

**INFORMATION DOCUMENT**  
**CONCERNING THE 2024-2025 SHARE**  
**OWNERSHIP PLAN FOR FINCANTIERI GROUP**  
**PERSONNEL PREPARED PURSUANT TO**  
**ARTICLE 114-BIS OF LEGISLATIVE DECREE 58/98**  
**AND ARTICLE 84-BIS OF REGULATION NO. 11971**  
**APPROVED BY CONSOB WITH RESOLUTION OF**  
**MAY 14<sup>th</sup>, 1999, AS AMENDED**

## Definitions

Unless otherwise expressly provided, the following terms, where indicated with a capital letter, shall have the meanings set forth below for the purposes of this Information Document, it being understood that terms and expressions defined in the masculine form shall also include any expressions in the feminine form and that any singular terms and expressions shall also include the plural form:

- **“Assignment”**: means the free assignment of the number of Rights resolved upon by the Board of Directors.
- **“Shareholders’ Meeting”**: means the shareholders' meeting of the Company convened to approve the financial statements for the financial year ending on December 31<sup>st</sup>, 2023.
- **“Allocation”**: means the number of Shares allocated to each Beneficiary free of charge.
- **“Shares”**: means the Company's ordinary shares, with no par value, listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. (FCT Code).
- **“Allocated Shares”**: means the Shares subject to Allocation to the Beneficiaries under the Plan.
- **“Beneficiaries”**: means the recipients of the Plan. This Document does not provide an indication of such persons by name, since they are identified exclusively on the basis of the role played within the FINCANTIERI S.p.A. organisation.
- **“Change of Control”**: means a change of control of the Company within the meaning of current legislation.
- **“Corporate Governance Code”** or **“Code”**: means the Corporate Governance Code for Listed Companies approved in January 2020 by the Corporate Governance Committee of Borsa Italiana S.p.A.
- **“Remuneration Committee”**: means the committee set up by the Company to implement the recommendations contained in the Code.
- **“Notice of Allocation”**: means the letter sent to the Beneficiaries informing them of the number of allocated Shares and the relevant Delivery Date.
- **“Delivery”**: means the delivery of the Shares to each of the Beneficiaries of the Plan following the Assignment decided by the Board of Directors.
- **“Board of Directors”**: means the Board of Directors of the Company in office pro tempore.
- **“Date of Allocation of Shares”**: means the date on which the Board of Directors resolves on the number of Shares to be allocated and orders the sending of the Notice of Assignment.
- **“Key Executives”**: means the Executives with Strategic Responsibilities and other executives of the Company who hold organizational positions with a significant impact on the achievement of corporate objectives, as identified by the Board of Directors of the Company.

- **"Executives with Strategic Responsibilities"**: means the Executives with Strategic Responsibilities of the Company, identified pursuant to the applicable regulations.
- **"Information Document"**: means this information document relating to the Plan, prepared pursuant to Article 114-bis of the Italian Consolidated Law on Finance (TUF) and Article 84-bis of the Issuers' Regulation.
- **"Group"**: means collectively the Company and the companies controlled by it, either directly or indirectly, pursuant to the applicable legal provisions.
- **"Lock-up Period"**: means the period during which the Beneficiaries are obliged to hold and not dispose in any way of the portion of Shares assigned to them under the Plan.
- **"Plan"**: means the Company's 2024-2025 Share Ownership Plan, approved by the Board of Directors on March 7<sup>th</sup>, 2024, on the proposal of the Remuneration Committee, aimed at the generality of the Group's employees for the two-year period 2024-2025.
- **"Regulation"**: means the regulations providing for the terms and conditions for the implementation of the Plan, together with any amendments and/or additions thereto, the approval of which is referred to the Board of Directors, on the proposal of the Remuneration Committee.
- **"Issuers' Regulation"**: means Consob Regulation No. 11971, approved by resolution of May 14<sup>th</sup>, 1999, as amended and supplemented.
- **"Company" or "Fincantieri"**: means FINCANTIERI S.p.A., with registered office in Trieste, Via Genova 1.
- **"TUF"**: means Legislative Decree no. 58 of February 24<sup>th</sup>, 1998, as amended and supplemented.

## Introduction

On the proposal of the Remuneration Committee, the Board of Directors of Fincantieri, by resolution of March 7<sup>th</sup>, 2024, approved the "2024-2025 Share Ownership Plan" for all employees of the Group, i.e. employees of Group companies based in Italy and abroad, for the two-year period 2024-2025, to be submitted for approval to the Shareholders' Meeting called to approve the financial statements on December 31<sup>st</sup>, 2023.

It is pointed out the Company's intention to renew the initiative for future years by extending the Plan to all Group employees. In this case, the Share Ownership Plan - in compliance with the prerogatives of the Board of Directors, the Remuneration Committee and the Board of Statutory Auditors - will be submitted to the Shareholders' Meeting for approval.

The Plan provides for the Beneficiaries to receive up to a maximum of 10,400,000 Fincantieri ordinary shares with no par value, free of charge.

The Plan provides for the assignment of Shares in the years 2024 and 2025.

This Information Document has been drafted pursuant to Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Issuers' Regulation and in accordance with the instructions contained in Schedule 7 of Annex 3A of the Issuers' Regulation. As better specified in this Information Document, certain aspects relating to the implementation of the Plan will be defined by the Board of Directors on the basis of the powers that will be granted to it by the Shareholders' Meeting.

The information resulting from the resolutions that the Board of Directors shall adopt in the implementation of the Plan, subject to the approval of the Plan by the Shareholders' Meeting and in accordance with the general criteria set forth therein, shall be provided in the manner and within the terms indicated in Article 84-bis, paragraph 5, letter a), of the Issuers' Regulations and, in any case, in the regulatory provisions in force from time to time.

The purpose of this Information Document is to provide shareholders and the market with ample and detailed information on the Plan, also for the purpose of enabling shareholders to exercise their voting rights at the Shareholders' Meeting in an informed manner.

The Information Document is made available to the public at the registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com), Governance / Shareholders' Meeting 2024), as well as in the other ways and according to the terms provided for by the regulations in force.

The Plan is to be considered "of particular relevance" within the meaning of Article 114-bis, paragraph 3 of the Italian Consolidated Law on Finance (TUF) and Article 84-bis, paragraph 2, letters a) and b) of the Issuers' Regulations.

**1. BENEFICIARIES**

**1.1 Names of the recipients who are members of the Board of Directors of the Company, the Company's controlling company and subsidiaries**

Since the plan is offered to all the employees of the Group, meaning potentially all the employees of the Group both with reference to the Group companies based in Italy and abroad, the Plan's Beneficiaries potentially include the Chief Executive Officer of Fincantieri, in his capacity as General Manager

The names of the members of the administrative bodies of the Company or of other companies of the Group included among the Beneficiaries and the other information required by paragraph 1.1 of Schedule 7 of Annex 3A to the Issuers' Regulation shall be provided in the manner and within the terms indicated by Article 84-bis, paragraph 5, letter a) of the Issuers' Regulation and, in any event, by the regulatory provisions in force from time to time.

**1.2 Indication of the categories of employees or collaborators of the Company and its controlling company or subsidiaries who are recipients of the Plan**

The Plan applies to all employees of the Fincantieri Group.

**1.3 Indication of the names of the general manager and of the Executives with Strategic Responsibilities who have received a higher total remuneration during the financial year than the highest total remuneration attributed to the members of the Board of Directors and the general manager**

General Manager of the issuer of financial instruments

The Plan also applies to the General Manager appointed by the Fincantieri Board of Directors.

other Executives with Strategic Responsibilities of the issuer of financial instruments that is not of "minor size", pursuant to Article 3, paragraph 1, letter f) of Regulation No. 17221 of March 12<sup>th</sup>, 2010, in the event that they have received, during the financial year, total compensation (obtained by adding monetary compensation and compensation based on financial instruments) greater than the highest total compensation attributed to the members of the board of directors, or of the management board and the general manager of the issuer of financial instruments

Not applicable.

None of Fincantieri's Executives with Strategic Responsibilities received a higher total remuneration than the highest total remuneration attributed to the members of the Board of Directors during the year.

natural persons controlling the share issuer, who are employees or collaborators of the share issuer

Not applicable.

**1.4 Description and numerical indication of the recipients of the Plan who are Executives with Strategic Responsibilities and of any other categories of employees or collaborators for whom differentiated characteristics of the Plan have been envisaged**

For information on Executives with Strategic Responsibilities and other categories of employees included among the Beneficiaries, see section 1.2 above.

It should be noted that the Plan is the same for all Beneficiaries, which may differ in extent in view of the "*Matching share*" and "*Bonus share*" mechanism.

**2 REASONS FOR ADOPTING THE PLAN**

**2.1 Objectives of the Plan**

The Plan aims to pursue the following objectives:

- strengthening the sense of belonging and participation in the growth of corporate value, promoting alignment with the interests of shareholders and a financial investment culture also by using co-investment mechanisms.
- increase the salaries of staff, particularly non-executive, also as a response to the phenomenon of inflation that has eroded purchasing power.

The Board of Directors believes that an action-based plan is the most effective way of involving Fincantieri's community of men and women and best serves the interests of the Company and the Group.

In particular, the additional Lock-up Period, as described below, conditions and postpones the economic benefits of the Plan for a congruous period of time, consistent with the objectives of retention and alignment of the interests of the Beneficiaries and the shareholders in the medium/long-term that the Plan aims to achieve.



## 2.2 Key variables and performance indicators

The Plan envisages two annual assignments in the period 2024-2025:

- 2024 allocation:
  - For the Beneficiaries who participate in the Result Bonus or equivalent institution and who, pursuant to the regulations in force from time to time, may choose to convert all or part of the bonus into welfare and use the resulting credit to subscribe to Fincantieri shares ("Welfare Beneficiaries"), assignment of free shares by Fincantieri for an individual monetary countervalue equal to the welfare credit that will be allocated to the Plan and in any case up to a maximum of Euro 3,000.
  - For those Beneficiaries who decide to subscribe Fincantieri shares through the provision of their own resources ("Purchasing Beneficiaries"), Fincantieri shares shall be delivered through an intermediary to be specifically selected for the individual monetary countervalue selected and, in any case, up to a maximum of Euro 3,000.
  - Welfare Beneficiaries and Purchasing Beneficiaries, as described above, shall receive free shares in the amount of 1 share for every 5 received in the context of the welfare conversion, or subscribed to in the context of the purchase process (so-called "Matching Share").
- 2025 allocation:
  - assignment of free shares by Fincantieri in the amount of 1 share for every 5 shares still held after 12 months from the date of conversion, or purchase by the Beneficiary resulting from the welfare conversion, or subscribed to as part of the purchase process (so-called "Bonus Shares") for a maximum individual monetary countervalue of Euro 2,000.

The number of Fincantieri Shares to be assigned will be determined by dividing the countervalue defined for each assignment by the Allocation Price of the Fincantieri Shares, rounded down to the nearest unit.

A three-year Lock-up period in line with international best practice is envisaged for shares granted free of charge.

## 2.3 Criteria for Determining the Amount of Share-Based Compensation

See point 2.2.

### 2.3.1 More detailed information

See point 2.2

**2.4 Reasons for any decision to award compensation plans based on financial instruments not issued by the Company**

Not applicable. The Plan is based on Company Shares only.

**2.5 Consideration of significant tax and accounting implications**

The features of the Plan meet the requirements of Italian law in order to benefit from the tax benefits provided for by Article 51, paragraph 2, letter g) of Presidential Decree No. 917/1986 (TUIR), which provide for: i) shares offered to all employees; ii) total value not exceeding Euro 2,065.83 in the tax period; iii) shares offered not sold before at least three years have elapsed since the assignment.

**2.6 Possible support for the Plan from the Special Fund for the encouragement of worker participation in enterprises, referred to in Article 4, paragraph 112, of Law No. 350 of December 24<sup>th</sup>, 2003**

The Plan does not receive support from the Special Fund for the Encouragement of Workers' Participation in Enterprises, referred to in Article 4, paragraph 112, of Law 350 of December 24<sup>th</sup>, 2003.

**3 APPROVAL PROCESS AND TIMING OF SHARE ASSIGNMENT**

**3.1 Powers and functions delegated by the Shareholders' Meeting to the Board of Directors for the implementation of the Plan**

On March 7<sup>th</sup>, 2024, the Board of Directors, on the proposal of the Remuneration Committee that met on March 1<sup>st</sup>, 2024, resolved to submit the approval of the Plan to the Shareholders' Meeting called to approve the Financial Statements as of December 31<sup>st</sup>, 2023. At the Shareholders' Meeting called to resolve on the Plan, it will be proposed that the Shareholders' Meeting grant the Board of Directors, after consulting with the Remuneration Committee, the broadest powers necessary for the actual and full implementation of the Plan, to be exercised in accordance with the principles established by the Shareholders' Meeting and illustrated in this Information Document, including, but not limited to, all powers, to the extent of their competence, to: (i ) implement the Plan and establish any terms and conditions for its execution; (ii ) exercise the Claw-back clause and define the terms and conditions of the Allocation of the Shares in the event of a Change of Control or de-listing of the Company; (iii) approve, amend and/or supplement the Plan (in the terms set forth in paragraph 3.3) below and the Regulations; (iv ) prepare and approve the documentation connected with the implementation of the Plan with the power to subsequently amend and/or supplement it; (v ) make any amendments to the Plan that may be necessary and/or appropriate, particularly in the event of



changes in the applicable legislation or events or transactions of an extraordinary nature; (vi) perform any act, fulfilment, formality, or communication that may be necessary or appropriate for the purposes of managing and/or implementing the Plan, with the power to delegate its powers, duties, and responsibilities in relation to the execution and application of the Plan to the Chief Executive Officer.

### **3.2 Parties appointed with the administration of the Plan**

The responsibility for managing the Plan lies with the Board of Directors, which is vested with all the powers necessary and/or appropriate to implement the Plan in full and in its entirety, including those indicated in paragraph 3.1. The Board of Directors shall have the power to delegate all the powers, tasks and responsibilities attributed to it by the Plan to the Chief Executive Officer, including those relating to its implementation, execution and amendment, it being understood that amendments to the Plan must then be approved by the Board of Directors.

The Board of Directors will use the Human Resources and Real Estate Department of the Company for the operational administration of the Plan.

### **3.3 Existing procedures for Plan revision**

In order to keep the essential contents of the Plan as unchanged as possible within the limits allowed by the regulations in force from time to time, the Board of Directors shall regulate the emerging rights and/or amend and/or supplement the conditions and/or terms of the Allocation of the Shares when an operation of an extraordinary nature takes place, including but not limited to:

- splitting and grouping of Shares;
- free increase in the Company's capital;
- increase in the Company's capital against payment;
- distribution of extraordinary dividends to shareholders;
- capital reductions for losses by cancellation of Shares;
- mergers;
- acquisitions;
- transfers;
- *spin-offs*;
- *joint ventures*.

This is also without prejudice to the right of the Board of Directors, having consulted the Remuneration Committee, to amend all or part of the Plan to adapt it to laws and regulations and/or correct any inconsistencies, defects or omissions of the Plan, as well as to intervene to update the objectives of the Plan should unforeseeable and counterproductive events occur in relation to the reasons motivating the adoption of the Plan.

### **3.4 Arrangements for determining the availability and allocation of Shares**

In order to ensure greater flexibility in the execution of the Plan, the Allocation of Shares will be carried out using treasury shares from purchases made, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, which will be subject to the authorisation of the ordinary shareholders' meeting.

### **3.5 Role played by each director in determining the characteristics of the Plan; possible occurrence of conflict of interest situations**

The Remuneration Committee was involved in the various stages of preparation of the Plan, to the extent of its competence.

Beneficiaries of the Plan may also include directors of the Company, as identified by the Board of Directors in accordance with paragraph 1 above. In such a case, board resolutions on the Allocation of Shares will be adopted in compliance with the applicable regulatory provisions and, in any case, with the directors concerned abstaining from voting.

### **3.6 Date of the decision taken by the body in charge with proposing the approval of the Plan to the Shareholders' Meeting and of any proposal of the Remuneration Committee**

At its meeting of March 1<sup>st</sup>, 2024, the Remuneration Committee formulated its proposal for the Plan to the Board of Directors.

At the meeting of March 7<sup>th</sup>, 2024, the Board of Directors resolved to submit the adoption of the Plan to the approval of the Shareholders' Meeting convened to approve the Financial Statements as of December 31<sup>st</sup>, 2023. To this end, at the same meeting the Board of Directors approved, after a favourable opinion of the Remuneration Committee, this Information Document and the illustrative report of the directors on the remuneration plan pursuant to Article 114-bis of the Italian Consolidated Law on Finance (TUF) concerning the Information Document.

### **3.7 Date of the decision taken by the body in charge with the assignment of the Rights and of any proposal to the aforesaid body formulated by the Remuneration Committee**

The Allocated Shares under the Plan are granted to the Beneficiaries by the Board of Directors for each year of the Plan, after consulting the Remuneration Committee to the extent of its competence, subject to the approval of the Plan by the Shareholders' Meeting.

Allocations shall be made according to the following timetable:

- The Allocation for 2024 shall be made by December 31<sup>st</sup>, 2024;
- The Allocation for 2025 shall be made by December 31<sup>st</sup>, 2025.

The Allocation Date of the Shares will be announced in the manner and within the terms indicated in Article 84-bis, paragraph 5, letter a) of the Issuers' Regulations and, in any case, in the regulatory provisions in force from time to time.

### **3.8 The market price of the Shares recorded on the dates indicated in Sections 3.6 and 3.7**

On March 1<sup>st</sup>, 2024, and on March 7<sup>th</sup>, 2024, when the Remuneration Committee and the Board of Directors respectively met to define the proposal regarding the Plan to be submitted to the Shareholders' Meeting, the official stock market price of the Shares was Euro 0.49 and Euro 0.51.

Information on the price of the Shares at the time of the Allocation of the Shares by the Board of Directors will be provided in the manner and within the terms indicated in Article 84-bis, paragraph 5, letter a) of the Issuers' Regulation and, in any case, in the regulatory provisions in force from time to time.

### **3.9 In the case of plans based on financial instruments traded on regulated markets, under what terms and in what manner the issuer takes into account, when determining the timing of the allocation of the financial instruments in implementation of the plans, the possible coincidence in time between:**

- i) **said allocation or any decisions taken in this regard by the remuneration committee, and**
- ii) **the disclosure of any relevant information pursuant to Article 114, paragraph 1) of the Italian Consolidated Law on Finance (TUF). For example, if such information is: a) not already public and capable of positively influencing market prices, or b) already published and capable of negatively influencing market prices.**

The Plan and its terms and conditions are approved in advance with ex-ante determination of the timing, as well as of the criteria for determining the number of Fincantieri Shares to be granted without the possibility of exercising discretionary powers.

The number of Fincantieri Shares to be allocated to each Beneficiary shall be determined on the basis of the official market price recorded on the Allocation Date (see paragraph 2.2) and the Allocation Price of the Fincantieri Shares, and shall also depend on the number of shares purchased/converted by the employees.

**4 CHARACTERISTICS OF THE SHARES**

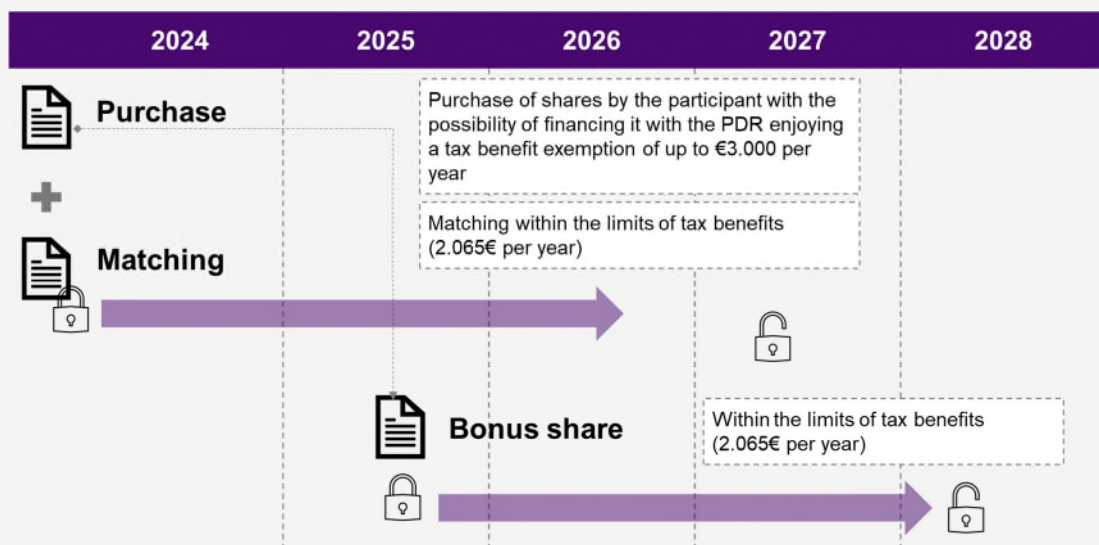
**4.1 Structure of the Plan**

The Plan provides for the free allocation to the Beneficiaries of ordinary Fincantieri shares with no par value.

The Shares will be assigned to the Beneficiaries in their personal capacity only and may not be transferred other than mortis causa nor subject to any lien in any capacity whatsoever.

**4.2 Period of actual implementation of the Plan with reference also to any different cycles envisaged**

The Plan provides for two allocations, one for each year, for the period 2024-2025. Each allocation concerning Matching Shares and Bonus Shares is subject to a three-year Lock-up Period and, consequently, the implementation period of the Plan is between 2024 and 2028, as described in the diagram below.



The Delivery of the Shares allocated to each Beneficiary to whom an Allocation Notice has been issued shall take place, once the civil and administrative-accounting formalities connected with the provision of the Shares have been fulfilled, by transfer to the indicated securities account in the name of the Beneficiary and held with the financial intermediary appointed by the Company as administrator of the Plan, or with reference to the portion of the Shares subject to the Lock-up Period, to the escrow account in the name of the Beneficiary and opened with the financial intermediary appointed by the Company as administrator of the Plan, on the day indicated in the relevant Allocation Notice and, in any case, by December 31<sup>st</sup>, 2024, for the Welfare Shares or purchased, by December 31<sup>st</sup>, 2024, for the Matching Shares, by December 31<sup>st</sup>, 2025 for the Bonus Shares.

#### **4.3 Termination of the Plan**

The Plan will end in 2028, at the end of the Lock-up Period relating to the last allocation in 2025.

#### **4.4 Maximum number of Plan Shares allocated in each financial year**

The number of Fincantieri Shares to be allocated shall be determined in relation to the number of identified Beneficiaries, the monetary countervalue defined for each year of allocation (see point 2.2), the Fincantieri Share Allocation Price and shall also depend on the countervalue of shares purchased/converted by employees.

In any case, it is envisaged that a maximum of 10,400,000 Fincantieri Shares may be assigned in execution of the Plan, using them for the following purpose:

- Up to 10,400,000 Shares from purchases to be made on the market by the Company, subject to authorisation by the Shareholders' Meeting. In this regard, on March 7<sup>th</sup>, 2024, the Board of Directors resolved to submit the proposal to authorise the purchase and disposal of treasury shares to service the Plan to the Shareholders' Meeting.

The maximum number of shares assignable was estimated based on the monetary countervalue defined for each individual assignment, the number of Beneficiaries, and taking into account the 1st decile value of the official prices recorded by the Fincantieri Share over the last three years.

#### **4.5 Plan implementation methods and clauses**

Not applicable.

#### **4.6 Availability constraints on the Shares**

The Plan envisages a Lock-up Period of 3 years, i.e. Fincantieri “*Matching shares*” and “*bonus shares*” cannot be transferred and/or sold, by current employees, for 3 years from the date of allocation, in line with international best practice.

#### **4.7 Possible termination conditions in relation to the Plan in the event that the recipients carry out hedging transactions to neutralise any prohibitions on the sale of Rights and Shares**

Not applicable

#### **4.8 Effects of termination of employment**

The Regulation of the Plan provides for the following in the event of termination of employment during the Lock-up period (3 years):

- in the event of resignation or dismissal: application of a penalty equal to a portion of the monetary countervalue determined at the Allocation Price of the free Matching shares and Bonus shares.
- In case of consensual termination: no application of penalties.

#### **4.9 Indication of other possible causes of cancellation of the Plan**

If, following the entry into force of primary and/or secondary legislation (including social security and tax legislation) and/or following the issuance of official interpretative clarifications and/or following changes in the current interpretations relating to the applicable rules, the implementation of the Plan entails additional burdens of a tax, social security or other nature not currently contemplated for the Company, the Plan may be temporarily suspended, amended or cancelled.

In such case, the Company shall not be liable for any damages, indemnities or other charges whatsoever to the Beneficiaries and none of the Beneficiaries shall have any claim against the Company in respect of the Shares not yet allocated.

#### **4.10 Reasons for the possible provision of a 'redemption' of the Shares by the Company**

Not applicable.

#### **4.11 Any loans or other facilities for the purchase of Shares**

There are no other facilities for the purchase of Shares as they are granted free of charge.

#### **4.12 Evaluation of the expected burden for the Company at the date of the relevant assignment, as determinable on the basis of the terms and conditions already defined, by total amount and in relation to each instrument of the Plan**

The expected burden for the Company is represented by the fair value of the Plan Shares, which will be precisely determined at the Grant Date.

At present, the maximum burden expected for the Company as at the date of this Information Document is approximately 10,400,000 shares.

Further information on the burden of the Plan for the Company will be provided in the manner and within the terms indicated in Article 84-bis, paragraph 5, letter a) of the Issuers' Regulation and, in any case, in the regulatory provisions in force from time to time.



**4.13 Any dilutive effects brought about by the Plan**

Not applicable.

**4.14 Possible limits for the exercise of voting rights and the allocation of property rights**

There are no limits on the exercise of equity and voting rights in relation to the Shares to be granted under the Plan.

**4.15 Information on the allocation of Shares not traded on regulated markets**

Not applicable.

**4.16-4.23**

Not applicable.

**4.24 TABLE**

The table with the information relating to the Plan will be provided, pursuant to Article 84-bis of the Issuers' Regulation, at the time of the allocation of the Shares during the implementation phase of the Plan to be resolved upon by the Board of Directors of Fincantieri. For the Chief Executive Officer of Fincantieri, the General Manager and other Executives with Strategic Responsibilities, the data in Section 1, Table 1 may be provided by reference to what has been published pursuant to Article 84-quater