

The Italian text prevails over the English translation

OBSERVATIONS BY THE BOARD OF STATUTORY AUDITORS TO THE EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF SAIPEM SPA REGARDING THE ONLY ITEM ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS 'MEETING TO BE HELD ON MAY 17, 2022, AS FOLLOWS:

***“Provisions pursuant to art. 2446 of the Italian Civil Code for the recapitalization of the Company: (i) proposal to reduce the share capital due to the losses resulting from the Company's balance sheet as at December 31, 2021; (ii) proposal pursuant to art. 2443 of the Italian Civil Code to grant the Board of Directors the power to increase the share capital to be offered in option to shareholders against payment of €2 billion, to be carried out by March 31, 2023 in indivisible form, through the issue of ordinary shares and the associated reverse stock split transaction functional to the capital increase; consequent amendment of art. 5 of the Articles of Association.*”**

Messrs Shareholders,

whereas:

- the Board of Directors, through a resolution dated March 24, 2022, approved the draft financial statements of Saipem S.p.A. at December 31, 2021, which closes with a loss of €2,382,569,149.09, and net of available reserves of €661,643,754.60, the capital erosion at December 31, 2021 was equal to €1,720,925,394.49;
- as this amount is in excess of a third of the share capital of €2,191,384,692.79, thus triggering the conditions set out in Article 2446 of the Italian Civil Code;
- the Board of Directors, at the same meeting on March 24, 2022, pursuant to art. 2446 paragraph 1, of the Italian Civil Code, resolved to call the Shareholders' Meeting on May 17, 2022, so that the Shareholders can resolve a reduction of the share capital due to losses pursuant to art. 2446 of the Italian Civil Code and approve the proposal to grant the Board of Directors pursuant to art. 2443 of the Italian Civil Code the power to increase the share capital to be offered in option to shareholders against payment of €2 billion, to be carried out by March 31, 2023, in indivisible form, through the issue of ordinary shares and the associated reverse stock split transaction functional to the share capital increase with consequent amendment of art. 5 of the Articles of Association.
- the Board of Directors, at their meeting of March 24, 2022, also approved the updated four-year Strategic Plan for the years 2022-2025, providing for the financial resources to strengthen the capital and financial structure of the Group (hereinafter “Financing Package”);
- the Board of Directors, at their meeting of April 20, 2022, approved the Explanatory Report by the Board of Directors (hereinafter the “Report”) regarding the only item on the agenda of the Extraordinary Shareholders' Meeting to be held on May 17, 2022, drawn up pursuant to art. 125-ter of Legislative Decree 58/98 and art. 74, first paragraph of the Regulation adopted with Consob resolution no. 11971 dated May 14, 1999;

- the aforementioned Report contains the proposal to recapitalize the Company that shall be submitted for approval at the Shareholders' Meeting, pursuant to art.2446 of the Italian Civil Code: (i) proposal to reduce the share capital due to the losses resulting from the Company's balance sheet at December 31, 2021; (ii) proposal pursuant to art. 2443 of the Italian Civil Code to grant the Board of Directors the power to increase the share capital, in indivisible form, to be offered in option to shareholders against payment of €2 billion, including any share premium, through the issue of ordinary shares, with no par value, to be offered in option to ordinary and savings shareholders pursuant to art. 2441, paragraph 1, of the Italian Civil Code, in proportion to the number of shares they hold, with regular entitlement and the same characteristics as the outstanding ordinary shares on the date of issue, (iii) the associated reverse stock split transaction functional to the capital increase; and (iv) consequent amendment of art. 5 of the Articles of Association;
- the Board of Statutory Auditors received from the Board of Directors a copy of the documentation referred to in the previous points which, together with the Observations of this Board, will be made available to the Shareholders;
- the occurrence of the conditions of art. 2446 of the Italian Civil Code may, following the expiry of the contractual terms (where applicable), and in the absence of a specific waiver from the banks, give rise to the right of the banks to accelerate the repayment of certain outstanding loans to the Saipem Group;
- in particular, events and circumstances that may give rise to significant doubts on the ability of the Company to continue operating as a going concern for a period of at least twelve months from the closing of the financial statements at December 31, 2021;
- these uncertainties can be summed up as follows: (i) strategic-operational uncertainties related to the current and prospective performance of Saipem's operations. These uncertainties led to the review the Group's strategic plan from the version approved in October 2021 and (ii) financial uncertainties, mainly attributable to the significant losses that emerged during the fourth quarter of 2021, which led to the implementation of a financing package aimed at strengthening the capital and financial structure of the Company;
- despite these uncertainties, in light of the mitigating actions implemented and/or planned and indicated analytically in the Report, Saipem's Board of Directors maintained that the necessary elements exist to enable the preparation of the Annual Financial Report at December 31, 2021 on the basis of business continuity, utilising the evaluation criteria of a going concern, while certain material uncertainties remained;
- in the framework of the overall Financing Package, Saipem's Related Parties Committee, with the support of a legal advisor and a financial advisor, reviewed, for the purposes of the regulations on transactions with related parties, the relevant aspects concerning the commitments that the significant shareholders Eni and CDP have taken towards Saipem, as indicated in the Report, sharing their opinion that these commitments are exempted from the application of the aforementioned regulations;

the Board of Statutory Auditors makes the following observations:

- a) the draft Financial Statements for the year ended December 31, 2021, were made available by the Board of Directors in accordance with the law. In this regard, as reported in the Annual Report, the Board of Statutory Auditors examined, with the assistance of the Senior Manager responsible for Financial Reporting, and during the frequent discussions with the External Auditors, the administrative and accounting procedures used in the preparation of the Company's financial statements at December 31, 2021, the consolidated financial statements

as well as the other periodic interim statements. The Board of Statutory Auditors also reviewed the process that allows the Senior Manager responsible for Financial Reporting and the Director delegated to do so, to issue the certifications required by art. 154-bis of Legislative Decree 58/98, governing the financial reporting process, as well as the effectiveness of the Company's internal control and risk management systems over financial reporting, without thereby violating its independence (pursuant to Article 19 of Legislative Decree 39/2010, as updated by Legislative Decree 135/2016). Upon completion of this activity, the Board of Statutory Auditors believes that Saipem's administrative and accounting system can ensure the correct representation of management events;

- b) the Directors' Report concerning the draft financial statements at December 31, 2021, pursuant to art. 2446 paragraph 1 of the Italian Civil Code, aims to illustrate: (i) the equity, economic and financial situation of Saipem S.p.A. at December 31, 2021 approved by the Board of Directors on March 24, 2022 and (ii) following the losses that have reduced the share capital by more than one third, pursuant to art. 2443 of the Italian Civil Code, granting the Board of Directors the power to increase the share capital, in indivisible form, pursuant to art. 2441, first paragraph of the Italian Civil Code, and the associated reverse stock split transaction functional to the capital increase. The report examines the validity of the reasons that led to the losses, the nature and characteristics of the losses, the valuation criteria adopted, the management outlook as well as the measures to be taken to relaunch operations and maintain business continuity. On March 24, 2022, the Board of Directors approved the updated four-year Strategic Plan for the years 2022-2025t, providing for the provision of additional capital to strengthen the equity and financial structure of the Group;
- c) with regard to maintaining business continuity, similarly to what is stated in the Annual Report to the Shareholders, the Board of Statutory Auditors received from the management the opinion acquired by an expert appointed by the Company on business continuity acknowledging that it:
- identified the main uncertainties that characterize Saipem's present and future situation;
 - reviewed the associated mitigating measures identified by the Company;
 - concluded that, in consideration of the mitigating measures identified by the Company and the available evidence regarding their achievement, at the date of approval of Saipem's draft 2021 financial statements, the Company is a going concern, despite the presence of significant uncertainties with regard to its ability to continue operating (second scenario indicated in the Joint Document by the Bank of Italy/CONSOB/ISVAP; third scenario indicated in the document "Going concern - a focus on disclosure" by IASB);
- d) Saipem's Board of Statutory Auditors ultimately took note of the decision made by the Company's Board of Directors on the basis of the activities instructed and received by the Management, so that it could form a conscious opinion regarding the business continuity, so as to prepare the statutory financial statements at December 31, 2021, of Saipem as a going concern despite the presence of significant uncertainties (a conclusion in line with the paper prepared by an expert appointed by the Company);
- e) the proposals made by the Board of Directors regarding the actions to be taken and their implementation are based on the principles of proper administration and respect the legal limits and statutory provisions.

The Directors' Report, together with these observations by the Board of Statutory Auditors pursuant to art. 2446 of the Italian Civil Code, shall be sent to CONSOB and made available to the public at the Company's registered office, on its website (www.saipem.com), as well as at Borsa Italiana S.p.A., in accordance with the law.

San Donato Milanese (MI), April 22, 2022

The Board of Statutory Auditors of Saipem SpA