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Oggetto : FINCANTIERI Notice of call Ordinary and
Extraordinary Shareholders' Meeting 14 May
2025

Testo del comunicato

Vedi allegato

NOTICE OF CALL FINCANTIERI S.p.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 14 MAY 2025

FINCANTIERI S.p.A.

Registered office Via Genova 1, Trieste

Share capital being increased by warrant conversion - see Companies' Register and website: www.fincantieri.com

V.A.T. No. 00629440322

Tax Code and Venezia Giulia Companies' Register No. 00397130584

Trieste Economic and Administrative Index No. 89063

Ordinary and extraordinary Shareholders' Meeting

The Shareholders' Meeting of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is convened, in ordinary and extraordinary session, for 14 May 2025, 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

Ordinary Part

1. Approval of the Financial Statements as at 31 December 2024. Presentation of the Consolidated Financial Statements as at 31 December 2024 including the Sustainability Report as at 31 December 2024, drawn up in accordance with Legislative Decree No. 125 of 6 September 2024. 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 2024.
3. Appointment of the Board of Directors. Related and consequent resolutions:
 - 3.1. Determination of the number of members of the Board of Directors.
 - 3.2. Determination of the term in office of the Board of Directors.
 - 3.3. Appointment of the members of the Board of Directors.
 - 3.4. Appointment of the Chairperson of the Board of Directors.
 - 3.5. Determination of the compensation of the members of the Board of Directors.
4. Approval of the 2025-2027 Performance Share Plan, drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation adopted by Consob with resolution No. 11971 of 14 May 1999.
5. Approval of the 2025-2026 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.

6. Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 23 April 2024. Related and consequent resolutions.
7. 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:
 - 7.1. 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;
 - 7.2. 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.

Extraordinary Part

1. Issuance of a maximum of 2,000,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to service the first cycle of the 2022-2024 Performance Share Plan and the 2025-2026 Employee Share Ownership Plan, to be allocated to employees of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.

* * *

Information on the Company's share capital

As at 24 March 2025, the date of approval of this notice of call, Fincantieri's share capital is EUR 878,300,179.70 and is divided into 323,159,676 ordinary shares without par value. It should be noted that starting from September 2024, the Company's share capital is subject to monthly update until 30 September 2026 due to the right of the holders of 2024-2026 Fincantieri Warrants to request to subscribe new ordinary shares at any time up to the aforesaid date in accordance with the resolution of the Company's Board of Directors dated 11 June 2024. For information on Fincantieri's share capital and number of ordinary shares, please refer to the Company's website at www.fincantieri.com.

The Company holds 407,433 treasury shares, representing 0.13% of the Company's share capital as at 24 March 2025, for which voting rights are suspended as provided by law. These shares are taken into account to determine whether a meeting quorum is present for the Shareholders' Meeting, but not to calculate the majority required for the approval of the actions on the agenda.

Entitlement to attend Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998 (the "Italian Consolidated Law on Finance") and Article 14 of the By-laws, the right to attend the Shareholders' Meeting is subject to the Company's receipt of the communication to be requested by each entitled party, from their intermediary, and issued by the latter in accordance with current regulations, certifying ownership of the Shares based on the accounting records at the end of the accounting day of the seventh trading day prior to the

Shareholders' Meeting, i.e., 5 May 2025 ("record date"). Additions or removals made to the accounts after that date are not taken into account for the purposes of entitlement to vote at the Shareholders' Meeting. Therefore, persons who become holders of the Company's shares after that record date will not be entitled to attend and vote at the Shareholders' Meeting.

Fincantieri must receive the intermediary's statement by the end of the third trading day prior to the Shareholders' Meeting date (i.e., by 9 May 2025), however, attendance and voting rights 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 law in force. The proxy form may be used for this purpose, which is available in the Company's website (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 mail to:

FINCANTIERI S.p.A.

Legal, Corporate Affairs and Compliance Department - Corporate Secretariat

Ref. "Proxy for Shareholders' Meeting 2025"

Via Genova, 1

34121 Trieste

at least two trading days prior to the Shareholders' Meeting date (i.e., by 12 May 2025) and, in any case, before the meeting session begins; or

- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Proxy for Shareholders' Meeting 2025"), 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

Those who have the right to vote may also grant proxy to Società per Amministrazioni Fiduciarie SPAFID S.p.A. with registered office in Milan ("Spafid"), as the representative designated by the Company pursuant to Article 135-undecies of the Italian Consolidated Law on Finance and Article 15.5 of the 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. Spafid 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) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's registered office.

The proxy with the voting instructions must be received by the Appointed Representative, together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the legal representative pro tempore or other person with appropriate powers, together with documentation attesting such person's title and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by 12 May 2025), using one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address corporateactions@pec.spafid.it (subject: "Proxy for Fincantieri 2025 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Spafid S.p.A, Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for the Fincantieri 2025 Shareholders' Meeting") and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to corporateactions@pec.spafid.it (subject: "Proxy for the Fincantieri 2025 Shareholders' Meeting").

The proxy and voting instructions may be revoked in the manner indicated above before the deadline indicated.

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

In accordance with Article 126-bis, paragraph 1, of the Italian Consolidated Law on Finance, shareholders who individually or jointly own at least one fortieth (2.5%) of the Company's shares may, within ten days of the date when the Shareholders' Meeting notice is published, request that specific items be added to the agenda, specifying the additional items being proposed, or submit proposed resolutions for matters already on the Shareholders' Meeting

agenda. The agenda may not be supplemented by items on which shareholders resolve, pursuant to law, at the behest of 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 authorised intermediary in accordance with law, a specific notice demonstrating their ownership of the equity interest required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request, clearly and fully formulated, together with information that identifies the shareholders submitting it, the total percentage held and a reference to the statement that the intermediary sent to the Company in accordance with law, must be received by the Company in writing by the above deadline:

- by mail (registered letter with acknowledgement of receipt), signed in original, to the address:

FINCANTIERI S.p.A.

Legal, Corporate Affairs and Compliance Department - Corporate Secretariat

Ref. "Additions to the agenda/new proposals"

Via Genova, 1

34121 Trieste

- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Additions to the agenda/new proposals").

The Company reserves the right to not accept requests for additional agenda items or proposed resolutions transmitted by certified e-mail that are unreadable or transmitted with damaged or unreadable files. A phone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

The Company's Board of Directors must, by the above deadline and in accordance with the above procedures, receive a report stating the reasons for the proposed new agenda items or the additional proposed resolutions submitted for items already on the agenda.

Any additions to the agenda or the submission of proposals for resolutions for items already on the agenda will be publicised, at least 15 days before the date set for the Shareholders' Meeting (i.e., 29 April 2025), in the same manner used for the publication of this notice. At the same time, the reports prepared by the persons requesting the addition and/or additional resolution proposals, accompanied by any comments from the Board of Directors, will be made available to the public in the same forms as the documentation relating to the Shareholders' Meeting.

In the event of resolution proposals on the agenda items that are alternatives to those provided by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, including if the Board has no proposal, if they are alternatives, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders holding the largest percentage of shares. Only if the proposal put to a vote first is rejected, will the next proposal in order of shares represented be put to a vote and so on.

For the purposes of publication, as well as in relation to the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with applicable law and the shareholders submitting them are entitled to do so.

Notwithstanding the foregoing, pursuant to Article 126-bis, paragraph 1, third sentence of the Italian Consolidated Law on Finance, 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

In accordance with Article 127-ter of the Italian Consolidated Law on Finance, shareholders with voting rights may ask questions about the items on the agenda even before the Shareholders' Meeting by sending them to the Company no later than the seventh trading day prior to the Shareholders' Meeting date (i.e., by 5 May 2025).

The questions, together with information that identifies the shareholders submitting them, must be sent:

- by mail (registered letter with acknowledgement of receipt) to the address:
FINCANTIERI S.p.A.
Legal, Corporate Affairs and Compliance Department - Corporate Secretariat
Ref. "Questions for the 2025 Shareholders' Meeting"
Via Genova, 1
34121 Trieste
- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Questions for the 2025 Shareholders' Meeting").

A phone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

Entitlement to ask questions prior to the Shareholders' Meeting must be attested by means of a statement to the Company by an intermediary authorised by law. Ownership of the voting rights may also be attested after the submission of the questions, provided that it is no later

than the third day following the seventh trading day prior to the Shareholders' Meeting, i.e., by 8 May 2025.

Questions received before the Shareholders' Meeting will be answered, at the latest, two trading days before the Shareholders' Meeting (i.e., by 12 May 2025), through publication in the section of the Company's website (www.fincantieri.com) regarding this Shareholders' Meeting. The Company may give a single reply to questions on the same topic. The Company will not consider questions that do not relate to the items on the agenda of the Shareholders' Meeting.

Appointment of the Board of Directors

The appointment of the Company's Board of Directors is carried out in compliance with the provisions of Article 19 of the Company's By-laws, to which express reference is made for matters not listed below.

The Directors are appointed by means of a slate voting system. Pursuant to the combined provisions of Article 19.6 of the By-laws and the Consob Executive Determination No. 123 of 28 January 2025, slates may be submitted by Shareholders who, separately or with other Shareholders, hold at least 1% of the share capital. Each Shareholder may submit or contribute to the submission of only one slate. Each person with voting rights may vote for only one slate.

Preparation of slates and requirements for Directors

Each candidate can appear on only one slate, under penalty of ineligibility.

Each slate must include at least two candidates who meet the independence requirements provided for by law (i.e. the independence requirements for auditors of listed companies set forth in Article 148, paragraph 3, of the Italian Consolidated Law on Finance), clearly mentioning such candidates and indicating one of them as the first on the slate.

To make possible the composition of the Board Committees recommended by the Corporate Governance Code approved on 30 January 2020 (the "Corporate Governance Code" or the "Code"), to which the Company adheres, Shareholders are asked to take into account also the independence requirements and the number of independent directors referred to in Recommendations No. 5 and No. 7 of said Code.

In order to ensure compliance with the regulations on gender balance, and therefore to ensure that at least two-fifths of the new Board of Directors is made up of members of the less represented gender, rounding up to the higher number in the event of a fraction:

- slates with three candidates must list candidates of different genders at the top two places of the slate;
- slates with more than three candidates must: (i) be composed of two-fifths of members of the less represented gender, rounding up to the higher number in the event of a fraction, and (ii) place one of the candidates of the less represented gender in one of the first two places on the slate.

Members of the Board of Directors must satisfy: (i) the professional requirements set out in Article 19.4 of the Company's By-laws and (ii) the reputational requirements set out in Article 147-quinquies of the Italian Consolidated Law on Finance, which cites the reputational requirements for statutory auditors of companies with listed shares in Article 148, paragraph 4 of the Italian Consolidated Law on Finance (for which reference is currently made to Article 2 of Decree of the Ministry of Justice No. 162 of 30 March 2000) and in Article 19.5 of the By-laws.

Furthermore, members of the Board of Directors must not be ineligible or barred from acting as Directors under Article 19.5 of the By-laws.

It is also noted that, pursuant to Article 2390 of the Italian Civil Code, Directors may not acquire equity stakes with unlimited liability in competing companies, engage in a competing business for themselves or on behalf of third parties, nor may they be directors or general managers in competing companies.

In compliance with Recommendation 15 of the Corporate Governance Code, the Company's Board of Directors has developed a policy on the maximum number of offices held on governance or control bodies in other listed companies or companies of significant size considered compatible with their effectively serving as a Director of the Company, also taking into account the commitment involved in the role held. This policy can be consulted on the Company's website (www.fincantieri.com), in the "Governance and Ethics – Board of Directors – Guidance on the number of offices" section.

At the proposal of the Appointments Committee and taking into account the results of the annual self-appraisal process, the outgoing Board of Directors formulated specific guidelines on the size and composition of the Board of Directors to be appointed (the "Guidelines"), implementing Recommendation No. 23 of the Corporate Governance Code, with which the Company intended to adhere despite the fact that the Recommendation in question is addressed to companies other than those with concentrated ownership (among which Company is included due to the current composition of its shareholding structure).

Shareholders are requested to read the Guidelines published on the Company's website (www.fincantieri.com) in the section "Governance and Ethics - Board of Directors - Methods of Appointment" and made available to the public at the centralised storage mechanism

called “eMarket STORAGE” (www.emarketstorage.it) and to take them into consideration when preparing their slates.

Submission of slates

Pursuant to Article 147-ter of the Italian Consolidated Law on Finance, slates of candidates must be filed at least 25 days before the date of the Shareholders’ Meeting (i.e., by 19 April 2025) and will be made available to the public at least 21 days before the date set for the Shareholders’ Meeting (i.e., by 23 April 2025).

The slates can be filed in the following ways:

- by hand delivery to the Company's registered office, Via Genova 1, 34121 Trieste, addressed to the Legal, Corporate Affairs and Compliance Department – Corporate Secretary (during normal office hours, from 9:00 a.m. to 5:00 p.m. - tel. + 39 040 3192111); or
- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: “Filing of Board of Directors’ slates”).

It should be noted that the ownership of the minimum shareholding required for the presentation of the slates set forth above is determined with reference to the shares that are registered in favour of the shareholder on the day on which the slates are filed with the Company. However, the relevant certification may be produced after the slate has been filed, provided that it is produced by the deadline for the publication of the slates, and thus at least 21 days prior to the date of the Shareholders’ Meeting (i.e., by 23 April 2025), by means of a statement issued by an authorised intermediary in accordance with law.

The slates must be filed with the documentation and information required by the By-laws and law in force. More specifically, together with each slate, failing which it shall be inadmissible, the following must be filed: a) information on the identity of the shareholders submitting the slate and the total percentage of shares they hold; b) the declarations by means of which the individual candidates accept their candidacy and certify, under their own responsibility, that they are not ineligible or barred and meet the requirements under the By-laws and law to serve as a Director of the Company; c) the curriculum vitae of each candidate containing exhaustive information on his or her personal and professional background with a list of offices held; and d) for candidates who are indicated as independent on the slate, the declarations in which those candidates certify, under their own responsibility, that they meet the independence requirements under applicable laws and regulations.

Slates for which the aforementioned requirements are not observed are considered as not submitted.

Persons submitting a “minority slate” are reminded that they are subject to the recommendations set forth by the CONSOB in Communication No. DEM/9017893 of 26 February 2009.

In accordance with Recommendation No. 23 of the Corporate Governance Code, with which the Company intended to comply despite the fact that it is addressed to companies other than those with concentrated ownership, it is suggested to Shareholders who submit a slate containing a number of candidates exceeding half of the members to be elected that they (i) provide adequate information, in the documentation submitted for the filing of the slate, on the compliance of the slate with the Guidelines; and (ii) indicate their candidate for the office of Chairperson of the Board of Directors, whose appointment is made according to the procedures set forth in the By-laws.

Finally, it is noted that in the event that, for any reason, it is not possible to appoint Directors according to the slate voting procedure, shareholders will be asked to take action with the majorities required by law in a manner that ensures that the composition of the Board of Directors complies with law and the By-laws, as well as laws on gender balance.

For further information on the appointment of the Board of Directors, reference should be made to the information provided in the explanatory report on that agenda item, which will be made available to the public by the date and in the manner required by law.

Information documents

Simultaneously with the publication of this notice, the following documents are made available to the public at the Company’s registered office and on the Company’s website (www.fincantieri.com), in the section dedicated to this Shareholders’ Meeting: information on the amount of the share capital; proxy voting forms; the explanatory report on item 3 of the ordinary agenda concerning the appointment of the Board of Directors; the explanatory report on item 4 of the ordinary agenda *“Approval of the 2025-2027 Performance Share Plan, drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation adopted by Consob with Resolution No. 11971 of 14 May 1999”* together with the related proposed resolution and the information document relating to the 2025–2027 Performance Share Plan; and the explanatory report on item 5 of the ordinary agenda *“Approval of the 2025-2026 Employee Share Ownership Plan prepared 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”* together with the related proposed resolution and the information document relating to the 2025–2026 Employee Share Ownership Plan. The explanatory reports and information documents are also made available at the centralised storage mechanism called “eMarket STORAGE” (www.emarketstorage.it).

The annual financial report (including the sustainability report as at 31 December 2024, prepared pursuant to Legislative Decree no. 125 of 6 September 2024), the Board of Statutory Auditors' Report, the Independent Auditors' Report, the report on corporate governance and ownership structure, the report on remuneration policy and compensation paid, and the explanatory reports on the other items on the ordinary and extraordinary agenda will be made available to the public within the terms provided for by the regulations in force on the Company's website (www.fincantieri.com) and at the centralised storage mechanism called "eMarket STORAGE" (www.emarketstorage.it). The financial statements and/or summary schedules of Fincantieri's subsidiaries and affiliates pursuant to Article 2429, paragraphs 3 and 4 of the Italian Civil Code, as well as the financial statements of significant non-EU subsidiaries prepared pursuant to Article 15 of the Italian Stock Exchange Regulatory Authority's "Market Regulations" No. 20249/2017, will be made available to the public in the manner and by the dates required by law.

This notice of call is published in full, in accordance with Article 125-bis of the Italian Consolidated Law on Finance, Article 84 of the Issuers' Regulations and Article 13.1 of the By-laws, on the section of the Company's website dedicated to this Shareholders' Meeting, as well as at the centralised storage mechanism called "eMarket STORAGE" (www.emarketstorage.it). The abridged form of this notice of call will be published in the newspaper "Il Sole 24 Ore" on 1 April 2025.

On behalf of the Board of Directors
Chairman of the Board of Directors
Biagio Mazzotta

