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Oggetto : FINCANTIERI Shareholders' Meeting approves  
2023 Financial Statements and the Employee  
Share Ownership Plan

*Testo del comunicato*

Vedi allegato

# FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2023 FINANCIAL STATEMENTS AND APPROVES THE 2024-2025 EMPLOYEE SHARE OWNERSHIP PLAN

- *2023 Financial Statements approved and 2023 Consolidated Financial Statements presented*
- *Approval of the allocation of net profit*
- *The “2024-2025 Employee Share Ownership Plan” approved*
- *Authorization to the purchase and disposal of the Company’s shares approved, after revoking the previous Assembly authorization*
- *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*

FINCANTIERI S.p.A. (“Fincantieri” or the “Company”) held its ordinary Shareholders’ Meeting today in Trieste on a single call (the “Shareholders’ Meeting”).

## APPROVAL OF 2023 FINANCIAL STATEMENTS

The Shareholders’ Meeting approved the Financial Statements of FINCANTIERI S.p.A. as at December 31, 2023, that closed with a profit of EUR 7,586,644.

During the Shareholders’ Meeting, the Consolidated Financial Statements as at December 31, 2023 and the Statement of Non-financial Information as at December 31, 2023, drafted pursuant to Law Decree No. 254 of December 30, 2016, were also presented.

## ALLOCATION OF ANNUAL FINANCIAL RESULT

The Shareholders’ Meeting resolved to allocate the net profit for the 2023 financial year, amounting to Euro 7,586,644, as follows:

- a) 5% of the net profit for the financial year, amounting to Euro 379,332, to the legal reserve;

b) the remaining Euro 7,207,312 to the extraordinary reserve.

## APPROVAL OF THE “2024-2025 EMPLOYEE SHARE OWNERSHIP PLAN”

The Shareholders’ Meeting approved the “2024-2025 Employee Share Ownership Plan” for employees of the Fincantieri Group, which provides the allocation of 1 free share for every 5 ordinary shares in Fincantieri purchased by employees either through conversion of all or part of the performance bonus into welfare and the use of the credit for the subscription of Fincantieri shares, or through direct purchase by employees. One further free share for every 5 ordinary shares purchased will be provided on retention of the shares by the employee for a period of 12 months.

More details on the “2024-2025 Employee Share Ownership Plan” are included in the information document prepared by the Board of Directors of the Company pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 (“Italian Consolidated Law on Finance”) and of Article 84-bis and Schedule 7 of Annex 3A of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 (“Consob Issuers’ Regulation”).

## 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 31, 2023, for the purposes described in the Explanatory Report drafted pursuant to Article 73 of the Consob Issuers’ Regulation. Purchase of the Company’s treasury shares was authorized for a period of eighteen months from the date of the Shareholders’ Meeting resolution and for a maximum amount of shares not exceeding 10% of the Company’s share capital. Disposal of the Company’s treasury shares was authorized without time constraints.

The purchase or disposal of treasury shares shall comply with the terms, conditions and requirements provided under applicable laws as well as, if applicable, accepted market practices in force at the relevant time. In particular, purchases shall take place at a price that does not vary upwards or downwards by more than 10% over the reference price registered on the Euronext Milan market organized and managed by Borsa Italiana S.p.A. in the trading session preceding each individual transaction.

## 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 Consob 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 Consob Issuers' Regulation.

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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 one active in all high-tech marine industry sectors. It is leader in the construction and transformation of cruise, naval and oil & gas and wind offshore vessels, as well as in the production of systems and component equipment, after-sales services and marine interiors solutions. Thanks to the expertise developed in the management of complex projects, the Group boasts first-class references in infrastructures, and is a reference player in digital technologies and cybersecurity, electronics and advanced systems.*

*With over 230 years of history and more than 7,000 ships built, Fincantieri maintains its know-how, expertise and management centres in Italy, here employing 10,000 workers and creating around 90,000 jobs, which double worldwide thanks to a production network of 18 shipyards operating in four continents and with almost 21,000 employees.*

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