



**EXTRACT OF THE NOTICE OF THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING IN ORDINARY AND  
EXTRAORDINARY SESSIONS OF SAIPEM S.P.A.**

*pursuant to art. 125-bis, paragraph 1, Legislative Decree 58/1998*

The Annual General Shareholders' Meeting of Saipem S.p.A. ("Saipem" or "Company"), in ordinary and extraordinary sessions, will be held **at 11.00 am (CEST) on 12 May 2026** (single call), in the manner set out below to discuss and resolve on the following

**agenda**

Ordinary session

1. Approval of Financial Statements of Saipem S.p.A as of 31 December 2025; related resolutions. Presentation of the Consolidated Financial Statements as of 31 December 2025, which includes the Consolidated Sustainability Statement 2025. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditor.
2. Resolutions on allocation of the result for the financial year 2025 and dividend distribution.
3. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.
4. Appointment of the Board of Statutory Auditors.
  - 4.1 Appointment of the members of the Board of Statutory Auditors.
  - 4.2 Appointment of the Chairman of the Board of Statutory Auditors.
  - 4.3 Establishing the remuneration of the Chairman of the Board of Statutory Auditors and of that of the Statutory Auditors.
5. Report on Remuneration Policy and Compensation Paid – 2026.
  - 5.1 Approval of the "First Section" of the Report on Remuneration Policy and Compensation Paid, pursuant to article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998. Policy on remuneration.



5.2 Approval of the “Second Section” of the Report on Remuneration Policy and Compensation Paid, pursuant to article 123-ter, paragraph 6, of Legislative Decree no. 58/1998. Compensation paid.

6. Deferred phantom share plan 2026–2029.

7. Proposal to authorize the buy-back of own shares pursuant to Article 2357 of the Italian Civil Code, Article 132 of Legislative Decree no. 58/1998 and the relevant implementing provisions, for the purpose of the Shareholders’ remuneration.

Extraordinary session

1. Cancellation of treasury shares without reduction in the share capital; consequent amendment to Article 5 of the By-laws. Related and consequential resolutions.

In accordance with the provisions of Article 106, paragraph 7, of Legislative Decree no. 18 of 17 March 2020, converted, with amendments, by Law no. 27 of 24 April 2020, as last extended by Article 4, paragraph 11, of Law Decree no. 200 of 31 December 2025, converted, with amendments, by Law no. 26 of 27 February 2026, Shareholders entitled to vote may attend the Shareholders' Meeting exclusively through the representative designated by the Company (i.e. Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan, or his replacement should he be unavailable, hereinafter “**Designated Representative**”), pursuant to Article 135-undecies of Legislative Decree no. 58/1998. The Designated Representative may also be granted proxies or sub-proxies, pursuant to Article 135-novies of Legislative Decree 58/1998, notwithstanding article 135-undecies, paragraph 4, of the same decree.

For information regarding the modalities and terms concerning: (i) the conduct of the Shareholders' Meeting; (ii) exercising Shareholders' rights (please note that the record date is **Thursday, 30 April 2026**), (iii) the appointment of a member of Board of Directors pursuant to Article 2386 of the Italian Civil Code, (iv) the appointment of the Board of Statutory Auditors through voting list, please refer to the full text of the notice of meeting available on the Company's website ([www.saipem.com](http://www.saipem.com) | Section ‘Governance’ - ‘Shareholders' Meeting’), on the authorized storage mechanism ‘eMarket STORAGE’ ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

With regard to the appointment of the Board of Statutory Auditors, it should be noted, in particular, that the lists must be filed by **17 April 2026**.



Information on the amount on the share capital is also available on the Company's website ([www.saipem.com](http://www.saipem.com) | Section "Governance" - "Shareholders' Meeting").

This extract is published in the newspaper “Il Sole 24 Ore” on **Thursday, 2 April 2026**.

On behalf of the Board of Directors

The Chairman

*Elisabetta Serafin*