

Informazione Regolamentata n. 1616-40-2023	Data/Ora Ricezione 31 Maggio 2023 14:16:36	Euronext Milan
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Societa' : FINCANTIERI

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Informazione
Regolamentata

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Data/Ora Ricezione : 31 Maggio 2023 14:16:36

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Diffusione presunta

Oggetto : FINCANTIERI Shareholders' Meeting
approves 2022 Financial Statements,
appoints new Board of Statutory Auditors
and a new BoD member

Testo del comunicato

Vedi allegato.

FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2022 FINANCIAL STATEMENTS, APPOINTS NEW BOARD OF STATUTORY AUDITORS AND A NEW BOARD OF DIRECTORS' MEMBER

- *2022 Financial Statements approved and 2022 Consolidated Financial Statements presented*
- *Allocation of the annual financial result approved*
- *New Board of Statutory Auditors for the three years period 2023-2025 appointed: Gabriella Chersicla appointed as Chairman*
- *Barbara Debra Contini appointed as member of the Board of Directors*
- *Authorization to the purchase and disposal of the Company's shares approved, after revoking the previous Assembly authorization for the portion not implemented*
- *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 limited audit of the Non-Financial Statement for the 2022-2028 financial years approved*

FINCANTIERI S.p.A. ("Fincantieri" or the "Company") held its ordinary Shareholders' Meeting today in Trieste on a single call (the "Shareholders' Meeting").

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 10-*undecies* of Law Decree No. 198 of December 29, 2022 converted by Law No. 14 of February 24, 2023), 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 Law on Finance").

APPROVAL OF 2022 FINANCIAL STATEMENTS

The Shareholders' Meeting approved the Financial Statements of FINCANTIERI S.p.A. as at December 31, 2022, that closed with a loss of EUR 509,916,323.

During the Shareholders' Meeting, the Consolidated Financial Statements as at December 31, 2022 and the Statement of Non-financial Information drafted pursuant to Law Decree No. 254 of December 30, 2016, were also presented.

ALLOCATION OF ANNUAL FINANCIAL RESULT

The Shareholders' Meeting resolved to provide for the entire coverage of the loss of EUR 509,916,323 through the partial use of the extraordinary reserve, which is therefore reduced by the same amount and has a residual balance of EUR 231,336,404.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting appointed, by means of the slate voting system, the new Board of Statutory Auditors which will remain in office for three financial years (2023-2025), expiring at the Shareholders' Meeting called to approve the financial statements as at December 31, 2025.

The following Statutory Auditors were appointed: as Standing Auditors, Gabriella Chersicla (taken from the slate submitted by the minority Shareholder INARCASSA), Elena Cussigh and Antonello Lillo (taken from the slate submitted by the majority Shareholder CDP Equity S.p.A.) and, as Alternate Auditors, Marco Seracini (taken from the slate submitted by the minority Shareholder INARCASSA), Ottavio De Marco e Arianna Pennacchio (taken from the slate submitted by the majority Shareholder CDP Equity S.p.A.).

The slate submitted by the majority Shareholder CDP Equity S.p.A., owner of the 71.318% of the Fincantieri's share capital, obtained votes in favour corresponding to the 95.191% of the share capital represented in the Meeting and entitled to vote.

The slate submitted by the minority Shareholder INARCASSA, owner of the 2.201% of the Fincantieri's share capital, obtained votes in favour corresponding to the 4.766% of the share capital represented in the Meeting and entitled to vote.

Pursuant to the law and to Article 30.6 of the By-laws, the Shareholders' Meeting appointed Gabriella Chersicla – Standing Auditor taken from the minority slate – as Chairman of the Board of Statutory Auditors.

All the members of the Board of Statutory Auditors declared to satisfy the independence requirements set out by Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as well as Article 2 of the Corporate Governance Code by Borsa Italiana.

The curricula vitae of the Statutory Auditors are available within the slates of candidates, published on the Company's website www.fincantieri.com, in the section "Governance & Ethics – Shareholders' Meeting – Shareholders' Meeting 2023".

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

The Shareholders' Meeting also determined the remuneration of the Standing members of the Board of Statutory 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.

APPOINTMENT OF A MEMBER OF THE BOARD OF DIRECTORS

The Shareholders' Meeting appointed, with the majorities required by law, Barbara Debra Contini as new member of the Board of Directors following the resignation of the Board member Alessandra Battaglia, reintegrating the number of members of the Board of Directors at ten, as set by the Shareholders' Meeting of May 16, 2022.

The nomination proposal was submitted by the majority Shareholder CDP Equity S.p.A. and obtained votes in favour corresponding to the 99.999% of the share capital represented in the Meeting and entitled to vote.

The appointed Board member will expire together with the other in office, that is with the approval of the financial statements for the year ending December 31, 2024.

In accordance with the resolution passed by the Shareholders' Meeting held on May 16, 2022, the appointed Director is entitled, as a member of the Board of Directors, to a total annual remuneration of EUR 50,000.00,

The Board member Barbara Debra Contini declared to satisfy the independence requirements set out by Article 147-ter, paragraph 4 and Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as well as Article 2 of the Corporate Governance Code by Borsa Italiana.

The curriculum vitae of the new Board member is available within the nomination proposal submitted by the Shareholder CDP Equity S.p.A., published on the Company's website www.fincantieri.com, in the section "Governance & Ethics – Shareholders' Meeting – Shareholders' Meeting 2023".

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

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 May 16, 2022 for the portion not implemented, for the purposes described in the Explanatory Report drafted pursuant to Article 73 of the Regulation Issued by Consob with resolution No. 11971 of May 14, 1999 (the "Consob 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 Consob 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 Consob Issuers' Regulation.

SUPPLEMENTATION OF THE AUDITING FIRM'S FEE

In relation to the compensation due to the auditing firm Deloitte & Touche S.p.A. for the limited audit of the Non-Financial Statement, the Shareholders' Meeting resolved:

- to approve, for the financial year 2022, an increase of EUR 16,000;
- to approve, for the financial years starting from January 1, 2023 to 2028, an increase of EUR 12,000 per year.

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The summary account of the votes and the minutes of the Shareholders' Meeting 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 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 almost 21,000 employees.

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