

INFORMATION DOCUMENT CONCERNING  
THE 2025-2026 SHARE OWNERSHIP PLAN FOR  
FINCANTIERI GROUP PERSONNEL PREPARED  
PURSUANT TO ARTICLE 114- BIS OF LEGISLATIVE  
DECREE 58/98 AND ARTICLE 84-BIS OF REGULATION  
NO.11971 APPROVED BY CONSOB WITH THE  
RESOLUTION OF MAY 14<sup>TH</sup>, 1999, AS AMENDED

## Definitions

Unless otherwise expressly provided, the following terms, where indicated with a capital letter, shall have the meanings set forth below for the purposes of this Information Document, it being understood that terms and expressions defined in the masculine form shall also include any expressions in the feminine form and that any singular terms and expressions shall also include the plural form:

- **"Acquisition"**: refers collectively to the Welfare Shares and the Purchase Shares.
- **"Purchase Allocation"**: indicates the voluntary decision by the Beneficiaries to purchase Shares with a minimum value of Euro 100 and a maximum value of Euro 3.000.
- **"Welfare Allocation"**: refers to the voluntary decision by Beneficiaries participating in the Result Bonus and meeting the requirements set forth by the applicable tax regulations to receive Shares in lieu of all or part of the Result Bonus, with an individual monetary value indicated as PAD Credit on the welfare platform, up to a maximum of Euro 3.000 and a minimum of Euro 100.
- **"Shareholders' Meeting"**: means the shareholders' meeting of the Company.
- **"Shares"**: means the Company's ordinary shares, with no par value, listed on the Mercato Euronext Milan (EXM) organised and managed by Borsa Italiana S.p.A. (FCT Code).
- **"Matching Shares"**: refers to the Shares granted free of charge to Beneficiaries under the Plan, by reason of the Matching and Bonus Shares.
- **"Beneficiaries"**: means the recipients who have decided to join the Plan and make an Acquisition.
- **"Bonus Shares"**: refers to the free allocation of Shares to each Beneficiary in the proportion of one Share for every four Shares held as a result of the Acquisition, 12 months after the Matching, with a maximum value of Euro 2.000.
- **"Change in Control"**: means a change of control of the Company within the meaning of current legislation.
- **"Corporate Governance Code" or "Code"**: means the Corporate Governance Code for Listed Companies approved in January 2020 by the Corporate Governance Committee of Borsa Italiana S.p.A.
- **"Remuneration Committee"**: means the committee set up by the Company to implement the recommendations contained in the Code.
- **"Board of Directors"**: means the Board of Directors of the Company in office pro tempore.
- **"PAD Credit"**: refers to the monetary value usable for the Welfare Allocation, indicated for each Beneficiary on the welfare platform, considering the social security savings realized by the Participating Company in relation to the Welfare Allocation.

- **"Recipients"**: indicates the recipients of the Plan, which is aimed at all Employees of the Participating Companies of the Fincantieri Group.
- **"Employees"**: refers to individuals with a fixed-term or permanent employment relationship (or an equivalent relationship under applicable regulations) with one of the Participating Companies of the Fincantieri Group.
- **"Executives with Strategic Responsibilities"**: means the Executives with Strategic Responsibilities of the Company, identified pursuant to the applicable regulations.
- **"Information Document"**: means this information document relating to the Plan, prepared pursuant to Article 114-bis of the Italian Consolidated Law on Finance (TUF) and Article 84-bis of the Issuers' Regulation.
- **"Fincantieri Group"**: means collectively the Company and the companies controlled by it, either directly or indirectly, pursuant to the applicable legal provisions.
- **"Intermediary"**: refers to the subject based in Italy appointed by the Company for the operational management of the Plan, including the delivery of Shares to Beneficiaries under the Plan.
- **"Matching"**: refers to the free allocation of Shares to each Beneficiary in 2025 at the rate of one Share for every four Shares acquired.
- **"Lock-up Period"**: refers to the three-year period during which Beneficiaries are required to hold and not dispose of the Matching Shares allocated to them under the Matching and Bonus Shares.
- **"Plan"**: means the Company's 2025-2026 Share Ownership Plan, approved by the Board of Directors on March 24th, 2025, on the proposal of the Remuneration Committee, aimed at the generality of the Group's employees for the two-year period 2025-2026.
- **"Result Bonus"**: refers to the bonus awarded based on the applicable company collective bargaining agreement.
- **"Allocation Price"**: refers to the price determined by the Intermediary.
- **"Regulation"**: means the regulations providing for the terms and conditions for the implementation of the Plan, together with any amendments and/or additions thereto, the approval of which is referred to the Board of Directors, on the proposal of the Remuneration Committee.
- **"Issuers' Regulation"**: means Consob Regulation No. 11971, approved by resolution of May 14th, 1999, as amended and supplemented.
- **"Requirements"**: refers to the requirements to receive Shares in lieu of the Result Bonus, which include:
  - being entitled to receive a tax-exempt Result Bonus under applicable regulations;
  - not having received, in the year preceding the receipt of the relevant Performance Bonus, employment income exceeding Euro 80.000 gross (or other future requirements that may be provided by law to access the favourable tax regime for production bonuses and subsequent conversion into Shares, including income limits).

- **"Company" or "Fincantieri":** refers to FINCANTIERI S.p.A., with registered office in Trieste, Via Genova 1.
- **"Participating Companies":** refers to the Company, its Italian subsidiaries, and other companies belonging to the Group identified at the discretion of the Board of Directors, whose Employees will be Recipients of the Plan.
- **"TUF":** means Legislative Decree no. 58 of February 24th, 1998, as amended and supplemented.

## Preamble

The Board of Directors of Fincantieri, by resolution dated March 24, 2025, approved, upon the proposal of the Remuneration Committee, the "2025-2026 Share Ownership Plan" (the "Plan") aimed at all Employees of the Participating Companies of the Group for the biennium 2025-2026, to be submitted for approval to the Shareholders' Meeting convened to approve the financial statements as of December 31, 2024.

This Information Document has been prepared pursuant to Article 114-bis of the TUF and Article 84-bis of the Issuers' Regulation, in accordance with the guidelines contained in Schedule 7 of Annex 3A of the Issuers' Regulation. As further specified in this Information Document, certain aspects related to the implementation of the Plan will be defined by the Board of Directors based on the powers granted to it by the Shareholders' Meeting.

The information resulting from the resolutions that, subject to the approval of the Plan by the Shareholders' Meeting and in accordance with the general criteria indicated therein, the Board of Directors will adopt in implementing the Plan, will be provided in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation and, in any case, by the regulations in force from time to time.

This Information Document is intended to provide shareholders and the market with comprehensive and detailed information on the Plan, also to enable shareholders to exercise their voting rights in an informed manner at the shareholders' meeting.

The Information Document is made available to the public at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com), Governance & Ethics / Shareholders' Meeting 2025), as well as in other ways and within the terms provided by the applicable regulations.

The Plan is considered "of particular importance" pursuant to Article 114-bis, paragraph 3, of the TUF and Article 84-bis, paragraph 2, letters a) and b), of the Issuers' Regulation.

## 1. BENEFICIARIES

### 1.1 **Names of the recipients who are members of the Board of Directors of the Company, the Company's controlling company and subsidiaries**

Since the plan is offered to all Employees of the Participating Companies, the Recipients of the Plan include the CEO and General Manager of Fincantieri, Pierroberto Folgiero, in his capacity as General Manager.

The names of the members of the administrative bodies of the Company or other Group companies included among the Beneficiaries, as well as other information required by paragraph 1.1 of Schedule 7 of Annex 3A to the Issuers' Regulation, will be provided in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation and, in any case, by the regulations in force from time to time.

### 1.2 **Indication of the categories of employees or collaborators of the Company and its controlling company or subsidiaries who are recipients of the Plan**

The Plan applies to all Employees of the Participating Companies of the Fincantieri Group.

The Plan may also be offered to Employees of Group companies operating in foreign countries. However, the Company reserves the right, at its sole discretion, to exclude Employees of foreign companies from participating in the Plan due to the existence of local legal, regulatory, tax, or management restrictions that may expose the Company to potential risks and/or make the implementation and/or administrative management of the Plan difficult. To ensure the Plan's compliance with local laws, detailed requirements for Employees operating in foreign countries may be defined during the Plan's implementation phase.

### 1.3 **Indication of the names of the general manager and of the Executives with Strategic Responsibilities who have received a higher total remuneration during the financial year than the highest total remuneration attributed to the members of the Board of Directors and the general manager**

General Manager of the issuer of financial instruments

The Plan also applies to the General Manager, Pierroberto Folgiero.

other Executives with Strategic Responsibilities of the issuer of financial instruments that is not of "minor size", pursuant to Article 3, paragraph 1, letter f) of Regulation No. 17221 of March 12<sup>th</sup>, 2010, in the event that they have received, during the financial year, total compensation (obtained by adding monetary compensation and compensation based on financial instruments) greater than the highest total compensation attributed to the members of the board of directors, or of the management board and the general manager of the



issuer of financial instruments

Not Applicable.

None of the Executives with Strategic Responsibilities at Fincantieri received total compensation during the fiscal year greater than the highest total compensation awarded to members of the Board of Directors.

Natural persons controlling the share issuer, who are employees or collaborators of the share issuers.

Not Applicable.

**1.4 Description and numerical indication of the recipients of the Plan who hold the role of Executives with Strategic Responsibilities and any other categories of employees or collaborators for whom differentiated characteristics of the Plan have been provided**

The Plan is aimed at all Employees of the Participating Companies of the Fincantieri Group, including all Executives with Strategic Responsibilities.

It should be noted that the Plan is the same for all Beneficiaries.

**2. REASONS MOTIVATING THE ADOPTION OF THE PLAN**

**2.1 Objectives of the Plan**

The Plan aims to pursue the following objectives:

- strengthening the sense of belonging and participation in the growth of corporate value, promoting alignment with the interests of shareholders and a financial investment culture also by using co-investment mechanisms.
- increase the compensation of non-executive staff, also as a response to the phenomenon of inflation that has eroded purchasing power.

The Board of Directors believes that a share-based plan represents the most effective tool for engaging the community of men and women at Fincantieri and best responds to the interests of the Company and the Group.

The Lock-up Period, as described below, conditions and defers the economic benefits of the Plan for a reasonable period, consistent with the objectives of loyalty and alignment of the interests of Beneficiaries and shareholders in the medium to long term that the Plan aims to achieve.

**2.2 Key variables, including performance indicators considered for the allocation of plans based on financial instruments**

The Plan provides for an initial Acquisition of Shares by the Recipients, followed by a Matching by the Company at the rate of one Share for every four Shares acquired by the Beneficiary. After 12 months from the Matching, a Bonus Share is granted at the rate of one Share for every four Shares held by the Beneficiary at that date, up to a maximum value of Euro 2.000. No performance indicators are provided.

Specifically, the Plan includes an initial phase in which Beneficiaries may voluntarily decide to become holders of the Company's Shares through one of the following methods:

- **Welfare allocation:** Recipients participating in the Result Bonus and meeting the requirements set forth by the applicable tax regulations may choose to receive Shares in lieu of all or part of the Result Bonus, with an individual monetary value indicated as PAD Credit on the welfare platform, up to a maximum of Euro 3.000 annually and a minimum of Euro 100, respecting a number of shares in multiples of four.
- **Purchase Allocation:** Recipients may voluntarily purchase Shares with a maximum value of Euro 3.000 and a minimum value of Euro 100, respecting a number of shares in multiples of four.

Following the Welfare Allocation or Purchase Allocation, Beneficiaries will receive a free allocation of Shares from the Company at the rate of 1 Share for every 4 Shares held as a result of the Purchase Allocation or Welfare Allocation ("**Matching**").

After 12 months from the Matching, each Beneficiary may receive an additional free allocation of Shares from the Company at the rate of 1 Share for every 4 Shares acquired and still held by the Beneficiary at that date, up to a maximum individual monetary value of Euro 2.000 ("**Bonus Share**").

The number of Shares to be allocated will be determined by dividing the defined value for each allocation by the Reference Price of Fincantieri Shares, rounded down to the nearest multiple of four.

Regarding the Matching Shares - allocated free of charge based on the Matching and Bonus Share - a three-year Lock-up Period is provided.

#### 2.2.1. Detailed information

See point 2.2.

### 2.3 Criteria for Determining the Amount of Share-Based Compensation

See point 2.2.

#### 2.3.1. Detailed information

See point 2.2.

#### 2.4 **Reasons for any decision to allocate compensation plans based on financial instruments not issued by the Company**

Not Applicable. The Plan is based solely on the Company's Shares.

#### 2.5 **Considerations regarding significant tax and accounting implications**

The characteristics of the Plan take into account the provisions of:

- Article 51, paragraph 2, letter g) of Presidential Decree No. 917/1986 (TUIR), which provides for a tax exemption in the case of free allocation of shares if: i) the shares are offered to all employees; ii) the total value of the shares does not exceed Euro 2.065,83 in the tax period; iii) the shares offered are not sold before at least three years have passed since the allocation.
- Article 1, paragraph 184 bis, letter c) of Law No. 208/2015 which states that *"the value of the shares referred to in Article 51, paragraph 2, letter g), of the Consolidated Income Tax Act, referred to in the Presidential Decree of December 22, 1986, No. 917, received, at the worker's choice, in lieu of, in whole or in part, the amounts referred to in paragraph 182 of this article [i.e., the result bonus meeting the requirements for favorable taxation], even if exceeding the limit indicated in the same Article 51, paragraph 2, letter g), and regardless of the conditions established therein"*.

#### 2.6 **Eventual support for the Plan from the Special Fund for the promotion of employee participation in companies, referred to in Article 4, paragraph 112, of Law No. 350 of December 24<sup>th</sup>, 2003**

The Plan does not receive support from the special fund for the promotion of employee participation in companies, referred to in Article 4, paragraph 112, of Law No. 350 of December 24<sup>th</sup>, 2003.

### 3. **APPROVAL PROCESS AND TIMING OF SHARE ALLOCATION**

#### 3.1 **Powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the implementation of the Plan**

On March 24, 2025, the Board of Directors, upon the proposal of the Remuneration Committee meeting on March 20, 2025, resolved to submit the approval of the Plan to the Shareholders' Meeting convened to approve the Financial Statements as of December 31, 2024. At the Shareholders' Meeting called to deliberate on the Plan, it will be proposed that the same delegate to the Board of Directors, after consulting the Remuneration Committee, all necessary powers for the concrete and complete implementation of the Plan, to be exercised in compliance with the principles established by the Shareholders'



Meeting and outlined in this Information Document, including, by way of example and not limited to, all powers, as applicable, to: (i) implement the Plan and establish all terms and conditions for its execution; (ii) draft, approve, amend, and/or supplement the Plan (as specified in paragraph 3.3 below) and the Regulation; (iv) prepare and approve the documentation related to the implementation of the Plan with the power to subsequently amend and/or supplement it; (v) make any necessary and/or appropriate changes to the Plan, particularly in the event of changes in applicable regulations or extraordinary events or operations; (vi) perform any acts, fulfilments, formalities, and communications necessary or appropriate for the management and/or implementation of the Plan, with the power to delegate its powers, tasks, and responsibilities regarding the execution and application of the Plan to the CEO, with the power to sub-delegate.

Information on the criteria to be adopted by the Board of Directors for the decisions implementing the Plan and the content of such decisions will be communicated in accordance with Article 84-bis, paragraph 5, letter A) of the Issuers' Regulation or otherwise pursuant to the applicable legal and regulatory provisions from time to time.

### **3.2 Parties responsible for the administration of the Plan**

The responsibility for managing the Plan lies with the Board of Directors, which is granted all necessary and/or appropriate powers to fully and completely implement the Plan, including those indicated in paragraph 3.1. The Board of Directors may delegate to the CEO, with the power of sub-delegation, all powers, tasks, and responsibilities assigned to it by the Plan, including those related to the implementation, execution, and modification of the Plan, provided that any modifications to the Plan must then be approved by the Board of Directors.

The Board of Directors and the CEO will rely on the Company's Human Resources and Real Estate Department for the operational administration of the Plan.

### **3.3 Existing procedures for Plan's revision**

The Board of Directors, in order to maintain the essential contents of the Plan as unchanged as possible, within the limits allowed by the regulations in force from time to time, will regulate the emerging rights and/or modify and/or supplement the conditions and/or terms of the allocation of Shares in the event of an extraordinary transaction, including but not limited to:

- splitting and grouping of Shares;
- free increase in the Company's capital;
- increase in the Company's capital against payment;
- distribution of extraordinary dividends to shareholders;
- capital reductions for losses by cancellation of Shares;
- mergers;
- acquisitions;

- transfers;
- spin-offs;
- joint ventures;
- delisting.

The Board of Directors, after consulting the Remuneration Committee, retains the right to modify the Plan in whole or in part to comply with laws and regulations and/or to correct any inconsistencies, defects, or omissions in the Plan, or in the event of unforeseen and counterproductive events related to the reasons motivating the adoption of the Plan.

### **3.4 Methodology for determining the availability and allocation of Shares**

To ensure greater flexibility in the execution of the Plan, the allocation of Shares will be carried out using: (i) treasury shares resulting from purchases made pursuant to Articles 2357 and 2357-ter of the Civil Code, which will be subject to the authorization of the ordinary shareholders' meeting; and/or (ii) shares resulting from the issuance, pursuant to Article 2349 of the Civil Code, also in multiple tranches, of a maximum of 1.400.000 ordinary shares without nominal value having the same characteristics as the ordinary shares in circulation, without increasing the share capital, which will be subject to the authorization of the extraordinary shareholders' meeting.

The Board of Directors will decide, in relation to the Welfare Allocations, according to the specific needs of the Plan's execution, which instrument to use and to what extent among those provided in points (i) and (ii), to ensure the best efficiency in the use of the Company's resources, being able to use both instruments simultaneously, subject to the maximum number of shares that can be allocated under the Plan. Regarding the free allocations of Shares provided by the Plan, the Board of Directors will decide, according to the specific needs of the Plan's execution, which instrument to use and to what extent among those provided in points (i) and (ii), to ensure the best efficiency in the use of the Company's resources, being able to use both instruments simultaneously, subject to the maximum number of shares that can be allocated under the Plan.

### **3.5 Role played by each director in determining the characteristics of the Plan; possible occurrence of conflict of interest situations**

The Remuneration Committee was involved in the various stages of preparation of the Plan, to the extent of its competence.

### **3.6 Date of the decision taken by the body in charge with proposing the approval of the Plan to the Shareholders' Meeting and of any proposal of the Remuneration Committee**

At its meeting on March 20<sup>th</sup>, 2025, the Remuneration Committee formulated its proposal for the Plan to the Board of Directors.

At the meeting on March 24<sup>th</sup>, 2025, the Board of Directors resolved to submit the adoption of the Plan to the approval of the Shareholders' Meeting convened to approve the Financial Statements as of December 31<sup>st</sup>, 2024. To this end, at the same meeting, the Board of Directors approved, after a favourable opinion of the Remuneration Committee, this Information Document and the illustrative report of the directors on the remuneration plan pursuant to Article 114-bis of the Italian Consolidated Law on Finance (TUF) concerning the Information Document.

### **3.7 Date of the decision taken by the body in charge with the assignment of the Shares and of any proposal to the aforesaid body formulated by the Remuneration Committee**

The Matching Shares provided by the Plan are allocated to the Beneficiaries, for each year of the Plan, by the Board of Directors, after consulting the Remuneration Committee to the extent of its competence, subject to the approval of the Plan by the Shareholders' Meeting.

The Acquisitions and Matching will be carried out by December 31<sup>st</sup>, 2025.

The Shares related to the Bonus Share will be allocated by December 31<sup>st</sup>, 2026.

The dates on which the Board of Directors will decide the allocation of the Matching Shares will be announced in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation and, in any case, by the regulations in force from time to time.

### **3.8 The market price of the Shares recorded on the dates indicated in Sections 3.6 and 3.7**

On March 20<sup>th</sup>, 2025, and March 24<sup>th</sup>, 2025, when the Remuneration Committee and the Board of Directors respectively met to define the proposal regarding the Plan to be submitted to the Shareholders' Meeting, the official stock market price of the Shares was Euro 11.220 and Euro 10.785.

Information on the price of the Shares at the time of the allocation of the Shares by the Board of Directors will be provided in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation and, in any case, by the regulations in force from time to time.

### **3.9 In the case of plans based on financial instruments traded on regulated markets, in what terms and in what manner does the issuer take into account, in determining the timing of the allocation of financial instruments in implementation of the plans, the possible temporal coincidence between:**

i) such allocation or any decisions made in this regard by the Remuneration

### Committee, and

- ii) **the dissemination of any relevant information pursuant to Article 114, paragraph 1, of the TUF; for example, in cases where such information is: a) not yet public and likely to positively influence market prices, or b) already published and likely to negatively influence market prices.**

The Plan and its conditions are pre-approved with an ex-ante determination of the timing and criteria for determining the number of Fincantieri Shares to be allocated, without the possibility of exercising discretionary powers.

The number of Fincantieri Shares to be allocated to each Beneficiary is determined based on the Reference Price of Fincantieri Shares.

## 4. CHARACTERISTICS OF THE SHARES

### 4.1 Structure of the Plan

The Plan provides Beneficiaries with the opportunity to acquire ownership of Shares on a voluntary basis, through Welfare Allocation or Purchase Allocation.

In the event of an Acquisition, the Company will allocate free Shares to each Beneficiary at the rate of one Share for every four Shares acquired (Matching).

After 12 months from the Matching, the Company will make an additional free allocation of Shares to the Beneficiaries at the rate of one Share for every four Shares still held by the Beneficiary from the Acquisition, up to a maximum value of Euro 2.000 (Bonus Share).

The Matching Shares will be subject to a three-year Lock-up Period.

### 4.2 Actual implementation period of the Plan, including any different cycles provided

The Plan provides for an initial Acquisition and two free allocations of Matching Shares, one for each year, for the period 2025-2026. The Matching Shares are subject to a three-year Lock-up Period.

The implementation period of the Plan is between 2025 and 2029, as described in the following scheme.

The delivery of the Shares will take place, once the civil and administrative-accounting obligations related to the availability of the Shares have been fulfilled, by transferring them to the securities account in the name of the Beneficiary and opened with the financial intermediary appointed by the Company as the Plan administrator, by December 31<sup>st</sup>, 2025, for the Shares resulting from the Acquisition, by December 31<sup>st</sup>, 2025, for the Shares related to the Matching, and by December 31<sup>st</sup>, 2026, for the Shares related to the Bonus Share.

#### 4.3 Termination of the Plan

The Plan will end in 2029, upon the expiration of the Lock-up Period for the Shares allocated under the 2026 Bonus Share.

#### 4.4 Maximum number of Shares subject to the Plan allocated in each fiscal year

The number of Fincantieri Shares to be allocated will be determined based on the number of Recipients who decide to join the Plan by making an Acquisition, the Price of Fincantieri Shares at the time of the allocation of the Matching Shares and will also depend on the value of shares purchased/derived from the substitution exercise by employees subject to Acquisition.

It is expected that a maximum of 1.400.000 Fincantieri Shares may be allocated in execution of the Plan, using the instruments described in point 3.4.

#### 4.5 Methods and conditions for implementing the Plan, specifying whether the actual allocation of the instruments is subject to the occurrence of conditions or the achievement of certain results, including performance results; description of such conditions and results

The free allocation of Shares related to the Matching is conditional on the Recipients of the Plan making an Acquisition.

The free allocation of Shares related to the Bonus Share is conditional on the number of Shares held in the Beneficiary's portfolio 12 months after the Matching, at the rate of one Share for every four Shares acquired and held, up to a maximum value of Euro 2.000 for each Beneficiary.

No performance conditions are provided.

#### 4.6 Availability constraints on the Shares

The Plan provides for a three-year Lock-up Period for the Matching Shares, which cannot be transferred and/or sold for three years from the date of allocation, in line with international best practices.

#### 4.7 Any termination conditions related to the Plan in the event that the recipients engage in hedging that neutralize any prohibitions on the sale of Shares

Not Applicable.

#### 4.8 Effects determined by the termination of the employment

The Plan Regulation will provide that, in the event of termination of the employment relationship during the Lock-up Period (3 years), the Beneficiary will be required to return an amount equal to the monetary value of the Matching



Shares received, determined based on the allocation price. In the event of termination of the relationship before the Matching or Bonus Share, the Beneficiary will lose any right to participate in the Plan and, therefore, any right to receive Shares under the Plan, subject to the provisions of the previous paragraph.

The Board of Directors retains the right to provide more favourable conditions in individual cases.

#### **4.9 Indication of other possible causes for the cancellation of the Plan**

If, following the entry into force of primary and/or secondary legislation (including social security and tax) and/or following the issuance of official interpretative clarifications and/or following changes in current interpretations of applicable regulations, the implementation of the Plan results in additional costs not currently contemplated for the Company of a tax, social security, or other nature, the Plan may be temporarily suspended, modified, or cancelled.

In such a case, the Company will not be liable for any damages, indemnities, or other charges of any kind to the Beneficiaries, and none of the Beneficiaries will have any claims against the Company in relation to Shares not yet allocated.

Any further causes for the cancellation of the Plan may be specified in the implementing Regulation.

#### **4.10 Reasons for any provision for a "redemption" of Shares by the Company**

Not Applicable.

#### **4.11 Any loans or other concessions for the purchase of Shares**

No loans or other concessions are provided for the Acquisition of Shares. The Matching Shares will be allocated free of charge.

#### **4.12 Assessment of the expected burden for the Company at the date of allocation, as determinable based on already defined terms and conditions, for the total amount and in relation to each instrument of the Plan**

The expected burden for the Company will be determined at the date of allocation of the Shares.

Information on the burden of the Plan for the Company will be provided in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation and, in any case, by the regulations in force from time to time.

#### **4.13 Any dilutive effects determined by the Plan**

The Plan provides for the allocation of a maximum of 1.400.000 Fincantieri Shares using the instruments described in point 3.4.

If Fincantieri Shares resulting from (i) the issuance of shares pursuant to Article 2349 of the Civil Code are allocated, the maximum dilutive effect due to the execution of the Plan, considering that as of the date of this Information Document the share capital of Fincantieri consists of 323.159.676 Shares, would be approximately 0.43%.

#### **4.14 Any limits on the exercise of voting rights and the allocation of property rights**

There are no limits on the exercise of property rights and voting rights in relation to the Shares that will be allocated under the Plan.

#### **4.15 Information on the allocation of Shares not traded on regulated markets**

Not Applicable.

#### **4.16-4.23**

Not Applicable.

#### **4.24 TABLE**

The table with information related to the Plan will be provided, pursuant to Article 84-bis of the Issuers' Regulation, at the time of the allocation of the Shares in the implementation phase of the Plan, which will be resolved by the Board of Directors of Fincantieri. For the General Manager and other Executives with Strategic Responsibilities, the data in section 1, table 1, may be provided by reference to what is published pursuant to Article 84-quater.