

The Italian text prevails over the English translation

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 1 of the Meeting Agenda.

**1. STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2020 OF SAIPEM S.P.A. RELEVANT RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2020. REPORTS BY THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE EXTERNAL AUDITORS. PRESENTATION OF THE CONSOLIDATED NON-FINANCIAL STATEMENT FOR THE YEAR 2020.**

“Messrs. Shareholders,  
the Annual Report at December 31, 2020 of Saipem S.p.A. (the “Company”), containing the consolidated and preliminary statutory financial statements of Saipem S.p.A., the Directors’ Report and the declaration pursuant to art. 154-*bis*, paragraph 5 of Legislative Decree 58/1998, will be made available to the public in accordance with the law at Saipem’s headquarters and shall be published on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the authorised “eMarket STORAGE” mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on Saipem’s website ([www.saipem.com](http://www.saipem.com)).

The Consolidated Non-Financial Statement has been published in a specific section of

the Directors' Report.

The Reports by the External Auditors and by the Board of Statutory Auditors will also be made available to the public together with the Annual Report.

Please refer to the aforementioned documents.

### **RESOLUTION PROPOSAL**

Messrs. Shareholders,

- having examined the Directors' Report prepared pursuant to art. 125-ter of Legislative Decree no. 58 dated February 24, 1998;
- having examined the Annual Report relating to the 2020 financial year, the Reports by the External Auditors and by the Board of Statutory Auditors;
- having acknowledged the Consolidated Financial Statements at December 31, 2020 and the Consolidated Non-Financial Statement relating to the 2020 financial year, prepared pursuant to Legislative Decree no. 254 dated December 30, 2016, you are called
- to approve the Statutory Financial Statements of Saipem S.p.A. at December 31, 2020, which close with a loss of Euro 171,067,387.66”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 2 of the Meeting Agenda.

**2. ALLOCATION OF THE RESULT FOR THE YEAR 2020.**

“Messrs. Shareholders,  
as the Financial Statements of Saipem S.p.A. at December 31, 2020 closes with a loss of 171,067,387.66, we propose the following:

**RESOLUTION PROPOSAL**

Messrs. Shareholders,

You are called to:

- cover the loss of 171,067,387.66 euro utilizing the reserve “Retained earnings (losses)”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 3 of the Meeting Agenda.

**3. ESTABLISHING THE NUMBER OF BOARD DIRECTORS.**

“Messrs. Shareholders,

The mandate of the current Board Directors, granted by the Shareholders’ Meeting of May 3, 2018, will expire at the General Shareholders’ Meeting called to approve the 2020 Financial Statements.

Art. 19 of the Articles of Association provides that the Board of Directors be comprised of a minimum of five and a maximum of nine members.

The Shareholders’ Meeting on May 3, 2018 had set at nine the number of Board Directors.

The Corporate Governance Code of January 2020, which Saipem SpA adopted, in art. 4, Principle XIII, Recommendation 23, also taking into account the provisions of the Principles in art. 2, recommends that the outgoing Boards of Directors of listed companies express their Recommendations to the Shareholders on the quantitative and qualitative composition they consider to be most suitable for the new Board.

Saipem’s Board of Directors, whose mandate expires with the approval of the 2020 Financial Statements:

- having heard the Sustainability, Scenarios and Governance Committee, which it tasked with an initial assessment of the size and composition of the Board itself;
- taking into account the results of the 2020 Board review and continuing from

the Board's three-year mandate which is coming to an end;

- taking into account the activities that the next Board of Directors will have to focus on, whose mandate will be of significant importance for the development of the Company's strategy in an evolving and significantly changing sector and market context,

expressed its *Recommendations to the Shareholders on the Quantitative and Qualitative Composition of the new Board of Directors* (“Recommendations”).

The Recommendations are posted on Saipem's website and are attached to this Report. The Board of Directors, considering its Recommendations to the Shareholders and the resolutions to be taken:

- deems the current number of nine Directors to be appropriate;
- that the current Board size allows the correct composition of the three Board Committees (and that of the Related Party Transactions Committee<sup>1</sup>), with the necessary number of independent members. It also ensures their involvement and the in-depth analysis of the issues and the resolutions to be taken.

Pursuant to recommendation 2, art. 1 of the Corporate Governance Code, which Saipem adopted, the Board of Directors proposes to maintain at nine the number of Board Directors to be appointed by the Shareholders' Meeting”.

## **RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called to set at nine the number of Board Directors to be appointed by the Shareholders' Meeting”.

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<sup>1</sup> In relation to the provisions of the applicable legislation on Transactions with Related Parties, the Audit and Risk Committee is comprised for the purposes of Transactions with Related Parties, of two non-related independent Directors, already members of the Committee, in addition to another non-related and independent Director chosen on the basis of seniority among the other non-related independent Directors.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 4 of the Meeting Agenda.

**4. ESTABLISHING THE DURATION OF THE BOARD DIRECTORS' MANDATE.**

“Messrs. Shareholders,

Pursuant to art. 19 of the Articles of Association, the Directors’ maximum term of office is set at three years and expires on the date that the Shareholders' meeting is convened to approve the Financial Statements for the last year of their term.

The Board of Directors proposes that the Shareholders’ Meeting set the maximum term of office for the next Board Directors at three years, expiring on the day the Shareholders' meeting is convened to approve the Financial Statements at December 31, 2023”.

**RESOLUTION PROPOSAL**

“Messrs. Shareholders,

- You are called to appoint the Board Directors for the years (2021, 2022 and 2023); their mandate shall expire on the day the Shareholders approve the Financial Statements at December 31, 2023”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 5 of the Meeting Agenda.

**5. APPOINTMENT OF BOARD DIRECTORS.**

“Messrs. Shareholders,

pursuant to art. 147-ter of Legislative Decree 58/1998 and art. 19 of the Company’s Articles of Association, the Shareholders’ Meeting appoints the Board of Directors from voting lists, in which candidates are allocated a progressive number.

Lists presented by the Shareholders must be filed, as indicated in the notice of Shareholders’ Meeting, at least 25 days prior to the Shareholders' Meeting, i.e. by April 5, 2021, which has been extended to the next working day April 6, 2021.

Each Shareholder may present, or participate in presenting, only one list and vote only for one list, in compliance with the Law and applicable regulations. The entities that control the shareholder, the companies controlled by them and those subject to joint control cannot present or participate in the presentation of other lists or vote for them, not even through a third party or through a trust company (controlled companies are those referred to in art. 93 of Legislative Decree 58/98).

Each candidate may appear in one list only, otherwise they will be deemed ineligible.

Lists may be presented by shareholders who, individually or jointly, hold shares amounting to at least 1% of the ordinary share capital, in compliance with Consob Resolution no. 44 of January 29, 2021.

Legal ownership of the minimum shareholding required to present a list is based on

the number of shares registered as owned by the Shareholder on the day of filing with the Company. The relevant documentation may be produced by the authorized intermediary, after filing, but before the Company is required to publish the lists (i.e. by 18.00 hrs on April 9, 2021).

Please note that, in accordance with art. 147-ter, paragraph 1-ter, of Legislative Decree 58/98, as amended by paragraph 302 of Law no. 160 dated December 126, 2019, at least two fifths of the Directors to be appointed must be from the least represented gender for six consecutive terms.

Saipem's Board of Directors, in compliance with these new provisions on gender balance in the Board of listed companies:

- recommends that the Shareholders, in compiling the list of candidates to be elected the office of Directors, ensure that the number of candidates of the least represented gender is at least (rounded up, where necessary) corresponding to two-fifths of the overall number of Board Directors (and therefore at least four in the case of a Board of Directors comprised of nine members).

Article 19 of the Articles of Association contains specific provisions on the composition of the lists aimed at ensuring compliance with the rules on gender balance on company boards. Lists featuring three or more candidates must include candidates of different genders. As the Board of Directors proposed to set the number of Directors at nine (in line with the current number of Directors) and that the least represented gender must account for at least two fifths of the Directors (i.e. four directors, in the case of a Board of Directors composed of nine members), Shareholders who intend to present a list for the appointment of the majority of Board members are invited to include in that list at least three candidates from the least represented gender.



The lists for the appointment of the Board of Directors must be filed along with the following documents or they will be inadmissible:

- information on the identity of the Shareholders who have presented the lists and the overall shareholding in Saipem share capital;
- exhaustive information on the personal and professional characteristics of candidates (curriculum vitae, the number of other directorships and auditor-ships held at other companies);
- statements by each candidate accepting his/her nomination and affirming, under their own responsibility, the absence of any grounds making him/her ineligible or incompatible for such position and that he/she satisfies the professional and integrity requirements set forth in current legislation and regulations;
- statements by each candidate affirming that he/she meets the requirement of independence set forth by the Articles of Association and by article 148, paragraph 3, of Legislative Decree 58/1998, as also referred to in article 147-ter, paragraph 4 of the same Decree. Statements must also indicate if candidates meet the independence requirements as per recommendation 7, art. 2 of the Corporate Governance Code, that Saipem adopted.

According to the provisions of Communication DEM/9017893 of February 26, 2009, Consob recommends that the Shareholders who do not hold, on their own or jointly, a controlling or relative majority shareholding, to file, together with the list, a declaration:

- stating that they do not have any direct or indirect relationship, as per Articles 147-ter, paragraph 3, of Legislative Decree 58/98 and 144-quinquies of Consob Resolution no. 11971 of May 14, 1999 and subsequent amendments ("Issuers Regulations"), with the Shareholders who hold, on their own or jointly, a controlling or relative majority stake;

or

- specifying any existing relationship, if significant, and providing the reasons why these relationships should not be considered.

The lists, accompanied by the aforementioned information, are made available to the public at least twenty-one days prior to the Shareholders' Meeting (single call), and therefore by April 9, 2021, at the Company's registered office, Borsa Italiana S.p.A. and at the authorized storage mechanism "eMarket STORAGE", as well as on the Company's website.

At least one Board Director if the Board of Directors is composed of less than seven members, or at least three Directors if the Board of Directors is composed of more than seven must satisfy the independence requirements established for members of the board of auditors of listed companies.

Vis-à-vis the independence requirements and the number of independent Directors, Shareholders are also invited to consider the provisions of art. 2 (Recommendations 5 and 7) of the Corporate Governance Code, which provides that independent Directors make up at least half of the members of the Board of Directors (Corporate Governance Code art. 2, Recommendation 5) and, in the case of a Board of Directors composed of nine members, they should be at least five.

The lists expressly indicate the candidates who meet the aforementioned independence requirements.

All candidates must also possess the integrity requirements prescribed for statutory auditors of listed companies by art. 148, paragraph 4, of Legislative Decree 58/98, referred to Directors by art. 147-*quinquies*, paragraph 1, of Legislative Decree 58/98. The Corporate Governance Code of January 2020, which Saipem SpA adopted, in art. 4, Principle XIII, Recommendation 23, also taking into account the provisions of the Principles in art. 2, recommends that the outgoing Boards of Directors of listed

companies express their Recommendations to the Shareholders on the quantitative and qualitative composition they consider to be most suitable for the new Board.

Saipem's Board of Directors, whose mandate expires with the approval of the 2020 Financial Statements:

- having heard the Sustainability, Scenarios and Governance Committee, which it tasked with an initial assessment of the size and composition of the Board itself;
- taking into account the results of the 2020 Board review and continuing from the Board's three-year mandate which is coming to an end;
- taking into account the activities that the next Board of Directors will have to focus on, whose mandate will be of significant importance for the development of the Company's strategy in an evolving and significantly changing sector and market context,

expressed its *Recommendations to the Shareholders on the Quantitative and Qualitative Composition of the new Board of Directors* ("Recommendations").

The Recommendations are posted on Saipem's website and are attached to this Report. In line with the Corporate Governance Code, the Recommendations identify the managerial and professional profiles and the expertise deemed necessary, also in light of the sectoral characteristics of the Company, considering the diversity criteria indicated by Principle VII and Recommendation 8 and the guidelines expressed on the maximum number of offices in application of Recommendation 15.

Pursuant to art. 4, recommendation 23 of the Corporate Governance Code, the Board of Directors requires anyone submitting a list with a number of candidates that is higher than half the number of members to be elected to provide adequate information on the compliance of the list with the Board recommendations, and with the Board diversity criteria set forth in principle VII and recommendation 8 of the Corporate Governance Code. The list should also identify the candidate for the chairmanship of

the Board, whose appointment is conducted in accordance with the company's Articles of Association.

Concerning the modalities for presenting the lists, the Board of Directors, as indicated in the FAQ for the application of the Corporate Governance Code (2020 edition), invites the Shareholders who present lists of candidates for the appointment of the Board of Directors or the Board of Statutory Auditors, to ensure that the lists are accompanied by all the information necessary to allow the Shareholders to express their vote in an informed manner, including the indication that candidates qualify as independent based on the provisions of Recommendation 7 of the Corporate Governance Code.

Directors shall be elected as follows:

- a) seven tenths of Directors to be appointed (the number will be rounded down if necessary) will be selected from the list which receives the majority of votes from the Shareholders' Meeting, in the order in which they are listed;
- b) the remaining Directors will be selected from the other lists, provided they are not in any way, not even indirectly, linked with the shareholders who have presented or voted for the list that has obtained the majority of votes; therefore, votes obtained for each list will be successively divided by one, two, three and so on, until the number of remaining Directors to be appointed has been reached. The ratios obtained will be progressively attributed to candidates of each list, in the order attributed to each candidate within that list. Candidates will be classified in decreasing order according to their respective ratios, and those who have received the higher ratios will be appointed. In the event that more than one candidate obtains the same ratio, the candidate on the list with no Director yet appointed or on the list with the lowest number of Directors appointed will be elected. If these lists have yet to elect a

Director, or if they have already appointed an equal number of Directors, the candidate on the list with the highest number of votes will be appointed. In case of another tie, the Shareholders' Meeting will vote again, but only amongst the candidates under ballot, and the candidate who receives the majority of votes will be elected;

c) should this procedure fail to appoint the minimum number of independent Directors required by the Articles of Association, the ratio of votes is calculated for each candidate from all lists, by dividing the number of votes obtained by each list by order number of each candidate; non-independent candidates who have received the lowest ratios in all lists are replaced, starting from the lowest one, by independent candidates appearing in the same list as the replaced candidate (in order of appearance), or by independent candidates appointed in accordance with the procedure under letter d). In the event of candidates from different lists having achieved the same ratio, the candidate from the list which has appointed the greater number of Directors will be replaced by the candidate from the list that obtained the smaller number of votes, and in case of lists having received the same number of votes, with the candidate who will have obtained the fewer votes by the Shareholders' meeting in an ad-hoc ballot;

*c-bis*) should procedures under a) and b) fail to comply with gender balance legislation, the ratio of votes is calculated for each candidate from all lists, by dividing the number of votes obtained by each list by order number of each of said candidates; the candidate of the most represented gender with the lowest ratio amongst candidates from all lists is replaced, notwithstanding the minimum number of independent Directors, by a candidate of the least represented gender with the higher order number in the same list (if any), or by a candidate appointed as per the procedure under letter d). In the event of candidates from different lists having obtained the same minimum ratio, the candidate from the list which has appointed the greater number of Directors

will be replaced by the candidate from the list that obtained the smaller number of votes, and in case of lists having received the same number of votes, with the candidate who will have obtained the fewer votes by the Shareholders' meeting in an ad-hoc ballot;

d) to elect Directors, who for any reason have not been appointed through the aforementioned procedures, the Shareholders' Meeting will vote according to the majority procedure as provided by law, to ensure that the composition of the Board of Directors complies with the Law and the Articles of Association”.

### **RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called

- to appoint the Board Directors, voting one list from those presented and published in compliance with the provisions of the Articles of Association”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 6 of the Meeting Agenda.

**6. APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS.**

“Messrs. Shareholders,

pursuant to art. 21 of the Articles of Association, the Board of Directors appoints the Chairman of the Board, selecting him/her from its members, if the Shareholders’ meeting has failed to do so.

The Board of Directors, in the document *“Saipem’s Board of Directors’ Recommendations to the Shareholders on the Quantitative and Qualitative Composition of the new Board of Directors”*, provided direction vis-à-vis the office of Chairman of the Board of Directors.

In line with the Corporate Governance Code (art. 4, Recommendation 23), which Saipem adopted, the Board of Directors requires that *anyone submitting a slate with a number of candidates that is higher than half the number of members to be elected (.....) to also identify its candidate for the chairmanship of the board, whose appointment is conducted in accordance with the company’s bylaws.*”

**RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called

- to propose and vote to appoint one of the Directors as Chairman of the Board”.



**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 7 of the Meeting Agenda.

**7. ESTABLISHING THE REMUNERATION OF BOARD DIRECTORS.**

“Messrs. Shareholders,  
pursuant to art. 24 of the Articles of Association, the Directors are entitled, on an annual basis and for the term of their office, to the remuneration set by the General Shareholders' meeting at the time of their appointment.

We remind the Shareholders that, currently, the gross remuneration for each Director is €60,000 per annum, plus expenses. This remuneration shall remain valid until decided otherwise by the Shareholders' Meeting.

We ask you to establish remuneration in line with the benchmark of comparable companies”.

**RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called

- to set, based on the proposals that may be submitted by the Shareholders, the annual remuneration for Board Directors for the duration of their mandate”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 8 of the Meeting Agenda.

**8. 2021 REPORT ON SAIPEM'S REMUNERATION POLICY AND  
COMPENSATION PAID: RESOLUTIONS RELATING TO THE FIRST  
SECTION PURSUANT TO ART. 123-TER, PARAGRAPH 3-TER, OF  
LEGISLATIVE DECREE N. 58/1998. POLICY ON REMUNERATION.**

“Messrs. Shareholders,

at the proposal of the Compensation and Nomination Committee, the Board of Directors approved the 2021 Report on Saipem's Remuneration Policy and Compensation Paid, drawn up in compliance with art. 123-*ter* of Legislative Decree no. 58/98 and art. 84-*quater* of Issuers' Regulations.

Pursuant to paragraph 6 of art. 123-*ter* of Legislative Decree no. 58/98, the first part of the Report illustrates clearly:

- the policy adopted by the Company in terms of the remuneration for members of the management bodies and senior managers with strategic responsibilities with reference to the following year and, without prejudice to the provisions of art. 2402 of the Italian Civil Code, for the members of the regulatory bodies;
- the general purposes pursued, the bodies involved, and the procedures used for the adoption and implementation of this policy.

Saipem's 2021 remuneration policy is valid for one year and is aimed at promoting the mission and values of the Company, at attracting, motivating and retaining people with

high professional and managerial profiles, at encouraging the achievement of strategic objectives and the sustainable growth of the Company and at aligning the main priority of creating sustainable value for the Shareholders in the medium-long term with the management interests, in line with the guidelines set forth in the Company's strategic plan. Without prejudice to the provisions of art. 123-ter, paragraph 3-ter of Legislative Decree no. 58/98, companies submit the remuneration policy referred to in paragraph 3 of the same article to the shareholders' vote with the frequency required by the duration of the policy defined pursuant to art. 123-ter, paragraph 3, letter a) of Legislative Decree no. 58/98, and, in any case, at least every three years or whenever there are changes to the policy itself. Companies pay out compensation only in accordance with the remuneration policy recently approved by the shareholders. In exceptional circumstances, companies may temporarily derogate from the remuneration policy, provided that the latter provides for the procedural conditions under which the derogation can be applied and specifies the elements of the policy that can be derogated. Exceptional circumstances are situations in which the derogation of the remuneration policy is necessary to pursue the long-term interests and sustainability of the company or to ensure its ability to remain on the market.

The resolution is binding. If the Shareholders' Meeting does not approve the remuneration policy, the Company continues to pay remuneration in compliance with the most recent remuneration policy approved by the Shareholders' Meeting or, in the absence thereof, it can continue to pay remuneration in accordance with current practices. The Company submits a new remuneration policy to the vote of the shareholders, at the latest, on the occasion of the subsequent Shareholders' Meeting provided by art. 2364, second paragraph, or the Shareholders' Meeting or art. 2364-bis, second paragraph, of the Italian Civil Code.

Please refer to the "2021 Report on Saipem's Remuneration Policy and Compensation

Paid” approved by the Board of Directors, which will be made available to the public in accordance with the terms and procedures required by law and will be published on the Company’s website”.

### **RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called to approve the first part of the “2021 Report on Saipem’s Remuneration Policy and Compensation Paid”, approved by the Board of Directors on March 12, 2021, which illustrates the policy adopted by the Company in terms of the remuneration of members of the management bodies, control bodies and senior managers with strategic responsibilities, as well as the procedures used to adopt and implement this policy”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 9 of the Meeting Agenda.

**9. 2021 REPORT ON SAIPEM'S REMUNERATION POLICY AND  
COMPENSATION PAID: RESOLUTIONS RELATING TO THE  
SECOND SECTION PURSUANT TO ART. 123-TER, PARAGRAPH 6,  
OF LEGISLATIVE DECREE N. 58/1998. COMPENSATION PAID.**

“Messrs. Shareholders,

at the proposal of the Compensation and Nomination Committee, the Board of Directors approved the 2021 Report on Saipem's Remuneration Policy and Compensation Paid, drawn up in compliance with art. 123-*ter* of Legislative Decree 58/98 and art. 84-*quater* of Issuers' Regulations.

Pursuant to paragraph 6 of art. 123-*ter* of Legislative Decree 58/98, the second part of the Report:

- clearly illustrates the compensation paid in 2020, in accordance with the relevant criterion, by name to the members of the management and control bodies, and in aggregate form, for senior managers with strategic responsibilities;
- provides an adequate representation of each item making up the remuneration, including the compensation provided in the event of employment termination, highlighting its consistency with the company's remuneration policy for the relevant year;
- analytically illustrates the compensation paid in the year by the Company and by

subsidiaries or associated companies, for any reason and in any form, indicating any components of the aforementioned remuneration that are attributable to activities carried out in previous years and highlighting the compensation to be paid in one or more subsequent years for activities carried out in the relevant year, potentially providing an estimate for those components that are not objectively quantifiable in the relevant year.

The Report includes the compensation plans required by art. 114-*bis* of Legislative Decree 58/98 and refers to the section of the Company's website where these documents are available.

The entity responsible for the statutory audit of the financial statements verifies that the Directors have prepared the second section of the Report.

The Shareholders' Meeting called pursuant to art. 2364, paragraph 2, or art. 2364-*bis*, paragraph 2, of the Italian Civil Code, resolves in favor or against the second section of the Report according to paragraph 4. The resolution is not binding.”

### **RESOLUTION PROPOSAL**

“Messrs. Shareholders,

You are called to express in favor of the second part of the 2021 Report on Saipem’s Remuneration Policy and Compensation Paid, whose preparation pursuant to art. 123-*ter*, paragraph 8-*bis* of Legislative Decree 58/98 has been verified by the independent auditors, approved by the Board of Directors on March 12, 2021, which:

- clearly illustrates the compensation paid in 2020, in accordance with the relevant criterion, by name for the members of the management and control bodies, and in aggregate form, for senior managers with strategic responsibilities;
- provides an adequate representation of each item making up the remuneration,

including the compensation provided in the event of employment termination, highlighting its consistency with the company's remuneration policy for the relevant year;

- analytically illustrates the compensation paid in the year by the Company and by subsidiaries or associated companies, for any reason and in any form, indicating any components of the aforementioned remuneration that are attributable to activities carried out in previous years and highlighting the compensation to be paid in one or more subsequent years for activities carried out in the relevant year, potentially providing an estimate for those components that are not objectively quantifiable in the relevant year.”

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 10 of the Meeting Agenda.

**10. AUTHORISATION TO BUY-BACK TREASURY SHARES FOR THE  
2022 ALLOCATION OF THE SHORT-TERM VARIABLE INCENTIVE  
PLAN 2021-2023, RELATED TO THE PERFORMANCE OVER THE  
FINANCIAL YEARS 2020-2021-2022.**

“Messrs Shareholders,

the Board of Directors proposes that the Short-Term Variable Incentive Plan 2021-2023, related to the performance over the years 2020-2022 (hereinafter the “Plan”) be implemented through the buy-back of treasury shares of Saipem S.p.A. for the 2022 allocation, authorised by a resolution of the ordinary Shareholders’ meeting, pursuant to art. 2357 of the Italian Civil Code and art. 132 of Legislative Decree 58/98, under the terms detailed in EU Market Abuse Regulation no. 596/2014, as per Commission Regulation (UE) 2016/1052 dated March 8, 2016 and by general and sector-specific regulations, as well as art. 144-*bis* of Issuers’ Regulations.

*1. Reasons underpinning the request to authorise the buy-back of treasury shares.*

On April 29, 2020, the Shareholders’ meeting approved the monetary component of the Plan, whose assignees are the CEO and all Saipem managerial resources.

The Plan is an incentive tool whose purpose is to remunerate the performance and contribution provided by the individuals in the achievement of corporate targets for the relevant year.



The share-based component of the Plan, subject to a retention clause, is adopted with the aim of strengthening alignment with shareholders' and management's interests, introducing a mechanism that also incentivizes management's long-term retention.

The Plan provides for the payment of monetary incentives in the years 2021, 2022 and 2023 to resources that achieve their annual performance targets for the performance periods 2020, 2021 and 2022; it also provides the free award of Saipem ordinary Shares for the beneficiaries of the incentive identified on the basis of the additional minimum performance score set by the Board of Directors annually, if they stay with the company for a three-year period.

The Plan does not provide for the allocation of shares to the CEO.

The share-based component of the Plan applies to the management of Saipem S.p.A and its subsidiaries and is considered to be of "major significance" pursuant to art. 84-*bis*, paragraph 2 of Issuers' Regulations, as it applies to individuals referred to in art. 114-*bis* of Legislative Decree 58/98, and in particular to Saipem Managers with strategic responsibilities.

The share-based incentive at the end of each Retention Period is defined as a percentage of the beneficiaries' fixed remuneration, depending on the nature and organizational complexity of the roles and the market references in terms of overall remuneration.

The Plan provides for three share allocations, free of charge, subject to a Retention Period vis-à-vis the performance periods of the years 2020, 2021 and 2022, whose numbers shall vary depending on the individual awards. Shares may consist of outstanding shares to be purchased pursuant to art. 2357 and subsequent of the Italian Civil Code, or treasury shares already owned by Saipem.

The Annual General Meeting on April 29, 2020 had authorized the buy-back of up to a maximum of 3,500,000 ordinary shares and, at any rate, not exceeding the maximum

sum of euro 17,200,000, destined for the 2021 award of the Short-Term Incentive Plan. This authorisation is required to buy back treasury shares to cover the 2022 Plan allocation, under the terms and conditions of the Plan regulations.

More detailed information on the Plan is available at [www.saipem.com](http://www.saipem.com).

#### *2. Maximum number and type of shares.*

Authorisation is requested to buy-back for the 2022 allocation, in one or more tranches, up to a maximum of 3,500,000 ordinary shares of Saipem S.p.A., all without par value, corresponding to approximately 0.35% of the share capital, for a total maximum outlay of €9,800,000.

Please note that as of today the Company holds no. 17,532,670 treasury shares, equal to approximately 1.73% of the share capital.

Saipem subsidiaries do not hold any treasury shares.

#### *3. Information required to ascertain compliance with the provisions of art. 2357, paragraph 3, of the Italian Civil Code.*

At any time, the maximum number of treasury shares held by Saipem, including ordinary shares held by subsidiary companies, may never exceed the threshold set by current applicable legislation.

The buy-back shall occur by using the distributable profits and available reserves resulting from the latest financial statements.

The buy-back of treasury shares shall result in a decrease in net equity by posting the amount to a specific negative reserve.

For each buy-back, all necessary accounting allocations shall be made in accordance with the law and applicable accounting principles.

#### *4. Duration of the authorisation.*

Authorisation for the buy-back of treasury shares shall be valid for a maximum period of 18 months from the date of Shareholders' approval; the Board of Directors may

decide to buy back ordinary shares of Saipem S.p.A. in one or more tranches at any time, in compliance with the relevant regulations, as gradually as deemed to be in the best interests of the Company.

*5. Minimum and maximum buy-back price.*

The unitary price of each buy-back shall not exceed, or be less than, the reference price of shares recorded on the trading market on the day prior to the buy-back (plus or minus 5% for the maximum and minimum price respectively) and it shall not exceed the higher price between 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, which provides that, in any trading day, the buy-back may not exceed 25% of the average share purchase volume in the trading venue where the transaction is taking place.

*6. Methods for the buy-backs.*

The buy-backs of treasury shares will be carried out using the *safe harbour* provisions pursuant to (EU) Regulation no. 596/2014 (Market Abuse Regulation MAR) in compliance with the following terms and conditions.

Buy-backs shall be made as gradually as deemed to be in the interest of the Company, on the Computerized Trading Market, pursuant to art. 144-*bis*, paragraph 1, letter b) of Issuers' Regulations and under the terms detailed in EU Market Abuse Regulation no. 596/2014, as per Commission Regulation (UE) 2016/1052 dated March 8, 2016 and by general and sector-specific regulations, so as to ensure parity in the treatment of all Shareholders, as provided by art. 132 of Legislative Decree 58/98, and on a regulated trading venue with the methods and operational procedures set forth in Borsa Italiana S.p.A. regulations, which do not provide for direct buy-back/sale combinations.

The buy-back of treasury shares will also be carried out in compliance with market

practices concerning the purchase of treasury shares permitted by Consob pursuant to art. 180, paragraph 1, lett. c), of Legislative Decree 58/98, where applicable, and Consob guidelines.

The buy-back of shares will take place through the granting of a specific mandate to an authorised intermediary, who will carry out the purchases in complete independence and without any influence whatsoever from Saipem S.p.A. in relation to the timing of the purchases or the conditions thereof.

The buy-back of treasury shares is not a means to reduce the share capital”.

## **RESOLUTION PROPOSAL**

“Messrs Shareholders,

You are called 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 2022 allocation of the Short-Term Variable Incentive Plan 2021-2023 related to the performance of the years 202-2021-2022, on the Computerised Trading Market – in one or more tranches within 18 months from the date of this resolution – up to a maximum of 3,500,000 Saipem ordinary shares for a total not exceeding €9,800,000, in compliance with the methods set forth in Borsa Italiana S.p.A. Regulations.

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) and it shall not exceed the higher price between 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 and associated outlay shall take into account the number of treasury shares already held by the Saipem.

2) to grant the Board of Directors, and on its behalf the CEO, all the necessary powers to implement this resolution, using proxies if necessary, including intermediaries authorised by law, as gradually as deemed to be in the interests of the Company, under the terms detailed in EU Market Abuse Regulation no. 596/2014, as per Commission 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.13 of Regulation (UE) no. 596/2014, where applicable.

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

- use up to a maximum of 3,500,000 treasury shares, to serve the Short-Term Variable Incentive Plan for the three-year period 2021-2023, to be granted, free of charge, linked to the performance for the years 2020-2022 ("the Plan") for the 2022 allocation, to Senior Managers of Saipem and subsidiary companies who achieve their individual pre-set targets, within the coverage defined based on the score they achieved in the Saipem or Division performance sheet;

4) to grant the Board of Directors all powers to approve the Regulations of the Short-Term Incentive Plan and identify its beneficiaries;

5) to grant the Chairman and the CEO, acting severally, all powers to implement this resolution, using proxies if necessary”.

**SAIPEM S.p.A.**  
**ANNUAL GENERAL MEETING**  
**APRIL 30, 2021**

Report by the Board of Directors on item 11 of the Meeting Agenda.

**11. AUTHORISATION TO BUY-BACK TREASURY SHARES FOR THE  
2021 ALLOCATION OF THE LONG-TERM INCENTIVE PLAN 2019-  
2021.**

“Messrs Shareholders,

the Board of Directors proposes that the Long-Term Incentive Plan 2019-2021 be implemented for 2021 through the buy-back of treasury shares of Saipem S.p.A. authorised by a resolution of the ordinary Shareholders’ meeting, pursuant to art. 2357 of the Italian Civil Code and art. 132 of Legislative Decree no. 58/98, under the terms detailed in EU Market Abuse Regulation no. 596/2014, in Commission Regulation (UE) 2016/1052 dated March 8, 2016 and by general and sector-specific regulations, as well as art. 144-*bis* of Issuers’ Regulations.

*1. Reasons underpinning the request to authorise the buy-back of treasury shares.*

On April 30, 2019, the Shareholders’ meeting approved the Long-Term Incentive Plan for the years 2019-2021 (hereinafter the “Plan”), whose assignees are the CEO and all Saipem managerial resources.

The plan, in line with international best practices, has the following goals:

- improve alignment of shareholders’ interests in the medium-long term with the management performance through the allocation of share-based incentives, whose grant is subject to the continuous improvement of the Total Shareholder Return

against a two Peer Group panels of competitors;

- focus the Company's *management* on achieving medium-long term business targets, based on a sustainable financial performance;
- ensure greater alignment of the overall remuneration with market practices as a tool to retain the *management*.

The Plan provides for the free allocation of ordinary shares of Saipem S.p.A. subject to the achievement of company performance targets.

The Plan provides for three annual tranches for the period 2019-2021, all subject to a three-year vesting period. Therefore, the Plan will be effective in the period from 2019 (first year of share allocation) to 2024 (last year of allocation). For the CEO and strategic resources, the Plan shall be effective until 2026 (end of the vesting period of the co-investment/retention premium).

On April 30, 2019, the Shareholders' Meeting had approved the authorization to buy-back up to a maximum of 10,500,000 Saipem ordinary shares for a maximum outlay of €60,000,000 to cover the 2019 Plan allocation of the Long-Term Incentive Plan.

The Annual General Meeting on April 29, 2020 had authorized the buy-back of up to a maximum of 19,000,000 ordinary shares and, at any rate, not exceeding the maximum sum of euro 93,000,000, destined for the 2020 award of the Long-Term Incentive Plan.

This authorisation is required to buy back treasury shares to cover the 2021 Plan allocation, under the terms and regulation of the Plan itself.

More detailed information on the Plan is available at [www.saipem.com](http://www.saipem.com).

## 2. *Maximum number and type of shares.*

Authorisation is requested to buy-back for the 2021 allocation, in one or more tranches, up to a maximum of 22,000,000 ordinary shares of Saipem S.p.A., all without par value, corresponding to approximately 2.17% of the share capital, for a

total maximum outlay of €1,400,000.

Please note that as of today the Company holds no. 17,532,670 treasury shares, equal to approximately 1.73% of the share capital.

Saipem subsidiaries do not hold any treasury shares.

*3. Information required to ascertain compliance with the provisions of art. 2357, paragraph 3, of the Italian Civil Code.*

At any time, the maximum number of treasury shares held by Saipem, including ordinary shares held by subsidiary companies, may never exceed the threshold set by current applicable legislation.

The buy-back shall occur by using the distributable profits and available reserves resulting from the latest financial statements.

The buy-back of treasury shares shall result in a decrease in net equity by posting the amount to a specific negative reserve.

For each buy-back, all necessary accounting allocations shall be made in accordance with the law and applicable accounting principles.

*4. Duration of the authorisation.*

Authorisation for the buy-back of treasury shares shall be for a maximum period of 18 months from the date of Shareholders' approval; the Board of Directors may decide to buy back ordinary shares of Saipem S.p.A. in one or more tranches at any time, in compliance with the relevant regulations, as gradually as deemed to be in the best interests of the Company.

*5. Minimum and maximum buy-back price.*

The unitary price of each buy-back shall not exceed, or be less than, the reference price of shares recorded on the trading market on the day prior to the buy-back (plus or minus 5% for the maximum and minimum price respectively) and it shall not exceed the higher price between 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, which provides that, in any trading day, the buy-back may not exceed 25% of the average share purchase volume in the trading venue where the transaction is taking place.

#### 6. *Methods for the buy-backs.*

The buy-backs of treasury shares will be carried out using the *safe harbour* provisions pursuant to (EU) Regulation no. 596/2014 (Market Abuse Regulation MAR) in compliance with the following terms and conditions.

Buy-backs shall be made as gradually as deemed in the interest of the Company, on the Computerized Trading Market, pursuant to art. 144-*bis*, paragraph 1, letter b) of Issuers' Regulations and under the terms detailed in EU Market Abuse Regulation no. 596/2014, as per Commission Regulation (UE) 2016/1052 dated March 8, 2016 and by general and sector-specific regulations, so as to ensure parity in the treatment of all Shareholders, as provided by art. 132 of Legislative Decree 58/98, and on a regulated trading venue with the methods and operational procedures set forth in Borsa Italiana S.p.A. regulations, which do not provide for direct buy-back/sale combinations.

The buy-back of treasury shares will also be carried out in compliance with market practices concerning the purchase of treasury shares permitted by Consob pursuant to art. 180, paragraph 1, lett. c), of Legislative Decree 58/98, where applicable, and Consob guidelines.

The buy-back of shares will take place through the granting of a specific mandate to an authorised intermediary, who will carry out the purchases in complete independence and without any influence whatsoever from Saipem S.p.A. in relation to the timing of the purchases or the conditions thereof.

The buy-back of treasury shares is not a means to reduce the share capital”.

## **RESOLUTION PROPOSAL**

“Messrs Shareholders,

You are called 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 2021 allocation of the Long-Term Incentive Plan 2019-2021, on the Computerized Trading Market – in one or more tranches within 18 months from the date of this resolution – up to a maximum of 22,000,000 Saipem ordinary shares for a total not exceeding €61,400,000, in compliance with the methods set forth in the Borsa Italiana S.p.A. Regulations.

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) and it shall not exceed the higher price between 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 Saipem.

2) to grant the Board of Directors, and on its behalf the CEO, all the necessary powers to implement this resolution, using proxies if necessary, including intermediaries authorised by law, as gradually as deemed in the interests 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.13 of Regulation (UE) no. 596/2014, where applicable.

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

- use up to a maximum of 22,000,000 treasury shares, to serve the 2021 allocation of the Long-term Incentive Plan 2019-2021, to be granted, free of charge, to the CEO and Senior Managers of Saipem and subsidiary companies identified by name at each annual Plan allocation among those who occupy the positions most directly responsible for business results or who are of strategic interest;
- 4) to grant the Board of Directors all powers to approve the Regulations of the Long-Term Incentive Plan and identify its beneficiaries;
- 5) to grant the Chairman and the CEO, acting severally, all powers to implement this resolution, using proxies if necessary”.

The Board of Directors



**Saipem's Board of Directors'  
Recommendations to the Shareholders  
on the Quantitative and Qualitative Composition  
of the new Board of Directors**

**Approved by the Board of Directors on February 24, 2021**

## **CONTENTS**

Introduction	page 3
Size of the Board of Directors	page 4
Qualitative composition of the Board of Directors	page 5
Matrix of competencies	page 8
Time commitment	page 11
Profiles of particular relevance	page 12

## INTRODUCTION

Saipem SpA adheres to the Corporate Governance Code issued in January 2020, which, in art. 4, Principle XIII, Recommendation 23, also considering the provisions of the Principles in art. 2, recommends that the outgoing Boards of Directors of listed companies express their advice to the Shareholders on the quantitative and qualitative composition they consider to be optimal for the new Board.

Saipem's Board of Directors, whose mandate expires with the approval of the 2020 financial statements:

- having consulted the Sustainability, Scenarios and Governance Committee, which the Board tasked with the preparation of an initial assessment of the size and composition of the Board itself;
- considering the results of the Board reviews for 2020 and those over the Board's three-year term of office;
- considering the activities that the next Board of Directors will have to focus on, as their mandate will be of significant importance for the development of the Company's strategy in a sector and market context that is evolving and undergoing a significant transformation,

to facilitate the process of defining the best proposals for the quantitative and qualitative composition of the Board of Directors of Saipem SpA, in view of the renewal of the Body for the 2021-2023 mandate, provides the Shareholders with guidelines concerning:

- the size of the new Board of Directors and the professional figures whose presence is deemed appropriate if not, in some cases, necessary in the new Body;
- the experience and competencies identified in the 2020 Board Review as priorities or very relevant for the composition of the new Board, considering both the possible renewal and the need to ensure continuity for the Body;

The Board of Directors also notes that Recommendation 23 provides that *"anyone submitting a slate with a number of candidates that is higher than half the number of members to be elected to provide adequate information on the compliance of the slate with the board guidelines mentioned above, and with the board diversity criteria set forth in principle VII and recommendation 8. In such cases, the slate also identifies its candidate for the chairmanship of the board, whose appointment is conducted in accordance with the company's bylaws."*

## SIZE OF THE BOARD OF DIRECTORS

Saipem SpA, pursuant to art. 19 of the Articles of Association, is managed by a Board of Directors comprising no less than five and not more than nine Directors.

The Board unanimously believes that:

- the current number of nine Directors is appropriate;
- that the balance between Executive Directors (1) and Non-Executive Directors (8), of which five are Independent is appropriate, in accordance with the provisions of the Corporate Governance Code, January 2020, art. 2, Principle VI, Recommendation 5;
- that the current size allows for a correct composition of the three Board Committees<sup>1</sup> (and of the Related Party Transactions Committee<sup>2</sup>), with an adequate number of Independent Directors; this size also enables the adequate involvement of Directors and the possibility of in-depth analysis of the issues discussed and the resolutions to be taken.

The Board of Directors of Saipem SpA is aware of the amendments, contained in the provisions of the 2020 Budget Law, made to Law no. 120 dated July 12, 2011, on the subject of gender balance in the bodies of listed companies, which envisage, for the least represented gender, a quota of at least two fifths of the members of the administrative and control bodies.

The Board:

- recommends that the Shareholders, in compliance with these new provisions, in composing the list of Director candidates to be elected, work in such a way as to ensure that the number of candidates of the less represented gender is at least (rounded up, where necessary) two-fifths of the number of Board Directors (and therefore at least four in the case of a Board of Directors comprising nine members).

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<sup>1</sup> Audit and Risk Committee, Nomination and Compensation Committee, Sustainability, Scenarios and Governance Committee.

<sup>2</sup> In relation to the provisions of the applicable legislation on transactions with related parties, the Audit and Risk Committee is comprised of two independent non-related Directors, already members of the Committee, and of another non-related and independent director chosen on the basis of seniority among the other independent non-related Directors.

## **QUALITATIVE COMPOSITION OF THE BOARD OF DIRECTORS**

When making these recommendations to the Shareholders presenting the lists of candidates, the Board expresses and emphasises the importance of the following professional skills, expertise and experience, which they deem necessary for the purposes of an optimal composition of the Saipem Board of Directors:

- ensures that the Board enjoys a solid and balanced combination of professional expertise and experience necessary to address and effectively manage the challenges that will emerge from the foreseeable evolution of the sector and the market and from the preparation and implementation of Saipem's strategic objectives over the next three years;
- identify profiles with the right personal characteristics and aptitude, capable of ensuring effective collaboration and positive relational dynamics in the optimal performance of the office of Director;
- ensure the presence of a fair number of Independent Directors, to stimulate an open and attentive debate from all stakeholders;
- identify the profiles capable of devoting sufficient time for the diligent fulfilment of their responsibilities, also in consideration of the position adopted by the Board of Directors of Saipem SpA on February 26, 2018 regarding the cumulation of offices held in other management and control bodies;
- further promote the requirements of diversity, in terms of professional experience, geographical provenance, demographic diversification and sectors of origin as well as gender.

The Board of Directors is aware that:

- to adequately perform their role, it is essential that candidates, as members of the Board of Directors, possess the expertise, competencies and experience necessary for the exercise of their duties, and that these be wide-ranging and diversified among all members, vis-à-vis:
  - the duties and responsibilities associated with the roles within the Board and its Committees;
  - the characteristics of the Company in terms of its size and operations, its complexity and type of activities performed;
  - the context and growth prospects of the market, the prospective evolutionary scenarios, as well as the regulatory framework and the risk management system;



- for the assessment of individual competencies, it is necessary to consider both the theoretical knowledge acquired through studies or training courses, and the practical experience gained through professional activity.

The 2020 Board Review showed that the articulation and quality of the professional profiles of the current qualitative composition of the Board are adequate in terms of knowledge, skills and range; this leaves only a few indications of possible further development opportunities and enrichment. The Board of Directors submits to the Shareholders its Recommendations on the optimal qualitative composition of the professional skills of the future Board of Directors, based on Saipem's governance requirements as perceived by the Directors in consideration of the Group's strategic guidelines.

In the light of these considerations, the Board of Directors recommends that, in defining the lists for the 2021-2023 mandate, Saipem's Shareholders:

- evaluate and propose at the Shareholders' Meeting a continuance for an adequate number of outgoing Board Directors, approximately between one third and one half of the current members, thus ensuring that a large part of the overall experience and skills of the current Board remains within the new Board,
- identify new high-quality professional and personal profiles with authority and competence, to complement and integrate with the profiles of the Directors who may be reconfirmed. This is to maintain and, potentially, further increase the Board's ability to exercise its functions of direction and control, consolidate the governance of the Company and promote the adequate refreshment of the Board.

The Board of Directors, based on the experience gained over their mandate, expresses its evaluations to the Shareholders in terms of knowledge, competencies and experience, which it deems should characterise, through the different contributions of each member, either reconfirmed or new, the optimal qualitative composition of the new Board.

This set of experiences, knowledge and expertise have been outlined by the outgoing Board of Directors in the graph below.

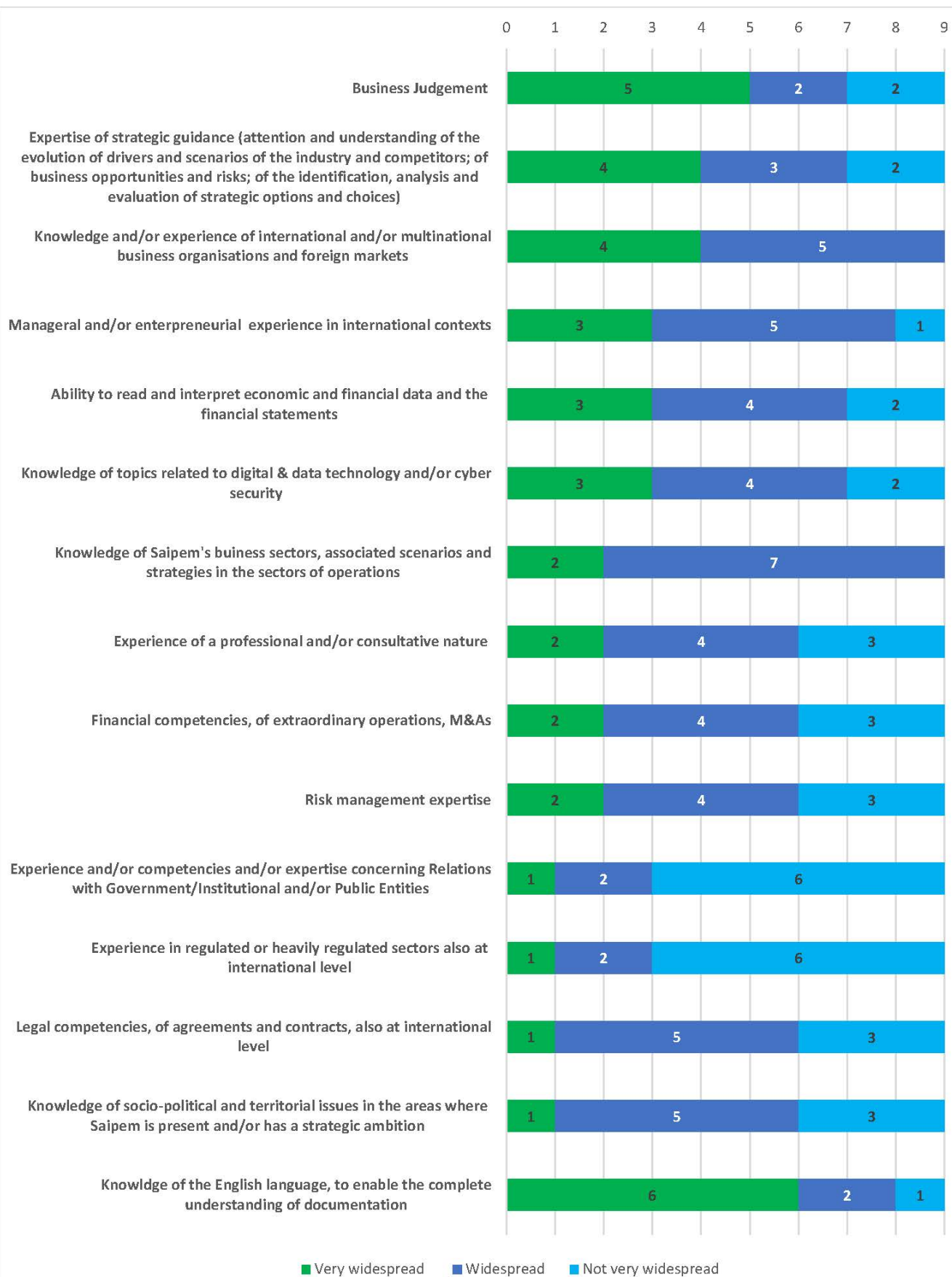
The latter represents the degree to which the Directors believe that the various professions should feature in the new Board of Directors, in accordance with the following classification:

- ✓ *very widespread* – held by approximately one third of Board members;
- ✓ *widespread* – held by approximately one quarter of Board members;

✓ *not very widespread* – held even by only one or two members of the Board, as these are part of the third group of specialist competencies.

The analysis process, carried out to prepare these Recommendations to the Shareholders, led the Board of Directors to propose a Matrix of Competencies detailing how widespread and balanced should be the competencies and experience individually brought into the collective context of the Board of Directors.

## MATRIX OF COMPETENCES



Based on the answers provided by the Directors in the preparatory process, an indication has emerged that the overall profile of the next Board should present a set of experiences and skills:

- *Very widespread by:*
  - o Business judgement
  - o Expertise in strategic guidance (attention and understanding of the evolution of drivers and scenarios of the industry and competitors; of business opportunities and risks; of the identification, analysis and evaluation of strategic options and choices)
  - o Knowledge of Saipem's business sectors, associated scenarios and strategies in the sectors of operations
  - o Knowledge and/or experience of international and/or multinational business organisations and foreign markets
  - o Managerial and/or entrepreneurial experience in international contexts
  - o Ability to read and interpret economic and financial data and the financial statements
  - o Knowledge of topics related to digital & data technology and/or cyber security
  
- *Widespread by:*
  - o Experience of a professional and/or consultative nature
  - o Financial competencies, of extraordinary operations, M&As
  - o Risk management expertise
  
- *Not very widespread by:*
  - o Experience and/or competencies and/or expertise concerning Relations with Government/Institutions and/or Public Entities
  - o Experience in regulated or heavily regulated sectors, also at international level
  - o Legal knowledge of agreements and contracts, also at international level
  - o Knowledge of socio-political and territorial issues in the areas where Saipem is present and/or has a strategic ambition.

All Directors are required to possess a good knowledge of the English language to fully understand all of the documentation.

The Board also suggests that the Shareholders carefully consider, in the evolution of the composition

of the Board, in line with Saipem's Business Plan and in view of the challenges that Saipem will face in terms of energy transition, candidates who, alongside high professional skills in the areas described, can also bring important expertise to the new Board in the following areas:

- Experience in managerial roles in technical/industrial areas of advanced engineering in comparable sectors to those in which Saipem operates in terms of complexity and international scope
- Direct experience in digital transition projects
- Experience in corporate finance
- Experience in B2B industrial marketing
- International profile, possibly a foreign national, with direct knowledge of Saipem's main markets
- Effective experience on ESG issues, renewable energy and evolution of the energy sector.

As part of the criteria to be used in putting forward the lists of candidates, the Directors highlighted the importance of soft skills, to build on the already excellent Board dynamics, with particular reference to:

- collaboration and influence
- orientation and drive towards results
- business judgment and decision-making skills
- teamwork and inclusiveness.

The Board of Directors should be comprised of different professional profiles, recognising the importance, for the proper functioning of the Board itself, of having complementary experiences and skills, styles and cultures, to be combined with differences in gender, age and seniority of office.

All candidates, in accepting their candidacy, must be asked to carefully evaluate whether they can guarantee that they will be able to devote adequate time to the diligent performance of their duties on the Board of Saipem SpA, also taking into account any other positions they may hold in the management and control bodies of other companies as well as other work commitments and professional activities, also having regard to the recommendation concerning the cumulation of offices in other management and control bodies adopted by the Board of Directors of Saipem SpA on February 26, 2018.

## **TIME COMMITMENT**

In order to allow the Shareholders to quantify the time that will be requested of the candidates to the position of Director and to assess whether they will be able to ensure the necessary preparation and participation in the meetings, the outgoing Board of Directors detailed the number of meetings and time commitments that were required of the members of the Board and of the Committees in 2020.

<b>BODY</b>	<b>MEETINGS</b>	<b>AVERAGE DURATION hr.m.</b>
Board of Directors	15	04:55
Sustainability, Scenarios and Governance Committee	4	01:16
Compensation and Nomination Committee	14	01:57
Audit and Risk Committee	16	02:49
Related Parties' Committee <sup>3</sup>	1	00:45

In addition to the time needed to participate in the meetings, it is also necessary to consider the preparation time for each meeting and, for the Chairmen of the Board and of each Board Committee, also the time dedicated to the performance of the role and the activities of preparation, organisation and coordination for Board and Committee meetings.

It is also necessary to consider the time commitment necessary for the participation in meetings dedicated to induction and ongoing training, as well as any off-site events during the three-year period.

<sup>3</sup> See Note 1 on page 4

## **PROFILES OF PARTICULAR RELEVANCE**

Saipem's Directors, being aware of the high importance of some roles within the Board of Directors, indicate the main specific characteristics that the persons called upon to fill these roles should possess:

### ***The Chairman of the Board of Directors should***

- be a figure with a high professional and value profile. Authoritative and credible to play the role of guarantor to Saipem's shareholders and stakeholders
- be capable of guaranteeing the transparent and correct management of the functioning of the Board of Directors
- be capable of promoting the integration of the various competencies and experiences of the Directors
- have previous experience as a Board leader or the head of listed companies of comparable size, complexity and international projection to Saipem's
- have attention and experience in corporate governance
- have a recognised international standing.

### ***The CEO should:***

- have full personal and professional authority for the performance of this role
- have significant managerial experience and recognised success at the top of the management of listed companies of comparable size, complexity, and sectors to Saipem's
- have relevant international management experience in the energy business also in view of the energy transition
- have adequate expertise in economic and financial matters and corporate strategy
- be able to convey both vision and strategic thinking
- have high team-leadership qualities.

### ***The other Directors***

They should all be Non-Executive Directors and, generally speaking, the independent Directors should account for at least half of the Board members, pursuant to the Corporate Governance Code (Article 2, Recommendation 5) and therefore be at least five when the Board of Directors comprises of nine members.

The independence requirement, which proxy advisors and investors pay particular attention to, must be assessed having regard to both substance and form.

Indicatively, at least three out of seven professional figures should have gained managerial experience in listed companies of a comparable size and international complexity to Saipem's. Attention should be paid to the transversal skills possessed by the Directors as opposed to the vertical ones, thus enhancing the teamwork of the Board and the Committees.