets out in detail the valuation criteria adopted, the reasons for their choice, the values resulting from their application and the related comments;

- b) the "Opinion" dated 23 July 2025, issued by Goldman Sachs to Saipem (the "Opinion GS");
- c) the "Opinion" dated 22 July 2025 issued by Deutsche Bank to Saipem (the "Opinion DB");
- d) the evaluation report, in support of Opinion GS, named "Project Foil – Board of Directors Valuation Materials" dated 23 July 2025, issued by Goldman Sachs to Saipem;
- e) the evaluation report, in support of Opinion DB, named "Project B – Fairness Opinion discussion materials - #PositiveImpact" dated 18 July 2025 issued by Deutsche Bank to Saipem;
- f) the report named "Project Foil – Board of Directors Preliminary Valuation Materials" dated 23 February 2025 issued by Goldman Sachs to Saipem;
- g) the report named "Project B - Discussion materials - #PositiveImpact" dated 23 February 2025 issued by Deutsche Bank to Saipem;
- h) the document named "Project SS7 – Financial Due Diligence" relating to the preliminary financial due diligence performed on Subsea7 and issued by KPMG S.p.A. on 21 February 2025;
- i) the document named "Project B- Financial Due Diligence Report – Volume 1" dated 30 June 2025 relating to the financial due diligence performed on Subsea7 and issued by PricewaterhouseCoopers Business Services S.r.l.;
- j) the Common Merger Agreement dated on 23 July 2025, executed by and between Saipem and Subsea7, which governs and regulates, among other things, the preparatory and/or functional activities for the implementation of the Merger, the interim management of the Merging Companies pending completion of the procedure, and the corporate governance of the company resulting from the Merger;
- k) the separate financial statements of Saipem and consolidated financial statements of the Saipem Group as of 31 December 2024, prepared in accordance with International Financial Reporting Standards IFRS, adopted by the EU ("IFRS"), accompanied by the opinion of independent auditors KPMG S.p.A. issued on 3 April 2025;
- l) the separate financial statements of Subsea7 and consolidated financial statements of the Subsea7 Group as of 31 December 2024, prepared in accordance with IFRS, accompanied by the opinion of independent auditors Ernst & Young S.A. issued on 26 February 2025;
- m) the interim financial statements as at 30 June 2025 of Saipem, approved by Board of Directors of Saipem on 23 July 2025, prepared for the purposes of article 2501 *quarter*, comma 1, of the Italian Civil Code;
- n) the document named "BtE Update Mar-25_Spica & Sirio V1" containing the update of the components of the Bridge to Equity (BtE) based on the data from the interim consolidated financial statements of the Saipem Group and the Subsea7 Group as of 31 March 2025, as approved by their respective Boards of Directors;

- o) the document named “Strategic Plan 2025 – 2028 – Seconda Lettura e Approvazione” of Saipem (the “Business Plan Saipem”) prepared by Saipem management and approved by Board of Directors on 25 February 2025;
- p) the document named “25-06 5YP Market Trends” of Subsea7 (the “Business Plan Subsea7”) prepared by the Subsea7 management and approved by Board of Directors on 20 November 2024;
- q) the by-law of Saipem and the by-law of the company resulting after the Merger;
- r) the minutes of the Board of Directors and Shareholders of Saipem;
- s) press releases on the Merger made available to the public by Merging Companies;
- t) public information and market financial data, such as economic and financial figures, stock prices, trends in stock quotations, and trading volumes of Saipem and Subsea7 stocks, as well as of listed companies operating in comparable sectors;
- u) information from the accounting and management systems as deemed necessary to reach the scope of the engagement, as indicated in the preceding point 1.

Finally, we obtained representation that, based on the best knowledge and belief of Board of Directors of Saipem, no significant changes occurred in the data and information used in our analysis.

4. Valuation methods adopted by the Board of Directors for the determination of the Exchange Ratio

As reported in the Directors’ Report, for the purpose of its assessment of the Exchange Ratio, the Board of Directors of Saipem took into account the opinions prepared, in their capacity as financial advisors, by the Financial Advisors Goldman Sachs and Deutsche Bank, that each provided their Opinions, dated 23 July 2025 and 22 July 2025 respectively, to the Board of Directors of Saipem. Taking into account the distribution of the Special Dividend and the Additional Dividend for the Sale of Business, and based on the factors and assumptions set out respectively in the written Opinions of Goldman Sachs and Deutsche Bank, both the Goldman Sachs Opinion and the Deutsche Bank Opinion concluded that the Exchange Ratio under the terms of the Merger Agreement is fair from a financial point of view for Saipem. The Board of Directors of Saipem, also based on the guidance provided by its Financial Advisors, adopted valuation methods commonly used, including at the international level, for transactions of this nature and deemed appropriate to the characteristics of each of the Merging Companies.

4.1. Selection of the methods and valuation criteria

In a merger between companies, the purpose of the valuation is to determine the relative values of the economic capitals and the resulting exchange ratio. The main purpose of the valuation is therefore - not so much to estimate the absolute values of the economic capital of the companies involved - but rather to obtain comparable relative values for the purpose of determining the exchange ratio. The companies involved in the transaction therefore must be evaluated according to consistent criteria, in order to make the results of the valuation activities fully comparable.

The valuation of the Merging Companies for the purpose of determining the Exchange Ratio was carried out by Saipem's Directors in accordance with principles commonly used in international practice and with methods typically adopted for transactions of similar nature and size.

Firstly, the Board of Directors followed the principle of relative homogeneity and comparability of the valuation criteria applied was followed: in a merger, valuations are not intended to determine the absolute economic values of the Merging Companies, but rather to obtain, through the application of homogeneous methodologies and assumptions, values that are comparable with each other in order to determine the Exchange Ratio.

Secondly, the Directors' analysis is based on autonomous perimeters for each of the Merging Companies. The impact of any potential synergies resulting from the integration was not considered, as such synergies will only begin to materialise once the transaction is completed.

4.2. Description of the methodologies used

As outlined in the Directors' Report, with regard to methods employed, within the scope of a general review of the valuation methods provided for by the relevant legal literature and used in best practice for similar transactions, Directors consider the Discounted Cash Flow (DCF) method should be used as the reference methodology to express the fairness of the proposed Exchange Ratio.

Directors used the control methods were the stock market prices observation method and the method of observation of target prices indicated by research analysts.

4.2.1 *Discounted Cash Flow (DCF)*

This methodology is designed to calculate the current value of the operating cash flows that Saipem and Subsea7 are projected to generate in the future, using the business plans prepared by both Merging Companies as a basis.

The use of the cash flow method is universally based on identifying a series of variables that are determined with regard to a specific period of time taken for the valuation. The above-mentioned variables refer to:

- ▶ The projected future cash flows of the Merging Companies, derived from the stand-alone business plans of Saipem and Subsea7, approved by their respective Boards of Directors on 25 February 2025 (Saipem) and 20 November 2024 (Subsea7);
- ▶ The value of the Merging Companies to the Merger at the end of the period covered by the business plans used for valuation purposes ("Terminal Value"); this is normally estimated on the basis of normalised average cash flows and the perpetuity (or terminal) growth rate ("g");
- ▶ The discounted rate of prospective cash flows ("WACC"), i.e., weighted average cost of capital;
- ▶ The Bridge To Equity as of 31 March 2025, comprising the Net Financial Position adjusted for other assets and liabilities (i.e., provisions for non-operational risks, equity investments, pension provisions, minorities).

4.2.2 Observation of stock market prices

This methodology was applied to Merging Companies, as they are both listed companies. For the shares of both companies, as required by professional standards for the purposes of the analysis, the trend of stock market rates was observed with reference to various time frames both (i) prior to the announcement of the signing of the MoU and (ii) prior to the announcement of the signing of the Merger Agreement, giving priority to the use of volume-weighted average prices ("VWAP" or "Volume-Weighted Average Prices").

4.2.3 Observation of target prices indicated by research analysts

The purpose of this methodology is to express the target prices of research analysts for the Merging Companies. These prices represent the theoretical value that the bonds of a given listed company could potentially reach within a predetermined time frame, on the basis of a series of hypotheses relating to the expected financial results of the company, its competitive position, industrial outlook and risk profile.

These theoretical bond values are based on valuation models that are independently created by research analysts, and are typically focused on discounted cash flows or market multiples; they constitute one of the most widely-used tools for establishing market expectations.

In this instance, the target prices published within a reasonably close time frame to (i) the date of signing of the MoU and (ii) the data of announcement of the signing of the Merger Agreement, by a selected panel of leading global financial institutions were taken into account. These values were ascertained separately for each of the Merging Companies, and subsequently used to determine an implicit range of possible exchange ratios between Saipem and Subsea7 shares.

In line with international practices, the target price analysis provides a range of potential values for the exchange ratio which is designed to ensure the economic and financial rationality of the underlying valuation, as well as ensuring greater reliability of the decision-making process.

4.2.4 Other valuation methods

Various other valuation methods are often considered for similar transactions: the market multiples method for comparable companies, and the implied multiples method for comparable previous transactions.

The market multiples method for comparable companies is designed to determine the value of a company on the basis of some of the company's specific economic and financial parameters, applied to the implied multiples of the market valuations of comparable companies.

This methodology was not considered for the purpose of assessing the value of the Merging Companies, primarily due to the lack of listed companies that are directly comparable to Saipem and Subsea7. In addition, the market multiples approach does not reflect the specific growth and cash generation characteristics of the companies being valued, unless major adjustments are made.

This methodology was therefore excluded, for reliability and significance reasons.

In addition the method which looks at implicit multiples in comparable previous transactions is designed to determine the value of a company on the basis of the application of multiples derived from similar previous transactions to certain economic-financial company parameters.

This methodology was not considered for the purpose of assessing the value of the Merging Companies, primarily due to the absence of transactions comparable to the Merger. It is also worth

noting that the characteristics of the Mergers itself render any comparisons with previous transactions less meaningful, in light of the future balanced shareholding of the Reference Shareholders, and the Merger Shareholders' Agreement signed by the aforementioned.

These considerations led to the exclusion of this valuation methodology due to its clear lack of practical and economic applicability.

5. Challenges and limitations encountered by the Directors

As indicated in the Directors' Report, the key challenges encountered by administrative bodies of Saipem during the evaluation of the Merging Companies are summarized below:

- ▶ multiple valuation methodologies were applied, including both analytical methods and market-based approaches, each of which required the use of different sets of information, parameters, and assumptions. Despite the fact that they are founded upon experience, knowledge and available historical data, it is not possible to anticipate whether these hypotheses will actually be upheld or confirmed. In applying these methodologies, Saipem's Board of Directors took the characteristics and limitations inherent in each into consideration, in line with the professional valuation practices followed at national and international level;
- ▶ The market prices of the Merging Companies have been and continue to be subject to volatility and fluctuations, also influenced by the general performance of capital markets, which may or may not reflect the fundamental value of the Merging Companies.

6. Results of the valuation performed by the Directors

The valuation carried out by Saipem's Board of Directors, also based on the guidance of their respective Financial Advisors, led to the following results.

For the purposes of determining the Exchange Ratio, the following table shows the values per share and associated exchange ratios identified by the Board of Directors and resulting from the application of the Discounted Cash Flow (DCF) method, confirmed by the application of the control methods (*i.e.*, the stock-market price observation method and the method of observing the target prices indicated by research analysts).

<i>Value per share (€) (*)</i>	Min	Max
<i>Saipem</i>	3.81	4.65
<i>Subsea7</i>	24.33	31.14

	Min	Max
Exchange Ratio (**)	5.2	8.2

(*) Implicit values per share used for the determination of the minimum and maximum range of the Exchange Ratio.

(**) Exchange Ratio calculated as the ratio between the Min/Max and Max/Min between the per-share values of Subsea7 and Saipem.

Within the context of a merger, the goal of the valuation carried out by the Board of Directors is to estimate the relative (and not absolute) values of the assets of the Merging Companies, with a view to determining the exchange ratio; the estimated relative values should not be used as a point of reference in different contexts. Therefore, the abovementioned values per share have been

determined exclusively for the purpose of defining the Exchange Ratio and should not be used in different contexts.

For the purpose of determining the Exchange Ratio, the Directors highlight that the following methodological elements were taken into consideration:

- ▶ the exchange ratios have been adjusted to take into account the distribution of the Special Dividend and the Additional Dividend for the Sale of Business;
- ▶ the exercise of the conversion right has been considered of the senior unsecured guaranteed equity-linked bond worth total nominal amount of Euro 500,000,000.00 maturing in 2029 issued by Saipem, and therefore the consequent dilutive effect on Saipem's share capital.

6.1. Summary of the Directors' results

Taking into account the findings from the valuation activities as described above, the Board of Directors of Saipem, also considering the Opinions issued by its Financial Advisors, has therefore determined the Exchange Ratio as follows:

- ▶ No. 6.688 (six point six eight) eight) Saipem ordinary shares, with no nominal value, for each Subsea7 ordinary share, with a nominal value of USD 2.00 per share held.

No adjusting cash settlement is provided for.

In the context of determining the Exchange Ratio, the Directors specify that the Boards of Directors of the Merging Companies also took into account the following distributions to be made prior to the Effective Date of the Merger, within the limits and under the terms set out below:

- i. subject to the fulfilment of the conditions precedent to the Merger, and immediately prior to the Merger coming into effect, Subsea7 will distribute a total maximum dividend of Euro 450,000,000.00 (four hundred and fifty million/00) to its shareholders, in accordance with applicable laws (the "Special Dividend")
- ii. both Saipem and Subsea7 will be authorised to implement distributions to their respective shareholders as follows (the latter in addition to the Special Dividend):
 - a. up to USD 350,000,000.00 (three hundred and fifty million/00) in total, to be distributed by Subsea7 and Saipem during the course of the financial year ending on 31 December 2025; any such amounts must be paid as cash dividends (noting that this method of distribution has been approved by the shareholders of Subsea7 and the shareholders of Saipem on 8 May 2025 for an amount of NOK 13.00 per Subsea7 share and Euro 0.17 per Saipem share, and that the same has already been partially paid as of the date of the Common Merger Plan); and
 - b. if the Effective Date of the Merger is after the approval by the Board of Directors of the relevant Merging Company of its draft financial report for the year ended 31 December 2025:
 - A. said Merging Company, before the Effective Date of the Merger, may distribute to its shareholders an additional aggregate amount of USD 300,000,000.00 (three hundred million/00) or a different, higher amount agreed between Saipem and Subsea7, it being understood that said amount must be equal for each company and that each of Saipem and Subsea7 may only proceed to such distribution if:
 1. 2025 EBITDA is not more than 10% less than (x) in the case of Saipem, the target 2025 EBITDA of Saipem (*i.e.*, Euro 1,600,000,000.00 (one billion six hundred

million/00)) and (y) in the case of Subsea7, the target 2025 EBITDA of Subsea7 (i.e., USD 1,400,000,000.00 (one billion four hundred million/00)); and

2. the cash balance 2025 is not below (x) Euro 1,000,000,000.00 (one billion/00) in the case of Saipem and (y) USD 160,000,000.00 (one hundred and sixty million/00) in the case of Subsea7;

- B. If the actual EBITDA of one of the parties for 2025 is more than 10% below, in Saipem's case, the 2025 target EBITDA of Saipem or, in the case of Subsea7, the 2025 target EBITDA of Subsea7 (and on condition that Saipem or Subsea7, as the case may be, has reached the cash balance target for 2025 as referred to in point (ii)(b)(A) above), said Merging Company shall be authorised to distribute a part of the agreed dividend for 2025 equal to the agreed dividend for 2025 multiplied by the percentage of the 2025 EBITDA target actually achieved.

Lastly, in relation to the expected divestment of activities, identified in Merger Agreement among the permitted transactions, Subsea7 will be authorised to distribute to its shareholders a total dividend of a maximum of Euro 105,000,000 (one hundred and five million/00) to be paid in NOK at the earliest of the following dates: (x) completion of the sale of the business, or (y) immediately before the Effective Date of the Merger (the "Additional Dividend for the Sale of Business").

The Directors also point out that 1,202,990 (one million two hundred and two thousand nine hundred and ninety) treasury shares of Subsea7 will be cancelled on the Effective Date of the Merger.

7. Work done

7.1. Work done on the "documentation utilized" as mentioned at paragraph 3.

The separate financial statements as of 31 December 2024 of Saipem and the consolidated financial statements as of 31 December 2024 of the Saipem Group, prepared in accordance with IFRS, have been audited by the independent auditors KPMG S.p.A.. The respective unqualified audit opinions have been issued on 3 April 2025.

The separate financial statements as of 31 December 2024 of Subsea7 and the consolidated financial statements as of 31 December 2024 of the Subsea7 Group, prepared in accordance with IFRS, have been audited by the independent auditors Ernst & Young S.A.. The respective unqualified audit opinions have been issued on 26 February 2025.

With reference to the abovementioned financial statements, we carried out limited audit procedures, which mainly consisted of discussions with the management of the Merging Companies and with the audit firms KPMG S.p.A. and Ernst & Young S.A., in order to identify the accounting principles applied and the key matters related to their preparation, as well as critical analyses of the amounts presented therein and the main variances.

The interim financial statements as at 30 June 2025 of Saipem, approved by Board of Directors on 23 July 2025 and prepared for the purposes of article 2501 *quarter*, comma 1, of the Italian Civil Code, have not been subjected to either full or limited audit procedures by the audit firm KPMG S.p.A..

We critically read the Opinions of the Financial Advisors and held discussions with Saipem's management, specifically regarding the parameters, methodologies, and valuation criteria applied.

With regard to the Saipem Business Plan, the Subsea7 Business Plan, and the economic and financial projections used for valuation purposes, and notwithstanding the inherent uncertainties and limitations associated with any forecasting process, we discussed with Saipem's management, as well as with the Financial Advisors, the main features of the forecasting process and the criteria adopted

for their preparation. The analyses included, among other things to the extent necessary to fulfill the purpose of our engagement, the elaboration process of the Business Plans, the assessment of the reasonableness of the assumptions, the criteria and accounting principles applied, and the comparison of historical and actual performance with the forecasts.

We have also gathered, through discussion with Saipem management, information regarding events that occurred after the closing of the abovementioned financial statements which could have a significant impact on the data and information used in our analysis. We were confirmed that, from the closing dates of the aforementioned financial statements to the date of issuance of this Report, no events or circumstances have arisen that would require a revision of the valuation of the Merging Companies and/or a modification of the Exchange Ratio.

The abovementioned procedures have been performed to the extent considered necessary for the purpose of our engagement, indicated in paragraph 1. above.

7.2. Work done on the methods used to determine the Exchange Ratio

We have performed the following procedures:

- ▶ analysis of the Common Merger Plan and of the Directors' Reports of Saipem, as well as the Opinion issued by Financial Advisors, to verify the completeness and consistency of the procedures followed by the Board of Directors and Financial Advisors in determining the Exchange Ratio, as well as the consistent application of valuation methods;
- ▶ development of sensitivity analyses within the applied valuation methods, with the aim of assessing how the Exchange Ratio would be affected by changes in the assumptions and parameters, considered significant;
- ▶ verification of the consistency of the data utilized, with the reference sources and with the "Documentation used", described in paragraph 3 above;
- ▶ verification of the clerical accuracy of the calculation of the Exchange Ratio, determined through the application of the valuation methods adopted by the Board of Directors also based on the advice of the Financial Advisors;
- ▶ meetings with the management of Saipem and the Financial Advisors to discuss the main assumptions underlying the Business Plan, the issues encountered and the solutions adopted during the activities carried out.

We have also gathered, through discussion with Saipem management, and obtained representation that, based on their best knowledge and belief, no significant changes occurred in the data and information used in our analysis, and that there have been no events that would require a modification of the valuation expressed by Directors in the determination of the Exchange Ratio.

The abovementioned procedures have been performed to the extent considered necessary for the purpose of our engagement, indicated in paragraph 1. above.

8. Comments on the suitability of the methods used and the validity of the estimates

With reference to this engagement, we consider it appropriate to draw attention to the fact that the principal purpose of the process used by the Directors was to identify an estimate of relative values of the companies involved in the merger, by applying consistent criteria, in order to obtain comparable values. In fact, the main objective of valuations for mergers transaction is to identify comparable

values in order to determine the exchange ratio, rather than to determine absolute values of the companies involved.

Accordingly, valuations for merger transactions have a meaning solely in respect of their relative profile and cannot be regarded as estimates of the absolute values of the companies with respect to transactions different from the merger for which they carried out.

We have performed a critical analysis of the methodology used by the Directors to determine the relative value of the Merging Companies and, therefore, of the Exchange Ratio, verifying the technical adequacy in the specific circumstances, considering the characteristics of the Merging Companies and the transaction as a whole.

With regards to the valuation methods adopted, we note that:

- ▶ they are widely used in the Italian and in the international professional practice, they are based on accepted valuation doctrine and on parameters determined through a generally accepted methodology process;
- ▶ they appear adequate in the circumstances, in light of the characteristics of the Companies involved in the Transaction;
- ▶ the methods have been developed on a stand alone basis, in conformity with the valuation framework required by the merger;
- ▶ the methodology adopted by the Saipem's Directors, also with the support of their Financial Advisors, ensures that the valuation methods are consistent and thus that the values are comparable;
- ▶ the application of more than one method broadened the valuation process and allows a substantial verification of the results obtained.

With regards to the development of the valuation methodologies by the Directors, our considerations are the following:

- ▶ the Discounted Cash Flow (DCF) method is generally applied in professional practice when valuing industrial-type business entities. This choice is therefore justified by the nature of the activities carried out by the Merging Companies, which make income, asset, and financial aspects relevant to the valuation process. In particular, the application of the DCF methodology is consistent with what is prescribed by professional practice and valuation theory;
- ▶ the method based on stock market prices is particularly suitable for companies with high market capitalization and a broad and widely distributed free float, as stock market prices incorporate all publicly available information and result from the trading activity of market operators who reflect their forecasts and opinions regarding the profitability, risk levels, and future potential growth of the companies under evaluation. The use of averages weighted by trading volumes over a sufficiently long period also made it possible to mitigate the impact of stock price fluctuations related to general market conditions and to mitigate the effects of short-term volatility, while still reflecting recent market data;
- ▶ the target price method is mainly used in professional practice when companies under evaluation are followed by a sufficient number of independent financial analysts who provide updated and independent assessments, expressing their consensus on the prospective value of the companies themselves.

9. Specific limitations encountered by the auditors in carrying out the engagement

As previously indicated, in the execution of our work we utilized data, documents and information provided to us by the Merging Companies, assuming their truthfulness, correctness and completeness, without performing any verification in this regard. Similarly, we acknowledged the Directors' assessments on the non-occurrence of the condition for the withdrawal right, without performing controls on it. In the same way, we have not performed, since they were out of the scope of our engagement, controls and/or valuations on the validity and/or effectiveness of the transactions concluded by Saipem and Subsea7, neither on the related acts or on the effects of the Merger as a whole on them, nor of any corporate, legal, or tax matters related to the Merger transaction.

With reference to used valuation methodologies, and in addition to what reported in paragraph 5. above regarding the limits encountered by the Directors, we also highlight the following:

- a) the application of valuation methodologies based on prospective cash flows was carried out by the Directors also using forecast market scenarios; these data, which by their nature involve uncertainty and indeterminacy, were discussed exclusively with Saipem's Management and with the Financial Advisors, in order to gain an understanding of the main features of the forecasting process and the criteria and assumptions used in their preparation; therefore, as part of the assignment entrusted to us, we did not perform an independent review of the Saipem Business Plan or the Subsea7 Business Plan, nor an evaluation of the Merging Companies;
- b) the evaluation carried out by the Directors using the Discounted Cash Flow methodology are based on economic and financial forecasts which, by their nature, involve elements of uncertainty and are subject to change, potentially significant, in the event of shifts in market conditions and/or the macroeconomic environment. It should also be noted that, due to the unpredictability associated with the occurrence of any future event, both in terms of whether it will actually happen and the extent and timing of its manifestation, the deviation between actual results and forecast data could be significant, even if the events assumed in the underlying assumptions were to occur;
- c) the methods based on stock market prices and target prices indicated by research analysts are directly or indirectly based on the market prices of listed securities, in a market context that, during the periods considered, was characterized by high levels of uncertainty and phenomena of turbulence and volatility; it cannot be excluded that the evolution of financial markets may lead to market values that are currently unpredictable and possibly different from those used by the Directors in their assessments;
- d) the Directors of Saipem did not refer to the methodology based on multiples method of comparable companies or to the methodology of implied multiples in comparable previous transactions, due to reliability and relevance, given the absence of directly comparable listed companies and transactions similar to the Merger under consideration. Nor did they consider it necessary to develop additional control methods. Therefore, it cannot exclude that, if the Directors had used other valuation methods, the results obtained and the Exchange Ratio might have been different.

As explicitly highlighted in the Directors' Report and pursuant to the provisions set out in the Merger Agreement, the completion of the Merger is subject to the fulfillment (or failure to fulfil, as applicable) of the Conditions Precedent. Consequently, should such Conditions Precedent not be fulfilled, the considerations and conclusions contained in this Report will not, or may no longer be, valid or applicable.

10. Conclusions

Based on the documentation we have examined and on the procedures described above, and considering the nature, extent and limitations of our work as described in this Report, we believe that the valuation methods adopted by the Board of Directors of Saipem, also based upon the advice of their Financial Advisors, are, under the circumstances, reasonable and not arbitrary, and they have been correctly applied by them in their determination of the Exchange Ratio of shares indicated in the Common Merger Plan.

Milan, 24 July 2025

EY S.p.A.

Signed by: Marco Di Giorgio, partner

This report has been translated into the English language solely for the convenience of international readers