



Extract of the Notice of Annual General Shareholders' Meeting

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

The Annual General Shareholders' Meeting (ordinary session), of Saipem S.p.A. (“**Saipem**” or “**Company**”) is convened to take place **at 11:00 am (Italian time), on May 3, 2023 (single call)** in the manner set out below, to discuss and resolve on the following

Agenda

1. Approval of Statutory Financial Statements at December 31, 2022 of Saipem S.p.A. Presentation of the Consolidated Financial Statements at December 31, 2022. Reports by the Board of Directors, the Statutory Auditors, and the External Auditors. Presentation of the Consolidated Non-Financial Statement for the year 2022.
2. Resolution relating to the allocation of the result for the year 2022.
3. Appointment of two members of the Board of Directors pursuant to art. 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 that of the Statutory Auditors.
5. Report on Saipem's Remuneration Policy and Compensation Paid – 2023.
 - 5.1 Approval of the “First Section” of the Report on Saipem's Remuneration Policy and Compensation Paid, pursuant to art. 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 Saipem's Remuneration Policy and Compensation Paid, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998. Compensation paid.
6. Approval of the New 2023-2025 Long-Term Variable Incentive Plan.
7. Authorisation to buy-back treasury shares for the 2023 allocation of the 2023-2025 Long-Term



Variable Incentive Plan.

Pursuant to the provisions contained in art. 106 of Law Decree no. 18 of March 17, 2020, converted with amendments into Law no. 27 on April 24, 2020 (hereinafter “Decree no. 18/2020”), and as last extended by Law Decree no. 198 of December 29, 2022, converted with amendments into Law no. 14 on February 24, 2023, Shareholders entitled to vote may attend the Shareholders' Meeting exclusively through the Designated Representative, pursuant to Article 135-undecies of Legislative Decree no. 58 of February 24, 1998, (i.e. Studio Legale Trevisan & Associati, with offices in Milan, Viale Majno n. 45, Mr. Dario Trevisan or his replacement should he not be available, hereinafter «**Designated Representative**»). The Designated Representative may be granted proxies and/or sub-proxies pursuant to Article 135-novies of Legislative Decree 58/98, derogating from Article 135-undecies, paragraph 4, of the same decree.

Further information, specifically concerning the modalities for (i) the conduct of the Shareholders' Meeting, (ii) exercising Shareholders' rights (record date **April 23, 2023**), (iii) the appointment of two members of the Board of Directors pursuant to art. 2386 of the Italian Civil Code, and (iv) the appointment of the Board of Statutory Auditors through voting lists, are detailed in the full text of the Notice of Shareholders' Meeting, which is available at Saipem's registered office, from the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com), from the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) and from Saipem's website (www.saipem.com - Section “Shareholders' Meeting - Ordinary Shareholders' Meeting 2023”).

Concerning the appointment of the Board of Statutory Auditors, please note that lists must be filed by **April 8, 2023**.

The documentation related to the Shareholders' Meeting shall be made available to the public - in accordance with the terms of the law - at the Company's registered office, through the “eMarket STORAGE” system (www.emarketstorage.com), at Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the Company's website (www.saipem.com - Section “Shareholders' Meeting - Ordinary Shareholders' Meeting 2023”).

This extract has been published in the newspaper “Il Sole 24 Ore” on **March 23, 2023**.

On behalf of the Board of Directors
The Chairman
Silvia Merlo