

Informazione Regolamentata n. 1616-97-2024	Data/Ora Inizio Diffusione 15 Luglio 2024 11:12:25	Euronext Milan
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Societa' : FINCANTIERI

Identificativo Informazione  
Regolamentata : 193397

Utenza - Referente : FINCANTIERIN04 - Dado

Tipologia : REGEM; 2.2

Data/Ora Ricezione : 15 Luglio 2024 11:12:25

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Oggetto : FINCANTIERI Successfully completed the  
rights issue

*Testo del comunicato*

Vedi allegato

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## **SUCCESSFULLY COMPLETED THE RIGHTS ISSUE: EARLY CONCLUSION AT MARKETS OPENING OF THE AUCTION OF THE PRE-EMPTION RIGHTS NOT EXERCISED DURING THE SUBSCRIPTION PERIOD**

Following the press release issued on 11 July 2024 and the related notice published on 12 July 2024 in the daily newspapers “Il Sole 24 Ore” and “Milano Finanza” pursuant to Article 89 of the regulation approved with Consob resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, Fincantieri S.p.A. (“Fincantieri” or the “Company”) informs that, during the first trading day on Euronext Milan (the “Rights Auction”) held today, all the no. 1,358,880 pre-emption rights not exercised during the subscription period (the “Unexercised Rights”) have been sold, which entitle to the subscription of maximum no. 1,222,992 newly issued Fincantieri ordinary shares (the “New Shares”) - paired free of charge with the same number of “2024-2026 Fincantieri Warrants” (the “Warrants”) - corresponding to about 0.8% of the total New Shares resulting from the rights issue resolved upon by the Board of Directors of Fincantieri pursuant to the authorisation granted to the management body by the extraordinary Shareholders’ Meeting of Fincantieri.

The exercise of the Unexercised Rights purchased during the Rights Auction and, consequently, the subscription of the related New Shares, must be carried out, under penalty of forfeiture, by no later than 16 July 2024.

The Unexercised Rights will be delivered to the purchasers through the authorized intermediaries participating in the centralized management system of Monte Titoli S.p.A. and may be used to subscribe the New Shares – having the same characteristics of those outstanding and regular entitlement – at a price of Euro 2.62 per New Share, at a ratio of no. 9 New Shares for every no. 10 Unexercised Rights purchased.

The New Shares, together with the paired Warrants, subscribed by the end of the Rights Auction of the Unexercised Rights, in accordance with Article 2441, paragraph 3 of the Italian Civil Code, will be credited to the accounts of the authorized intermediaries at the end of the accounting day of the last day of exercise of the Unexercised Rights and will become available on the same day.

It should be noted that, during the subscription period, which started on 24 June 2024 and ended on 11 July 2024, no. 167,996,020 pre-emption rights were exercised and therefore no. 151,196,418 New Shares have already been subscribed, equal to 99.2% of the total number of New Shares offered, for an aggregate amount of Euro 396,134,615.16.

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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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In any member state of the European Economic Area and the United Kingdom (each a "**Relevant State**") that has implemented Prospectus Regulation, this document is only addressed to qualified investors in that Relevant State within the meaning of the Prospectus Regulation (also in the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018).

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures; and (d) in respect of firms which are subject to the requirements of the U.K. Financial Conduct Authority's (the "**FCA**") Handbook and the Product Intervention and Product Governance Sourcebook, the relevant provisions of MiFID II as they form part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**U.K. MiFID II**"), (letters (a)-(d) together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the pre-emptive subscription rights (the "**Rights**"), the Warrants and the new ordinary shares (the "**New Shares**") have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II. In respect of firms which are subject to U.K. MiFID II, references in this section to MiFID II shall mean the relevant provisions thereof as they form part of U.K. MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Any person subsequently offering, selling or recommending the Rights, the Warrants and the New Shares (a "distributor") should take into consideration the manufacturer's Target Market Assessments; however, a distributor subject to MiFID II Product Governance Requirements is responsible for undertaking its own target market assessment in respect of the Rights, the Warrants and the New Shares (by either adopting or refining the manufacturer's Target Market Assessments) and determining appropriate distribution channels.

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Rights, the Warrants and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights, the Warrants and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights, the Warrants and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights, the Warrants and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Rights, the Warrants and the New Shares and determining appropriate distribution channels.

This publication may contain specific forward-looking statements, e.g., statements including terms like "believe", "assume", "expect", "forecast", "project", "may", "could", "might", "will" or similar expressions. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may result in a substantial divergence between the actual results, financial situation, development or performance of the Company and those explicitly or implicitly presumed in these statements. Against the background of these uncertainties, readers should not rely on forward-looking statements. The Company assumes no responsibility to up-date forward-looking statements or to adapt them to future events or developments.

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The Managers are acting exclusively for Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than Company

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In connection with the Offering of the Rights, the Warrants and the New Shares, the Managers and any of their affiliates, may take up a portion of the Rights, the Warrants or the New Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references herein and in the Prospectus, once published, to the Rights, the Warrants and the New Shares being issued, offered, subscribed, purchased, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, purchase, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Rights, Warrants or New Shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

