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Societa' : FINCANTIERI

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Data/Ora Ricezione : 14 Maggio 2026 14:04:41

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Oggetto : FINCANTIERI Shareholders' Meeting approves
2025 Financial Statements and appoints new
Board of Statutory Auditors

Testo del comunicato

Vedi allegato

FINCANTIERI: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES 2025 FINANCIAL STATEMENTS AND APPOINTS NEW BOARD OF STATUTORY AUDITORS

- *2025 Financial Statements approved and 2025 Consolidated Financial Statements presented*
- *Allocation of the net income for the year approved*
- *New Board of Statutory Auditors for the three-year period 2026-2028 appointed: Gabriella Chersicla appointed as Chairman*
- *Authorization granted to purchase and dispose of treasury shares, after revocation of the previous Shareholders' Meeting authorization*
- *Amendment to the "2025-2027 Performance Share Plan" approved*
- *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*
- *Issuance of a maximum of 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 authorized*

The Ordinary and Extraordinary Shareholders' Meeting of FINCANTIERI S.p.A. ("Fincantieri" or the "Company"), convened in a single call (the "Shareholders' Meeting"), was held today in Trieste.

APPROVAL OF 2025 FINANCIAL STATEMENTS

The Shareholders' Meeting approved the Financial Statements of Fincantieri as at December 31, 2025, that closed with a profit of EUR 97,466,054.18.

During the Shareholders' Meeting, the Consolidated Financial Statements as at December 31, 2025, including the Fincantieri Group's Sustainability Statement as at 31 December

2025, drawn up pursuant to Legislative Decree No. 125 of 6 September 2024 implementing Directive 2022/2464/EU (“Corporate Sustainability Reporting Directive”), was presented.

ALLOCATION OF NET PROFIT FOR THE YEAR

The Shareholders’ Meeting resolved to allocate the net profit for 2025, amounting to EUR 97,466,054.18, as follows:

- a) the 5% amounting to EUR 4,873,302.71 to the legal reserve;
- b) the remaining EUR 92,592,751.47 to the extraordinary reserve.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders’ Meeting appointed, by means of a slate voting system, the new Board of Statutory Auditors for the three-year period 2026-2028, with expiration on the date of the Shareholders’ Meeting to be called for the approval of the financial statements as at December 31, 2028.

The following Statutory Auditors were appointed: as Standing Auditors, Gabriella Chersicla (taken from the slate submitted by the minority Shareholder INARCASSA), Elena Cussigh and Antonello Lillo (taken from the slate submitted by the majority Shareholder CDP Equity S.p.A.) and, as Alternate Auditors, Maurizio De Filippo (taken from the slate submitted by the minority Shareholder INARCASSA), Ottavio De Marco and Arianna Pennacchio (taken from the slate submitted by the majority Shareholder CDP Equity S.p.A.).

The list submitted by the majority Shareholder CDP Equity S.p.A., owner of the 64.24% of the Fincantieri’s share capital, which obtained votes in favour corresponding to the 86.13% of the share capital represented in the meeting and entitled to vote.

The list submitted by the minority Shareholder INARCASSA, owner of the 1.98% of the Fincantieri’s share capital, which obtained votes in favour corresponding to the 13.67% of the share capital represented in the meeting and entitled to vote.

Pursuant to the law and to Article 30.6 of the By-laws, the Shareholders’ Meeting appointed Gabriella Chersicla – Standing Auditor taken from the minority slate – as Chairman of the Board of Statutory Auditors.

All the members of the Board of Statutory Auditors declared that they meet the independence requirements set out by Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as well as Article 2 of the Corporate Governance Code for listed companies.

The curricula vitae of the Statutory Auditors are available within the slates of candidates, published on the Company’s website www.fincantieri.com, in the section “Group –

Governance and Ethics – Corporate Bodies and Management – Shareholders’ Meeting – Shareholders’ Meeting 2026”.

The Shareholders' Meeting also determined the remuneration of the Standing members of the Board of Statutory Auditors, in EUR 67,500 for the Chairman and EUR 45,000 for each of the other Standing Auditors, in addition to the reimbursement of expenses incurred in the context of their office.

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 May 14, 2025.

The purposes and methods of purchase and disposal 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, in the section “Group – Governance and Ethics – Corporate Bodies and Management – Shareholders’ Meeting – Shareholders’ Meeting 2026”.

AMENDMENT TO THE “PERFORMANCE SHARE PLAN 2025-2027”

The Shareholders’ Meeting approved the amendment to the “Performance Share Plan 2025-2027” (the “Plan”) for Fincantieri’s management, which had been approved by the Ordinary Shareholders’ Meeting of May 14, 2025. The amendment provides for an increase in the maximum number of Plan beneficiaries from the current 100 up to 150, together with the consequent amendment to 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, in the section “Group – Governance and Ethics – Corporate Bodies and Management – Shareholders’ Meeting – Shareholders’ Meeting 2026”.

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 TO ISSUE NEW ORDINARY SHARES TO SERVICE THE SECOND CYCLE OF THE 2022–2024 PERFORMANCE SHARE 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 1,960,000 ordinary shares, without par value, to be allocated free of charge to employees of Fincantieri and/or its subsidiaries for the purposes of the second 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, in the "Group – Governance and Ethics – Remuneration" section.

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 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 24,000 employees; It maintains its know-how, expertise and management centers in Italy, where it directly employs approximately 13,000 workers and creates around 90,000 indirect jobs.

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