Informazione Regolamentata n. 1616-94-2026	Data/Ora Inizio Diffusione 29 Luglio 2026 19:01:37	Euronext Milan

Societa'	:	FINCANTIERI
Utenza - referente	:	FINCANTIERIN12 - Dado Giuseppe
Tipologia	:	REGEM
Data/Ora Ricezione	:	29 Luglio 2026 19:01:37
Data/Ora Inizio Diffusione	:	29 Luglio 2026 19:01:37
Oggetto	:	FINCANTIERI APPROVAL OF THE PROJECT CONCERNING THE MERGER BY INCORPORATION OF BACINI DI PALERMO S. P.A. INTO FINCANTIERI S.P.A.

Testo del comunicato

Vedi allegato

APPROVAL OF THE PROJECT CONCERNING THE MERGER BY INCORPORATION OF BACINI DI PALERMO S.P.A. INTO FINCANTIERI S.P.A.

FINCANTIERI S.p.A. ("Fincantieri" or the "Surviving Company") announces that its Board of Directors, at today's meeting, approved the project concerning the merger by incorporation (the "Merger") of Bacini di Palermo S.p.A. (the "Merged Company") into Fincantieri. The Merged Company is fully owned by Fincantieri and operates in the shipbuilding industry, particularly in the management and operation of dry docks for the performance of shipbuilding works, including, by way of example, the construction, repair and conversion of ships and other maritime structures, and has no employees.

The Merger, the plan of which was jointly prepared by Fincantieri and the Merged Company, has also been approved by the Board of Directors of the Merged Company. The transaction forms part of the broader process aimed at simplifying the Fincantieri Group's organisational structure, with a view to streamlining and enhancing the efficiency of the governance chain, operational management and decision-making processes, ensuring greater integration of operational activities and administrative processes, as well as reducing costs.

The date on which the Merger becomes effective towards third parties for civil law purposes shall be specified in the deed of merger and may be later than the date of the last of the registrations required under Article 2504, paragraph 2, of the Italian Civil Code.
For accounting purposes, pursuant to Article 2501-ter, no. 6, of the Italian Civil Code, the transactions of the two companies will be attributed to the financial statements of the Surviving Company with effect from 1 January 2026. As from the same date, the tax effects of the Merger shall take effect pursuant to Article 172, paragraph 9, of Presidential Decree No. 917 of 22 December 1986.

As the transaction concerns the merger by incorporation of a company fully owned by Fincantieri (and subject to Fincantieri's management and coordination activities), pursuant to Article 2505, paragraph 1, of the Italian Civil Code, the Merger will be carried out under the simplified merger procedure and will therefore benefit from certain procedural simplifications, including the absence of any share exchange ratio and the exemption from the preparation and filing of both the directors' report and the experts' report. Furthermore, no amendments to Fincantieri's Articles of Association will be required. Lastly, as permitted by Article 2505, paragraph 2, of the Italian Civil Code, Article 25.3 of the Articles of Association of the Surviving Company and Article 27.4 of the Articles of Association of the Merged Company, the resolution approving the Merger will be adopted by the administrative body of each of the companies participating in the Merger.

Documentation relating to the Merger will be made available to the public within the terms and in the manner prescribed by applicable laws and regulations.

The Merger is exempt from the application of Fincantieri's Regulation governing Related Party Transactions, as it is carried out with a subsidiary and no significant interests of other related parties of Fincantieri are involved. Furthermore, the transaction is exempt from the obligation to publish the information document referred to in Article 70 of Consob Regulation No. 11971 of 14 May 1999 (the Issuers' Regulation), as the relevant legal requirements are not met.

* * *

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.
www.fincantieri.com

FINCANTIERI

Press Office
Tel. +39 040 3192111
press.office@fincantieri.it

Investor Relations
Tel. +39 040 3192111
investor.relations@fincantieri.it

Fine Comunicato n.1616-94-2026	Numero di Pagine: 4