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Informazione
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Diffusione presunta

Oggetto : FINCANTIERI Shareholders' Meeting
approves 2021 Financial Statements and
appoints new Board of Directors

Testo del comunicato

Vedi allegato.

FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2021 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF DIRECTORS

- **2021 Financial Statements approved and 2021 Consolidated Financial Statements presented**
- **Allocation of the net income for the year approved**
- **New Board of Directors for the three years period 2022-2024 appointed: Claudio Graziano appointed as Chairman**
- **Authorization to the purchase and disposal of the Company's shares approved, after revoking the previous Assembly authorization**
- **Report on the policy regarding remuneration and fees paid:**
 - **first section on the policy regarding remuneration, under Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998 approved**
 - **second section on fees paid under Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998 approved**
- **Supplementation of the auditing firm's fee for the 2021-2028 financial years approved**

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Trieste, May 16, 2022 – **FINCANTIERI S.p.A.** (“Fincantieri” or the “Company”) held its ordinary Shareholders' Meeting today in Trieste on a single call (the “Shareholders' Meeting”).

To minimize the risks related to the COVID-19 health emergency, in compliance with Article 106, paragraph 4, of the Law Decree No. 18 of March 17, 2020 (converted with Law No. 27 of April 24, 2020, the application of which was most recently extended by Article 3, paragraph 1 of Law Decree No. 228 of December 30, 2021 converted by Law No. 15 of February 25, 2022), the attendance at the Shareholders' Meeting by the entitled parties took place exclusively through the representative appointed by the Company pursuant to Article 135-undecies of the Legislative Decree No. 58 of February 24, 1998 (the “Italian Consolidated Finance Law”).

APPROVAL OF 2021 FINANCIAL STATEMENTS

The Shareholders' Meeting approved the Financial Statements of FINCANTIERI S.p.A. as at December 31, 2021, that closed with a profit of EUR 125,224,830.45.

During the Shareholders' Meeting, the Consolidated Financial Statements as at December 31, 2021 and the Statement of Non-financial Information drafted pursuant to Law Decree No. 254 of December 30, 2016, were presented.

ALLOCATION OF PROFIT FOR THE YEAR

The Shareholders' Meeting resolved to allocate the net profit for 2021, amounting to EUR 125,224,830.45, as follows:

- a) 5% of net profit for the year to the legal reserve;
- b) the remaining part to the extraordinary reserve.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting appointed, by means of a slate voting system, the new Board of Directors, establishing the number of members of the Board of Directors at ten and setting the term of office of the Board of Directors at three business years, with expiration on the date of the Shareholders' Meeting to be called for the approval of the financial statements as at December 31, 2024.

The following Board members were appointed: Cristina Scocchia, Claudio Graziano, Pierroberto Folgiero, Alberto Dell'Acqua, Valter Trevisani, Alessandra Battaglia and Massimo Di Carlo (taken from the list submitted by the majority Shareholder CDP Industria S.p.A., owner of the 71.318% of the Fincantieri's share capital, which obtained votes in favour corresponding to the 96.324% of the share capital represented in the meeting and entitled to vote), Paola Muratorio, Paolo Amato and Alice Vatta (taken from list submitted by the minority Shareholder INARCASSA, owner of the 2.201% of the Fincantieri's share capital, which obtained votes in favour corresponding to the 3.676 % of the share capital represented in the meeting and entitled to vote).

The Shareholders' Meeting appointed Claudio Graziano as Chairman of the Board of Directors.

The Directors Claudio Graziano, Pierroberto Folgiero, Paolo Amato, Alberto Dell'Acqua, Paola Muratorio, Cristina Scocchia, Valter Trevisani and Alice Vatta declared to satisfy the independence requirements set out by Article 147-ter, paragraph 4 and Article 148, paragraph 3, of the Italian

Consolidated Finance Law, as well as Article 2 of the Corporate Governance Code for listed companies.

The curricula vitae of the Board members are available within the slates of candidates, published on the Company's website www.fincantieri.com, in the section "Ethics & Governance – Shareholders' Meeting – Shareholders' Meeting 2022".

At present, no information is available about the appointed Directors' potential ownership of Company's treasury shares.

The Shareholders' Meeting also determined the remuneration of the Board members, including the Chairman, at EUR 50,000, in addition to the reimbursement of expenses incurred in the exercise of their office.

AUTHORIZATION TO PURCHASE AND DISPOSE OF THE COMPANY'S TREASURY SHARES

The Shareholders' Meeting also approved the proposal to authorize the purchase and disposal of treasury shares, after revoking the previous authorization granted by the Ordinary Shareholders' Meeting of April 8, 2021, for the purposes described in the Explanatory Report drafted pursuant to Article 73 of the Issuers' Regulation. Purchase of the Company's treasury shares was authorized for a period of eighteen months from the date of the Shareholders' Meeting resolution and for a maximum amount of shares not exceeding one fifth of the Company's share capital. Disposal of the Company's treasury shares was authorized without time constraints.

The purchase or disposal of treasury shares shall comply with the terms, conditions and requirements provided under applicable laws as well as, if applicable, accepted market practices in force at the relevant time. In particular, purchases shall take place at a price that does not vary upwards or downwards by more than 10% over the reference price registered on the market in the trading session preceding each individual transaction.

REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID

As for the Report on the policy regarding remuneration and fees paid (the "Report"), the Shareholders' Meeting resolved:

- to approve the first section of the Report, on the policy regarding remuneration, under Article 123-ter, paragraphs 3-bis and 3-ter, of the Italian Consolidated Finance Law and under Article 84-quater of the Issuers' Regulation;

- to approve the second section of the Report, on fees paid, under Article 123-ter, paragraph 6 of the Italian Consolidated Finance Law and under Article 84-quater of the Issuers' Regulation.

SUPPLEMENTATION OF THE AUDITING FIRM'S FEE

In relation to the compensation due to the auditing firm Deloitte & Touche S.p.A., the Shareholders' Meeting resolved:

- to approve, for the financial year 2021, an increase of EUR 25,000;
- to approve, for the financial years starting from January 1, 2022, an increase of up to a maximum amount of EUR 43,000 per year, including the increase provided for the financial year 2021.

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Fincantieri is one of the world's largest shipbuilding groups, the only one active in all high-tech marine industry sectors. It is leader in the construction and transformation of cruise, naval and oil & gas and wind offshore vessels, as well as in the production of systems and component equipment, after-sales services and marine interiors solutions. Thanks to the expertise developed in the management of complex projects, the Group boasts first-class references in infrastructures, and is a reference player in digital technologies and cybersecurity, electronics and advanced systems.

With over 230 years of history and more than 7,000 ships built, Fincantieri maintains its know-how, expertise and management centres in Italy, here employing 10,000 workers and creating around 90,000 jobs, which double worldwide thanks to a production network of 18 shipyards operating in four continents and with over 20,000 employees.

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