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Oggetto : FINCANTIERI Shareholders' Meeting approves  
2024 Financial Statements and appoints new  
Board of Directors

*Testo del comunicato*

Vedi allegato

# FINCANTIERI: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES 2024 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF DIRECTORS

- *2024 Financial Statements approved and 2024 Consolidated Financial Statements presented*
- *Allocation of the net income for the year approved*
- *New Board of Directors for the three years period 2025-2027 appointed: Biagio Mazzotta appointed as Chairman*
- *The "2025-2027 Performance Share Plan" approved*
- *The "2025-2026 Employee Share Ownership Plan" approved*
- *Authorization to the purchase and disposal of the Company's shares approved, after revoking the previous Assembly authorization*
- *Report on the policy regarding remuneration and fees paid:*
  - *first section on the policy regarding remuneration, under Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998 approved*
  - *second section on fees paid under Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998 approved*
- *Authorization of the issuance 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*

FINCANTIERI S.p.A. ("Fincantieri" or the "Company") held its ordinary and extraordinary Shareholders' Meeting today in Trieste on a single call (the "Shareholders' Meeting").

## APPROVAL OF 2024 FINANCIAL STATEMENTS

The Shareholders' Meeting approved the Financial Statements of Fincantieri as at December 31, 2024, that closed with a profit of EUR 37,091,389.76.

During the Shareholders' Meeting, the Consolidated Financial Statements as at December 31, 2024 including the Fincantieri Group's Sustainability Statement as at 31 December 2024, drawn up pursuant to Legislative Decree No. 125 of 6 September 2024 implementing Directive 2022/2464/EU ("Corporate Sustainability Reporting Directive"), were presented.

## ALLOCATION OF PROFIT FOR THE YEAR

The Shareholders' Meeting resolved to allocate the net profit for 2024, amounting to EUR 37,091,389.76, as follows:

- a) the 5% amounting to EUR 1,854,569.49 to the legal reserve;
- b) the remaining EUR 35,236,820.27 to the extraordinary reserve, whose EUR 29,700,000.00 to the extraordinary reserve, pursuant to Article 1, paragraph 436, of Law No. 207, 2024.

## APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting appointed, by means of a slate voting system, the new Board of Directors, establishing the number of members of the Board of Directors at ten and setting the term of office of the Board of Directors at three business years (2025-2027), with expiration on the date of the Shareholders' Meeting to be called for the approval of the financial statements as at December 31, 2027.

The following Board members were appointed: Mariachiara Geronazzo, Biagio Mazzotta, Pierroberto Folgiero, Simona Camerano, Gianfranco Battisti, Sara Carrer, Emilio Scalfarotto (taken from the list submitted by the majority Shareholder CDP Equity S.p.A.), Paolo Amato, Secondina Giulia Ravera (taken from list submitted by the minority Shareholder INARCASSA) and Sergio Marini (taken from list submitted by the minority Shareholder by a group of Shareholders (the "Institutional Investors")<sup>1</sup>),

The list submitted by the majority Shareholder CDP Equity S.p.A., owner of the 71.26% of the Fincantieri's share capital, which obtained votes in favour corresponding to the 86.57% of the share capital represented in the meeting and entitled to vote.

The list submitted by the minority Shareholder INARCASSA, owner of the 2.20% of the Fincantieri's share capital, which obtained votes in favour corresponding to the 7.52% of the share capital represented in the meeting and entitled to vote.

The list submitted by the minority Shareholder Institutional Investors, owner of the 1.35% of the Fincantieri's share capital, which obtained votes in favour corresponding to the 5.90% of the share capital represented in the meeting and entitled to vote.

Pursuant to the law and to By-laws, the Shareholders' Meeting appointed Biagio Mazzotta, taken from the list submitted by the majority Shareholder, Chairman of the Board of Directors.

The Directors Paolo Amato, Gianfranco Battisti, Sara Carrer, Mariachiara Geronazzo, Sergio Marini, Secondina Giulia Ravera and Emilio Scalfarotto declared to satisfy the independence requirements set out by Article 147-ter, paragraph 4 and Article 148, paragraph 3, of the Italian Consolidated Finance Law, as well as Article 2 of the Corporate Governance Code for listed companies.

<sup>1</sup> The names on the aforementioned minority list were included in the press release dated April 18, 2025.

The curricula vitae of the Board members are available within the slates of candidates, published on the Company's website [www.fincantieri.com](http://www.fincantieri.com), in the section "Governance and Ethics – Shareholders' Meeting – Shareholders' Meeting 2025".

The Shareholders' Meeting also determined the remuneration of the Board members, including the Chairman, at EUR 50,000, in addition to the reimbursement of expenses incurred in the exercise of their office.

## **APPROVAL OF THE "PERFORMANCE SHARE PLAN 2025-2027"**

The Shareholders' Meeting approved the "Performance Share Plan 2025-2027" for Fincantieri's management in accordance with the terms and conditions described in the Information Document drawn up pursuant to Article 114-bis of TUF and Article 84-bis of the Regulation issued by Consob by Resolution No. 11971 of 14 May 1999 ("Issuers' Regulation") made available to the public on the Company's website [www.fincantieri.com](http://www.fincantieri.com), in the section "Governance and Ethics – Shareholders' Meeting – Shareholders' Meeting 2025".

## **APPROVAL OF THE "2025-2026 EMPLOYEE SHARE OWNERSHIP PLAN"**

The Shareholders' Meeting approved the "2025-2026 Employee Share Ownership Plan" for employees of the Fincantieri Group, which follows the previous Employee Stock Ownership Plan 2024-2025 approved by the Shareholders' Meeting on April 23, 2024.

More details on the "2025-2026 Employee Share Ownership Plan" are included in the information document prepared by the Board of Directors of the Company pursuant to Article 114-bis of the Italian Consolidated Law on Finance and of Article 84-bis and Schedule 7 of Annex 3A of the Consob Issuers' Regulation, made available to the public on the Company's website [www.fincantieri.com](http://www.fincantieri.com), in the section "Governance and Ethics – Shareholders' Meeting – Shareholders' Meeting 2025".

## **AUTHORIZATION TO PURCHASE AND DISPOSE OF THE COMPANY'S TREASURY SHARES**

The Shareholders' Meeting also approved the proposal to authorize the purchase and disposal of treasury shares, after revoking the previous authorization granted by the Ordinary Shareholders' Meeting of April 23, 2024.

The purposes and the disposals of purchase are described in the Explanatory Report drafted pursuant to Article 73 of the Issuers' Regulation, made available to the public on the Company's website [www.fincantieri.com](http://www.fincantieri.com), in the section "Governance and Ethics – Shareholders' Meeting – Shareholders' Meeting 2025".

## **REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID**

As for the Report on the policy regarding remuneration and fees paid (the “Report”), the Shareholders’ Meeting resolved:

- to approve the first section of the Report, on the policy regarding remuneration, under Article 123-ter, paragraphs 3-bis and 3-ter, of the Italian Consolidated Finance Law and under Article 84-quater of the Issuers’ Regulation;
- to approve the second section of the Report, on fees paid, under Article 123-ter, paragraph 6 of the Italian Consolidated Finance Law and under Article 84-quater of the Issuers’ Regulation.

## AUTHORIZATION OF THE ISSUANCE OF ORDINARY SHARES TO SERVICE THE FIRST CYCLE OF THE 2022–2024 PERFORMANCE SHARE PLAN AND THE 2025–2026 EMPLOYEE SHARE OWNERSHIP PLAN

The extraordinary Shareholders’ Meeting approved the issuance, in one or several tranches, no later than the deadline of 31 December 2026, pursuant to Article 2349 of the Italian Civil Code, without increasing the share capital, a maximum of 2,000,000 ordinary shares, without par value, to be allocated free of charge to employees of Fincantieri and/or its subsidiaries for the purposes:

- of the first cycle of the “2022–2024 Performance Share Plan”, approved by the Ordinary Shareholders’ Meeting on 8 April 2021 and described in the information document prepared pursuant to Article 114-bis of the Italian Consolidated Law on Finance and Article 84-bis of the Issuers’ Regulation, made available to the public on the Company’s website [www.fincantieri.com](http://www.fincantieri.com), in the “Governance and Ethics – Remuneration” section;
- of the aforementioned “2025–2026 Employee Share Ownership Plan”.

The Shareholders’ Meeting also resolved upon the corresponding amendment of the By-Laws.

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The summary account of the votes and the minutes of the Shareholders’ Meeting will be made available to the public in the manner and by the dates required by current regulation.

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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.*

[www.fincantieri.com](http://www.fincantieri.com)

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