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Oggetto : Saipem and Subsea7 announce signing of the
Merger Agreement

Testo del comunicato

Vedi allegato



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Saipem and Subsea7 announce signing of the Merger Agreement

Transaction structure and terms confirmed in line with Memorandum of Understanding

Creating a global leader in energy services

Milan, Luxembourg, 24 July 2025 - Saipem and Subsea7 announce that they have entered into a binding merger agreement, on terms and conditions in line with what previously communicated at the time of the signing of the Memorandum of Understanding on 23 February 2025. The merger of Saipem and Subsea7 will create a global leader in energy services.

Highlights

- The company resulting from the merger¹ between Saipem and Subsea7 (the “**Proposed Combination**”) will be renamed Saipem7 (“**Saipem7**”), will have revenue of approx. €21 billion², EBITDA in excess of €2 billion³, will generate more than €800 million of Free Cash Flow⁴ and will have a combined backlog of €43 billion⁵
- The highly complementary geographical footprints, competencies and capabilities, vessel fleets and technologies will benefit Saipem7’s global portfolio of clients
- The diversification of the geographical footprint of Saipem and Subsea7 is reflected in the combined backlog, with no single country contributing more than 15% of total⁶
- On completion, Saipem and Subsea7 shareholders will own 50% each of the share capital of Saipem7
- Subsea7 shareholders participating to the Proposed Combination will receive 6.688 new Saipem shares for each Subsea7 share held
- Subsea7 will distribute an extraordinary dividend to its shareholders for an amount equal to €450 million immediately prior to completion of the Proposed Combination
- Annual synergies expected to be approximately €300 million on a run-rate basis, which will lead to material value creation for the shareholders of Saipem7
- Saipem7 will remain incorporated in Italy and headquartered in Milan, and will have its shares listed on both the Milan and Oslo stock exchanges
- Siem Industries, reference shareholder of Subsea7, and Eni and CDP Equity, reference shareholders of Saipem, have committed to vote in favour of the Proposed Combination

¹ Merger by way of absorption of Subsea7 into Saipem

² Combined Revenue for Saipem and Subsea7 as per last 12 months as of 31 December 2024

³ Combined EBITDA for Saipem and Subsea7 as per last 12 months as of 31 December 2024

⁴ Combined Free Cash Flow post repayment of lease liabilities for Saipem and Subsea7 as per last 12 months as of 31 December 2024

⁵ Combined backlog for Saipem and Subsea7 as of 31 March 2025

⁶ Combined backlog for Saipem and Subsea7 as of 31 March 2025



- Completion of the Proposed Combination anticipated to occur in the second half of 2026

The management of both Saipem and Subsea7 confirm the compelling strategic rationale in creating a global leader in energy services, particularly considering the growing size of clients' projects. The parties believe the Proposed Combination will enhance value for all shareholders and stakeholders, both in the current market and in the long term.

Eni, CDP Equity and Siem Industries fully support the Proposed Combination and have signed a Shareholders' Agreement confirming the undertaking to vote in favour of the Proposed Combination. As part of this, to ensure a balanced leadership and governance structure, Saipem7's CEO will be designated by Eni and CDP Equity and Saipem7's Chairman of the Board of Directors will be designated by Siem Industries.

It is currently envisaged that, upon completion of the Proposed Combination, Mr Kristian Siem will be appointed as Chairman of the Board of Directors of Saipem7⁷ and Mr Alessandro Puliti will be appointed as CEO of Saipem7⁸. In addition, Mr Alessandro Puliti and Mr John Evans will be appointed respectively as the Chairman and CEO of the company that will manage the Offshore Engineering & Construction business of Saipem7. Such company will be named Subsea7, branded as "Subsea7, a Saipem7 Company", and will comprise all of Subsea7's businesses and Saipem's Asset Based Services business (including Offshore Wind).

The by-laws of Saipem7 are expected to provide for loyalty shares (double votes), which will be available, upon request, to all shareholders of Saipem7.

Strategic rationale of the Proposed Combination

The Proposed Combination will be beneficial to the clients of both Saipem and Subsea7, bringing together the respective strengths of both companies:

- *Global reach and comprehensive solutions for clients:* global operations and projects in more than 60 countries and a highly complementary footprint between the two companies. A full spectrum of offshore and onshore services, from drilling, engineering and construction to life-of-field services and decommissioning, with an increased ability to optimise project scheduling for clients in oil, gas, carbon capture and renewable energy
- *Diversified and complementary fleet:* an expanded and diversified fleet of more than 60 construction vessels enhancing Saipem7's ability to undertake a wide range of projects, from shallow water to ultra-deepwater operations, utilising a full portfolio of heavy lift, high-end J-lay, S-lay and reel-lay rigid pipeline solutions, flexible pipe and umbilical lay services, as well as market-leading wind turbine, foundations and cable lay installation capabilities
- *World-class expertise and experience:* a specialised, global workforce of approximately 44,000 people, including more than 9,000 engineers and project managers contributing to delivering solutions that unlock value for clients
- *Innovation and technology:* the combined expertise to foster innovation in offshore technologies, ensuring cutting-edge solutions for complex projects

⁷ Subject to approval by the Shareholders' Meeting and the Board of Directors of Saipem7

⁸ Subject to approval by the Shareholders' Meeting and the Board of Directors of Saipem7

The transaction is expected to create significant shareholder value through:

- *Synergies*: annual cost and capital expenditure synergies expected to be approximately €300 million from the third year after completion of the Proposed Combination, driven by fleet optimisation (utilisation and geographical positioning of vessels and equipment), procurement (longer charter periods for leased vessels and improved terms with suppliers), sales and marketing (tendering rationalisation), and process efficiencies
- *More efficient capital expenditure programme*: optimised allocation of capital across a broader, complementary vessel fleet
- *Attractive shareholder remuneration policy*: Saipem7 is expected to distribute annually to its shareholders at least 40% of its Free Cash Flow after repayment of lease liabilities
- *Enhanced capital structure*: a solid balance sheet expected to support an investment grade credit rating
- *Greater scale in both equity and debt capital markets*: access to a wider investor base and to more diversified sources of capital

Transaction structure, ownership and terms

- Saipem7 will be created through an EU cross-border statutory merger, carried out by way of absorption of Subsea7 into Saipem, with the latter to be renamed Saipem7
- Saipem7 will remain incorporated in Italy and headquartered in Milan, and will have its shares listed on both the Milan and Oslo stock exchanges
- Siem Industries (currently the largest shareholder of Subsea7) will own approximately 11.8% of Saipem7's share capital, while Eni and CDP Equity (currently the largest shareholders of Saipem) will respectively own approximately 10.6% and 6.4% of Saipem7's share capital
- Subsea7 shareholders participating to the Proposed Combination will receive 6.688 new Saipem shares for each Subsea7 share held
- Assuming all Subsea7 shareholders participate in the merger, the share capital of Saipem7 will be held 50-50% by the current shareholders of Saipem and Subsea7 on completion
- Immediately prior to completion of the Proposed Combination, Subsea7 shareholders will receive an extraordinary cash dividend of €450 million⁹
- Shareholders of Subsea7 who vote against the approval of the Proposed Combination at the Subsea7 Extraordinary General Meeting will have the right to dispose of their shares in Subsea7 for an adequate cash compensation under the conditions set out under Luxembourg company law.¹⁰ The formula that will be used to determine the cash compensation will be made available on Subsea7's website and the amount of the cash compensation determined on the basis of such formula will be announced in advance of Subsea7's Extraordinary General Meeting

⁹ Subject to approval by the Subsea7 Shareholders' Meeting

¹⁰ Such withdrawal right may only be exercised in respect of (a) Subsea7 shares registered in the securities account of the relevant shareholder with such shareholder's financial intermediary on the date of publication of the Common Merger Plan on the *Recueil Electronique des Sociétés et Associations - RESA* (the Luxembourg legal gazette for company announcements) and (b) Subsea7 shares acquired after such date through inheritance or bequest. Further details will be specified in the convening notice to the Subsea7 Extraordinary General Meeting

Key activities performed since the execution of the Memorandum of Understanding

- Satisfactory confirmatory due diligence completed, and transaction terms finalised in line with those initially agreed at the time of the signing of the Memorandum of Understanding
- Annual cost and capital expenditure synergies confirmed and expected to be equal to approximately €300 million from the third year after completion of the Proposed Combination
- No material findings in the analysis of Saipem and Subsea7 business plans in terms of projects overlap, thus further underpinning the value creation deriving from the Proposed Combination
- Completed the preliminary antitrust analysis with the support of specialised advisors. Currently in the process of submitting the relevant documentation for the consideration of the Proposed Combination to the applicable antitrust authorities
- Confirmation of capital allocation framework, including shareholders' remuneration policy and target of achieving and maintaining investment grade credit rating
- Identified the key members of the management team of Saipem7 and Subsea7 following completion of the Proposed Combination
- Agreement on the governance principles applicable to Saipem7 and Subsea7 following completion of the Proposed Combination

Organisational structure of Saipem7

- Saipem7 will be structured as four businesses: Offshore Engineering & Construction, Onshore Engineering & Construction, Sustainable Infrastructures and Drilling Offshore
- The Offshore Engineering & Construction business will be contained within an operationally autonomous company, fully owned by Saipem7, named Subsea7, branded as "Subsea7, a Saipem7 Company", and will comprise all Subsea7's businesses and the Asset Based Services business of Saipem (including Offshore Wind). The company will represent approximately 84% of the combined group's EBITDA for the last 12 months as of 31 December 2024
- Subsea7 shall be incorporated in the UK and headquartered in London. After completion of the Proposed Combination, Subsea7 will be governed by a Board of Directors comprising seven members, including Mr Alessandro Puliti as Chairman, Mr John Evans as CEO, Mr Kristian Siem and other four independent directors

Pre-completion distributions to shareholders

- Each of Saipem and Subsea7 will distribute cash dividends of \$350 million during the course of 2025, such dividends having already been approved by their respective shareholders' meetings in May 2025 and having already been partially distributed
- If the Proposed Combination is not completed before the approval of the full year 2025 results of Saipem and Subsea7 (expected in the second quarter of 2026 for both Saipem and Subsea7), each of Saipem and Subsea7 will (subject to their respective 2025 results meeting certain agreed financial targets) be entitled to distribute cash dividends to their respective shareholders of at least \$300 million^{11,12,13}, to be paid in Q2 2026

¹¹ Subject to approval by the Shareholders' Meeting and the Board of Directors

¹² The dividend paid by Saipem will be qualified as ordinary in nature

¹³ Saipem and Subsea7 will be entitled to distribute a reduced pro-rated amount should their respective financial results not meet the relevant financial targets, as detailed in the Common Merger Plan



- In connection with a permitted business divestment currently ongoing, Subsea7 will also distribute a cash dividend equal to €105 million¹⁴ to its shareholders prior to completion of the Proposed Combination

Shareholders' Agreement

The Shareholders' Agreement signed between Siem Industries, Eni and CDP Equity provides for, *inter alia*, an irrevocable undertaking to vote in favour of the Proposed Combination (subject to receipt of the required Italian government approval), a three-year shareholder lock-up and the submission of a joint slate for the appointment of the majority of the members of the board of directors of Saipem7.

Timing, conditions precedent, approvals and other matters

Completion of the Proposed Combination will be subject to customary conditions precedent for a transaction of this nature, including, *inter alia*, the approval of antitrust, other public and regulatory authorities' (e.g. the required Italian Government approval), as well as approval by the shareholders of both Saipem and Subsea7 at their respective Extraordinary General Meetings. In the case of Saipem this will be subject to reaching also the so-called "whitewash majorities" for purposes of the mandatory takeover bid exemption¹⁵. Both Saipem's and Subsea7's Extraordinary General Meetings will take place on 25 September 2025.

Completion is currently anticipated to occur in the second half of 2026.

The completion of the Proposed Combination will result in a "Change of Control," as defined in the terms and conditions of the convertible bond issued by Saipem and denominated "€500,000,000 Senior Unsecured Guaranteed Equity Linked Bonds due 2029".

Documentation

In connection with the Proposed Combination, the following documents, among others, will be made available:

- The notice of call of each of Saipem and Subsea7's Extraordinary General Meetings
- The common merger plan approved by the Boards of Directors of each of Saipem and Subsea7 (the "**Common Merger Plan**"), along with the consolidated financial statements of Saipem and Subsea7 for the last three financial years and the merger related interim financial statements of Saipem and Subsea7 as of 30 June 2025
- The reports of the Board of Directors of each of Saipem and Subsea7 describing the Proposed Combination
- The independent expert reports prepared for each of Saipem and Subsea7 in connection with the Proposed Combination

These documents will be available at the companies' registered seats and published on each party's website. Where required under applicable laws and regulations, these documents will be disclosed also through the authorised storage mechanism (SDIR) for Saipem and through an officially appointed mechanism (OAM) for Subsea7.

¹⁴ Subject to approval by the Subsea7 Shareholders' Meeting

¹⁵ Pursuant to Art. 49, paragraph 1, letter g) of Consob Regulation 11971/99



The Common Merger Plan will also be filed with the Companies' Register of Milan Monza Brianza Lodi, and the Luxembourg Trade and Companies Register, and will also be published in the *Recueil Electronique des Sociétés et Associations* in Luxembourg (the Luxembourg legal gazette for company announcements) (RESA)¹⁶.

Advisors

Goldman Sachs Bank Europe SE, Succursale Italia is acting as lead financial advisor to Saipem, and Deutsche Bank AG, Milan Branch as financial advisor to Saipem. Clifford Chance LLP is serving as global legal counsel to Saipem (including as to matters of Italian, English, US and Luxembourg Law), while Advokatfirmaet Thommessen AS is serving as legal counsel to Saipem as to matters of Norwegian law.

Kirk Lovegrove & Company Limited is acting as lead financial advisor and Deloitte LLP is acting as financial advisor to Subsea7. Freshfields LLP is serving as global legal counsel to Subsea7 (including as to matters of Italian, US and English Law), while Elvinger Hoss Prussen société anonyme and Advokatfirmaet Wiersholm AS are serving as legal counsel to Subsea7 as to matters of Luxembourg and Norwegian law, respectively.

Enquiries

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¹⁶ Subsea7 intends to file the Common Merger Plan with the Registre de Commerce et des Sociétés, Luxembourg (the Luxembourg Trade and Companies Register) for publication on the RESA no later than the second Oslo Børs trading day after the date of this announcement



Saipem is a global leader in the engineering and construction of major projects for the energy and infrastructure sectors, both offshore and onshore. Saipem is “One Company” organized into business lines: Asset Based Services, Drilling, Energy Carriers, Offshore Wind, Sustainable Infrastructures, Robotics & Industrialised Solutions. The company has 5 fabrication yards and an offshore fleet of 17 owned construction vessels and 13 drilling rigs, of which 9 owned. Always oriented towards technological innovation, the company’s purpose is “Engineering for a sustainable future”. As such Saipem is committed to supporting its clients on the energy transition pathway towards Net Zero, with increasingly digital means, technologies and processes geared for environmental sustainability. Listed on the Milan Stock Exchange, it is present in more than 50 countries around the world and employs about 30,000 people of over 130 nationalities.

Subsea7 is a global leader in the delivery of offshore projects and services for the energy industry. Subsea7 makes offshore energy transition possible through the continuous evolution of lower-carbon oil and gas and by enabling the growth of renewables and emerging energies.



No Offer or Solicitation

This document is not an offer of merger consideration shares in the United States. Neither the merger consideration shares nor any other securities have been or will be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and neither the merger considerations shares nor any other securities may be offered, sold or delivered within or into the United States, except pursuant to a registration statement filed pursuant to the Securities Act or an applicable exemption from registration or in a transaction otherwise not subject to the Securities Act. This document must not be forwarded, distributed or sent, directly or indirectly, in whole or in part, in or into the United States. This document does not constitute an offer of or an invitation by or on behalf of, Saipem or Subsea7, or any other person, to purchase any securities.

Forward-looking Statements

This document contains forward-looking information and statements about Saipem and Subsea7 and their combined business after completion of the proposed merger of Saipem and Subsea 7 (the “**Proposed Combination**”). Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance, Free Cash Flow, EBITDA, dividends, and credit ratings. Forward-looking statements are generally identified by the words “expects,” “anticipates,” “believes,” “intends,” “estimates” and similar expressions. Although the managements of Saipem and Subsea7 believe that the respective expectations reflected in such forward-looking statements are reasonable, investors and holders of Saipem and Subsea7 shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Saipem and Subsea7, respectively, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Except as required by applicable law, neither Saipem nor Subsea7 undertake any obligation to update any forward-looking information or statements.

This document includes estimates relating to the synergies expected to arise from the merger and the combination of the business operations of Saipem and Subsea7, as well as related integration costs, which have been prepared by Saipem and Subsea7 and are based on a number of assumptions and judgments. Such estimates present the expected future impact of the merger and the combination of the business operations of Saipem and Subsea7 on Saipem7’s business, financial condition and results of operations. The assumptions relating to the estimated synergies and related integration costs are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause the actual synergies from the merger and the combination of the business operations of Saipem and Subsea7, if any, and related integration costs to differ materially from the estimates in this document. Further, there can be no certainty that the merger will be completed in the manner and timeframe described in this document, or at all.



Use of Non-IFRS Financial Measures

This announcement includes certain non-IFRS financial measures with respect to Saipem and Subsea7, including EBITDA and Free Cash Flow. These unaudited non-IFRS financial measures should be considered in addition to, and not as a substitute for, measures of Saipem's and Subsea7's financial performance prepared in accordance with IFRS. In addition, these measures may be defined differently than similar terms used by other companies.

Presentation of Financial Information

This document includes financial data regarding Saipem and Subsea7 and the combination of Saipem and Subsea7. Any Saipem7 financial data presented herein is presented for informational purposes only and is not intended to represent or be indicative of the actual consolidated results of operations or financial position of the combined entity and should not be taken as representative of the combined entity's future consolidated results of operations or financial position had the Proposed Combination occurred as of such date. These estimates are based on financial information available at the time of the preparation of this document.

