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Oggetto : Saipem S.p.A.: Extract Notice of the Ordinary and Extraordinary Shareholders Meeting

*Testo del comunicato*

Vedi allegato

Saipem S.p.A.  
Sede legale  
via Luigi Russolo, 5 – Milano  
Capitale Sociale Euro 501.669.790,83 i.v.  
Registro delle Imprese di Milano,  
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Codice Fiscale e Partita IVA 00825790157



**EXTRACT OF THE NOTICE OF THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING OF SAIPEM S.P.A  
IN ORDINARY AND EXTRAORDINARY SESSIONS**

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

The Annual General Shareholders' Meeting (in ordinary and extraordinary sessions) of Saipem S.p.A. (“**Saipem**” or “**Company**”) will be held **at 11.00 am (CET) on 8 May 2025** (single call), in the manner set out below, to discuss and resolve on the following

**Agenda**

Ordinary Session

1. Approval of Statutory Financial Statements at 31 December 2024 of Saipem S.p.A. Relevant resolutions. Presentation of the Consolidated Financial Statements at 31 December 2024, which includes the Consolidated Sustainability Statement 2024. Reports by the Board of Directors, the Statutory Auditors, and the External Auditors.
2. Resolutions relating to the allocation of the result for the year 2024 and dividend distribution.
3. Report on Remuneration Policy and Compensation Paid – 2025.
  - 3.1 Approval of the “First Section” of the Report on Remuneration Policy and Compensation Paid, pursuant to article 123-ter, paragraph 3-ter, of Legislative Decree 58/1998. Policy on remuneration.
  - 3.2 Approval of the “Second Section” of the Report on Remuneration Policy and Compensation Paid, pursuant to article 123-ter, paragraph 6, of Legislative Decree 58/1998. Compensation paid.
4. Authorization to buy-back treasury shares for the 2025 allocation of the 2023-2025 Long-Term Variable Incentive Plan.

Extraordinary Session

1. Mandatory conversion of savings shares into ordinary shares. Consequent amendment of Articles 5, 6 and 11 of the Articles of Association.



In accordance with the provision of Article 106, paragraph 7, of Legislative Decree No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020, as last extended by Legislative Decree No. 202 of 27 December 2024, converted with amendments by Law No. 15 of 21 February 2025, Shareholders entitled to vote may attend the Shareholders' Meeting exclusively through the representative designated by the Company (*i.e.* Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan, or his replacement should he be unavailable, hereinafter “**Designated Representative**”), pursuant to Article 135-*undecies* of Legislative Decree 58/1998. The latter may be granted with proxies and/or *sub*-proxies pursuant to Article 135-*novies* of Legislative Decree 58/1998, derogating from Article 135-*undecies*, Paragraph 4, of the same Decree.

Further information, specifically the modalities and terms concerning (i) the conduct of the Shareholders' Meeting, (ii) exercising Shareholders' rights (record date **Monday 28 April 2025**), (iii) the Directors' reports on the items on the agenda and the documents relating to the Shareholders' Meeting, can be found in the full notice of Shareholders' Meeting, available on the Company's website ([www.saipem.com](http://www.saipem.com) | Section “Governance” – “Shareholders' Meeting”), from the authorized storage system “eMarket STORAGE” ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

Information on the share capital is also available on the Company's website ([www.saipem.com](http://www.saipem.com) | Section “Governance” – “Shareholders' Meeting”).

Saipem's Annual Financial Report 2024, which includes the draft financial statements and consolidated financial statements at 31 December 2024, the Directors' Report, the statements as per article 154-*bis*, paragraph 5 and 5-*ter* of Legislative Decree 58/1998, and the reports by the External Auditors and the Board of Statutory Auditors will be available at the Company's registered office, on the Company's website ([www.saipem.com](http://www.saipem.com) | Section “Governance” – “Shareholders' Meeting”), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and at the authorized storage system “eMarket STORAGE” ([www.emarketstorage.com](http://www.emarketstorage.com)) as of **Monday 7 April 2025**. The Consolidated Sustainability Statement 2024 will be published in a specific section of the Consolidated Directors' Report and includes the relevant External Auditor's Report.



The financial statements and/or summary statements of Saipem's subsidiaries and affiliates, pursuant to Article 2429, paragraphs 3 and 4, of the Italian Civil Code and Article 77, paragraph 2-bis, of Consob Regulation adopted by Resolution no. 11971/1999 will be made available to the public at the company's registered office as of **Wednesday 23 April 2025**.

This extract has been published in the newspaper "*Il Sole 24 Ore*" on **Wednesday 12 March 2025**.

On behalf of the Board of Directors

The Chairman

*Elisabetta Serafin*

