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Societa' : FINCANTIERI

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Oggetto : FINCANTIERI Successful Completion of the  
Placement Reserved to Qualified and or  
Institutional Investors

*Testo del comunicato*

Vedi allegato

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**SUCCESSFUL COMPLETION OF THE  
PLACEMENT RESERVED TO  
QUALIFIED AND/OR INSTITUTIONAL  
INVESTORS BY MEANS OF AN  
ACCELERATED BOOKBUILD  
OFFERING, WITH A BOOK MULTIPLE  
TIMES OVERSUBSCRIBED  
FULL SUBSCRIPTION OF  
FINCANTIERI'S CAPITAL INCREASE  
WITH THE ISSUANCE OF NO.  
32,588,445 NEWLY ISSUED SHARES  
FOR A TOTAL AMOUNT OF  
APPROXIMATELY EURO 500 MILLION**

18 February 2026

Trieste, 18 February 2026 – Following the press release dated today 18 February 2026, Fincantieri S.p.A. (the “Company” or the “Issuer”) announces the successful completion of the placement of no. 32,588,445 ordinary shares, equal to 10% of the relevant share capital (*pre* capital increase), for a gross overall amount equal to Euro 499,254,977.4, by means of an accelerated bookbuilding procedure reserved to qualified and/or institutional investors (as broadly described in the abovementioned press release of 18 February 2026) (the “Placement”).

Based on the demand gathered in the context of the accelerated bookbuilding procedure, with a book multiple times oversubscribed, the issue price of the shares following the Placement was set at Euro 15.32 per share. The Placement will be settled, by way of delivery of the securities and payment of the consideration, on 23 February 2026.

As a result of the completion of the Placement: (a) to serve the capital increase the Company will issue no. 32,588,445 ordinary shares for a gross overall amount equal to Euro 499,254,977.4 of which Euro 3,258,844.5 as nominal value and Euro 495,996,132.9 as

share premium, which will be admitted to listing and trading as of the date of issue on Euronext Milan, regulated market organized and managed by Borsa Italiana S.p.A.; (b) the overall share capital of the Company will be equal to Euro 881,722,258.70, divided into no. 358,472,900 ordinary shares, with no par value.

The Share Capital Increase allows 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, eventually also through M&A opportunities, in line with its equity story, as well as to bring forward the deleveraging targets within a shorter time horizon.

The Share Capital Increase also broadens Company's institutional shareholder base while increasing free float and liquidity of the stock. In particular, the Placement increases the Company's free float on the market by approximately 34%, reaching approximately 36% of the share capital.

Upon completion of the Placement, CDP Equity S.p.A. – which, prior to the Share Capital Increase, held, on the basis of publicly available information, approximately 70.67% of the Company's share capital – continues to be the Company's controlling shareholder, holding approximately 64.25% of the relevant share capital.

In the context of the Placement, the Company entered into a lock-up commitment for a duration of 90 days, in line with market practice for similar transactions.

In connection with the Placement, BNP PARIBAS, Jefferies and Mediobanca - Banca di Credito Finanziario S.p.A. acted as *Joint Global Coordinators* and *Joint Bookrunners*, and Deutsche Bank AG and UniCredit Bank GmbH - Milan Branch, as *Joint Bookrunners*.

The Company will proceed with the required filings and communications in accordance with the applicable law.

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*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.*

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## FINCANTIERI

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