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Oggetto : FINCANTIERI Publication of the slates of  
candidates for the appointment of the Board of  
Directors and other documents

*Testo del comunicato*

Vedi allegato

# **PUBLICATION OF THE SLATES OF CANDIDATES FOR THE APPOINTMENT OF THE BOARD OF DIRECTORS OF FINCANTIERI S.P.A. AND OTHER DOCUMENTS REGARDING SHAREHOLDER'S MEETING OF MAY 14, 2025**

FINCANTIERI S.p.A. ("Fincantieri" or the "Company") informs that, with reference to the Shareholders' Meeting convened in accordance with the law for May 14, 2025, in single call, are available at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section "Ethics and Governance – Shareholders' Meetings – Shareholders' Meeting 2025", as well as on the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) the following slates of candidates for the appointment of the Board of Directors of the Company, submitted by Shareholders pursuant to Article 19 of the Company's By-laws, on April 19, 2025 (the deadline for submitting slates of candidates for the appointment of the Company's Board of Directors), as announced on April 18, 2025:

- Slate no. 1 submitted on April 17, 2025, by a group of Shareholders whose names are listed in the note<sup>1</sup>, collectively holding 4,365,848 ordinary shares, without nominal value, representing 1.35% of Fincantieri share capital;
- Slate no. 2 submitted on April 17, 2025, by INARCASSA, holding 7,108,509 ordinary shares, without nominal value, representing 2.20% of Fincantieri share capital;
- Slate no. 3 submitted on April 18, 2025, by CDP Equity S.p.A., holding 230,311,085 ordinary shares, without nominal value, representing 71.26% of Fincantieri share capital.

<sup>1</sup> Algebris Ucits Funds Plc - Algebris Core Italy Fund; APG Asset Management N.V. gestore del fondo STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL / 1171 GEF Quant Strat-CCL; Eurizon Capital S.A. gestore del fondo Eurizon Fund comparti: Italian Equity Opportunities, Equity Small Mid Cap Europe e Equity Italy Smart Volatility; Eurizon Capital SGR S.p.A gestore dei fondi: Eurizon Step 70 Pir Italia Giugno 2027, Eurizon Am Rilancio Italia Tr, Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Azioni Pmi Italia, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Progetto Italia 20, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland gestore del fondo Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A. gestore dei fondi: Piano Azioni Italia, Piano Bilanciato Italia 30 e Piano Bilanciato Italia 50; Kairos Partners Sgr S.p.A. in qualità di Management Company di Kairos International Sicav – Comparti Italia e Made in Italy; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity, Mediolanum Gestione Fondi Sgr S.P.A. gestore dei fondi: Mediolanum Flessibile Futuro Italia e Mediolanum Flessibile Sviluppo Italia.

With Slate no. 3, CDP Equity S.p.A. also communicated its proposed resolutions regarding items 3.1, 3.2, 3.4, and 3.5 on the agenda of the Shareholders' Meeting, as reported in the press release dated April 18, 2025, and made available together with the aforementioned Slate.

Along with the slates, the documentation containing the information required by current regulations and the Company's By-laws is made available to the public.

The Company also informs that the following documents are available to the public at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section "Governance and Ethics – Shareholders' Meetings - Shareholders' Meeting 2025", as well as on the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)):

- the Report on the policy regarding remuneration and fees paid, prepared pursuant to Article 123-ter of the Legislative Decree No. 58 of February 24, 1998;
- the explanatory report of the Board of Directors on item 7 on the agenda of the ordinary part (remuneration).

It is reminded that the explanatory reports of the Board of Directors on the other items on the agenda were already made available to the public on March 31, 2025, and April 9, 2025.

The Company also informs that, according to Article 84-bis of the Consob Regulation no. 11971 of May 14, 1999, (the "Issuers' Regulation"), the tables containing information on the implementation status of the 2019-2021 Performance Share Plan approved by the Ordinary Shareholders' Meeting on May 11, 2018, the 2022-2024 Performance Share Plan approved by the Ordinary Shareholders' Meeting on April 8, 2021, and the 2024-2025 Employee Share Ownership Plan for Fincantieri Group personnel approved by the Ordinary Shareholders' Meeting on April 23, 2024, are published as an attachment to this press release, drafted in accordance with Schedule 7 of Annex 3A of the Issuers' Regulation. For information on the characteristics of the instruments assigned and the share plans prepared by the Company as a whole, please refer to the relevant information documents available on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the sections "Governance and Ethics – Shareholders' Meeting Archive – Shareholders' Meeting 2018 ", "Governance and Ethics – Shareholders' Meeting Archive – Shareholders' Meeting 2021 ", and "Governance and Ethics – Shareholders' Meeting Archive – Shareholders' Meeting April 2024".

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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 11,000 workers and creating around 90,000 jobs, which double worldwide thanks to a production network of 18 shipyards operating worldwide and with almost 22,000 employees.*

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Name and surname or category	Office		CHART 1					
			Plan for the granting of shares free of charge – “Performance Share Plan 2019-2021” (1 <sup>st</sup> three-year Cycle 2019-2021, 2 <sup>nd</sup> three-year Cycle 2020-2022 and 3 <sup>rd</sup> three-year Cycle 2021-2023)					
			Section 2					
			Shares relating to the plans, valid and approved on the basis of previous shareholders' meetings' resolutions					
		Date of the Shareholders' resolution <sup>(1)</sup>	Type of financial instrument	Maximum number of Granted Shares	Grant Date	Share purchase price if applicable	Market price on Grant Date	Vesting Period
<u>8 Executives with Strategic Responsibilities in FINCANTIERI S.p.A.</u>		11 May 2018	FINCANTIERI S.p.A. shares	1,614,351 1 <sup>st</sup> cycle (2019-2021)	24 July 2019	N.A.	1.0095	- (2)
<u>8 Executives with Strategic Responsibilities in FINCANTIERI S.p.A.</u>				4,257,038 2 <sup>nd</sup> cycle (2020-2022)	30 July 2020	N.A.	0.6119	- (2)
<u>8 Executives with Strategic Responsibilities in FINCANTIERI S.p.A.</u>				3,245,820 3 <sup>rd</sup> cycle (2021-2023)	10 June 2021	N.A.	0.7978	- (2)
<u>14 Key Executives in FINCANTIERI S.p.A.</u>		11 May 2018	FINCANTIERI S.p.A. shares	2,613,969 1 <sup>st</sup> cycle (2019-2021)	24 July 2019	N.A.	1.0095	- (2)
<u>12 Key Executives in FINCANTIERI S.p.A.</u>				3,614,269 2 <sup>nd</sup> cycle (2020-2022)	30 July 2020	N.A.	0.6119	- (2)
<u>11 Key Executives in FINCANTIERI S.p.A.</u>				2,715,721 3 <sup>rd</sup> cycle (2021-2023)	10 June 2021	N.A.	0.7978	- (2)
<u>41 Other key resources in FINCANTIERI S.p.A.</u>		11 May 2018	FINCANTIERI S.p.A. shares	3,810,367 1 <sup>st</sup> cycle (2019-2021)	24 July 2019	N.A.	1.0095	- (2)
<u>44 Other key resources in FINCANTIERI S.p.A.</u>				6,086,463 2 <sup>nd</sup> cycle (2020-2022)	30 July 2020	N.A.	0.6119	- (2)
<u>46 Other key resources in FINCANTIERI S.p.A.</u>				5,467,709 3 <sup>rd</sup> cycle (2021-2023)	10 June 2021	N.A.	0.7978	- (2)

<sup>(1)</sup> The date refers to the Shareholders' Meeting called to approve the Plan.

<sup>(2)</sup> Pursuant to the Plan, the Vesting Period is the period that runs between the Entitlements Grant Date and the Date of Allotment of Shares to the Beneficiaries. That period is approximately three years but can be longer depending on the actual Allotment Date and Grant of the Shares with reference to each Plan Cycle.

Name and surname or category	Office		CHART 1						
			Plan for the granting of shares free of charge – “Performance Share Plan 2022-2024”						
			Section 2						
		Shares relating to the plans, valid and approved on the basis of previous shareholders' meetings' resolutions							
		Date of the Shareholders' resolution <sup>(1)</sup>	Type of financial instrument	Maximum number of Granted Shares	Grant Date	Share purchase price if applicable	Market price on Grant Date	Vesting Period	
<u>Pierroberto Folgiero</u>	<u>Chief Executive Officer</u> <u>FINCANTIERI S.p.A.</u> <u>General Manager</u> <u>FINCANTIERI S.p.A.</u>	8 April 2021	FINCANTIERI S.p.A. shares	2,433,936 1 <sup>st</sup> cycle (2022-2024)	26 July 2022	N.A.	0,5675	- (2)	
		8 April 2021	FINCANTIERI S.p.A. shares	2,982,955 2 <sup>st</sup> cycle (2023-2025)	25 July 2023	N.A.	0,528	- (2)	
		8 April 2021	FINCANTIERI S.p.A. shares	349,534 3 <sup>st</sup> cycle (2024-2026)	23 July 2024	N.A.	4,506	- (2)	
<u>4 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	3,151,024 1 <sup>st</sup> cycle (2022-2024)	26 July 2022	N.A.	0,5675	- (2)	
		8 April 2021	FINCANTIERI S.p.A. shares	5,876,667 2 <sup>st</sup> cycle (2023-2025)	25 July 2023	N.A.	0,528	- (2)	
		8 April 2021	FINCANTIERI S.p.A. shares	772,643 3 <sup>st</sup> cycle (2024-2026)	23 July 2024	N.A.	4,506	- (2)	
<u>10 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	3,172,335 1 <sup>st</sup> cycle (2022-2024)	26 July 2022	N.A.	0,5675	- (2)	
<u>9 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	2,817,239 2 <sup>st</sup> cycle (2023-2025)	25 July 2023	N.A.	0,528	- (2)	
<u>12 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	458,692 3 <sup>st</sup> cycle (2024-2026)	23 July 2024	N.A.	4,506	- (2)	
<u>55 Other key resources</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	9,665,742 1 <sup>st</sup> cycle (2022-2024)	26 July 2022	N.A.	0,5675	- (2)	
<u>52 Other key resources</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	9,632,885 2 <sup>st</sup> cycle (2023-2025)	25 July 2023	N.A.	0,528	- (2)	
<u>52 Other key resources</u> <u>in FINCANTIERI S.p.A.</u>		8 April 2021	FINCANTIERI S.p.A. shares	1,349,724 3 <sup>st</sup> cycle (2024-2026)	23 July 2024	N.A.	4,506	- (2)	

<sup>(1)</sup> The date refers to the Shareholders' Meeting called to approve the Plan.

<sup>(2)</sup> Pursuant to the Plan, the Vesting Period is the period that runs between the Entitlements Grant Date and the Date of Allotment of Shares to the Beneficiaries. That period is approximately three years but can be longer depending on the actual Allotment Date and Grant of the Shares with reference to each Plan Cycle.

Name and surname or category	Office		CHART 1					
			Plan for the granting of shares free of charg – “Employee Share Purchase Plan 2024-2025”					
			Sezione 2					
			Shares relating to the plans, valid and approved on the basis of previous shareholders' meetings' resolutions					
		Date of the Shareholders' resolution <sup>(1)</sup>	Type of financial instrument	Maximum number of Granted Shares <sup>(2)</sup>	Grant Date	Share purchase price if applicable	Market price on Grant Date	Vesting Period
<u>Pierroberto Folgiero</u>	<u>Chief Executive Officer</u> <u>FINCANTIERI S.p.A.</u> <u>General Manager</u> <u>FINCANTIERI S.p.A.</u>	23 april 2024	FINCANTIERI S.p.A. shares	103	15 november 2024	N.D.	5,781877	- <sup>(3)</sup>
<u>N. 7 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u>		23 april 2024	FINCANTIERI S.p.A. shares	687	15 november 2024	N.D.	5,781877	- <sup>(3)</sup>
<u>N. 12 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>		23 april 2024	FINCANTIERI S.p.A. shares	1.236	15 november 2024	N.D.	5,781877	- <sup>(3)</sup>
<u>other Employees</u> <u>in FINCANTIERI S.p.A.</u>		23 april 2024	FINCANTIERI S.p.A. shares	66.823	15 november 2024	N.D.	5,781877	- <sup>(3)</sup>
<u>other Employees in Group FINCANTIERI</u>		23 april 2024	FINCANTIERI S.p.A. shares	34.696	15 november 2024	N.D.	5,781877	- <sup>(3)</sup>

<sup>(1)</sup> The date refers to the Shareholders' Meeting called to approve the Plan.

<sup>(2)</sup> Matching Shares

<sup>(3)</sup> pursuant to the Plan, the Vesting Period is not considered as the Matching Shares are assigned at the same time as the shares purchased by the employee

