(Translation for the readers’ convenience only.
In case of inconsistency, the Italian text shall prevail)

**SAIPEM S.p.A.**

Registered Office in San Donato Milanese, Via Martiri di Cefalonia n. 67

Share Capital 2,191,384,693 euro

Register of Companies of Milan no. 00825790157

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MINUTES OF THE ORDINARY SHAREHOLDERS’ MEETING

The ordinary and extra-ordinary Shareholders’ meeting was held on April 28, 2017 at 10.00 am in San Donato Milanese, Via Martiri di Cefalonia n. 67, IV Palazzo Uffici.

Pursuant to art. 16 of the Company’s Articles of Association, Prof. Paolo Andrea Colombo, with the consent of all present, chaired the meeting and asked the Notary, Francesco Guasti, to act as Secretary of the ordinary part and to draw up the minutes of the extra-ordinary part.

The Chairman advised that this meeting was called (single call), in compliance with the law and the Articles of Association, via a notice published on the Company’s website and in the newspaper "Il Sole 24 Ore" on March 18, 2017, on the websites of Borsa Italiana and the Consob-authorised central storage system" eMarket STORAGE", with the following

AGENDA

*Ordinary Part*

1. Statutory Financial Statements at December 31, 2016 of Saipem S.p.A. Relevant resolutions. Presentation of the Consolidated Financial Statements at December 31, 2016. Reports by the Board of Directors, the Statutory Auditors and the External Auditors.
2. Appointment of Statutory Auditors.
3. Appointment of the Chairman of the Board of Statutory Auditors.
4. Establishing the remuneration of Statutory Auditors and of the Chairman of the Board of Statutory Auditors.
5. Additional fees to the External Auditors.
6. Remuneration Report: Policy on remuneration.
7. Authorisation to buy-back treasury shares for the 2017 allocation of the long-term Incentive Plan 2016-2018.
8. Granting the Board of Directors authorisation, pursuant to art. 2357-ter of the Italian Civil Code, to use up to a maximum of 84,000,000 treasury shares for the 2017 allocation of the long-term Incentive Plan 2016-2018.
9. Authorising acts interrupting the limitation period of the liability action against a former Director.

*Extra-ordinary Part*

1. Reverse split of Ordinary and Savings Shares of Saipem S.p.A., in the ratio of 1 new ordinary share for 10 existing ordinary shares and 1 new savings share for 10 existing savings shares. Amendment to article 5 of the Articles of Association. Relevant resolutions.
2. Proposal to amend the following Articles of Association: article 7 (shareholder capacity), article 12 (Shareholders' Meeting, single call), articles 19 and 21 last paragraph (reference to direction and co-ordination), article 22 (Board of Directors' meetings held via tele-conference link) and article 27 (appointment of the Chairman of the Board of Statutory Auditors). Relevant resolutions.

The Chairman informed that no requests to add items to the meeting agenda had been received from Shareholders, pursuant to art. 126-bis of Legislative Decree 58/98.

Besides the Chairman, the following Board Directors were in attendance: Stefano Cao - CEO, Maria Elena Cappello, Federico Ferro-Luzzi, Francesco Ferrucci, Guido Guzzetti, Flavia Mazzarella, Leone Pattofatto, Nicla Picchi and all Statutory Auditors Mario Busso – Chairman of the Board of Statutory Auditors, Massimo Invernizzi and Giulia De Martino.

At the Chairman's request, the Secretary of the Board of Directors, Mr. Mario Colombo was also present.

The Chairman informed that the meeting was attended in the meeting room and in an adjoining room, pursuant to articles 2 and 3 of the Regulations, by several journalists and financial experts, representatives of the External Auditors EY S.p.A. and employees of the Company whose presence was deemed to be useful with regard to items on the agenda and the execution of the meeting.

He also informed that the meeting was attended by Senior Managers of the Company to help prepare the replies to the Shareholders' questions and ensure the smooth running of the meeting.

The Chairman reminded the Shareholders that if they wished to leave the meeting, they must report to the control station outside the meeting room.

He advised that an audio recording device was used to record the meeting, for the purposes of preparing the minutes.

He also informed that:

a) from the Shareholders register, updated for the Shareholders' meeting, it emerged that the number of ordinary Shareholders stood at 78,985.

From the Shareholders register and information received as of April 19, 2017 pursuant to art. 120 of Legislative Decree 58/98, and other available information, major Shareholders holding voting stock in excess of 3% of the share capital were as follows (altogether their holdings amounted to 49.51% of the ordinary share capital):

| *Shareholder* | *no. of ordinary* | *% held* |
|---|---|---|

| | *shares* | |
|---|---|---|
| - Eni S.p.A. | 3,087,679,689 | 30.54% |
| - CDP Equity S.p.A. (formerly Fondo Strategico Italiano S.p.A.) | 1,269,056,372 | 12.55% |
| - Dodge & Cox | 648,867,383 | 6.42% |
| Total | 5,005,603,444 | 49.51% |

The share capital, on the day the notice of Shareholders' meeting was published, amounted to 2,191,384,693 euro, fully paid up, and comprised no. 10,109,668,270 ordinary shares and no. 106,126 savings shares, all with no par value.

Treasury shares on the day the notice of Shareholders' meeting was published amounted to 71,061,344.

Voting stock comprised no. 10,038,606,926 ordinary shares.

b) All legal requirements provided for by the Civil Code and Issuers' Regulations had been duly met with respect to this Shareholders' meeting.

c) A Shareholders' agreement is in place between the Shareholders Eni and F.S.I. (now CDP Equity S.p.A.) as per art. 122 of Legislative Decree 58/98, which took effect on January 22, 2016 and has a 3-year duration. The Information Document prepared by Eni pursuant to art.5 of Related Parties' Regulations relating to the sale of a Saipem stake held by Eni states that "The provisions of the Shareholders' Agreement related to Saipem's corporate governance are aimed at creating joint control of Saipem by Eni and FSI". The main points of the Shareholders' Agreement are posted on the Company's website under the section "Governance", subsection "Documents".

d) To carry out the legal audit of the Consolidated and Statutory Financial Statements as at December 31, 2016, the consolidated interim report as at June 30, 2016 and the audit of accounts, the external Audit Firm EY S.p.A. invoiced no. 16,947 man-hours, equal to a fee of 1,559,531.16 euro (reviewed by the relevant bodies and deemed appropriate), broken down as follows:

| | | |
|---|---|---|
| - Statutory financial statements | 9,911 hrs | 800,970.58 euro |
| - Consolidated fin. Statements | 3,596 hrs | 524,585.54 euro |
| - limited audit of the consolidated Interim report | 2,287 hrs | 155,552.59 euro |
| - audit of accounts | 1,153 hrs | 78,422.45 euro |
| total | 16,947 hrs | 1,559,531.16 euro |

These fees include charges relating to additional activities carried out with regard to the Financial Statements at December 31, 2016 and to additional audit procedures in respect of some Saipem overseas Branches.

Item 5 of this meeting agenda details the proposal on additional fees payable to the external auditors.

Pursuant to art. 7, paragraph 2 of "Shareholders' meeting regulations", the Chairman reminded all present that each contribution must not exceed 15 minutes. He stated that each Shareholder may provide only one contribution for each item on the agenda and that, following the discussion, only short voting comments would be allowed.

Prior to the Shareholders' meeting, questions had been received from Shareholders, pursuant to art. 127-ter of Legislative Decree 58/98; these are enclosed with their replies to the minutes of the Shareholders' meeting-ordinary part, and were made available to the Shareholders at the entrance of the meeting room. These are enclosed to these minutes (**Annex B)**.

In compliance with the law, the Company appointed Dario Trevisan as Designated Representative, so that Shareholders could grant him the power to vote on their behalf on items on the meeting agenda. No Shareholder exercised this right.

The Chairman reminded the attending Shareholders that they were required to vote using the remote controls provided at the time of registration, and illustrated how they worked. He informed that Shareholders wishing to depart before the end of the meeting were required to return their remote controls to personnel outside the meeting room.

In compliance with current data protection legislation, the Chairman informed that attendees' personal details (name, surname, place of birth, address and professional qualifications) shall be used strictly for the purposes, and within the limits of the current legislation; details may be circulated in Italy and abroad, within and/or outwith the European Union, always within the limits and obligations set by, and for the purposes of, the current legislation.

The Chairman, having verified the identities and entitlements of all participants, the notices issued by intermediaries and the legitimacy of proxies in line with cur-rent legislation, ascertained that no. 1,032 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,699,905 ordinary shares, equal to 65.93% of the voting share capital.

The Chairman informed that a detailed list of Shareholders, both on their own behalf and by proxy, has been attached, providing the number of shares for which notice of art. 83-sexies of Legislative Decree 58/98 was required (**Annex A**).

He declared that he would provide updated information on shares represented before each vote.

The Chairman declared the Shareholders' meeting to be valid and fit to resolve on items on the Agenda.

He reminded the meeting that resolutions could not be proposed during the meeting on items that were not on the agenda.

Before discussing the individual items on the agenda, the Chairman, on behalf of the entire Board of Directors, congratulated all the shareholders present and thanked them for their participation.

He made the following general considerations on our macroeconomic context and its reflections on the dynamics of the sector in which our Company operates.

Global trade stagnation, investment weakness and increased political uncertainty in some areas have resulted in another difficult year for the world economy, despite a recovery in commodity prices.

Overall, 2016 saw a further decline in the GDP growth rate, estimated at 2.3% (2.4% in 2015), the lowest since the 2008 financial crisis.

If we break this figure down, we can see how advanced economies continue to be characterized by modest GDP growth (1.6%, down from 1.9% in 2015) and a low inflation rate.

This deterioration is mainly attributed to the slowdown in US economic growth, resulting from a decline in export growth rates and private sector investment.

The Euro area also saw a slowdown, on account of a decline in domestic demand and exports. In this scenario, the role of monetary policy remains important, in controlling - for countries with high public debt - the risk of spread rate increases and creating the basis for economic recovery. The instruments used by the European Central Bank continue to act as a stimulus for credit flows in the real economy, with the employment rate finally recovering to pre-crisis levels.

As for Emerging and Developing Economies, the growth rate of GDP is expected to decline for the sixth consecutive year (+ 3.4% compared to +3.5% in 2015).

Growth in China is expected to slow down, as has already been clear in recent years, increasing the balance between the growth in services, rising sharply, and the industrial sector, in slight decline.

Also noteworthy is the positive performance of Russia and Iran, which have benefited from the lifting of sanctions. Growth continues in some Asia Pacific countries, including Thailand and Indonesia, which in the coming years will continue to play a key role in our business, especially in the downstream sector.

The situation remains very complex in Latin America, where Brazil and Argentina continue to record negative growth rates. The major risks in these areas remain political, with the great uncertainty generated by a potential deterioration of relations with their main trading partner, the United States.

With reference to the energy sector as a whole, from the latest data available, the growth in primary energy consumption in 2015 was about 1% (1.1% in 2014), reflecting, on the one hand, the stagnation of Primary energy demand in advanced economies and, on the other hand, an increase in emerging economies.

The centre of gravity of world energy consumption continues to move to industrialization and urbanization countries, such as India, Southeast Asia and China, as well as in some areas of Africa, Latin America and the Middle East.

The mix of primary sources to meet such energy needs sees fossil fuels (crude, natural gas and coal) still accounting for about 86% of demand, with the remaining 14% distributed between nuclear and renewable energy sources.

It should also be noted that CO2 emissions related to energy production have remained stable despite the increase in energy consumption. This is mainly attributable to the reduction in the energy intensity of the global economy; a dynamic boosted by an increase in energy efficiency and the widespread use of cleaner, mainly renewable energy sources worldwide.

In this regard, the COP21 Paris agreement on climate change has confirmed that the transformation of the energy sector, responsible for at least two-thirds of greenhouse gas emissions, is now inescapable.

In the electrical sector, the relationship between electricity supply and generation capacity is changing. A substantial share of investment concerns, and will increasingly cover, generation capacity from renewable sources.

But the reduction in the costs of renewable energy will not in itself be enough to ensure an efficient de-carbonization of electricity production. Structural changes both in the layout and in the operation of the electrical system are necessary. Investing in the upgrading of the power transmission and distribution system to increase its flexibility and automation, to foster the growth of renewable generation in a way compatible with the rest of the system, to ensure availability of gas-based plants (a cleaner fossil source), capable of operating at very short notice and developing low-cost energy storage systems are all measures necessary to ensure the stability of the electrical supply.

This electrical supply system will also have to deal with another phenomenon that is progressing at speed: the spread of the electric car. The growth rate in this market means that more and more models are coming to market and the cost differential compared to traditional vehicles is constantly decreasing. In 2016, the world's automotive fleet of electric cars has reached 2 million units, almost double the 2015 figure. Several scenarios are attempting to simulate the impact on the demand for fossil fuels in the transport sector for the mass spread of electric cars. Taking into account these scenarios, it is assumed that by 2040 the spread of electric cars on a global scale could reach from around 100 million to 700 million units (depending on the different incentive policies and the reduction in battery prices), which would cause a reduction in oil demand ranging from 1.3 mb/d to 6 mb/d. These quantities could affect the balance between oil demand and supply and their prices. Putting this data into context, the fall in oil prices between 2014 and the beginning of 2016 was the result of a surplus in crude production over demand of about 2 mb/d.

To date, despite all scenarios agreeing in predicting that fossil fuels will continue to be the cornerstone of the world's energy system for many decades, it is our duty not to ignore and monitor the risks but also the opportunities that may result from a more rapid transition of the existing system towards renewable energies and electric road transport systems.

As far as the oil market is concerned, in 2016, aggregate world oil demand was on average 94.4 mb/d, up by + 1.3% over the previous year.

At a disaggregate level, in Advanced Economies, crude oil demand grew by about 0.8%, while in Emerging Countries demand grew at a more sustained pace, reaching approximately 2%. In particular, India (up by +7.2% on 2015) and Eastern Europe (up by +3.6% on 2015) were the areas with the highest growth rate of demand.

On the supply side, 2016 was characterized by a total average production - including crude, liquid derivatives of methane and non-conventional oil - of 95.6 mb/d, up by 1.7% on 2015 (94 mb/d) .

For non-OPEC countries, average crude production rose to around 57.1 mb/d, down by 1.2% on the previous year. Geographically speaking, production decreased in the United States (-3%), Asia Pacific (-6%) and China (-7%), while increasing in Russia (+2%) and Europe (+ 0.8%).

For OPEC countries, average crude production was approximately 32.4 mb/d, up by +3.2% on 2015. The largest contributors to this increase were Iran (+25%) and Iraq (+13%), while other countries remained basically stable at 2015 levels.

Lastly, stocks of oil and its derivatives in OECD countries over the course of the year rose to about 3,000 mb, slightly up on the previous year. Growth was mainly in the United States (+2.5%), while in Europe (-0.5%) stocks remained virtually at the same levels as the previous year.

This trend in demand, supply and stocks has led to fluctuations in the price of crude oil during the year. At the beginning of 2016, Brent fell below $30/bbl, with a subsequent gradual recovery to today’s rate of around $ 50/bbl.

For the first time since 2001, in December, Opec and non-Opec producers signed a common agreement in Vienna to cut the world's oil supply by around 1.8 mb/d. A few days earlier, on November 30, a compromise was reached between the countries that make up the cartel: they had not agreed on a joint reduction in crude production since 2008.

Over the next few months, we will see if this agreement holds. However, even more important, is the strong resilience of US shale production - thanks to its short-term investment cycle – the true balance needle of today's demand-supply equilibrium.

Conversely, a more difficult context expects the conventional - onshore and offshore - oil production, requiring longer time frames between making the investment and achieving commercial production.

However, without a major resumption of investment in exploration and production, with the natural decline of existing wells, and the simultaneous increase in primary energy demand, it is less likely that in the next 5-10 years that the supply will meet the demand, resulting in a potential increase in energy commodity prices.

In the current volatile market context, the assumptions made by analysts and market players on the future trend of crude oil prices may differ significantly, depending on the various degrees of importance placed on geopolitical and macroeconomic variables and sector-specific variables.

Crude oil prices are one of the main factors influencing the level of investment by the Oil Companies, which - according to the latest Barclays data - in 2016 reduced their exploration and production spending by about 23% compared to 2015, falling to around $405 billion. In 2015, however, the reduction in capital expenditure in exploration and production was 26%, compared to 2014.

North America recorded the highest percentage of investment spending cuts (-38%), while the rest of the world's declined by around -18%, with significant values recorded in Latin America (- 35%), Asia Pacific (-20%) and Africa (-18%), but a strong resilience shown by Middle East (+ 8%).

The Oil & Gas industry as a whole (Oil Companies and OFS Companies) is still in one of its toughest economic phases of the past 30 years, with weak signs of recovery recorded in 2017. In particular, spending cuts by the Oil Companies in 2016 had the following effects:

- in the E&C Offshore segment, the deferral of some major development projects, resulting in an overcapacity of Offshore construction assets;
- Increased competition and pressure on margins in the E&C Onshore segment;
- in the Onshore and Offshore segments, the worldwide reduction in the utilisation rate of Onshore and Offshore drilling facilities.

The current market situation, and the resulting difficulties for Oil Companies to generate positive cash flows, have continued to badly affect the operations of OFS Companies, especially in terms of working capital.

The impact on our Company deriving from the aforementioned market situation, will be analysed shortly in the CEO's intervention.

At this point, he made some considerations on the subject of Corporate Governance, where Saipem is pursuing continuous improvement initiatives.
In 2016, work on corporate governance continued with in-depth analyses of best practices to assess possible refinements to be made to the corporate governance of the Saipem Group.
Part of the work continued to focus on the governance of Saipem Group's foreign subsidiaries; specifically:

- establishing within the board of main foreign subsidiaries an Audit & Compliance Committee, comprising of two members and chaired by an independent external member;
- the Board of Directors of Saipem S.p.A. identifying members of the Audit & Compliance Committee to be submitted to the Shareholders' Meeting of the parent company, at the most relevant subsidiaries for their appointment onto the boards of directors of the same companies.

During the year, work progressed on the organizational placement of the Compliance function, which led Saipem’s Board of Directors, at the proposal of the Corporate Governance Committee and Scenarios, at the beginning of 2017 to rename the former Anti-Corruption Unit “Business Integrity” and place it within the Integrated Risk Management function. The latter was then renamed “Risk Management and Business Integrity”.
Furthermore this year, given the relevance of sustainability for our business, he concluded this speech with a summary of the main sustainability actions carried out in the past year, which can be found in detail in both the Saipem Sustainability 2016 report, drawn up and certified in accordance with international standards, in its eleventh edition, and in the passages included in the Annual Report.
Sustainability, in terms of processes, activities, and every single daily action within the Company is essential to ensure not only the existence of the Company itself, but also its development and its market success. In fact, close attention to this issue is paid both by customers and the financial community, from which come encouraging and, at the same time, challenging signals, and from the peoples in the countries in which we operate.
Significant sustainability events have occurred for Saipem in 2016. He had mentioned the most important one at last year's Assembly, i.e. the formalization and acceptance of Saipem’s commitment to the Global Compact initiative.
Global Compact is an ideal reference framework for Saipem operations, a company with a global horizon and visibility, because the ten principles that support it are grouped into four thematic areas that are extremely important to the Company: Human Rights, Labour Rights, Environmental Protection and Anti-Corruption.

Adhering to Global Compact means committing to pursuing decisive and concrete actions in order to promote these principles and to further empower the Company as a global player present in many important territories. For this reason, an internal work team led by the Sustainability function has prepared an action plan approved by the Top Management and distributed to all the functions involved.

Responsibility, ethics, and sustainability are key words for a successful business. Stakeholder interests and expectations, context analysis and integration with business strategies are Saipem's drivers, and Saipem is extremely serious about these issues.

Also in 2016, the Company's efforts have been recognized with the FTSE4Good Sustainability Index listing - which includes leading environmental, social, ethical and governance companies and measures performance in these areas.

Another important element that has characterized 2016 was the adoption of a Business Integrity Practice Guide; a tool helping all personnel in their decision - making and daily conduct at all levels. This tool, rolled out to all Saipem management and personnel, is to become a further feature of our work. The reputation of the Company is a fundamental asset.

With regard to sustainable business, of course, he cited the ongoing strenuous commitment to the issue of the health and safety of Saipem's people. The programs and initiatives launched over the past few years are ongoing. Although better than the average of many other industrial sectors, there are no performance targets in this area that can be considered satisfactory, per se. So, commitment and attention continue to be at the heart of the Company's operations.

Sustainability also means propensity to the future, long-term vision, and innovation. The energy world is reviewing its paradigms and is experiencing changes that require operators to employ strong adaptation skills. In this context, working in a sustainable way also means being able to innovate, to renew, and to understand the coming challenges.

Using this leverage should therefore not only enable Saipem to respond to the immediate needs of customers and markets, but also to identify key trends - both technological and non-core - to anticipate its needs and employ tools to address them, to explore new niches in the market, to start planting the Saipem embryos of 2040, resulting from the vision that the management has of the future of the global O&G market and energy scenarios. This, among other things, means being sustainable.

He concluded by thanking all his colleagues that this year, in a particularly difficult context, have continued to apply themselves with dedication, passion and sacrifice.

He thanked the Board of Directors for their commitment, passion and the quality of their contribution.

He also gave special thanks, from him and on behalf of the entire Board of Directors, to the CEO, Mr. Stefano Cao, who has been leading the group with great enthusiasm, competence and professionalism.

He thanked the Board of Statutory Auditors for their commitment and cooperation, which they lend with the utmost timeliness and professionalism.

Finally, he thanked all the Shareholders, for the trust they continue to place in Saipem.

He then handed over to Mr Cao, for him to analyse the results achieved in 2016 and in the first quarter of 2017, which were recently released to the market.

The **CEO** warmly welcomed all the shareholders present, with whom he wished to, first of all, share the results achieved during the year in terms of safety. In 2016, the accident frequency rate in the various yards and offices was 0.78 per million hours worked, compared with an average of about 1.1 in the last 4 years. This is the best result ever achieved by the Group, a success the Company is proud of, made possible by the commitment of all employees, whom he thanked.

Also pivotal to this end is the important work that LiHS has been carrying out for more than ten years. This has led to an increasingly widespread awareness of the safety culture within the company, whose results are evident in the downtrend of the LTI rate since its creation. The enthusiasm created by these results was, however, partially offset by the tragic death, which occurred in February 2017, involving a subcontractor’s employee aboard one of the assets in Brazil. He also added that another fatality happened the previous evening: a traffic accident in Saudi Arabia while an employee was being transferred.

He stated that we must never rest when it comes to safety and that is why we must continue in this direction, without loosening our grip and with the utmost care, so that safety can continue to characterize the performance of our Company.

If we analyse our scenario, the difficult market context, illustrated by the Chairman, can be summarized by a single figure, which gives us an idea of the size of the phenomenon our business is facing. I am referring to the value of investment in exploration and production by our clients, the Oil & Gas Companies, which dropped from about $ 700 billion in 2014 to $ 400 billion in 2016. In only three years, the Company’s natural reference market has shrunk by more than 40%, with the recovery in investment that continues to be put off further.

In such a dramatically deteriorated scenario, Saipem's revenues in 2016 amounted to about 10 billion euro, down from 2015, due to the contraction of activities in the E & C Offshore and Drilling sectors. Conversely operating income (582 million euro in 2016, compared to a loss of 154 million euro in 2015) and net income (226 million euro in 2016, compared to a loss of 508 million euro in 2015) increased, both before write-downs. The impact of write-downs and reorganization charges of

2.3 billion euro (net current assets and non-current assets), the operating result reported for the year was negative by 1.5 billion euro, while the reported net result was negative byr about 2.1 billion euro.

Net financial debt at December 31, 2016 amounted to 1,450 million euro, with a reduction of 3,940 million euro compared to 31 December 2015.

During 2016, Saipem acquired new contracts for a total of 8,349 million euro, up from the acquisitions in 2015, which amounted to 6,515 million euro. The backlog at December 31, 2016 amounted to 14,219 million euro compared to 15,846 million at December 31, 2015, of which approximately 7,500 million are to be realized in 2017.

In the difficult macroeconomic and industry context, in October the Board of Directors approved the new strategic plan. We continue to pursue the actions that we have taken to respond to the crisis, these actions will enable the company to be ready when the market recovers.

Among the most significant actions pursued during the year are:

• the continuation of initiatives and programs aimed at reducing structural costs and refocusing the business;

• the continuation of the de-risking process and the implementation of the so-called Industrial Risk Appetite Measurement System, approved by the Board of Directors for the commercial process;

• completing the review of the entire process of participation and preparation of commercial bids, aimed at increasing the involvement of the top management in the decision-making process;

• the birth of the Innovation Factory, an initiative that attests to the company's great attention to the theme of Innovation;

• lastly, the continuation of the strengthening of the Company’s capital and financial structure through the successful placement of a 1 billion euro bond last September and a 0.5 billion euro bond at the end of March. These resources were allocated to the partial closure of the Bridge to Bond facility and the partial repayment of the term loan.

To achieve these goals, a new organizational model was adopted: a leaner, more effective and efficient model. An extremely important change for the Company that will allow for greater decision-making agility, greater consistency between accountability for results and decision-making powers, complete autonomy in identifying priorities and greater focus on project execution.

Five divisions have been created dedicated respectively to offshore construction, onshore construction, offshore drilling, onshore drilling, and high-value engineering services, aimed at improving our offer and better respond to our customers' needs. In addition to generating structural efficiency, thanks to new and more streamlined operational processes, the new organization will also help to change the qualitative and quantitative mix of resources, triggering a growth process

that is indispensable to retaining the resources of excellence that the Group has, which the industry sector has partially slowed down. It will also provide maximum flexibility in evaluating strategic options for each individual business division.
In short, therefore, refocusing the business portfolio, de-risking activities, cost optimization and more efficiency in terms of processes, technology and innovation are the basis of the Group's strategy. This strategy responds to the current global energy transition and pursues attractive opportunities in rapidly growing areas such as renewables and the decommissioning of oil platforms. These sectors are the natural extension of Saipem’s reference market and will allow it to make the best use of the Company’s competencies and resources.
Overall, 2016 was a fundamental year for Saipem’s revival. The Company came out of Eni’s consolidation area and, at the same time, took the necessary measures to deal with the difficult market environment that led to write-downs and a further significant rationalization of the asset base. However, the newly established financial strength, coupled with a robust and diversified order backlog, good operational performance, and the incisive cost-cutting program and the efficiency of Fit for the Future processes, allows us to look with confidence to the future recovery of the Oil & Gas services market and to confirm the Guidance given to the market for 2017 in a market that remains challenging.
Lastly, today Saipem is in a better position than 2 years ago, as the new organizational model, coming into force in May, will allow us to better respond to our customers’ requirements by offering a more structured series of services. This will be a decisive lever for Saipem to continue to be one of the major players in the O & G market, as it has been for the first 60 years of its history, 60 years which we are celebrating now in 2017.
The **Chairman** then moved on to address **the first item on the agenda**. He stated that the 2016 Annual Report, which includes the draft Statutory Financial Statements of Saipem S.p.A. and the Consolidated Financial Statements at December 31, 2016, reports by the Board of Statutory Auditors and the external Auditors, and the statement as per art. 154-bis paragraph 5 of Legislative Decree 58/98, were filed and made available to all Shareholders together with the reports and resolution proposals prepared by the Board Directors at the Company’s registered office, and online on Saipem’s website and Borsa Italiana S.p.A.’s under the terms of the law and regulations (**Annex C**).
The financial statements of subsidiary and associated companies were also lodged at the Company’s registered office, in compliance with the provisions of Law.
With the unanimous consent of the meeting, and at the proposal of **Massimo Cipolletta representing the Shareholder Eni**, the **Chairman** forwent the reading of the reports on the

Consolidated and Statutory Financial Statements of Saipem S.p.A., reading out only the proposals (on page 258 of the booklet “Financial Statements”):

“Messrs. Shareholders,

You are invited

a) to approve Saipem’s Statutory Financial Statements at December 31, 2016, which recorded a loss for the year of 807,901,671.10 euro;

b) we propose to cover the aforementioned loss by utilizing available reserves as follows:

- Share premium reserve: 700,799,976.77 euro
- Reserve from transactions under common control: 38,627,722.40 euro
- Merger surplus reserve: 68,473,971.93 euro”.

With the unanimous consent of the meeting, and again at the proposal of **Massimo Cipolletta representing the Shareholder Eni**, the **Chairman** forwent the reading of the Reports by the Board of Statutory Auditors and the Report by the external auditors on Saipem’s financial statements, of which the **Chairman** only read out the following conclusions:

“In our opinion, the consolidated financial statements give a true and fair view of the financial position of Saipem S.p.A. as at December 31, 2016, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with article 9 of Legislative Decree n. 38, dated 28 February 2005”.

The **Chairman** opened the discussion.

The Shareholder **Rosario Marcone representing Deminor Recovery Services** took the floor. He informed the meeting that Deminor operates in the field of investors’ rights protection and corporate governance and that it promoted and currently assists a group of 64 institutional investors, which, on April 28, 2015, launched a legal action against Saipem for damages that Deminor deemed to have been caused by the release of inaccurate information to the market and illicit delays in the publication of privileged information held by Saipem.

He wanted to have clarification regarding a Company’s statement in the “Legal Proceedings” section of the 2016 Annual Report, specifically in the paragraph “Court of Cassation - Consob Resolution No. 18949 of June 18, 2014 - Actions for damages”.

He read out his speech, which contained a written list of questions handed over to the Secretary; this speech is reproduced verbatim in **Annex D** enclosed to these minutes.

**Sebastiano Corato** also presented a series of questions, which were handed over to the Secretary and are attached to these minutes (**Annex E)**.

He concluded his speech inviting the Company to consider listing on larger markets, for instance the German Stock Exchange, thereby widening its exposure to new Shareholders.

**Donato Pinto** reminded the meeting that he has been a Shareholder and an employee of the Company for approximately 40 years, during which time, in his opinion, Saipem has transformed itself from an engineering, construction and drilling company into a financial concern. He maintained that decisions are taken by the majority Shareholders, which hold in excess of 43% of the share capital, despite what the CEO and the Chairman stated.

He stated that he is a national trade union executive and that he continues to work for Saipem because he believes in the Company.

He did not question the qualities of the Chairman, whose curriculum outlines significant professional skills. However, he is required to provide the Company with the utmost commitment and sufficient time to effectively carry out his duties; this is also required by current rules and regulations, including the maximum number of positions that can be held, and desirable, considering the remuneration the President receives.

Last year Mr. Pinto had voted against the capital increase and announced that he would now vote against the proposed reverse split, because he cannot understand its rationale: he would therefore like to know the reasons behind this reverse split and the cost of this operation.

He asked for clarification regarding the infrastructure, specifically if contracts in Russia will be actually carried out.

He stated that he does not agree with the evaluations underpinning the routing of the San Foca-Brindisi gas pipeline, which he deems to be wrong.

He reserves the right to speak regarding the additional fees paid to the external auditors.

**Dario Radaelli** pointed out that the Chairman invited, with the consent of the meeting, the Notary Mr Guasti to act as Secretary, without putting this to a vote or ascertaining if anyone objected, as he would have done. The minutes drafted by the Notary at last year's Shareholders' Meeting present criticalities in the way they were prepared and drafted. This is why he does not have faith in the Notary and deems him unsuitable to hold this important office.

He announced that he would make the same points at the extra-ordinary Shareholders' Meeting, at which the Notary is called to draft the minutes and invited the Chairman to review this procedure.

Again regarding procedure, he heard that the Company shall keep copies of the Meetings' recording in its archives and Company files. He stated that he shall ask to be given a copy of said recording.

In the financial statements, he could not identify any details of the distribution of the share capital and other net equity items relating to ordinary shares pre and post share capital increase and/or savings shares.

Also, he could not find evidence of the minimum dividend that was accrued by savings shares (despite the Company having recorded a loss) and should be paid next year, upon the achievement of pre-set conditions. This should have been recorded in the financial statement as a debt – or as a provision in an ad hoc fund in this year's accounts.

He noted a 200-unit decrease in the overall number of savings shares from the date of the approval of the share capital increase: he asked if anyone had converted these 200 shares and, if yes, who this person was and when this was done, as this person incurred a loss.

The Chairman adjourned the meeting at 11.20 hrs to prepare replies. The meeting resumed at 12.10 hrs.

The **CEO, Mr. Stefano Cao**, took the floor and amalgamated a few replies to several questions. The contracts highlighted by the Shareholder Deminor Recovery Services represented by Rosario Marcone have not been written down; however, the expected revenues from these projects were downsized, this can happen at companies taking on long-term contracts. In some cases this review has resulted in a loss on some projects, which was recorded, as a note, in the Interim Reports. The write-downs carried out in 2016 related to changes in the market, i.e. more challenging than envisaged, and were detailed in the press releases and financial reports.

The 2016 impairment was caused by an industry-wide market deterioration and, barring new deteriorations, the Company currently does not envisage further write-downs.

Regarding the ongoing enquiry by the Public Prosecutor's Office described on page 154 of the 2016 Annual Report, he reminded the meeting that the Company had been notified in November 2016 and, concerning the persons under investigation, has no further information other than what is stated on page 154 of the 2016 Annual Report.

He then moved on to answer the questions posed by the Shareholder Corato. The CEO stated that the size of the backlog is in line with operations; no major contracts have been awarded during the first quarter of this year and at the moment the orders refer to smaller initiatives: order variations and framework agreements.

The list of projects the Company is bidding on is listed in the presentation to the analysts of the First Quarter Results published on the Company's website, and specifically the slide detailing the total number of bids, including those received, in preparation, already presented and/or under negotiation. This gives a complete overview of the commitment of the commercial department of the Company in respect of the offshore and onshore E&C business units.

This presentation details the main sectors in which the Company operates, which the CEO sums up as follows:

Offshore E&C;

Onshore E&C;

Offshore Drilling; and

Onshore Drilling.

The CEO pointed out that the personnel reduction in the onshore E&C business unit is attributed partly to a reduction in projects and partly to the recent *Fit for the future* initiatives.

He noted that the Moscow Kazan project is mentioned in the aforementioned slide, listing all business opportunities. He then summarizes its contents.

With regard to the financial data, as reported several times in recent releases to the financial community from October 2016 to 2017, the evolution of net financial debt for the first half of this year has been penalized by the cash distribution for joint-venture projects: in particular, 250 million euro was paid in the first quarter of 2017 and an additional 50 million euro at the beginning of April 2017. As this was due to non-recurring effects, the net financial debt in the first quarter of 2017 rose only from 1,450,000,000 euro to 1,600,000,000 euro.

The CEO confirmed that, with regard to the TAP project, Saipem is not a shareholder of this company. However, it did participate in an international bid for this project which provides for the laying of pipeline shore approaches on both the Italian and Albanese shores, to be carried out when the areas become available. Saipem is currently not involved in the debate concerning the shore approach on the Italian side. He then provided detailed clarification regarding the *horizontal direction drilling* technology which will be used in this project.

He then informed that Saipem is currently out of the Iranian market, an important presence throughout the Company's history, due to its juridical and financial limitations. He stated that Saipem shall return to the country as soon as conditions allow.

He pointed out that the NTT (Nippon Telephon and Telegraph) agreement mentioned by the shareholder Corato concerns a research and development project linked to the Innovation Factory: Saipem aims to develop a range of technologies to be applied at its own construction yards, namely safety clothing, equipped with a series of sensors, to continuously monitors the position and the safety level of the wearer. These technologies, aimed at improving worker safety, are already being tested at some sites - which we hope to extend, with the support of this agreement, to typical activities.

Cybersecurity is a central issue for the Company, which is addressed by establishing relationships with leading specialist companies in the industry.

Concerning equity, he maintained that information was disclosed transparently to the market regarding the net profit expected at year end.

As far as infrastructures are concerned, he pointed out that the Company has a 52% stake in the Cepav Due Consortium and should shortly sign the additional contract for the Brescia-Verona high speed link.

The **Chairman** took the floor and reminded all present that all the Board Directors, as well as the Chairman, comply with the rules on the cumulation of offices dictated by the Corporate Governance Code of Borsa Italiana S.p.A. which Saipem adheres to; on page 19 of the Corporate Governance Report and Shareholding Structure, all offices held by each Director are listed.

Regarding the objections raised by the shareholder Radaelli on the appointment of the secretary of the Shareholders' Meeting, he pointed out that he had proposed the appointment of the Notary Mr Guasti as secretary without any objection having been made, or anyone having asked leave to speak. The consent of all Shareholders was therefore deemed implicitly in favour. Also, as far as the extra-ordinary part is concerned, he specified that there are no statutory or legal provisions stipulating that the Shareholders are responsible for designating the Notary, who is selected by the Company and shall draft the minutes in his capacity as a public officer.

The allegation regarding the distribution of new and old ordinary and savings shares is unfounded: there are no categories of "old shares" and "new shares" but only ordinary shares and savings shares, two unitary categories of shares enjoying the same rights.

As to whether the preferential dividend for savings shares was allocated on an ad-hoc provision: the preferential dividend will mature only if the Company has made a profit in the financial year and if the Shareholders' Meeting approves the dividend distribution. At that point, the allocation will be made in the financial statements.

As regards the reduction in the number of savings shares, he stated that savings shares are convertible at any time and that the Company does not know the reasons for their conversion, nor the identity of the person who converted.

The change in the number of savings shares is known to the Company from the periodic statements showing the number of Ordinary Shares.

Having answered all questions, **the Chairman** asked if, in compliance with the Shareholders' Meeting regulations, the Shareholders wanted to provide brief voting declarations that do not require a reply.

**Sebastiano Corato** stated that he would vote in favour of the financial statements, being satisfied with the clarifications provided by the CEO, and thanked him for his work.

**Rosario Marcone** asked in what year the contracts performing at a loss were acquired and in which part of the world they are located, the total amount of write-downs carried out by the Company in recent years and if there are any contracts with negative margins. He said that on previous occasions the Company spoke always of low-margin contracts and never negative-margin contracts.

**The CEO** informed that he is not aware of negative-margin contracts; however, during the execution of the contract, the original margin may evolve negatively, thereby falling into negative territory.

**Dario Radaelli** stated that he does not agree with the answers provided because the original shares were worth almost 8 euro, while the subscription price for new shares was 0.362 euro. He stated again that he does not agree with the Board of Notaries' interpretation provided in their Notary Rule no. 36, which underpin the clarification received. He announced that he will vote against.

**The Chairman** then informed that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal to approve the Financial Statements of Saipem S.p.A. for the year ended on December 31, 2016 (Statutory Financial Statements of Saipem S.p.A. at December 31, 2016 comprising: Balance Sheet, Income Statement, Explanatory Notes and Directors' Report).

He invited Shareholders to use the remote controls.

The proposal was approved by a majority of votes, with no. 6,519,659,917 votes in favour, no. 12,067,127 votes against, no. 13,055,462 votes abstained and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex F**).

He put to the vote the aforementioned proposal to cover the loss for 2016.

The proposal was approved by a majority of votes, with no. 6,519,669,917 votes in favour, no. 12,057,127 votes against, and no. 13,055,462 votes abstained and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex G**).

He moved on to address **item 2 on the agenda**. With the unanimous consent of the meeting, and at the proposal of **Massimo Cipolletta representing the Shareholder Eni**, the **Chairman** forwent the reading of the Board of Directors' Report on this item of the Agenda:

"Messrs. Shareholders,

You are invited

to appoint the Statutory Auditors who will remain in office until the Shareholders' Meeting convened to approve the Financial Statements at December 31, 2019, by voting a list from those presented and published in compliance with the Articles of Association".

He informed the meeting that the Shareholders Eni S.p.A. and CDP Equity S.p.A. have presented the following joint list of candidates to the office of Statutory Auditor and Alternate Auditor of Saipem S.p.A., divided into two sections:

*Statutory Auditors*

1 Giulia De Martino

2 Riccardo Perotta

*Alternate Auditors*

1 Maria Francesca Talamonti

The Shareholders HBOS European Fund, Fundamental Index Global Equity Fund, SWUTM European Growth Fund, European (ex UK) Equity Fund, Aletti Gestielle SGR S.p.A. gestore del fondo Gestielle Obiettivo Italia; Arca Fondi SGR S.p.A. gestore del fondo Arca Azioni Italia, Eurizon Capital SGR SPA gestore del fondo Eurizon Azioni Italia; Eurizon Investment SICAV - PB Equity EUR; Eurizon Capital SA gestore del fondo Eurizon Fund Equity Italy; Fideuram Asset Management (Ireland) gestore del fondo Fideuram Fund Equity Italy; Pioneer Investment Management SGRpa gestore dei fondi: fondo Pioneer Azionario Europa e fondo Pioneer Azionario Crescita; Pioneer Asset Management SA gestore dei fondi PF European Research, PF Italian Equity e PF European Equity Optimal Volatility, UbiPramerica gestore dei fondi: Ubi Pramerica Multiasset Italia, Ubi Pramerica Bilanciato Prudente, Ubi Pramerica Bilanciato Moderato, Ubi Pramerica Bilanciato Dinamico, Ubi Pramerica Aggressivo; Ubi Sicav gestore di Multiasset Europe 50, Italian Equity, Euro Equity, European Equity, Planetarium Fund Anthilia Silver, Zenit Multistrategy Sicav e Zenit SGR S.p.A. gestore del fondo Zenit Pianeta Italia have presented the following joint list of candidates to the office of Statutory Auditor and Alternate Auditor of Saipem S.p.A., divided into two sections:

*Statutory Auditors*

1 Mario Busso

*Alternate Auditors*

1 Francesca Michela Maurelli

In compliance with the provisions of the Articles of Association, the Shareholders presenting lists have:

- filed the lists at the Company's registered office in compliance with the terms of the Law.

The lists had been made available to the public at the Company's registered office, at Borsa Italiana S.p.A., and on Saipem's website;

- filed the following for each candidate: a declaration stating acceptance of their candidature; a declaration stating that no cause exists for ineligibility, incompatibility or forfeiture; a declaration stating that they meet the integrity, independence and professional requirements as provided by the Law and the Articles of Association; a declaration stating they do not hold other directorships or auditorships in excess of the limit set by law; their up-to-date CVs detailing the other directorships and/or auditorships they may hold in other companies.

For all Shareholders other than the majority Shareholders, lists included declarations stating that there were no relations, as per art. 144 – quinquies of Issuers' Regulations, with Shareholders owning, on their own or jointly, a controlling share or a relative majority;

- filed copies of certificates stating ownership of:

• by Eni S.p.A. and CDP Equity S.p.A. of no. 4,356,736,061 shares representing 43.095% of the ordinary share capital of Saipem S.p.A.

• by HBOS European Fund, Fundamental Index Global Equity Fund, SWUTM European Growth Fund, European (ex UK) Equity Fund, Aletti Gestielle SGR S.p.A. gestore del fondo Gestielle Obiettivo Italia; Arca Fondi SGR S.p.A. gestore del fondo Arca Azioni Italia, Eurizon Capital SGR SPA gestore del fondo Eurizon Azioni Italia; Eurizon Investment SICAV - PB Equity EUR; Eurizon Capital SA gestore del fondo Eurizon Fund Equity Italy; Fideuram Asset Management (Ireland) gestore del fondo Fideuram Fund Equity Italy; Pioneer Investment Management SGRpa gestore dei fondi: fondo Pioneer Azionario Europa e fondo Pioneer Azionario Crescita; Pioneer Asset Management SA gestore dei fondi PF European Research, PF Italian Equity e PF European Equity Optimal Volatility, UbiPramerica gestore dei fondi: Ubi Pramerica Multiasset Italia, Ubi Pramerica Bilanciato Prudente, Ubi Pramerica Bilanciato Moderato, Ubi Pramerica Bilanciato Dinamico, Ubi Pramerica Aggressivo; Ubi Sicav gestore di Multiasset Europe 50, Italian Equity, Euro Equity, European Equity, Planetarium Fund Anthilia Silver, Zenit Multistrategy Sicav e Zenit SGR S.p.A. gestore del fondo Zenit Pianeta Italia of no. 147,597,997 shares representing 1.46% of the ordinary share capital of Saipem S.p.A.

The Chairman pointed out that 3 Statutory Auditors and 2 Alternate Auditors will be appointed from the above lists.

The Chairman opened the discussion.

**Donato Pinto** stated that on account of CONSOB's pecuniary sanction of 75,000 euro against Mr. Busso, the failure to uphold the appeal against the sanction and the fact that the judgement by the Court of Cassation is still pending, he believes Mr Busso should not stand for the office of Statutory Auditor. However, he leaves this decision to the Shareholders' Meeting.

**Dario Radaelli** followed on from Mr. Pinto's contribution and added that Mr. Busso was already in office on December 2, 2015, when the Company approved the share capital increase carried out in 2016 and, similarly, Mrs De Martino also did not oppose the operation, which the shareholder deems to be against the law. He maintained that Mr. Invernizzi, who is not standing, is responsible for his previous actions. For these reasons he stated he shall vote against.

Having stated that he was not aware of what the two previous Shareholders disclosed about the Statutory Auditor put forward by the minority list, **Sebastiano Corato** asked that the Board of Directors organize a “Board Assessment” during the year, in compliance, in his opinion, with Law 231.

Nobody else having asked leave to speak, the Chairman informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the Appointment of Statutory Auditors by voting the lists that had been presented, using the remote controls.

He reminded the meeting that, for the appointment of Statutory Auditors, the Shareholders, or representatives, holding proxies may:

- vote in favour of one of the lists utilising button 1 (for list 1) or button 2 (for list 2);

or

- vote against all lists presented;

or

- abstain from voting for any list.

Shareholders may only vote once.

He puts to the vote the following lists presented by the Shareholders:

LIST 1 – presented by the Shareholders Eni S.p.A. and CDP Equity S.p.A.

LIST 2 – presented by the Shareholders HBOS European Fund and others.

The Chairman informed that:

Voting in favour of List 1:

no. 951 Shareholders representing no. 6,374,529,888 shares (96.31% of the share capital).

Voting in favour of List 2:

no. 68 Shareholders representing no. 227,841,335 shares (3.44% of the share capital).

Voting against: no. 6 Shareholders representing no. 241,761 shares.

Abstentions: no. 10 Shareholders representing no. 16,214,522 shares (0.24% of the share capital)

as detailed in **Annex H** to these minutes.

The Chairman advised that the voting had resulted in the appointment of the following Statutory Auditors:

*Statutory Auditors:*

• Giulia DE MARTINO

• Riccardo PEROTTA

• Mario BUSSO

*Alternate Auditors:*

• Maria Francesca TALAMONTI

• Francesca Michela MAURELLI.

The Chairman welcomed the new Statutory Auditor Riccardo Perotta, wished all the Board of Statutory Auditors well and thanked the outgoing Statutory Auditor Massimo Invernizzi for the fruitful work performed over the past years.

**The Chairman** moved on to address **item 3 on the agenda.** The Shareholders Eni and CDP Equity left the meeting.

With the unanimous consent of the meeting, the **Chairman** forwent the reading of the Reports by the Board of Directors containing the following resolution proposal on this item of the agenda:

"Messrs. Shareholders,

you are invited to appoint as Chairman of the Board of Statutory Auditors, the Statutory Auditor holding first place on the minority list that received the most votes".

The Chairman opened the discussion.

The Shareholder **Sebastiano Corato**, taking into account what he learnt regarding Mr. Busso, proposed that Mr. Riccardo Perotta be appointed Chairman of the Board of Statutory Auditors; he has known him personally for a long time.

The Shareholder **Dario Radaelli** took the floor and stated that, in his opinion it would be just and correct for Mr. Busso to renounce his candidacy to the office of Chairman of the Board of Statutory Auditors and that of Statutory Auditor.

Nobody else having asked leave to speak, the **Chairman** informed the meeting that no. 1,028 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 2,231,826,772 ordinary shares, equal to 22.23% of the voting share capital.

He put to the vote the proposal to appoint the Statutory Auditor elected from the minority list Mario BUSSO as Chairman of the Board of Statutory Auditors pursuant to art. 27 of the Articles of Association and art. 148, paragraph 2.bis of Legislative Decree 58/98.

He invited to Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 1,189,616,448 votes in favour, no. 996,313,785 votes against, no. 45,641,539 votes abstained, and no. 255,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex I**).

He moved on to address **item 4 on the agenda**. He took note that the Shareholders Eni and CDP Equity had rejoined the meeting.

**Massimo Cipolletta representing the Shareholder Eni** proposed that the **Chairman** forwent the reading of the Report by the Board of Directors and the resolution proposal on this item of the agenda.

At the request of the Shareholder **Sebastiano Corato**, **the Chairman** read out the Report by the Board of Directors and the following resolution proposal:

“Messrs. Shareholders,

Pursuant to Article 2402 of the Italian Civil Code, the Shareholders’ Meeting determines the annual remuneration of the Chairman of the Board of Statutory Auditors and that of the Statutory Auditors. They are also entitled to the reimbursement of expenses incurred pertaining to their office. Currently the gross annual remuneration of the Chairman amounts to 70,000 euro, and that of the Statutory Auditors to 50,000 euro.

We propose that you establish their remuneration. We ask you to approve remuneration in line with the benchmark of comparable companies.

The Corporate Governance Code for listed companies, which Saipem S.p.A. has adopted, recommends, in Article 8.C.3., that "The remuneration of auditors shall be proportionate to the commitment required from each of them, to the importance of his/her role as well as to the size and business sector of the company."

Resolution proposal:

“Messrs. Shareholders,

You are invited to set the annual remuneration of the Chairman of the Board of Statutory Auditors and the annual remuneration of the Statutory Auditors by voting for one of the proposals put forward at the Shareholders’ Meeting”.

The Chairman opened the discussion.

**Massimo Cipolletta representing the Shareholder Eni** proposed a gross annual remuneration of 70,000 euro for the Chairman of the Board of Statutory Auditors, and 50,000 euro for each Statutory Auditor, plus expenses.

The Shareholder **Donato Pinto,** taking into account the negative phase that the Company is undergoing and the fact that employees, besides this year’s increase, have not had increases since 2006, deemed the proposed compensation to be excessive and stated that they should be decreased and in line with their performance for both the Chairman and the Statutory Auditors.

Nobody else having asked leave to speak, the **Chairman** informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal presented by the Shareholder Eni at item 4 of the agenda.

He invited to Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,443,106,379 votes in favour, no. 73,000 votes against, no. 14,756,236 votes abstained, and no. 160,891,891 non-voting shares, as per detailed list enclosed to these minutes (**Annex L**).

**The Chairman** moved on to address **item 5 on the agenda**.

At the proposal of **Massimo Cipolletta representing the Shareholder Eni,** he forewent the reading of the report by the Board of Directors containing a reasoned opinion by the Board of Statutory Auditors on this item of the agenda:

“Messrs. Shareholders,

The external audit firm EY S.p.A. has requested the recognition of additional fees for the following work:

(a) 280,000 euro relating to additional audit procedures on the Statutory and Consolidated Financial Statements of Saipem S.p.A. at December 31, 2016, concerning the in-depth study of methodologies applied to assess the recoverable value of Group cash generating units, for the purposes of the impairment test, and of analyses at the basis of Company Strategic Plan 2017-2020. This work, carried out with the support of team specialists from Ernst & Young UK, was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(b) 126,864 euro relating to additional audit procedures on the Statutory and Consolidated Financial Statements of Saipem S.p.A. at December 31, 2016, concerning the in-depth study of four relevant branches of Saipem SpA (Iraq, Sharjah, Kazakhstan, Norway) and three less relevant branches (Kuwait, Abu Dhabi and Russia Anapa). This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(c) 10,000 euro relating to additional audit procedures on the Statutory and Consolidated Financial Statements of Saipem S.p.A. at December 31, 2016, concerning changes that occurred in 2015 which progressed into 2016, in terms of financial, treasury and risk management activities. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(d) 10,200 euro relating to additional audit procedures on the Statutory and Consolidated Financial Statements of Saipem S.p.A. at December 31, 2016, concerning the migration to the “GRC VIRSA” database utilized by the Company since June 2016. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(e) 410,144.40 euro relating to additional audit procedures on the Statutory and Consolidated Financial Statements of Saipem S.p.A. at December 31, 2016, which concerned certain foreign subsidiaries. These ongoing audit procedures on the internal control system of financial reporting related to the so-called "Fraud Risk Work Program" carried out by Reconta Ernst & Young SpA (140,000 euro) and by foreign companies of the EY network (270,144.40 euro). This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(f) 8,000 euro for audit procedures aimed at issuing a report on the balance sheet and consolidated financial data and related indexes pursuant to article 189, paragraph 2 letters a) and b) of Legislative Decree no. 163 dated April 12, 2006 implementing EU directive 2004/17/CE and 2004/18/CE, enclosed to Company affidavits. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

(g) 35,245 euro for audit procedures performed on the financial statements of the Angola Branch (27,845 euro) and Albania Branch (7,400 euro) in compliance with local legislation. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meeting of March 9, 2017;

Furthermore, whereas:

I) on April 27, 2016, the Board of Directors of the Company approved the adoption of a long-term programme for the issue of non-convertible bonds, the "Euro Medium Term Notes Programme" for an amount up to 2 billion euro;

II) on June 27, 2016, the Board of Directors of the Company approved the implementation of the aforementioned Euro Medium Term Notes Programme for a maximum amount of 1.6 billion euro;

III) on September 1, 2016, the Company successfully launched a dual tranche fixed rate bond issue with 4.5 and 7–year tenors, for a total nominal amount of 1 billion euro. The notes were issued by Saipem Finance International B.V. under the Euro Medium Term Notes Programme",

the external audit firm has requested the recognition of additional fees for the following non-discretionary work related to the aforementioned bond issues:

(h) 420,000 euro for conducting procedures in order to issue a comfort letter / Bring-Down Letter to the Company and the Joint Arrangers and Dealers which relates to the audit of the financial data included in the Base Prospectus. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meetings of September 21 and October 20, 2016;

(i) 230,000 euro for auditing (I) the consolidated financial data of the Saipem Group for the period which followed the last consolidated financial statements ended June 30, 2016, as well as (II) certain accounting data of the Saipem Group included in the Prospectus Supplement, required to issue the aforementioned letters to the Company and the Joint Arrangers and Dealers. This work was reviewed and approved by the Board of Statutory Auditors of Saipem SpA at their meetings of September 21 and October 20, 2016.

The Board of Statutory Auditors found that the above mentioned financial demands submitted by the external auditors:

- are the result of professional work ongoing or completed on behalf of the company;
- are in line with the provisions of the Frame Agreement no. 1437/2010/APR-CCT-C between Eni SpA and Reconta Ernst & Young SpA dated May 10, 2010, and agreements between Saipem SpA and Reconta Ernst & Young SpA, with regard to the use of standard hourly rates by professional category and their professional mix, amounting to a total of 753,589.40 euro as detailed in items (a), (c), (d), (e), (f) and (g);
- are the result of specific hourly rates by professional category and their suitable professional mix vis-à-vis the work complexity, especially for extra-ordinary and non-discretionary audits related to the bond issue "EMTN Programme", carried out urgently and with limited time available, by the external auditors, amounting to a total of 776,864 euro as detailed in items (b), (h) and (i).

The Board of Statutory Auditors proposes that the Shareholders' meeting approve the payment of additional fees to the company Reconta Ernst & Young amounting to a total of 1,530,453.40 euro, relating to work not detailed under the original offer because it pertained to additional activities which could not have been foreseen at the time of the appointment."

The Chairman opened the discussion.

**Donato Pinto** quoted detailed data showing a significant decrease in Saipem operations and personnel and therefore asked what additional work the external auditors had carried out. In his opinion the framework agreement that had been entered into when Saipem was part of Eni should be reviewed.

He also maintained that in 2015 there was an almost total lack of supervision of the external auditors, but despite this they obtained an 894,000 euro increase.

He stated that he believes this lack of supervision continued in 2016 and would like to know the reasons behind these additional fees, which he deems excessive and unjustified. He invited the CEO to check the amounts claimed.

**Sebastiano Corato** agreed with the contribution by the Shareholder Pinto and, even taking into account the extra-ordinary activities carried out by the external auditors concerning the share capital increase in 2015 and the bond issue in 2016, he still deems a containment of audit costs desirable.

Nobody else having asked leave to speak, the **Chairman** informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the reasoned proposal presented by the Board of Statutory Auditors at item 5 of the agenda.

He invited the Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,529,871,177 votes in favour, no. 591,648 votes against, no. 14,319,681 votes abstained, and no. 74,045,000 non-voting shares, as per the detailed list enclosed to these minutes (**Annex M**).

**The Chairman** moved on to address **item 6 on the agenda**.

With the consent of the meeting, and at the proposal of **Massimo Cipolletta representing the Shareholder Eni**, the **Chairman** forwent the reading of the report by the Board of Directors containing the following resolution proposal on this item of the Agenda:

"Messrs. Shareholders,

you are called to express in favour of the first part of the Remuneration Report approved by the Board of Directors on March 16, 2017, which illustrates the policy adopted by the Company in terms of the remuneration of members of the management bodies and senior managers with strategic responsibilities, as well as the procedures used to adopt and implement this policy".

**The Chairman** opened the discussion.

The Shareholder **Donato Pinto** argued as to why the Shareholders only have a non-binding vote on the remuneration policy of Directors and other Executives.

**The Chairman** reminded the meeting that the law decrees that the Shareholders' Meeting be called to express a merely consultative vote on the Remuneration Report.

Nobody else having asked leave to speak, the Chairman informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal to "express a consultative vote in favour of the first part of the Remuneration Report".

He invited the Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,430,265,553 votes in favour, no. 101,260,891 votes against, no. 13,256,062 votes abstained, and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex N**).

**The Chairman** moved on to address **item 7 on the agenda**. With the consent of the meeting, he forwent the reading of the Directors' Report containing the following resolution proposal on this item of the Agenda:

"Messrs Shareholders,

You are invited to approve the following resolution:

The Ordinary Shareholders' Meeting resolves:

1) to authorise the Board of Directors, pursuant to art. 2357 of the Italian Civil Code, to buy back for the 2017 Plan allocation, on the Computerized Trading Market – in one or more tranches within 18 months from the date of this resolution – up to a maximum of 84,000,000 Saipem ordinary shares for a total not exceeding 50,000,000 euro, in compliance with the methods set forth in the Regulation of Borsa Italiana S.p.A.

The unitary price of each buy-back shall not exceed, or be less than, the reference price of shares recorded on the computerised trading market on the day prior to the buy-back (plus or minus 5% for the maximum and minimum price respectively). Specifically, if the purchase is carried out in a regulated trading venue, the issuer may not purchase shares at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the same trading venue. Transactions must comply with art. 3 of EU Regulation no. 2016/1052.

In compliance with paragraph 3 of art. 2357 of the Italian Civil Code, the number of shares to be bought back shall take into account the number of treasury shares already held by the Company, and of the reverse split operation that may take place meanwhile;

2) to grant the Board of Directors all the necessary powers to implement this resolution, using proxies if necessary, including intermediaries authorised by law, as gradually as deemed in the interest of the Company, under the terms detailed in EU Market Abuse Regulation no. 596/2014, in Commission Delegated Regulation (UE) 2016/1052 dated March 8, 2016 and by general and sector-specific regulations, and in compliance with current legislation, and with the methods detailed in art. 144-bis, paragraph 1, letter b) of Issuers' Regulations, taking into account the relevant buy-back market practices, ensured by Consob, in compliance with art. 180, paragraph 1, letter c), of Leg. Decree 58/98, through resolution no. 16839 dated March 19, 2009".

The Chairman opened the discussion.

Nobody having asked leave to speak, the Chairman informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal for item 7 of the Agenda.

He invited to Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,506,771,179 votes in favour, no. 24,667,265 votes against, no. 13,344,062 votes abstained, and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex O**).

**The Chairman** moved on to address **item 8 on the agenda**. With the consent of the meeting, he forwent the reading of the Directors' Report containing the following resolution proposal on this item of the Agenda:

“Messrs Shareholders,

you are invited to

• grant the Board of Directors authorisation, pursuant to art. 2357-ter of the Italian Civil Code:

- to use up to a maximum of 84,000,000 treasury shares, to serve the Long-term Incentive Plan 2016-2018, taking into account the reverse split operation that may take place meanwhile, to be granted, free of charge, for the 2017 allocation, to the CEO and Senior Managers of Saipem and subsidiary companies identified by name at each annual Plan allocation from the senior managers directly responsible for business results, or holding strategic positions;

• to grant the Board of Directors all powers to approve the Regulations of the Long-Term Incentive Plan and identify its beneficiaries;

• grant the Chairman and the CEO all powers to implement this resolution, using proxies if necessary”.

The Chairman opened the discussion.

Nobody having asked leave to speak, the Chairman informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal for item 8 of the Agenda.

He invited to Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,531,099,214 votes in favour, no. 362,230 votes against, no. 13,321,062 votes abstained, and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex P**).

**The Chairman** moved on to address **item 9 on the agenda**. With the consent of the meeting, he forwent the reading of the Directors’ Report containing the following resolution proposal on this item of the Agenda:

“Messrs Shareholders,

With regard to the above, we ask you to vote on the following resolution:

The Ordinary Shareholders’ Meeting, having reviewed the Report by the Board of Directors,

resolves

- to approve and authorise acts interrupting the five-year limitation period, provided by art. 2393, paragraph 4, of the Italian Civil Code, against Mr. Pietro Franco Tali, a former Director of the Company, by filing an extrajudicial notice related to any act, event or circumstance which could be deemed potentially relevant to the responsibilities of Mr. Tali; and

- to grant the Chairman and the CEO, severally, the power to implement this resolution, utilizing special proxies, if necessary.”

The Chairman opened the discussion.

The Shareholder **Dario Radaelli** took the floor and asked that all his contributions be minuted verbatim by the Notary Mr. Guasti and asked for a copy of the recording of the current meeting.

**Donato Pinto** concurred with the requests made by the Shareholder Radaelli.

Nobody else having asked leave to speak, the Chairman informed the meeting that no. 1,035 Shareholders were in attendance, either on their own behalf or by proxy, representing a total of 6,618,827,506 ordinary shares, equal to 65.93% of the voting share capital.

He put to the vote the proposal for item 9 of the Agenda.

He invited to Shareholders to cast their votes using the remote controls.

The proposal was approved by a majority of votes, with no. 6,531,549,434 votes in favour, no votes against, no. 13,233,072 votes abstained, and no. 74,045,000 non-voting shares, as per detailed list enclosed to these minutes (**Annex Q**).

There being no further business to discuss, the Chairman thanked all present and, at 13.30 hrs, moved on to address the extra-ordinary part of the meeting, which was minuted separately.

| THE CHAIRMAN | THE SECRETARY |
|---|---|
| Prof. Paolo Andrea Colombo | Mr. Francesco Guasti |