

## Communication by the Offices of Consob (Divisione Informazione Emittenti - Issuer Information Division) on April 6, 2018

*San Donato Milanese (MI), April 8, 2018* - Saipem S.p.A. ("Saipem" or the "Company"), a company listed on the MTA (Mercato Telematico Azionario - Electronic Stock Market) of Borsa Italiana, communicates the following.

On April 6, 2018, after the closure of the market, the Offices of the Italian securities market regulator Consob (Divisione Informazione Emittenti - Issuer Information Division) announced with their communication no. 0100385/18 (the "Communication"), that they started an administrative sanctioning procedure, claiming some violations pursuant to articles 191 and 195 of Italian legislative decree no. 58/1998 (the "Financial Law"), relating to the offer documentation (Informative Prospectus and Supplement to the Informative Prospectus) made available to the public by Saipem on the occasion of its capital increase operation, which took place in January and February 2016. The alleged violations were exclusively addressed to the members of the board of directors and the *Chief Financial Officer/Officer* responsible for Financial Reporting in office at that time.

The Offices of Consob, in communicating their allegations to the interested parties also pointed out that, if the alleged violations were ascertained by the Commission of Consob at the outcome of the procedure, said violations *"would be punishable by an administrative fine between Euro 5,000 and Euro 500,000"*.

Saipem received notice of the communication solely as guarantor *ex lege* for the payment *"of any economic fines that may eventually be charged to the company executives at the outcome of the administrative procedure"*.

Saipem and all the company executives who have received the Communication, in reiterating their conviction as to the absolute correctness of their actions, will formulate exhaustive arguments in a timely manner to reply to the allegations of the Offices, and hereby trust that these arguments will be accepted by the Commission of Consob which will decide with respect to the aforementioned alleged violations in the sphere of an administrative procedure for which the term of conclusion *"is established in two hundred days starting from the thirtieth day after the date of completion of the last notification"* to the aforementioned company executives.

The allegations follow Consob resolution no. 20324 of March 2, 2018 (the "Resolution"), the content of which was communicated to the market by the Company with its press release of March 5, 2018. The resolution - with which, as also communicated to the market, the Company disagrees and that will be appealed in the appropriate legal venues - alleged, among other things, *"the incoherence of the assumptions and elements underlying the Strategic Plan for 2016-2019 with respect to the evidence at the disposal of the administrative bodies,"* as the indicators of possible impairment of value of the assets, later written down by Saipem in its nine-month interim report as of September 30, 2016 would already

have existed, in the opinion of Consob, at the time of approval of the consolidated financial statements of 2015.

With its Communication, the Offices of Consob now charge the company executives who, at the time of the capital increase, performed management functions, with the violations that are the subject of the Resolution and have already been communicated to the market, as stated above. The Offices of Consob further claim certain *"elements relative to the inexact drafting of the declaration on the net working capital"* required by the standards in force on the subject of the framing of the informative prospectus.

The foregoing would imply, according to the Offices of Consob, *"the inability of the offer documentation to ensure that the investors would be able to formulate a well-grounded opinion about the equity and financial situation of the issuer, its economic results and prospects, pursuant to art. 94, sections 2 and 7, of the Financial Law, with regard to the information concerning: a) estimates of the Group's results for the fiscal year 2015 (Guidance 2015 and underlying assumptions)"; "b) Group results forecast drawn from the Strategic Plan for 2016-2019 and underlying assumptions"; "c) the declaration on the Net Working Capital"*.

Also according to the Offices of Consob, Saipem would have additionally omitted, in violation of art. 97, section 1 and art. 115, section 1, letter a), of the Financial Law, to report to Consob *"information pertaining to (i) the assumptions underlying the declaration on its Net Working Capital (ii) regarding the availability of an updated "ENI Scenario" on the price of oil and (iii) the existence of significant amendments to the assumptions underlying the Strategic Plan for 2016-2019"*.

Saipem states that the information contained in this press release will be included in the draft financial statement for 2017.

*Saipem is one of the world leaders in drilling services, as well as in the engineering, procurement, construction and installation of pipelines and complex projects, onshore and offshore, in the oil & gas market. The company has distinctive competences in operations in harsh environments, remote areas and deepwater. Saipem provides a full range of services with "EPC" and "EPCI" contracts (on a "turn-key" basis) and has distinctive capabilities and unique assets with a high technological content.*

Website: [www.saipem.com](http://www.saipem.com)  
Switchboard: +39 0244231

Media relations  
Tel: +39 0244234088; E-mail: [media.relations@saipem.com](mailto:media.relations@saipem.com)

Relations with institutional investors and financial analysts  
Tel: +39 0244234653; Fax: +39 0244254295; E-mail: [investor.relations@saipem.com](mailto:investor.relations@saipem.com)

Contact point for retail investors  
E-mail: [segreteria.societaria@saipem.com](mailto:segreteria.societaria@saipem.com)