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Saipem: The Board of Directors approves the update of the 2022-25 Strategic Plan and the package to strengthen the Company's financial and capital structure.

The financing package provides for a capital increase of €2 billion, which is expected to be implemented by the end of the year.

Shareholders Eni and CDP are committed to underwrite a total of approximately 43% of the capital increase, in proportion to their respective holdings in the company's share capital; the remaining part of around 57% is covered by a pre-underwriting agreement with primary Italian and international banks.

The Company has signed agreements to meet its short-term liquidity needs for €1.5 billion, of which €645 million provided by Eni and CDP by way of payment on account of future capital increase, and for €855 million in financing by a pool of banks.

The updated strategic plan is based on the following key elements:

- A development path driven in particular by the offshore E&C and offshore drilling segments, with 2021-25 CAGR of Group revenues expected at around 15%
- An accelerated efficiency plan with reduction of structural costs of more than €150 million in 2022 and a run-rate of more than €300 million in 2024.
- 2022 adjusted EBITDA¹ is expected at over €500 million, and double-digit margin on revenues from 2024; 2025 adjusted EBITDA expected at over €1 billion, with free cash flow in 2025 of approximately €700 million.
- Identified additional actions not accounted for in the strategic plan which may bring potential additional liquidity for more than €1.5 billion also through the valorisation of the onshore drilling business by virtue of an exclusive negotiation with a leading international operator.

The implementation of the Plan is based on the new organization structured on business lines rather than on divisions, with the aim of increased efficiency, centralized risk control and development of innovative and flexible execution models, in line with the needs of the energy transition.

¹ Adjusted results are management accounts which do not include "special items", items of income arising from events or transactions that are non-recurring or that are not considered to be representative of the ordinary course of business (e.g. write downs of fixed assets, contingent liabilities in relation to pending judgments, health emergency costs, reorganisation costs)

San Donato Milanese (MI), March 25, 2022 - The Board of Directors of Saipem SpA ("Saipem" or the "Company" or the "Group"), chaired by Silvia Merlo, yesterday approved the 2022-25 Plan Update and the maneuver to strengthen the Company's financial and capital structure (the "Financing Package").

2022-25 PLAN UPDATE

The updated 2022-25 Plan (the "Plan") is based, in its entirety, on the dynamics of Saipem's target markets presented in October 2021 and, specifically, on growth trends in the offshore E&C and offshore drilling businesses.

The expected higher growth target markets on which the Group will focus are:

- Offshore E&C, for which a 2021-25 CAGR of 8% is expected, driven by the recovery of both conventional and SURF sectors, particularly in the Middle East and Africa
- Offshore drilling, with a 2021-25 CAGR of 16% expected on a global scale
- Offshore wind, considered a sizeable market with strong growth potential at a 2021-25 CAGR of over 30%

The Plan does not envisage the acquisition of new contracts in Russia, which, however, currently represents a limited portion of the existing backlog. For further details, please refer to the press release issued today concerning the results as of December 31, 2021.

Furthermore, the current energy market scenario could encourage the development of new energy infrastructures for the diversification of energy supply in many countries.

The Plan is based on the following guidelines:

Reduction of structural costs, with a target increase for 2022 to over €150 million and over €300 million run rate in 2024, starting from the 2021 cost baseline

Efficiency actions will include, for example, the rationalization of international offices, an in-depth review of general and administrative costs.

In addition, further process optimization will be pursued, also taking advantage of the opportunities arising from the new organizational model.

The efficiency measures implemented to date already enable annual structural cost savings run rate of approximately €80 million, while the measures to be implemented in order to achieve the 2022 savings target have already been identified.

Increased focus on the acquisition of offshore operations, both E&C and drilling, marked by a higher profitability thanks to Saipem's consolidated competitive position

The Group will increase its commercial focus on the offshore E&C and offshore Drilling markets, for which strong growth is expected. These segments have historically demonstrated high margins for Saipem.

The target offshore E&C market is expected to grow at a CAGR 2021-25 of 8%, mainly driven by the Conventional and SURF segments, particularly in the Middle East and Africa. Over the '22-'25 Plan horizon,

the acquisition of offshore E&C projects is expected for approximately €24 billion, a target up 14% from the October 2021 plan.

The offshore drilling market is, on the other hand, expected to grow with a 2021-25 CAGR of 16% on a global scale.

In the offshore E&C and drilling markets, the Group can count on a competitive advantage from its high-tech fleet, the experience gained in key geographies and the proven reputation acquired over the years with major clients in the energy sector.

Increased selectivity in the acquisition of onshore E&C business, prioritising higher-tech projects in the LNG and gas valorisation segments, where Saipem can leverage proprietary technologies

The Group will adopt a greater commercial selectivity in the onshore E&C business, with a view to reducing risks and focusing on value generation rather than volumes. It is expected to reduce exposure in segments characterized by high competition and refocus in contexts where Saipem can play a leading role, such as LNG and gas valorisation (Urea and Ammonia plants), leveraging on its own references, local content and proprietary technology offering.

Over the 2022-25 term, Saipem has an onshore E&C project acquisition plan of approximately €15 billion, down 14% from the October 2021 plan.

Repositioning on low-risk offshore wind business in 2022-23, and adoption of a renewed commercial and execution strategy to capture market growth potential in the second half of the Plan

The prospects for growth in the offshore wind market remain attractive for the Group with an expected 2021-25 CAGR of over 30%. In offshore wind, in the 2022-23 period the Group will focus on low-risk activities, such as transportation and installation, with an expected acquisition plan of €0.8 billion, compared to the October 2021 plan of €2.4 billion. In the second half of the plan (2024-25) however, the Group expects to accelerate acquisitions to around €2 billion, through a renewed commercial and execution strategy of EPCI in both fixed and floating installations, including through the development of strategic partnerships to ensure access to specific installation assets and the adoption of risk mitigation mechanisms.

Saipem's industrial focus reaffirmed on energy transition and circular economy, also through the development of modular and industrialised solutions, in particular on CCUS value chain, plastic recycling technologies and subsea robotics

Saipem wants to play a leading role in the energy transition and in the circular economy focusing in particular on the construction of modular plants in the carbon capture chain, on plastic recycling and on the development of subsea robotic technologies. In particular, in the CCUS sector Saipem has the technologies to serve the entire value chain, from capture and transport to the drilling of wells to access the geological units in which the CO₂ is sequestered. Over the plan horizon, the Group expects to generate project acquisitions for approximately €1.3 billion in the above technologies.

Economic and financial targets of 2022-25 Plan:

- Revenue growth with CAGR of 15% between 2021-25, with high visibility on the 2022 revenue due to the backlog
- **Structural cost reductions** in 2022 of more than €150 million and more than €300 million run rate in 2024, starting from the 2021 cost baseline
- **Adjusted EBITDA** of over €0.5 billion in 2022 and over €1 billion in 2025
- Double digit adjusted EBITDA margin from 2024
- **CAPEX** at around €300 million average per year
- **Free Cash Flow**²: 2022 is expected to absorb cash for around €1 billion and return to cash generation between 2023 and 2024, with free cash flow expected to be around €700 million in the year 2025. The plan's Free Cash Flow is conditioned by cash out related to the results of the backlog review of approximately €1 billion over the 4 years, of which about €500 million in 2022
- **Net financial position (post-IFRS 16)**: after the capital increase of €2 billion, a post-IFRS 16 net debt of approximately €800 million is expected at the end of 2022, with a target of close to zero at the end of 2025

The 2022-25 Plan, which lays the foundations of the Financing Package, therefore makes it possible to pursue a more balanced risk/return profile and a path of progressive deleveraging.

Active management of the asset portfolio, to support cash flow generation over the 2022-25 Plan horizon

In addition to the acceleration of the plan to reduce fixed costs and the optimization of the industrial footprint at the international level, included in the plan targets, further actions (not included in the 2022-25 Plan) have been identified to bring in potential additional liquidity of over EUR 1.5 billion.

These additional actions include the monetization of assets, the renegotiation of existing contracts and the valorisation of the onshore drilling business.

With respect to the valorisation of the onshore drilling business, Saipem is currently negotiating on an exclusive basis with a leading international operator.

The new organization based on business lines rather than on divisions is confirmed, with the aim of increased efficiency, centralized risk control and development of innovative and flexible execution models, in line with the needs of the energy transition.

² Calculated as: reported EBITDA pre-IFRS 16 net of variations in net working capital, finance expenses, taxes and dividends

FINANCING PACKAGE

The revision of the 2022-25 Strategic Plan lays the foundations for the package to strengthen Saipem's financial and capital structure, which was approved yesterday by the Board of Directors.

The goals of the financing package are:

- re-establishing the levels of equity in line with the company's size;
- reducing the Company's level of indebtedness
- re-establishing adequate cash levels over the Plan timeframe;
- stabilizing Saipem's credit rating with a view to ensuring access to debt capital markets to refinance outstanding bonds.

The Financing Package is thus structured:

- capital increase of €2 billion, which is expected to be implemented by the end of the year;
- a new Revolving Credit Facility (RCF) of up to €1 billion, which will be arranged by the start of the capital increase and with regards to which seven banks participating in the Financing Package have confirmed that they have preliminarily approved their participation for approximately €450 million;
- signature lines on a bilateral basis from banks participating in the Financing Package for an overall amount of around €1.35 billion.

In this context, and also in order to support the Company's short-term financial needs until the capital increase is completed, the Financing Package provides for an immediate liquidity intervention, for a total amount of €1.5 billion, structured as follows:

(i) an amount of € 645 million, by March 31, 2022, by way of "Payment on Account of Future Capital Increase" by the shareholders exercising joint control over the Company - Eni S.p.A. and CDP Industria S.p.A. ("Eni" and "CDP" and jointly as the "Controlling Shareholders", the "Controlling Shareholders" or the "Shareholders"); and

(ii) for the residual amount, in accordance with timeframes substantially similar to the Shareholders' intervention described above and subject to such intervention, through financial support from leading Italian and international banks.

In this respect, it should be noted, in particular, that on March 24, 2022, a mandate letter was signed with Banco BPM S.p.A., BNP Paribas, Citibank, N.A., London Branch, Deutsche Bank S.p.A., HSBC Continental Europe, Milan Branch, Illimity Bank S.p.A., Intesa Sanpaolo S.p.A. and UniCredit S.p.A. (the "Financiers"), providing, among other things:

- a liquidity facility in favour of the Company for an amount equal to €855 million, 100% secured by a parent company guarantee issued by the shareholder Eni (the "**Liquidity Facility**"); said facility, with the relevant guarantee, will remain in place until the disbursement of the loan as per the following point;
- a loan facility in favour of the Company for an amount equivalent to the Liquidity Facility, secured by a "Garanzia Italia" to be issued by SACE S.p.A. ("**SACE**") and by a parent company guarantee to be issued by Eni for an amount equal to 18% of the relevant facility (the "**SACE Facility**" and, together with the Liquidity Facility, the "**Guaranteed Loans**") and to be used, in accordance with the applicable regulatory framework for the intervention of SACE in accordance with "Garanzia Italia", for the purpose, inter alia, of refinancing the amounts drawn by the Company under the above mentioned Liquidity Facility; and

- a new RCF of up to €1 billion, which will be arranged by the start of the capital increase and with regards to which seven banks participating in the Financing Package have confirmed that they have preliminarily approved their participation for approximately €450 million

In relation to the measures that the Extraordinary Shareholders' Meeting of the Company will be required to adopt pursuant to Art. 2446 of the Italian Civil Code and the relevant delegation of powers to the Board of Directors for the recapitalisation of the Company, please refer to the press release issued today concerning the results as of December 31, 2021.

In this regard, it should be noted that the Controlling Shareholders have irrevocably committed to subscribe all newly issued ordinary shares in proportion to the total stake held in Saipem, equal to approximately 43% of the ordinary share capital.

In the context of the capital increase BNP PARIBAS, Citigroup Global Markets Limited, Deutsche Bank, HSBC, Intesa Sanpaolo | IMI Corporate & Investment Banking and UniCredit Bank AG, Milan Branch will act as Joint Global Coordinator and Joint Bookrunner on the basis of a pre-underwriting agreement concerning the commitment (at conditions in line with market practice for similar operations) to enter into an underwriting agreement with the Company in proximity to the launch of the rights offering for the subscription of the ordinary shares that may remain unsubscribed at the end of the offer on the stock exchange of the unexercised rights for an overall amount of approximately €1,138 million. The company has also identified Banca Akros S.p.A. to act as joint bookrunner.

Following the financing package including a capital increase of €2 billion, the Group expects a consolidated net financial position of around €800 million at the end of 2022. Thanks to the expected development of the business and the injection of financial resources from the package, the net financial position is expected to be close to zero at the end of 2025.

In the framework of the overall financing package, Saipem's Related Parties Committee ("the Committee"), with the support of a legal advisor and a financial advisor appointed by the Committee, reviewed for the purposes of the regulations on transactions with related parties, the relevant aspects concerning the commitments that the shareholders Eni and CDP have taken towards Saipem.

Following this review, the Committee, after having noted that it had continuously received information on the progress of the financing package, shared the assessment made by the management of the Company, concurring that these commitments are exempted from the application of the aforementioned regulations.

In particular, the Committee agreed that:

- I) with regard to the payment for the future capital increase by Eni and CDP, this transaction is to be considered exempted as it is comparable to the proportional subscription of a capital increase offered as an option to all shareholders, the only difference being that this subscription is made in advance;
- II) with regard to Eni's irrevocable commitment towards Saipem to issue a first demand guarantee to cover 100% of the Guaranteed Loans to be disbursed by the banks, the Committee has assessed the correct application by the management, both in terms of information and procedure, of the exemption of this transaction, as the same is defined by the management as an ordinary transaction of greater importance and carried out at market conditions. In particular, the management of the

Company defined this transaction as ordinary as it is a financial transaction functional to maintaining the Company's operational activities. In particular, Eni's guarantee shall enable the Company to obtain the necessary financing to carry out its operational activities. The management also noted that the cost of Eni's guarantee is in line with market conditions and the Committee shared this assessment with the support of its financial advisor.

Forward-looking data and information must be considered "forward-looking statements" and, therefore, not based on mere historical facts, by their nature have a component of risk and uncertainty, given that they also depend on the occurrence of future events and developments outside the control of the Company, such as: changes in exchange rates, changes in interest rates, volatility in commodity prices, credit risk, liquidity risk, HSE risk, investments in the oil industry and other industrial sectors, political instability in areas where the Group is present, competitive actions, success in commercial negotiations, the risk of project execution (including those relating to investments in progress), the Covid-19 pandemic (including its impacts on our business, our projects running around the world and our supply chain), as well as changes in the expectations of stakeholders and other changes in business conditions. Actual results could therefore differ materially from the forward-looking statements. The financial reports contain in-depth analyses of some of the aforementioned risks. Forward-looking statements and data are to be considered in the context of the date of their release.

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Conference call and webcast

The results contained in this press release will be presented today at 11:00 a.m. Italian time during a conference call and webcast by CEO Francesco Caio, General Manager Alessandro Puliti and CFO Antonio Paccioretti. The conference call can be followed via webcast by connecting to the website www.saipem.com and clicking on the banner 'FULL YEAR 2021 RESULTS, UPDATED 2022-25 PLAN AND FINANCING PACKAGE PRESENTATION' on the home page, or at the following URL <https://edge.media-server.com/mmc/p/zwdu97nz>

During the webcast conference call, a presentation will be given which can be downloaded, approximately 30 minutes before the scheduled start time, from the webcast window or from the "Investor Relations/Quarterly Results and Documents " section of the website www.saipem.com. The presentation will also be made available at the authorised storage mechanism "eMarketSTORAGE" (www.emarketstorage.com) and on the website of Borsa Italiana SpA (www.borsaitaliana.it).

Saipem is an advanced technological and engineering platform for the design, construction and operation of complex, safe and sustainable infrastructures and plants. Always oriented towards technological innovation, Saipem is today committed to working alongside its customers on the frontier of the energy transition with increasingly digital means, technologies and processes oriented from their conception to environmental sustainability. It is listed on the Milan stock exchange and operates in over 70 countries around the world with 32 thousand employees from 130 different nationalities.

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