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Oggetto : FINCANTIERI Notice of call Ordinary and Extraordinary Shareholders' Meeting 14 May 2026

Testo del comunicato

Vedi allegato

NOTICE OF CALL FINCANTIERI S.p.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 14 MAY 2026

FINCANTIERI S.p.A.

Registered office Via Genova 1, Trieste

Share capital being increased by warrant conversion - see Companies' Register and website: www.fincantieri.com

V.A.T. No. 00629440322

Tax Code and Venezia Giulia Companies' Register No. 00397130584

Trieste Economic and Administrative Index No. 89063

Ordinary and extraordinary Shareholders' Meeting

The Shareholders' Meeting of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is convened, in ordinary and extraordinary session, for 14 May 2026, in single call, at 11:00 a.m., in Trieste, at the premises of Sala Piccola Fenice, Via San Francesco 5, to discuss and resolve on the following

AGENDA

Ordinary Part

1. Approval of the Financial Statements as at 31 December 2025. Presentation of the Consolidated Financial Statements as at 31 December 2025 and of the Sustainability Report as at 31 December 2025, drawn up in accordance with Legislative Decree No. 125 of 6 September 2024. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.
2. Resolutions relating to the allocation of the profit/loss for the year 2025.
3. Appointment of the Board of Statutory Auditors for the three-year period 2026-2028. Related and consequent resolutions:
 - 3.1. Appointment of three Standing Auditors and three Alternate Auditors;
 - 3.2. Appointment of the Chairman of the Board of Statutory Auditors;
 - 3.3. Determination of the fee of the Standing members of the Board of Statutory Auditors.
4. Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions.
5. Amendment of the 2025–2027 Performance Share Plan drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as approved by the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions.

6. Report on the policy regarding remuneration and fees paid prepared pursuant to Article 123-ter, paragraphs 2, 3 and 4 of Legislative Decree No. 58 of 24 February 1998:
 - 6.1. Binding resolution on the first section on the remuneration policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;
 - 6.2. Non-binding resolution on the second section on fees paid pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

Extraordinary Part

1. Issuance of a maximum of No. 1,960,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to service the second cycle of the 2022-2024 Performance Share Plan, to be allocated to employees of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.

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Information on the Company's share capital

As at 25 March 2026, the date of approval of this notice of call, Fincantieri's share capital is EUR 881.724.341,70 and is divided into 358.493.730 ordinary shares without par value.

It should be noted that starting from September 2024, the Company's share capital is subject to monthly update until 30 September 2026 due to the right of the holders of 2024-2026 Fincantieri Warrants to request to subscribe new ordinary shares at any time up to the aforesaid date in accordance with the resolution of the Company's Board of Directors dated 11 June 2024. For information on Fincantieri's share capital and number of ordinary shares, please refer to the Company's website at www.fincantieri.com.

The Company holds 500,177 treasury shares, representing 0.14% of the Company's share capital as at 25 March 2026, for which voting rights are suspended as provided by law. These shares are taken into account to determine whether a meeting quorum is present for the Shareholders' Meeting, but not to calculate the majority required for the approval of the actions on the agenda.

Entitlement to attend Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998 (the "Italian Consolidated Law on Finance") and Article 14 of the By-laws, the right to attend the Shareholders' Meeting is subject to the Company's receipt of the communication to be requested by each entitled party, from their intermediary, and issued by the latter in accordance with current regulations, certifying ownership of the Shares based on the accounting records at the end of the accounting day of the seventh trading day prior to the Shareholders' Meeting, i.e., 5 May 2026 ("record date"). Additions or removals made to the

accounts after that date are not taken into account for the purposes of entitlement to vote at the Shareholders' Meeting. Therefore, persons who become holders of the Company's shares after that record date will not be entitled to attend and vote at the Shareholders' Meeting.

Fincantieri must receive the intermediary's statement by the end of the third trading day prior to the Shareholders' Meeting date (i.e., by 11 May 2026), however, attendance and voting rights will still apply if the Company receives the statement after this date but before the meeting session begins.

Representation at the Shareholders' Meeting

Ordinary proxy

Persons holding voting rights may be represented in the Shareholders' Meeting by proxy granted in writing or by an electronic document signed electronically in accordance with the applicable law in force. The proxy form may be used for this purpose, which is available in the Company's website (www.fincantieri.com) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's head office. The proxy may be sent to the Company:

- by mail to:

FINCANTIERI S.p.A.

Legal, Corporate Affairs and Compliance Department - Corporate Secretariat

Ref. "Proxy for Shareholders' Meeting 2026"

Via Genova, 1

34121 Trieste

at least two trading days prior to the Shareholders' Meeting date (i.e., by 12 May 2026) and, in any case, before the meeting session begins; or

- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Proxy for Shareholders' Meeting 2026"), before the meeting session begins.

The representative may deliver or send to the Company a copy of the proxy instead of the original, also in electronic format, attesting (with full acceptance of liability) that the proxy is a copy of the original, and also attesting to the grantor's identity.

Proxy granted to a designated representative

Those who have the right to vote may also grant proxy to Società per Amministrazioni Fiduciarie SPAFID S.p.A. with registered office in Milan ("Spafid"), as the representative designated by the Company pursuant to Article 135-undecies of the Italian Consolidated Law on Finance and Article 15.5 of the By-laws. The proxy shall contain voting instructions for all or some of the items on the agenda and is valid only for items for which instructions were

given. Spafid may only be granted proxies in its capacity as the Company's designated representative.

The grant of the proxy to the designated representative shall not involve expenses for the grantor (except delivery costs, if any).

The proxy is granted by signing the special form available – together with instructions for filling out and transmitting the form – on the Company's website (www.fincantieri.com) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's registered office.

The proxy with the voting instructions must be received by the Appointed Representative, together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the legal representative pro tempore or other person with appropriate powers, together with documentation attesting such person's title and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by 12 May 2026), using one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address corporateactions@pec.spafid.it (subject: "Proxy for Fincantieri 2026 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Spafid S.p.A, Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for the Fincantieri 2026 Shareholders' Meeting") and sending an electronically reproduced copy (PDF) in advance by ordinary e-mail to corporateactions@pec.spafid.it (subject: "Proxy for the Fincantieri 2026 Shareholders' Meeting").

The proxy and voting instructions may be revoked in the manner indicated above before the deadline indicated.

Shares for which a proxy (full or partial) is granted are taken into account for purposes of determining whether the Shareholders' Meeting has been duly convened. For draft resolutions in relation to which voting instructions have not been provided, the shares are not taken into account in calculating the majority and the equity interest required in order to approve resolutions.

Supplementing the agenda and submitting new draft resolutions

In accordance with Article 126-bis, paragraph 1, of the Italian Consolidated Law on Finance, shareholders who individually or jointly own at least one fortieth (2.5%) of the Company's shares may, within ten days of the date when the Shareholders' Meeting notice is published, request that specific items be added to the agenda, specifying the additional items being proposed, or submit proposed resolutions for matters already on the Shareholders' Meeting

agenda (i.e. by 11 April 2026). The agenda may not be supplemented by items on which shareholders resolve, pursuant to law, at the behest of the Directors, or based on a plan or report prepared by them which is different from those related to the items on the agenda.

Shareholders in relation to whom the Company has received, from an authorised intermediary in accordance with law, a specific notice demonstrating their ownership of the equity interest required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request, clearly and fully formulated, together with information that identifies the shareholders submitting it, the total percentage held and a reference to the statement that the intermediary sent to the Company in accordance with law, must be received by the Company in writing by the above deadline:

- by mail (registered letter with acknowledgement of receipt), signed in original, to the address:

FINCANTIERI S.p.A.

Legal, Corporate Affairs and Compliance Department - Corporate Secretariat

Ref. "Additions to the agenda/new proposals"

Via Genova, 1

34121 Trieste

- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Additions to the agenda/new proposals").

The Company reserves the right to not accept requests for additional agenda items or proposed resolutions transmitted by certified e-mail that are unreadable or transmitted with damaged or unreadable files. A phone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

The Company's Board of Directors must, by the above deadline and in accordance with the above procedures, receive a report stating the reasons for the proposed new agenda items or the additional proposed resolutions submitted for items already on the agenda.

Any additions to the agenda or the submission of proposals for resolutions for items already on the agenda will be publicised, at least 15 days before the date set for the Shareholders' Meeting (i.e., 29 April 2026), in the same manner used for the publication of this notice. At the same time, the reports prepared by the persons requesting the addition and/or additional resolution proposals, accompanied by any comments from the Board of Directors, will be made available to the public in the same forms as the documentation relating to the Shareholders' Meeting.

In the event of resolution proposals on the agenda items that are alternatives to those provided by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, including if the Board has no proposal, if they are alternatives, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders holding the largest percentage of shares. Only if the proposal put to a vote first is rejected, will the next proposal in order of shares represented be put to a vote and so on.

For the purposes of publication, as well as in relation to the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with the applicable legal provisions and the shareholders submitting them are entitled to do so.

Notwithstanding the foregoing, pursuant to Article 126-bis, paragraph 1, third sentence of the Italian Consolidated Law on Finance, those with voting rights may individually submit resolution proposals to the Shareholders' Meeting on items on the agenda.

Entitlement to ask questions prior to the Shareholders' Meeting

In accordance with Article 127-ter of the Italian Consolidated Law on Finance, shareholders with voting rights may ask questions about the items on the agenda even before the Shareholders' Meeting by sending them to the Company no later than the seventh trading day prior to the Shareholders' Meeting date (i.e., by 5 May 2026).

The questions, together with information that identifies the shareholders submitting them, must be sent:

- by mail (registered letter with acknowledgement of receipt) to the address:

FINCANTIERI S.p.A.

Legal, Corporate Affairs and Compliance Department - Corporate Secretariat

Ref. "Questions for the 2026 Shareholders' Meeting"

Via Genova, 1

34121 Trieste

- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: "Questions for the 2026 Shareholders' Meeting").

A phone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

Entitlement to ask questions prior to the Shareholders' Meeting must be attested by means of a statement to the Company by an intermediary authorised by law. Ownership of the voting rights may also be attested after the submission of the questions, provided that it is no later

than the third day following the seventh trading day prior to the Shareholders' Meeting, i.e., by 8 May 2026.

Questions received before the Shareholders' Meeting will be answered, at the latest, two trading days before the Shareholders' Meeting (i.e., by 12 May 2026), through publication in the section of the Company's website (www.fincantieri.com) regarding this Shareholders' Meeting. The Company may give a single reply to questions on the same topic. The Company will not consider questions that do not relate to the items on the agenda of the Shareholders' Meeting.

Appointment of the Board of Statutory Auditors

The appointment of the Company's Board of Statutory Auditors is carried out in compliance with the provisions of Article 30 of the Company's By-laws, to which express reference is made for matters not listed below.

In particular, pursuant to Article 30.1 of the By-laws, the Shareholders' Meeting appoints the Board of Statutory Auditors consisting of three Standing Auditors and three Alternate Auditors. The Standing Auditors and Alternate Auditors are appointed by means of a slate voting system. Pursuant to the combined provisions of Article 19.6 of the By-laws, referred to in Article 30.4, and the Consob Executive Determination No. 155 of 27 January 2026, slates may be submitted by Shareholders who, separately or with other Shareholders, hold at least 1% of the share capital. Each Shareholder may submit or contribute to the submission of only one slate. Each person with voting rights may vote for only one slate.

Preparation of slates and requirements for Auditors

Each candidate can appear on only one slate, under penalty of ineligibility.

The slates must be divided into two sections, one for candidates for the office of Standing Auditor and one for candidates for the office of Alternate Auditor, within which the candidates must be numbered consecutively. The names of the candidates may not, however, exceed the number of members to be elected. The first candidate in each section must be enrolled in the register of certified accountants and must have at least three years account auditing experience.

In order to ensure compliance with the law on gender balance and therefore to ensure that the new Board of Statutory Auditors is composed of at least two-fifths of members of the less represented gender, with rounding, in case of fractional number, to the lower unit, the slates that, considering both sections, present a number of candidates equal to or greater than three must indicate, both in the first two positions of the section of the slate relating to Standing Auditors, and in the first two positions of the section of the slate relating to Alternate Auditors, candidates of different gender.

The members of the Board of Statutory Auditors must meet the requirements of integrity and professionalism set forth in the Ministry of Justice Decree No. 162 of 30 March 2000 and in Article 30.3 of the By-laws.

For the purposes of Article 1, paragraph 2, letters b) and c) of the Decree, matters strictly related to the Company's scope of activity shall be considered those concerning commercial law and tax law, business economics and corporate finance, as well as areas of activity pertaining to naval engineering.

The candidates must also possess the independence requirements set out in Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as well as comply with the limits on the accumulation of positions set forth in Article 148-bis of the Italian Consolidated Law on Finance and in Articles from 144-duodecies to 144-quinquiesdecies of the Regulation adopted by Consob with resolution No. 11971 of 14 May 1999 (the "Issuers' Regulation")¹.

Shareholders are also requested to take into account the independence requirements as set out in Article 2 of the Corporate Governance Code approved on 30 January 2020 (the "Corporate Governance Code"), to which the Company adheres and in particular in Recommendation 7, as referred to in Recommendation 9. In this regard, it should be noted that the Board of Directors on 14 May 2025 confirmed the quantitative and qualitative criteria for assessing the significance of any commercial, financial or professional relationships and any additional remuneration as set forth in the aforementioned Recommendation 7, letters c) and d) of the Corporate Governance Code, for the description of which please refer to the illustrative report of the Board of Directors on the proposals concerning the matters set forth in item 3 on the agenda of the Shareholders' Meeting available in the section of the Company's website (www.fincantieri.com) dedicated to this Shareholders' Meeting.

Please note that - pursuant to Article 148 of the Italian Consolidated Law on Finance and Article 30.6 of the By-laws - the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among the Auditors elected by the minority.

Submission of slates

Pursuant to the combined provisions of Articles 148, paragraph 2 and 147-ter, paragraph 1-bis of the Italian Consolidated Law on Finance, as well as pursuant to Article 144-sexies of the Issuers' Regulation, slates of candidates must be filed at least 25 days before the date of the Shareholders' Meeting. In consideration of the fact that such deadline would fall on a public holiday (i.e., Sunday, 19 April 2026), it is postponed by one day and will therefore expire on Monday, 20 April 2026. Pursuant to the aforementioned Articles of the Italian

¹ With regard to the aforementioned requirements, it is recalled that, pursuant to Article 13, paragraph 1-bis, second sentence, of Law-Decree No. 95 of 30 June 2025, converted, with amendments, by Law No. 118 of 8 August 2025, "for the purposes of the provisions set out in Article 2399 of the Italian Civil Code and in Article 148, paragraph 3, of the Consolidated Law on Financial Intermediation, referred to in Legislative Decree No. 58 of 24 February 1998, the term 'companies' shall be understood to mean exclusively entities, other than the State and public administrations, that hold shareholdings as part of their entrepreneurial activity or for economic or financial purposes. Employees of the Ministry of Economy and Finance may, in any case, be appointed to the management and control bodies of companies in which the State holds, even indirectly, an interest, and the related remuneration shall be paid directly to the said Ministry, which shall act in compliance with the applicable legislation".

Consolidated Law on Finance and Article 144-octies of the Issuers' Regulation, the slates will be made available to the public at least 21 days before the date set for the Shareholders' Meeting (i.e., by 23 April 2026) in the manner required by the applicable legal provisions.

The slates can be filed in the following ways:

- by hand delivery to the Company's registered office, Via Genova 1, 34121 Trieste, addressed to the Legal, Corporate Affairs and Compliance Department – Corporate Secretary (during normal office hours, from 9:00 a.m. to 5:00 p.m. - tel. + 39 040 3192111); or
- by certified e-mail to assemblea.fincantieri@pec.fincantieri.it (subject: “Filing of Board of Directors’ slates”).

It should be noted that the ownership of the minimum shareholding required for the presentation of the slates set forth above is determined with reference to the shares that are registered in favour of the Shareholder on the day on which the slates are filed with the Company. However, the relevant certification may be produced after the slate has been filed, provided that it is produced by the deadline for the publication of the slates, and thus at least 21 days prior to the date of the Shareholders' Meeting (i.e., by 23 April 2026), by means of a statement issued by an authorised intermediary in accordance with law.

The slates must be filed with the documentation and information required by the By-laws and law in force. More specifically, together with each slate, failing which it shall be inadmissible, the following must be filed: a) information on the identity of the Shareholders submitting the slate and the total percentage of shares they hold; b) the declarations by means of which the individual candidates accept their candidacy and certify, under their own responsibility, that they are not ineligible or barred and meet the requirements under the By-laws and law to serve as a Statutory Auditor of the Company; c) the curriculum vitae of each candidate containing exhaustive information on his or her personal and professional background and d) for the slates submitted by Shareholders other than those who hold, even jointly, a controlling or a relative majority interest, a declaration certifying the absence of any connections as provided for under Article 144-quinquies of the Issuers' Regulation (also taking into account the recommendations issued by Consob in Communication No. DEM/9017893 of 26 February 2009).

Moreover, in consideration of the fact that - pursuant to the last paragraph of Article 2400 of the Italian Civil Code - at the time of the appointment of the Statutory Auditors and before accepting the position, the administration and control positions they hold in other companies must be disclosed to the Shareholders' Meeting, and further taking into account the provisions on limits to the number of positions set out in Article 148-bis of the Italian Consolidated Law on Finance, it is requested that all relevant information be included in the curriculum vitae of each candidate filed together with the slates.

Slates for which the aforementioned requirements are not observed are considered as not submitted.

It is recalled that, if – upon expiry of the above-mentioned deadline for the filing of the slates (i.e., 20 April 2026) – only one slate has been filed, or if only slates submitted by Shareholders who are connected with one another pursuant to Article 144-quinquies of the Issuers' Regulation have been filed, the Company shall disclose such circumstance within the time limits and in the manner required by the applicable legal provisions. In such case, slates may be submitted until 22 April 2026, it being understood that the minimum shareholding required for the submission of slates shall be reduced by half and shall therefore amount to 0.5% of the share capital.

For further information on the appointment of the Board of Statutory Auditors, reference should be made to the information provided in the explanatory report on that agenda item, which will be made available to the public by the date and in the manner required by the applicable legal provisions.

Information documents

Simultaneously with the publication of this notice, the following documents are made available to the public at the Company's registered office and on the Company's website (www.fincantieri.com), in the section dedicated to this Shareholders' Meeting: information on the amount of the share capital; proxy voting forms; the explanatory report on item 3 of the ordinary agenda concerning the appointment of the Board of Statutory Auditors; the explanatory report on item 5 of the ordinary agenda "*Amendment of the 2025-2027 Performance Share Plan, drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation adopted by Consob with Resolution No. 11971 of 14 May 1999, as approved by the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions*" together with the related proposed resolution and the information document relating to the 2025–2027 Performance Share Plan. The explanatory reports and information document are also made available at the centralised storage mechanism called "eMarket STORAGE" (www.emarketstorage.it).

The annual financial report (including the sustainability report as at 31 December 2025, prepared pursuant to Legislative Decree No. 125 of 6 September 2024), the Board of Statutory Auditors' Report, the Independent Auditors' Report, the report on corporate governance and ownership structure, the report on the policy regarding remuneration and fees paid, and the explanatory reports on the other items on the agenda will be made available to the public within the terms provided for by the regulations in force on the Company's website (www.fincantieri.com) and at the centralised storage mechanism called "eMarket STORAGE" (www.emarketstorage.it). The financial statements and/or summary schedules of Fincantieri's subsidiaries and affiliates pursuant to Article 2429, paragraphs 3 and 4 of the

Italian Civil Code, as well as the financial statements of significant non-EU subsidiaries prepared pursuant to Article 15 of the Consob “Market Regulations” No. 20249/2017, will be made available to the public in the manner and by the dates required by the applicable legal provisions.

This notice of call is published in full, in accordance with Article 125-bis of the Italian Consolidated Law on Finance, Article 84 of the Issuers’ Regulation and Article 13.1 of the By-laws, on the section of the Company’s website dedicated to this Shareholders’ Meeting, as well as at the centralised storage mechanism called "eMarket STORAGE" (www.emarketstorage.it). The abridged form of this notice of call will be published in the newspaper “Il Sole 24 Ore” on 2 April 2026.

On behalf of the Board of Directors
Chairman of the Board of Directors
Biagio Mazzotta

Fine Comunicato n.1616-36-2026

Numero di Pagine: 13