

<p>Informazione Regolamentata n. 1616-26-2023</p>	<p>Data/Ora Ricezione 07 Maggio 2023 10:28:23</p>	<p>Euronext Milan</p>
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Societa' : FINCANTIERI

Identificativo : 176481

Informazione
Regolamentata

Nome utilizzatore : FINCANTIERIN02 - Dado

Tipologia : REGEM

Data/Ora Ricezione : 07 Maggio 2023 10:28:23

Data/Ora Inizio : 07 Maggio 2023 10:28:25

Diffusione presunta

Oggetto : FINCANTIERI Filing of slates of Statutory
Auditors candidates and Director candidate
- Submission of proposal for Standing
Auditors' fee

Testo del comunicato

Vedi allegato.

FILING OF THE SLATES OF CANDIDATES FOR THE APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS AND OF THE PROPOSAL FOR THE APPOINTMENT OF A MEMBER OF THE BOARD OF DIRECTORS OF FINCANTIERI S.P.A. – SUBMISSION OF PROPOSAL TO SET THE FEE OF THE STANDING AUDITORS

Trieste, May 7, 2023 – **FINCANTIERI S.p.A.** (“Fincantieri” or the “Company”) informs that, with reference to the Shareholders’ Meeting convened for May 31, 2023 in single call, in the forms provided by law, by the deadline under Article 144-*sexies*, paragraph 4 of the Regulations issued by Consob with Resolution of May 14, 1999, No. 11971 (the “Issuers’ Regulation”) and pursuant to Article 30 of the Company’s By-laws, on May 5, 2023 the following slates of candidates for the appointment of the Board of Statutory Auditors of the Company have been filed:

- Slate No. 1 submitted by the Shareholder INARCASSA, owner of No. 37,413,215 ordinary shares without par value, representing 2.201% of Fincantieri share capital, which includes the following candidates: (i) for the office of Standing Auditor, Gabriella Chersicla and (ii) for the office of Alternate Auditor, Marco Seracini;
- Slate No. 2 submitted by the Shareholder CDP Equity S.p.A., owner of No. 1,212,163,614 ordinary shares without par value, representing 71.318% of Fincantieri share capital, which includes the following candidates: (i) for the office of Standing Auditor, Elena Cussigh and Antonello Lillo and (ii) for the office of Alternate Auditor, Ottavio De Marco and Arianna Pennacchio.

All the above candidates declared to satisfy the requirements set forth by law and the By-laws to serve as members of the Board of Statutory Auditors, as well as the independence requirements set forth in Article 148, paragraph 3, of the Legislative Decree of February 24, 1998, No. 58 (the “Italian Consolidated Law on Finance”), as well as in Article 2 and in particular, Recommendation No. 7 of the Corporate Governance Code by Borsa Italiana (the “Code”), to which the Company adheres.

The candidate for the office of Standing Auditor Gabriella Chersicla included in Slate No. 1 is proposed, pursuant to Article 30.6 of the By-laws, Chairman of the Board of Statutory Auditors.

It should be noted that the Shareholder INARCASSA stated, also pursuant to Consob Communication of February 26, 2009, No. DEM/9017893, the absence of any relationship of connection pursuant to Article 144-*quinquies* of the Issuer’s Regulation.

Following the filing of Slate No. 1 by the minority Shareholder, please note that no other slates of candidates for the appointment of the Board of Statutory Auditors can be submitted, pursuant to Article 144-*sexies*, paragraph 5, of the Issuer's Regulation.

The Board of Statutory Auditors will be appointed by means of a slate voting system, in accordance with current regulations and with Article 30 of the By-laws.

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The Company also informs that on May 5, 2023, the Shareholder CDP Equity S.p.A. filed, pursuant to Article 126-*bis*, paragraph 1, third sentence, of the Italian Consolidated Law on Finance, the proposal to appoint Barbara Debra Contini as Member of the Board of Directors, after the resignation submitted by Director Alessandra Battaglia.

The candidate declared to satisfy the requirements set forth by law and the By-laws to serve as members of the Board of Directors, as well as the independence requirements set forth in Article 147-*ter*, paragraph 4 and 148, paragraph 3, of the Italian Consolidated Law on Finance, as well as in Article 2 and in particular, Recommendation No. 7 of the Code.

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The Shareholder CDP Equity S.p.A. submitted, together with Slate No. 2 and pursuant to Article 126-*bis*, paragraph 1, third sentence, of the Italian Consolidated Law on Finance, the following proposal for resolution relating to point 3, sub. 3.3. of the Shareholders' Meeting's Agenda "Determination of the fee of the Standing members of the Board of Statutory Auditors": to set the gross annual fee of the Standing Auditors in EUR 37,000 for the Chairman and EUR 26,000 for each of the other Standing Auditors, in addition to the reimbursement of expenses incurred in the context of their office.

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The slates and the nomination proposal, along with the documents including the information required by the By-laws and by applicable law, as well as the abovementioned proposal for resolution submitted by the Shareholder CDP Equity S.p.A. will be made available to the public in the manner and by the dates required by current regulation.

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Fincantieri is one of the world's leading shipbuilding groups, the only one active in all areas of high-technology shipbuilding. It is a leader in the construction and conversion of cruise vessels, as well as in the naval and offshore vessels. It operates in the wind, oil & gas, fishing vessel and specialized vessel segments, as well as in the production of mechatronic and electronic marine systems, naval accommodation solutions and the provision of after-sales services such as logistical support and assistance to fleets in service.

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 almost 21,000 employees.

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Fine Comunicato n.1616-26

Numero di Pagine: 5