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Oggetto : FINCANTIERI Notice of call of Fincantieri  
SpA Ordinary Shareholders' Meeting 2021

*Testo del comunicato*

Vedi allegato.

**NOTICE OF CALL**  
**FINCANTIERI S.P.A. ORDINARY SHAREHOLDERS' MEETING**  
**8 April 2021**

**FINCANTIERI S.p.A.**

Registered office Via Genova 1, Trieste

Share Capital EUR 862,980,725.70

fully paid-up

V.A.T. No. 00629440322

Tax Code and Venezia Giulia Business Registry No. 00397130584

Trieste Economic and Administrative Index No. 89063

***Call of Ordinary Shareholders' Meeting***

The Shareholders' Meeting of FINCANTIERI S.p.A. is convened to meet in an ordinary session on 8 April 2021, in single call, at 10:30 a.m., in Trieste, at the registered office of the Company at Via Genova 1, to discuss and resolve on the following

**AGENDA**

1. Approval of the Financial Statements as at 31 December 2020. Presentation of the consolidated financial statements as at 31 December 2020 and the Statement of Non-Financial Information as at 31 December 2020, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, of the Board of Statutory Auditors and of the external auditors.
2. Resolutions relating to the allocation of the profit for the 2020 financial year.
3. Approval of the Performance Share Plan 2022-2024, drawn up in accordance with Article 114-*bis* of Legislative Decree No. 58 of 24 February 1998 and Article 84-*bis* of the Regulation issued by Consob with resolution No. 11971 of 14 May 1999.
4. Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 9 June 2020.
5. Report on the policy regarding remuneration and fees paid according to Article 123-*ter*, paragraphs 3-*bis* and 6 of Legislative Decree No. 58 of 24 February 1998:
  - 5.1. Binding resolution on the first section on the policy regarding remuneration prepared under Article 123-*ter*, paragraph 3, of Legislative Decree No. 58 of 24 February 1998;
  - 5.2. Non-binding resolution on the second section on fees paid prepared under Article 123-*ter*, paragraph 4, of Legislative Decree No. 58 of 24 February 1998.

\* \* \*

To minimise the risks related to the current health emergency, the Company has decided to make use of the option established by Law Decree No. 18 of 17 March 2020 laying down the "Measures to strengthen the National Health Service and economic support for families, workers and businesses associated with the COVID-19 epidemic emergency" (the "Decree"), converted with amendments by Law No. 27 of 24 April 2020, also taking into account the provisions of Article 3, paragraph 6, of the Decree-Law No. 183 of 31 December 2020, converted with amendments by Law No. 21 of 26 February 2021, and therefore to

**establish that the shareholders' participation in the Shareholders' Meeting shall be exclusively through the representative appointed under Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (i.e., the Italian Consolidated Law on Finance or "TUF"), without the shareholders' physical participation.**

### **Information on the Company's share capital**

At the date of this notice of call, the share capital of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is EUR 862,980,725.70, divided into 1,699,651,360 ordinary shares without par value. As of this date, the Company holds 4,540,441 treasury shares, representing 0.27% of the Company's share capital.

### **Entitlement to attend Shareholders' Meeting and exercise voting rights**

In accordance with Article 83-*sexies* of the TUF and Article 14 of the Company's By-laws, the right to participate in the Shareholders' Meeting - which may be exercised exclusively through the Appointed Representative - is subject to the receipt of the communication, to be requested by each entitled party, from their intermediary, and issued by the latter in accordance with current regulations, certifying ownership of the Shares based on the accounting records at the end of the accounting day of the seventh open market trading day prior to the Shareholders' Meeting, i.e., 26 March 2021 ("record date"). Credit or debit accounting entries made after that date are not taken into account for the purposes of legitimately exercising voting rights in the Shareholders' Meeting. Therefore, persons who become owners of the Company's shares after the above-mentioned record date will not be entitled to attend and vote in the General Meeting.

Fincantieri must receive the intermediary's statement by the end of the third open market trading day prior to the Shareholders' Meeting date (i.e., by 1 April 2021), however, the entitlement to attend and vote will still apply if the Company receives the statement after this date but before the beginning of the Shareholders' Meeting.

The Directors, the Statutory Auditors, the secretary of the meeting, the representative of the auditing firm, as well as the Appointed Representative under Article 135-*undecies* of the TUF may attend the Shareholders' Meeting, also using remote connection systems that allow identification, in compliance with current and applicable provisions.

### **Attendance at the Shareholders' Meeting and granting the proxy to the Appointed Representative**

**Under Article 106 of the Decree, those entitled to vote shall participate in the Shareholders' Meeting exclusively through Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan ("Spafid"), as Appointed Representative of the Company, under Article 135-*undecies* of the TUF.**

The proxy may be granted, without charge for the delegating party (with the exception of any shipping costs), with voting instructions on all or some of the items on the agenda, using the specific form provided, with the relevant instructions for filling in and transmission, in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) dealing with this Shareholders' Meeting.

The proxy with voting instructions must reach the Appointed Representative, together with a copy of the delegating party's currently valid personal identity document or, if the delegating party is a legal person, of its legal representative pro tempore or other person with suitable powers, together with suitable documentation to certify their qualification and powers, by the end of the second trading day prior to the

date of the Shareholders' Meeting (i.e., by 6 April 2021), using the following alternative procedures: (i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for Fincantieri 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Fincantieri 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF) in advance** by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for Fincantieri 2021 Shareholders' Meeting").

By the above-mentioned deadline (end of the second trading day prior to the date of the Shareholders' Meeting, i.e., by 6 April 2021), the proxy and voting instructions may always be revoked in the manner indicated above.

It should be noted that the shares for which proxy has been conferred, even partially, are calculated for the purposes of the regular constitution of the Shareholders' Meeting; in relation to the proposals for which voting instructions have not been conferred, the shares are not taken into account for the purposes of calculating the majority and the portion of the share capital required for the approval of the resolutions.

**Under the above-mentioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxies under Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.**

Those who do not wish to use the means of participation provided for by Article 135-undecies of the TUF, may, alternatively, grant the same Appointed Representative a proxy or sub-proxy under Article 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the appropriate proxy/sub-proxy form, available on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting. The procedures set out in the proxy form on granting and notification, also electronically, the proxies/sub-proxies must be followed.

The proxy must reach the above-mentioned Appointed Representative, together with a copy of the delegating party's currently valid personal identity document or, if the delegating party is a legal person, of its legal representative pro tempore or other person with suitable powers, together with suitable documentation to certify their qualification and powers, by 6:00 p.m. on the day before the date of the Shareholders' Meeting (and in any case by the beginning of the Shareholders' Meeting), with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for Fincantieri 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Fincantieri 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF) in advance** by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for Fincantieri 2021 Shareholders' Meeting").

Within the above time limit, the proxy and voting instructions may always be cancelled in the manner indicated above.

For any clarifications on granting the proxy to the Appointed Representative (and specifically on filling in the proxy form and the Voting Instructions and their transmission), please contact Spafid by e-mail at

[confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687.319 (during normal business hours from 9:00 a.m. to 5:00 p.m.).

There are no procedures for voting by post or by electronic means.

The Company reserves the right to supplement and/or change the above instructions according to the any future needs following the current COVID-19 epidemic emergency and its developments that cannot be foreseen now.

### Supplementing the agenda and submitting new draft resolutions

In accordance with Article 126-*bis* of the TUF, Shareholders who represent (individually or jointly) at least 2.5% of the share capital may request that specific items be added to the agenda, specifying the proposed additional items in this request, or submit draft resolutions on matters already on the Shareholders' Meeting's agenda, within ten days of the date when the Shareholders' Meeting call notice is published; taking into account that the deadline would expire on a non-business day (i.e., Sunday, 14 March 2021), it has been postponed to **15 March 2021**. The agenda may not be supplemented by items on which the Shareholders' Meeting passes resolutions, pursuant to law, based on a proposal from the Directors, or based on a plan or report prepared by them which is different from those related to the items on the agenda.

Shareholders, in relation to whom the Company has received, from an authorised intermediary in accordance with law, a specific notice demonstrating their ownership of the equity interest required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request, together with the information containing the personal identification details of the Shareholders submitting it, the percentage of the total equity interest held and the reference information of the notice that the intermediary sent to the Company under applicable legal provisions, must be communicated in writing to the Company by the above-mentioned time limit:

- by post to:

*FINCANTIERI S.p.A.*  
*Legal Affairs Department - Corporate Secretary*  
*Ref. "Supplementing the Agenda/new draft resolutions"*  
*Via Genova, 1*  
*34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). (Object line: "Additions to the Agenda/new proposals").

The Company reserves the right not to accept the draft resolutions transmitted by certified electronic mail, which are illegible or transmitted using damaged or unreadable files. Please enclose a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

The Company's Board of Directors must, by the above-mentioned time limit and in accordance with the above-mentioned procedures, receive a report containing the reasons for the proposed new agenda items or the reasons for the additional draft resolutions submitted on items already included on the agenda.

Any additions to the agenda or the submission of proposals for resolutions on the items already on the agenda will be announced, at least fifteen days before the date set for the Shareholders' Meeting (i.e., by 24 March 2021), in the same manner used for the publication of this notice. At the same time, the reports submitted and prepared by those making the requests for the addition and/or additional resolution proposals, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same forms provided for the documentation relating to the Shareholders' Meeting.

In the event of resolution proposals on the items on the agenda that are alternative to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and, only if such proposal is rejected, the Shareholders' proposals will be put to the vote. These proposals, even in the absence of the Board's proposal, if they are alternative among them, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to the vote first is rejected, will the next proposal in order of capital represented be put to the vote and so on.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

#### **Right to make individual proposals for resolution**

In accordance with Article 126-bis, paragraph 1, third sentence of the TUF, those who have the right to vote may individually submit proposals for resolutions on the items on the agenda, indicating the individual item to which they refer and the text of the proposed resolution by 24 March 2021, in accordance with the above-mentioned procedures for attending the Shareholders' Meeting.

The proposals, together with the information containing the identification particulars of the shareholders submitting them (surname and first name, place and date of birth, tax code or all identification data in the case of an entity or company) and the percentage held, as well as references to the communication sent by the intermediary to the Company in accordance with current legislation, must be sent in writing to the Company within the above-mentioned deadline:

- by post to:

*FINCANTIERI S.p.A.  
Legal Affairs Department - Corporate Secretary  
Ref. "Individual proposals for resolution"  
Via Genova, 1  
34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). (Object line: "individual proposals for resolution").

The Company reserves the right not to accept resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please enclose a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

The proposals submitted will be published on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting, by 26 March 2021, so that the holders of voting rights may view

them for the purpose of granting proxies and/or sub-proxies, with relative voting instructions, to the Appointed Representative and so that the latter may collect any voting instructions also on the same.

In the event of resolution proposals on the items on the agenda that are alternative to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and, only if such proposal is rejected, the Shareholders' proposals will be put to the vote. These proposals, even in the absence of the Board's proposal, if they are alternative among them, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to the vote first is rejected, will the next proposal in order of capital represented be put to the vote and so on.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

#### **Entitlement to ask questions prior to the Shareholders' Meeting**

In accordance with Article 127-ter of the TUF, shareholders with voting rights may ask questions on the items on the agenda items even before the Shareholders' Meeting, by sending them to the Company no later than the seventh open market trading day prior to the Shareholders' Meeting (i.e., by 26 March 2021).

The questions, together with the information containing the identification particulars of the submitting shareholders, must be sent:

- by post to:

*FINCANTIERI S.p.A.  
Legal Affairs Department - Corporate Secretary  
Ref. "Questions for Shareholders' Meeting 2021"  
Via Genova, 1  
34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). (Object line: "Questions for the 2021 Shareholders' Meeting").

Please send a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

The right to ask questions prior to the Shareholders' Meeting is certified by means of a communication to the Company by an intermediary authorised under current regulations.

Questions received before the Shareholders' Meeting will be answered, at the latest, by the second open market trading day before the Shareholders' Meeting (i.e., by 6 April 2021), through publication on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting. The Company may give a single reply to questions that have the same content. Please note that no answer will be provided if the requested information is already available in FAQ format in a specific section of the Company's website or if the answer is already published in the same section.

## Information documents

The documentation related to the Shareholders' Meeting – including explanatory reports on meeting agenda items, draft resolutions, the annual financial report, the Board of Statutory Auditors' report and the external auditors' report and the Statement of Non-Financial Information prepared in accordance with Legislative Decree No. 254 of 30 December 2016 and the report on the policy regarding remuneration and fees paid, will be made available to the public, according to the deadlines imposed by applicable legal provisions, at the Company's registered office and on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section "Ethics and Governance - Shareholders' Meetings - Shareholders' Meeting 2021" as well as in the authorised and centralised storage system "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

The financial statements and/or summary schedules of Fincantieri's subsidiaries and affiliates pursuant to Article 2429, paragraphs 3 and 4 of the Italian Civil Code, as well as the financial statements of significant non-EU subsidiaries prepared pursuant to Article 15 of Consob "Market Regulations" No. 20249/2017 will be made available to the public in the manner and within the time limits provided for by current legislation.

This notice of call is published in full, in accordance with the provisions of Article 125-bis of the TUF, Article 84 of the Issuers' Regulations and Article 13.1. of the Company's By-laws, on the Company's website in the section dealing with this Shareholders' Meeting and, in abridged form, in the newspaper "Il Sole 24 Ore".

## Other information

Due to the situation resulting from the COVID-19 pandemic, the Company recommends using the forms of remote communication indicated in this notice to exercise shareholders' rights.

Finally, the Company reserves the right to supplement and/or change the content of this notice should it become necessary because of the evolution of the current health situation.

Trieste, 25 February 2021

For the Board of Directors  
Chairperson of the Board of Directors  
Giampiero Massolo



Fine Comunicato n.1616-8

Numero di Pagine: 9