

**ORDINARY AND  
EXTRAORDINARY  
SHAREHOLDERS' MEETING  
14 MAY 2026**

**EXPLANATORY REPORT  
BY THE BOARD OF  
DIRECTORS  
ON THE SECOND ITEM ON  
THE AGENDA OF THE  
ORDINARY PART**

# SECOND ITEM ON THE AGENDA OF THE ORDINARY PART

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](http://www.fincantieri.com)  
V.A.T. No. 00629440322  
Tax Code and Venezia Giulia Companies' Register No. 00397130584  
Trieste Economic and Administrative Index No. 89063

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*Explanatory Report  
drawn up in accordance with Article 125-ter of Legislative Decree No. 58 of 24  
February 1998*

## SECOND ITEM ON THE AGENDA OF THE ORDINARY PART

**Resolutions relating to the allocation of the profit/loss for the year 2025.**

Dear Shareholders,

taking into account that the financial statements of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") as of 31 December 2025 closed with a profit of EUR 97,466,054.18 and that, pursuant to Article 2430 of the Italian Civil Code, at least one-twentieth part (*i.e.* 5%) of the annual net profit must be paid to the legal reserve until it reaches one-fifth of the share capital, in accordance with the provisions of Article 34 of the Company's By-Laws, we propose the following allocation of the profit: EUR 4,873,302.71 to the legal reserve and the remaining EUR 92,592,751.47 to the extraordinary reserve.

There will therefore be no dividend distribution.

\* \* \* \* \*

In light of the foregoing, we submit the following draft resolution for your approval:

"The FINCANTIERI S.p.A. ordinary shareholders' meeting,

- having examined the Board of Directors' Report drafted in accordance with Article 125-ter of Legislative Decree No. 58 of 24 February 1998 and the draft resolution contained therein;
- having examined the Annual Financial Report for the 2025 financial year, the Auditing Firm's Report and the Board of Statutory Auditors' Report

resolved

to allocate the net profit for the 2025 financial year, amounting to EUR 97,466,054.18, as follows:

- 5% of the net profit for the financial year, amounting to EUR 4,873,302.71 to the legal reserve;
- the remaining EUR 92,592,751.47 to the extraordinary reserve.

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