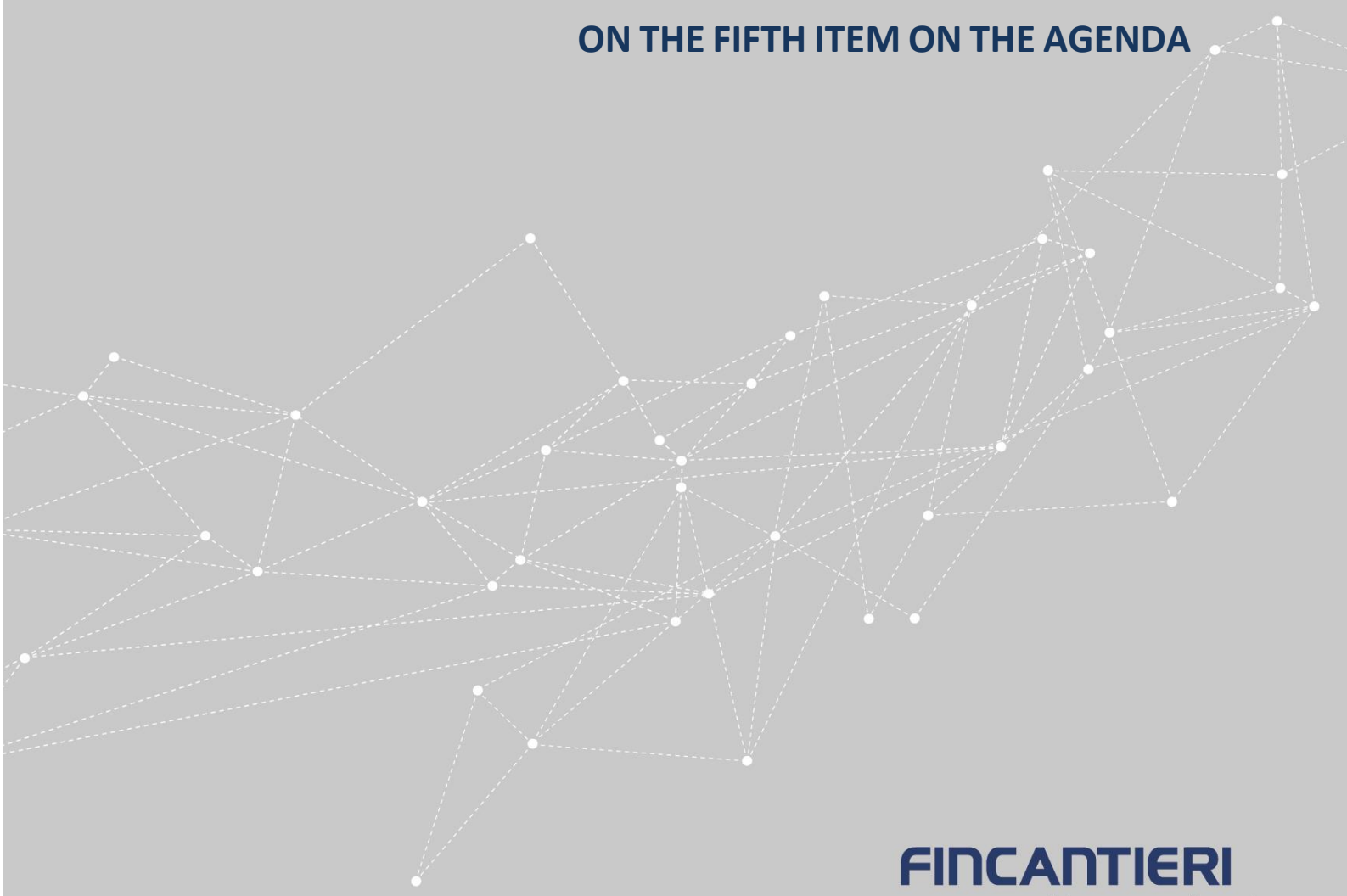


ORDINARY SHAREHOLDERS' MEETING

16 MAY 2022

**EXPLANATORY REPORT
BY THE BOARD OF DIRECTORS
ON THE FIFTH ITEM ON THE AGENDA**



FINCANTIERI

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FIFTH ITEM ON THE AGENDA

FINCANTIERI S.p.A.
Registered office Via Genova 1, Trieste
Share Capital EUR 862,980,725.70
fully paid-up
VAT No. 00629440322
Tax Code and Venezia Giulia Companies' Registry No. 00397130584
Trieste Economic and Administrative Index No. 89063

* * * * *

Explanatory report prepared in accordance with Article 125-ter of Legislative Decree No. 58 of 24 February 1998

FIFTH ITEM ON THE AGENDA

Report on the policy regarding remuneration and fees paid prepared pursuant to Article 123-ter, paragraphs 2, 3 and 4 of Legislative Decree No. 58 of 24 February 1998:

- 5.1. Binding resolution on the first section on the policy regarding remuneration pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;***
5.2. Non-binding resolution on the second section on fees paid pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

Dear Shareholders,

Pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 (the "Italian Consolidated Finance Law") and Article 84-quater of the Regulations adopted by the Italian Stock Exchange Regulatory Authority (CONSOB) in Resolution No. 11971 of 14 May 1999 (the "Issuers' Regulations"), the Board of Directors of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") has prepared the "Report on the policy regarding remuneration and fees paid" (the "Report"), which is made available to the public at the Company's registered office, on the section of the Company's website at www.fincantieri.com regarding this Shareholders' Meeting, and through the "eMarket STORAGE" centralised storage mechanism (www.emarketstorage.com), pursuant to the legislation in force.

The above Report is divided into two sections:

- (i) the first section explains the Company's policy regarding remuneration of the members of the Board of Directors, the General Manager and the other Key Executives, including

- the Company's Executives with Strategic Responsibilities, and, subject to Article 2402 of the Italian Civil Code, the Standing Statutory Auditors for the financial year 2022, and the procedures used to adopt and implement this policy;
- (ii) the second section provides an adequate representation of the individual items making up the remuneration of each of the members of the Board of Directors, the Standing Statutory Auditors and the Managing Director by name and in aggregate form for the other Key Executives, including the Company's Executives with Strategic Responsibilities, demonstrates that such remuneration complies with the Company's remuneration policy for the financial year 2021, and explains the fees paid to those persons in the financial year 2021, in all capacities and forms, by the Company, its subsidiaries and affiliates.

Pursuant to Article 123-ter, paragraphs 3-ter and 6 of the Italian Consolidated Finance Law, you are asked to resolve by binding vote on the first section of the Report and by non-binding vote on the second section of the Report.

* * * * *

In view of the above, we submit the following proposed resolution on the first section of the Report for your approval:

"The ordinary Shareholders' Meeting of FINCANTIERI S.p.A.,

- having examined the Report on the policy regarding remuneration and fees paid prepared by the Board of Directors in accordance with Article 123-ter of Legislative Decree No. 58 of 24 February 1998, Article 84-quater of the Regulations issued by the Italian Stock Exchange Regulatory Authority with Resolution No. 11971 of 14 May 1999 and the procedures used to adopt and implement that Report and, specifically, the first section thereof, which contains an explanation of the Policy regarding the remuneration of the members of the Board of Directors, the Managing Director and other Key Executives, including Executives with Strategic Responsibilities, and, subject to Article 2402 of the Italian Civil Code, the Standing Statutory Auditors, adopted by the Company for the financial year 2022;*
- considering that, pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree No. 58 of 24 February 1998, the Shareholders' Meeting is asked to cast a binding vote on the first section of the aforementioned Report;*

resolved

to approve the first section of the Report on the policy regarding remuneration and fees paid prepared in accordance with Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of the Regulations issued by the Italian Stock Exchange Regulatory Authority with resolution No. 11971 of 14 May 1999".

* * * * *

We therefore submit the following proposed resolution on the second section of the Report for your approval:

“The ordinary Shareholders’ Meeting of FINCANTIERI S.p.A.,

- having examined the Report on the policy regarding remuneration and fees paid prepared by the Board of Directors according to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of the Regulations issued by the Italian Stock Exchange Regulatory Authority with resolution No. 11971 of 14 May 1999 and, specifically, the second section thereof, which provides an adequate representation pursuant to Article 123-ter, paragraph 4 of the Italian Consolidated Finance Law of the individual items making up the compensation of each of the members of the Board of Directors, the Standing Statutory Auditors and the Managing Director by name and in aggregate form for the other Key Executives, including the Company’s Executives with Strategic Responsibilities, demonstrates that such remuneration adheres to the Company’s remuneration policy for 2021, and explains the fees paid to those persons in 2021, in all capacities and forms, by the Company, its subsidiaries and affiliates;*
- considering that, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998, the Shareholders’ Meeting is asked to cast a non-binding vote on the second section of the aforementioned Report;*

resolved

to approve the second section of the Report on the policy regarding remuneration and fees paid prepared in accordance with Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of the Regulations issued by the Italian Stock Exchange Regulatory Authority with resolution No. 11971 of 14 May 1999”.

Rome, 23 March 2022

For the Board of Directors
Chairman of the Board of Directors
Giampiero Massolo