

Informazione Regolamentata n. 1616-20-2026	Data/Ora Inizio Diffusione 18 Febbraio 2026 17:44:42	Euronext Milan
--	---	----------------

Societa' : FINCANTIERI

Utenza - referente : FINCANTIERIN08 - Dado Giuseppe

Tipologia : 2.2

Data/Ora Ricezione : 18 Febbraio 2026 17:44:42

Data/Ora Inizio Diffusione : 18 Febbraio 2026 17:44:42

Oggetto : FINCANTIERI RESOLVED THE CAPITAL
INCREASE RESERVED TO QUALIFIED AND
OR INSTITUTIONAL INVESTORS

Testo del comunicato

Vedi allegato

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD REQUIRE THE APPROVAL OF LOCAL AUTHORITIES OR WOULD OTHERWISE BE UNLAWFUL.

**RESOLVED THE CAPITAL INCREASE
RESERVED TO QUALIFIED AND/OR
INSTITUTIONAL INVESTORS FOR
MAXIMUM NO. 32,588,445 NEWLY
ISSUED SHARES EQUAL TO
MAXIMUM 10% OF THE SHARE
CAPITAL PRE-INCREASE.
RESERVED PLACEMENT LAUNCHED
THROUGH ACCELERATED
BOOKBUILDING**

18 February 2026

Trieste, 18 February 2026 – Fincantieri S.p.A. (the “Company” or “Issuer”) announces that its Board of Directors, held today, resolved to execute the mandate granted by the extraordinary shareholders’ meeting on 11 June 2024 to increase the Company’s share capital, in a divisible manner, against payment, with the exclusion of option right pursuant to Article 2441, fourth paragraph, second sentence, of the Italian Civil Code, through the issue of maximum no. 32,588,445 newly issued ordinary shares, with no par value, equal to 10% of the issued shares (pre-increase) (the “Share Capital Increase” or the “Transaction”).

The use of the Share Capital Increase as described above will allow the Company to further enhance financial flexibility and provide optionality and acceleration in the implementation of the Company’s strategy and Business Plan, mainly in relation to the increase in capacity, as well as supporting its selective inorganic growth strategy, in line with its equity story.

The Transaction is also intended to broaden Company’s institutional shareholder base while increasing free float and liquidity of the stock.

The newly issued shares resulting from the Share Capital Increase will be offered for subscription to qualified investors (as defined in Article 2, paragraph 1, letter e) of Regulation (EU) 2017/1129 or Regulation (EU) 2017/1129 as transposed into UK national law by the European Union Withdrawal Act 2018) in Italy, the European Economic Area and the United Kingdom and to institutional investors abroad (excluding the United States of America, Canada, Japan, Australia and any other country or jurisdiction in which the offer or sale of the shares subject to the offer is prohibited by law or in the absence of exemptions), as well

as in the United States of America to qualified institutional buyers so-called "QIBs" or in application of other available exemptions from the registration requirements under US law.

The maximum no. 32,588,445 newly issued shares will be offered as part of a placement reserved for qualified and/or institutional investors to be carried out through an accelerated bookbuilding offering procedure, without publication of a prospectus for public offering and/or listing, pursuant to the exemptions provided for by applicable laws and regulations.

The bookbuilding will commence immediately and the Company reserves the right to close the placement and/or to change its terms at any time. The results of the placement will be announced at the end of the accelerated bookbuilding offering procedure.

The price of the shares subject to the placement will be determined at the end of the bookbuilding procedure in accordance with the criteria established by the Board of Directors pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code. The audit company Deloitte & Touche S.p.A. has released its opinion pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code and Article 158 of Legislative Decree No. 58/1998.

In the event of full subscription of the newly issued shares, the share capital will be equal to Euro 881,722,258.70 represented by no. 358,472,900 ordinary shares, with regular dividend rights and the same features as those already outstanding. The newly issued will be admitted to listing as of the date of issue on the Euronext Milan, organized and managed by Borsa Italiana S.p.A., being fungible with the Company's already listed ordinary shares.

Upon completion of the Transaction, CDP Equity S.p.A., which, as of the date hereof, holds, to the Company's knowledge, approximately 70.67% of the Issuer's share capital, will continue to be the controlling shareholder of the latter, following full subscription of the Share Capital Increase, holding a stake equal to approximately 64.25%.

In connection with the placement, BNP PARIBAS, Jefferies e Mediobanca – Banca di Credito Finanziario S.p.A. will act as *Joint Global Coordinators and Joint Bookrunners*, under usual conditions for this type of transaction.

Lastly, it should be noted that, in the context of the placement, the Company will enter into a lock-up commitment for a duration of 90 days, in line with market practice in similar transaction.

The directors' explanatory report, the report of the audit company Deloitte & Touche S.p.A. issued pursuant to Article 2441, fourth paragraph, second sentence, of the Italian Civil Code and the minutes of the Board of Directors' meeting drawn up in notarial form will be made available to the public at the Company's registered office in Trieste, via Genova no. 1, on the Company's website www.fincantieri.com, section Investor Relations/Fincantieri on the Stock Market/ Capital Increase reserved to Qualified and or Institutional Investors as well as on the authorized storage site "EMarket STORAGE" (www.emarketstorage.it).

* * *

Fincantieri is one of the world's largest shipbuilding groups, the only player active in all high complexity marine industry sectors. The Group is a leader in the construction of cruise ships, naval and offshore vessels, and stands out for its extensive experience in the development of underwater solutions, thanks to its integrated industrial structure capable of managing and coordinating all activities related to the commercial, defense, and dual-use sectors. It holds a strong presence in key markets also thanks to the internalization of high value-added, distinctive technologies; it is also a leader in sustainable innovation and in the digital transformation of the shipbuilding sector. The company is active in the field of mechatronics, electronics, and digital naval systems, as well as in cybersecurity, artificial intelligence, and marine interiors solutions. It also offers a wide range of after-sales services, including logistic support and fleet assistance. With over 230 years of history and

more than 7,000 ships built, Fincantieri is a global player with a production network of 18 shipyards worldwide and over 23,000 employees. It maintains its know-how, expertise and management centers in Italy, where it directly employs over 12,000 workers and creates around 90,000 indirect jobs.

www.fincantieri.com

FINCANTIERI

Press Office Tel. +39 040 3192111 **Investor Relations**
press.office@fincantieri.it Tel. +39 040 3192111 investor.relations@fincantieri.it

* * *

Il presente documento non è destinato alla distribuzione, direttamente o indirettamente, negli o verso gli Stati Uniti d'America, il Canada, il Giappone o l'Australia. Il presente documento non costituisce né è parte di alcuna offerta o sollecitazione ad acquistare o sottoscrivere titoli negli Stati Uniti d'America. Gli strumenti finanziari citati nel presente documento non sono stati, e non saranno, registrati ai sensi dello *United States Securities Act* del 1933, come modificato (il **"Securities Act"**). Gli strumenti finanziari a cui si fa qui riferimento non possono essere offerti o venduti negli Stati Uniti d'America se non a soggetti che siano investitori istituzionali qualificati c.d. "QIBs" ai sensi e per gli effetti della Rule 144A del Securities Act o in applicazione di altre esenzioni dagli obblighi di registrazione ai sensi della normativa statunitense. Non ci sarà alcuna offerta pubblica di strumenti finanziari negli Stati Uniti d'America né in alcuno stato od ordinamento nel quale l'offerta, la sollecitazione o la vendita siano illegittime. La distribuzione del presente documento in alcuni Paesi potrebbe essere vietata ai sensi delle leggi applicabili. Le informazioni contenute nel presente documento non sono destinate alla pubblicazione o alla distribuzione in Canada, Giappone o Australia, e non costituiscono un'offerta di vendita in Canada, Giappone o Australia.

Il presente documento non costituisce né è parte di alcuna offerta o sollecitazione ad acquistare o sottoscrivere titoli nel Regno Unito e/o nello Spazio Economico Europeo. Gli strumenti finanziari citati nel presente documento potranno eventualmente essere offerti nel Regno Unito e/o nello Spazio Economico Europeo esclusivamente a soggetti che rivestono la qualità di "investitori qualificati" ai sensi dell'art. 2, paragrafo 1, lett. e) del Regolamento (UE) 2017/1129 e del Regolamento (UE) 2017/1129 in quanto trasposto nella legge nazionale del Regno Unito in forza dello *European Union Withdrawal Act* del 2018.

大大大

This document is not for distribution, directly or indirectly, in or into the United States of America, Canada, Japan or Australia. This document does not constitute and is not part of any offer or solicitation to purchase or subscribe for securities in the United States of America. The financial instruments mentioned in this document have not been and will not be registered pursuant to the United States Securities Act of 1933, as amended (the **"Securities Act"**). The financial instruments referred to herein may not be offered or sold in the United States of America other than to persons who are institutional investors qualified as "QIBs" within the meaning of and pursuant to Rule 144A under the Securities Act or pursuant to other exemptions from registration requirements under U.S. law. There will be no public offering of securities in the United States of America or in any state or jurisdiction where the offer, solicitation or sale is unlawful. The distribution of this document in certain countries might be forbidden pursuant to applicable law. The information contained in this document is not intended for publication or distribution in Canada, Japan or Australia, and does not constitute an offer for sale in Canada, Japan or Australia.

This document does not constitute or form part of any offer or solicitation to purchase or subscribe for securities in the United Kingdom and/or in the European Economic Area. The securities mentioned in this document may be offered in the United Kingdom and/or in the European Economic Area exclusively to persons who are "qualified investors" within the meaning of Article 2, paragraph 1, letter e) of Regulation (EU) 2017/1129 and Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

Fine Comunicato n.1616-20-2026

Numero di Pagine: 5