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Societa' : FINCANTIERI

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Oggetto : FINCANTIERI Notice of call of Fincantieri SpA  
Ordinary Shareholders' Meeting 2024

*Testo del comunicato*

Vedi allegato

**NOTICE OF CALL**  
**FINCANTIERI S.p.A. ORDINARY SHAREHOLDERS'**  
**MEETING**  
**23 APRIL 2024**

FINCANTIERI S.p.A.  
Registered office Via Genova 1, Trieste  
Share Capital EUR 862,980,725.70  
fully paid-up  
VAT No. 00629440322  
Tax Code and Companies Registry (Venezia Giulia) No. 00397130584  
Trieste Economic and Administrative Index No. 89063

*Ordinary Shareholders' Meeting*

The Shareholders' Meeting of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is convened, in ordinary session, for 23 April 2024, in single call, at 11:00 a.m., in Trieste, at the premises of Sala Piccola Fenice, Via San Francesco 5, to discuss and resolve on the following

AGENDA

1. Approval of the Financial Statements as at 31 December 2023. Presentation of the Consolidated Financial Statements as at 31 December 2023 and the Non-Financial Statement as at 31 December 2023, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.
2. Resolutions relating to the allocation of the profit/loss for the year 2023.
3. Approval of the 2024-2025 Employee Share Ownership Plan for Fincantieri Group personnel drafted pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 and Article 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999. Related and consequent resolutions.
4. Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 31 May 2023. Related and consequent resolutions.
5. Report on the policy regarding remuneration and fees paid prepared pursuant to Article 123-ter, paragraphs 2, 3 and 4 of Legislative Decree No. 58 of 24 February 1998:
  - 5.1. Binding resolution on the first section on the remuneration policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;
  - 5.2. Non-binding resolution on the second section on fees paid pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

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## Information on the Company's share capital

At the date of this notice of call, the share capital of Fincantieri is Euro 862,980,725.70 and is divided into 1,699,651,360 ordinary shares without par value. As of this date, the Company holds 8,059,914 treasury shares, representing 0.47% of the Company's share capital, for which the voting rights are suspended in accordance with the law. These shares are counted for the purpose of the due constitution of the Shareholders' Meeting, but not for the purpose of calculating the majority required for the approval of the resolutions on the agenda.

## Entitlement to attend Shareholders' Meetings and exercise voting rights

Pursuant to Article 83-sexies of the Italian Consolidated Law on Finance (TUF) and Article 14 of the Company's By-laws, entitlement to participate in the Shareholders' Meeting is subject to the receipt by the Company of the communication, to be requested by each eligible person from their depositary intermediary and issued by the latter pursuant to the regulatory provision, certifying the ownership of the Shares based on the accounting evidence relating to the end of the accounting day of the seventh open market trading day prior to the date set for the Shareholders' Meeting, i.e. 12 April 2024 ("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 aforementioned record date will not be entitled to attend and vote in the Shareholders' 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 18 April 2024); however, the entitlement to attend and vote will still apply if the Company receives the statement after this date but before the meeting session begins.

## Representation at the Shareholders' Meeting

### Ordinary proxy

Persons holding voting rights may be represented in the Shareholders' Meeting by proxy granted in writing or by an electronic document signed electronically in accordance with the applicable regulatory provision. The proxy form may be used for this purpose, which is available in the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's head office. The proxy may be sent to the Company:

- by post to:

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Company Secretary*

*Ref. "Proxy for Shareholders' Meeting 2024"*

*Via Genova, 1*

*34121 Trieste*

at least two open market trading days prior to the Shareholders' Meeting date (i.e., by 19 April 2024) and, in any case, before the meeting session begins; or

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (Ref: "2024 Shareholders' Meeting Proxy"), before the meeting session begins.

The representative may deliver or send to the Company a copy of the proxy instead of the original, also in electronic format, attesting (with full acceptance of liability) that the proxy is a copy of the original, and also attesting to the grantor's identity.

#### Proxy granted to a designated representative

Persons with voting rights may, furthermore, grant a proxy to Monte Titoli S.p.A. ("Monte Titoli") with registered office in Milan, as designated representative of the Company pursuant to Article 135-undecies of the Italian Consolidated Law on Finance (TUF) and in accordance with Article 15.5 of the Company's By-Laws. The proxy shall contain voting instructions for all or some of the items on the agenda and is valid only for items for which instructions were given. Monte Titoli may only be granted proxies in its capacity as the Company's designated representative.

The grant of the proxy to the designated representative shall not involve expenses for the grantor (except delivery costs, if any).

The proxy is granted by signing the special form available – together with instructions for filling out and transmitting the form – on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's head office.

The proxy with the voting instructions must be received, together with a copy of an identity document of the Proxy Granter with current validity or, if the Proxy Granter is a legal person, of the legal representative pro tempore or of another person with appropriate powers, together with appropriate documentation certifying the Proxy Granter's qualification and powers, by the Designated Representative, by the end of the second open market trading day prior to the date of the Shareholders' Meeting (i.e. by 19 April 2024), in the following alternative ways (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy for Fincantieri Shareholders' Meeting April 2024") from their own certified mailbox (or, failing that, from their own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission in original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A., - c.a. Register Services, Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for Fincantieri Shareholders' Meeting April 2024"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following e-mail address: [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy for Fincantieri Shareholders' Meeting April 2024").

Within the aforementioned period, the proxy and voting instructions may always be revoked as indicated above.

Shares for which a proxy (full or partial) is granted are taken into account for purposes of determining whether the Shareholders' Meeting has been duly convened. For draft resolutions in relation to which voting instructions have not been provided, the shares are not taken into account in calculating the majority and the equity interest required in order to approve resolutions.

### Supplementing the agenda and submitting new draft resolutions

Pursuant to Article 126-bis, paragraph 1, first sentence of the Italian Consolidated Law on Finance (TUF), Shareholders who represent (individually or jointly) at least a fortieth (2.5%) of the share capital may make a request to the Company for specific items to 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 publication of the Shareholders' Meeting notice of call. 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 authorized intermediary in accordance with the regulatory provisions) a specific notice demonstrating their ownership of the shareholding required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request, formulated in a clear and complete manner, and accompanied by the information containing the identification particulars of the Shareholders submitting it, the percentage of the total equity interest held and the reference information of the notice sent by the intermediary to the Company in accordance with the applicable regulatory provisions must be transmitted in writing to the Company by the aforementioned deadline:

- by post, by registered letter with return receipt, a signed copy of the original, to the address

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Company 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). (Ref: "Additions to the Agenda/new proposals").

The Company reserves the right not to accept requests to supplement the agenda or draft resolutions transmitted by certified electronic mail which are illegible or transmitted using damaged or unreadable files. Please send 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 aforementioned deadline and in accordance with the aforementioned 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 proposed resolutions on items already on the agenda shall be made known at least fifteen days before the date set for the Shareholders' Meeting (i.e. no later than 8 April 2024) in the same form as the publication of this notice. At the same time, the reports prepared by those requesting supplements and/or further resolution proposals submitted, accompanied by any assessments made by the Board of Directors, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

In the event of proposals for resolutions on 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 that proposal is rejected will the Shareholders' proposals be put to the vote. These proposals, even in the absence of a proposal by the Board, if alternative to each other, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only if the proposal put to the vote first is rejected will the next proposal be put to the vote in order of capital represented, and so on.

For the purpose of their publication, as well as in relation to meeting session proceedings, 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 proposers.

Notwithstanding the above, in accordance with Article 126-bis, paragraph 1, third sentence of the Italian Consolidated Law on Finance (TUF), those with voting rights may individually submit resolution proposals to the Shareholders' Meeting on items on the agenda.

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

Pursuant to Article 127-ter of the Italian Consolidated Law on Finance (TUF), shareholders with voting rights may ask questions about items on agenda even before the Shareholders' Meeting, ensuring they arrive at the Company no later than the seventh no later than the seventh open market trading day before the date of the Shareholders' Meeting (i.e. by 12 April 2024).

Questions, together with information on the identification data of the applicants, must be submitted:

- by post, by registered letter with return receipt, to the address:

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Company Secretary*

*Ref: "Questions for Shareholders' Meeting 2024"*

*Via Genova, 1*

*34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). (Ref: "Questions for Shareholders' Meeting 2024").

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

Legitimate authority to exercise the right to ask questions before the Shareholders' Meeting is certified by notification to the Company by an authorized intermediary in accordance with current regulatory provisions. Voting rights may also be certified after the submission of questions, provided that this is no later than the third day following the seventh open market trading day prior to the Shareholders' Meeting, i.e. by 15 April 2024.

Questions received prior to the Shareholders' Meeting will be answered, at the latest, two open market trading days prior to the Shareholders' Meeting (i.e. by 19 April 2024), by 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. The Company will not consider questions that do not relate to the items on the agenda of the Shareholders' Meeting.

### Information documents

At the same time as this notice is published, information on the amount of the share capital, the forms that may be used to vote by proxy, on the third item on the Shareholders' Meeting's agenda "*Approval of the 2024-2025 Employee Share Ownership Plan for Fincantieri Group personnel drafted pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 and Article 84-bis of the Regulations adopted by Consob with resolution no. 11971 of 14 May 1999. Related and consequent resolutions*" and the information document relating to the Employee Share Ownership Plan 2024-2025 are made available to the public at the company's registered office and on the company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting. The explanatory report and the information document are also made available on the "eMarket STORAGE" centralised storage system ([www.emarketstorage.it](http://www.emarketstorage.it)).

The annual financial report, the Board of Statutory Auditors' Report, the Independent Auditor's Report, the Non-Financial Statement prepared pursuant to Legislative Decree No.

254 of 30 December 2016, the Report on corporate governance and ownership structure, the report on the remuneration policy and fees paid and the explanatory reports by the Board of Directors on the other items on the agenda will be made available to the public within the terms provided for by the regulatory provisions on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) and on the "eMarket STORAGE" centralised storage system ([www.emarketstorage.it](http://www.emarketstorage.it)). The financial statements and/or summary statements of Fincantieri's subsidiaries and associated companies pursuant to Article 2429, paragraphs 3 and 4, of the Italian Civil Code, as well as the financial statements of the relevant non-EU subsidiaries prepared pursuant to Article 15 of Consob "Italian Stock Market Regulations" No. 20249/2017 will be made available to the public in the manner and within the timeframe provided for by applicable regulatory provisions.

This notice of call, in accordance with the provisions of Article 125-bis of the Italian Consolidated Law on Finance (TUF), Article 84 of the Issuers' Regulations and Article 13.1. of the Company's By-laws, is published in full on the Company's website in the section dealing with this Shareholders' Meeting and through the "eMarket STORAGE" centralised storage system ([www.emarketstorage.it](http://www.emarketstorage.it)). The extract of the notice of call will be published in the newspaper "Il Sole 24 Ore" on 23 March 2024.

For the Board of Directors  
Chairman of the Board of Directors  
Claudio Graziano

Fine Comunicato n.1616-12-2024

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