

**NOTICE OF CALL**  
**FINCANTIERI S.p.A. ORDINARY SHAREHOLDERS' MEETING**  
**31 MAY 2023**

**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

***Call of Ordinary Shareholders' Meeting***

The Shareholders' meeting of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") are called to meet in an ordinary Shareholders' Meeting on 31 May 2023, in single call, at 10:30 a.m., in Trieste, at the Company's registered office at Via Genova 1, to discuss and resolve on the following

**AGENDA**

1. Approval of the Financial Statements as at 31 December 2022. Presentation of the consolidated financial statements as at 31 December 2022 and the Non-Financial Statement as at 31 December 2022, prepared in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, the Board of Statutory Auditors and the external auditors.
2. Resolutions relating to the allocation of the result for the 2022 financial year.
3. Appointment of the Board of Statutory Auditors for the three-year period 2023-2025. Related and consequent resolutions:
  - 3.1. Appointment of three Standing Auditors and three Alternate Auditors.
  - 3.2. Appointment of the Chairman of the Board of Statutory Auditors.
  - 3.3. Determination of the fee of the Standing members of the Board of Statutory Auditors.
4. Appointment of a member of the Board of Directors. Related and consequent resolutions.
5. Approval to purchase and dispose of the Company's shares after revoking the previous approval adopted at the Ordinary Shareholders' Meeting on 16 May 2022 for the portion not implemented. Related and consequent resolutions.
6. 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:
  - 6.1. 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;
  - 6.2. 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.

7. Increase of the fee of the auditing firm Deloitte & Touche S.p.A. for the limited audit of the Non-Financial Statement for the financial years 2022-2028.

\* \* \*

The Company, in accordance with the provisions of Article 106 of Decree-Law No. 18 of 17 March 2020, converted with amendments by Law No. 27 of 24 April 2020 (the “Decree”), the application of which was last extended by Article 3, paragraph 10-*undecies*, of Decree-Law No. 198 of 29 December 2022 (converted by Law No. 14 of 24 February 2023), has decided to avail itself of the option to provide that Shareholder attendance at the Shareholders’ Meeting shall be exclusively through the representative appointed under Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (the Italian Consolidated Law on Finance), without the shareholders being physically present, in the manner indicated below.

In compliance with the regulations set forth in Article 106 of the Decree, persons entitled to attend the Shareholders’ Meeting other than those with voting rights (members of the corporate bodies, the Secretary, the representative of the auditing firm and the Appointed Representative), may also attend via telecommunications that ensure they are identified, and the Chairperson of the Shareholders’ Meeting and the person in charge of taking the minutes (secretary or notary) need not be in the same place. The Company will provide the instructions to the aforementioned persons to attend the Shareholders’ Meeting.

Any changes and/or additions to the information contained in this notice of call will be made available in a timely manner through the Company’s website and by the other means allowed by law in force for the publication of the notice.

Shareholders entitled to attend the Shareholders’ Meeting may watch the meeting proceedings through a passive streaming platform accessible, upon identification, in the manner and according to the instructions that will be duly notified on the Company’s website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders’ Meeting.

#### **Information about the share capital**

As of the date of this notice of call, Fincantieri’s share capital is EUR 862,980,725.70 and is divided into 1,699,651,360 ordinary shares without par value. As of the date hereof, the Company holds 11,128,666 treasury shares, representing 0.65% of the Company’s shares, for which voting rights are suspended as provided by law. These shares are taken into account to determine whether a meeting quorum is present for the Shareholders’ Meeting, but not to calculate the majority required for the approval of the resolutions on the agenda.

#### **Entitlement to attend the Shareholders’ Meeting and vote**

In accordance with Article 83-*sexies* of the Italian Consolidated Law on Finance and Article 14 of the Company’s By-laws, the right to attend the Shareholders’ Meeting – which, pursuant to Article 106,

paragraph 4 of the Decree, may be exercised solely through the Appointed Representative – is subject to receipt of the statement, which each entitled person must request from that person’s intermediary, issued by the intermediary in accordance with law in force, certifying ownership of the shares based on the accounting records at the end of the accounting day that is the seventh trading day prior to the date set for the Shareholders’ Meeting, *i.e.*, 22 May 2023 (the “record date”). Additions or removals made to the accounts after that date are not taken into account for the purposes of entitlement to vote at the Shareholders’ Meeting. Therefore, persons who become owners of the Company’s shares after that record date will not be entitled to attend and vote at the Shareholders’ Meeting.

Fincantieri must receive the intermediary’s statement by the end of the third trading day prior to the date set for the Shareholders’ Meeting (*i.e.*, by 26 May 2023); however, a Shareholder will be entitled to attend and vote if the Company receives the statement after that date but before the meeting is called to order.

#### **Attending the Shareholders’ Meeting and granting the proxy to the Appointed Representative**

**As permitted by Article 106 of the Decree, those entitled to vote shall attend the Shareholders’ Meeting solely through Monte Titoli S.p.A., with registered office in Milan (“Monte Titoli”), as the Company’s Appointed Representative under Article 135-*undecies* of the Italian Consolidated Law on Finance.**

The proxy may be granted without charge to the person granting the proxy (with the exception of any shipping costs), with instructions to vote on all or some of the items on the agenda, using the specific form provided, with the instructions for completion and transmission in the section of the Company’s website ([www.fincantieri.com](http://www.fincantieri.com)) dedicated to this Shareholders’ Meeting.

The proxy with the voting instructions must be received, together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the legal representative *pro tempore* or other person with appropriate powers, together with documentation attesting such person’s title and powers, by the Appointed Representative, by the end of the second trading day prior to the date of the Shareholders’ Meeting (*i.e.*, by 29 May 2023), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: “Proxy for the FINCANTIERI 2023 Shareholders’ Meeting”) from the person’s own certified e-mail address (or, failing that, from the person’s ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Monte Titoli S.p.A., - to the kind attention of Register & AGM Services Office, Piazza degli Affari no. 6, 20123 Milan (Ref. “Proxy for the FINCANTIERI 2023 Shareholders’ Meeting”) and **sending an electronically reproduced copy (PDF) in advance** by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject “Proxy for the FINCANTIERI 2023 Shareholders’ Meeting”).

The proxy and voting instructions may be revoked in the manner indicated above before the deadline above (end of the second trading day prior to the date of the Shareholders' Meeting, *i.e.*, 29 May 2023).

Shares for which a proxy has been given in whole or in part, are calculated for the purposes of determining whether a meeting quorum exists for the Shareholders' Meeting; for proposals for which voting instructions were not given, the shares are not taken into account for purposes of calculating a majority and the number of shares required to approve the resolutions.

**Under the above-mentioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxies under Article 135-*novies* of the Italian Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4 of the Italian Consolidated Law on Finance.**

Those who do not wish to use the means of attending provided by Article 135-*undecies* of the Italian Consolidated Law on Finance may, alternatively, grant the Appointed Representative a proxy or sub-proxy under Article 135-*novies* of the Italian Consolidated Law on Finance, which must contain voting instructions on all or some of the proposals on the agenda, by using the appropriate proxy/sub-proxy form available in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) dedicated to this Shareholders' Meeting. The procedures indicated in the proxy form on granting and giving notice of the proxies/sub-proxies, including electronically, must be followed.

The proxy with the voting instructions must be received by the Appointed Representative, together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the legal representative *pro tempore* or other person with appropriate powers, together with documentation attesting such person's title and powers, no later than 6:00 p.m. on the day before the date of the Shareholders' Meeting (and in any case before the meeting is called to order), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: "Proxy for the FINCANTIERI 2023 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address Monte Titoli S.p.A., - to the kind attention of Register & AGM Services Office, Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for the FINCANTIERI 2023 Shareholders' Meeting") and **sending an electronically reproduced copy (PDF) in advance** by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy for the FINCANTIERI 2023 Shareholders' Meeting").

The proxy and voting instructions may be revoked in the manner indicated above before the deadline indicated.

For any clarifications on granting the proxy to the Appointed Representative (and specifically on completing the proxy form and the voting instructions and their transmission), please contact Monte Titoli by e-mail [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or at the following telephone number (+39) 02.33635810 (9:00 a.m. to 5:00 p.m. on business days).

There are no procedures for voting by post or electronically.

### **Supplementing the agenda and submitting new proposed resolutions**

In accordance with Article 126-*bis* of the Italian Consolidated Law on Finance, Shareholders who individually or jointly own at least 2.5% of the Company's shares may, within ten days of the date when the Shareholders' Meeting notice of call is published, request that specific items be added to the agenda, specifying the additional items being proposed, or submit proposed resolutions for matters already on the Shareholders' Meeting agenda. The agenda may not be supplemented by items on which Shareholders resolve, pursuant to law, at the behest of the Directors, or based on a plan or report prepared by them which is different from those related to the items on the agenda.

Shareholders for whom the Company has received a specific statement from an authorised intermediary in accordance with law that attests to their ownership of the shares are entitled to request that items be added to the agenda or to submit proposed resolutions.

The request, formulated in a clear and complete manner, together with information that identifies the shareholders submitting it, the total percentage held and a reference to the statement that the intermediary sent to the Company in accordance with law, must be received by the Company in writing by the above deadline:

- by mail (registered letter with acknowledgement of receipt), signed in original, to the address:

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Corporate Secretary*

*Ref. "Additions to the agenda/new proposals".*

*Via Genova, 1*

*34121 Trieste*

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (subject: "Additions to the agenda/new proposals").

The Company reserves the right to not accept requests for additional agenda items or proposed resolutions transmitted by certified e-mail that are unreadable or transmitted with damaged or unreadable files. A contact telephone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

The Company's Board of Directors must, by the above deadline and in accordance with the above procedures, receive a report stating the reasons for the proposed new agenda items or the additional proposed resolutions submitted for items already on the agenda.

Any additions to the agenda or the submission of proposals for resolutions for items already on the agenda will be publicised, at least 15 days before the date set for the Shareholders' Meeting (*i.e.*, by 16 May 2023), in the same manner used for the publication of this notice. At the same time, the reports prepared by the persons requesting the addition and/or additional resolution proposals,

accompanied by any comments from the Board of Directors, will be made available to the public in the same forms as the documentation relating to the Shareholders' Meeting.

In the event of resolution proposals on the agenda items that are alternatives to those provided by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, including if the Board has no proposal, if they are alternatives, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders holding the largest percentage of shares. Only if the proposal put to a vote first is rejected, will the next proposal in order of shares represented be put to a vote and so on.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with applicable law and the shareholders submitting them are entitled to do so.

### **Right to make individual proposals for resolution**

Pursuant to Article 126-*bis*, paragraph 1, third sentence of the Italian Consolidated Law on Finance, since attendance at the Shareholders' Meeting by those who have the right to vote will take place exclusively through the Appointed Representative, those who have the right to vote may individually submit resolution proposals on the items on the agenda, indicating the single item to which they refer and the text of the proposed resolution by 15 May 2023, due to the procedures for participation in the Shareholders' Meeting indicated above.

The proposals, together with information that identifies the Shareholders submitting them (full name, place and date of birth, tax code or all identifying information for an entity or company) and the percentage of shares held as well as a reference to the statement that the intermediary sent to the Company in accordance with law, must be received by the Company in writing by the above deadline:

- by mail (registered letter with acknowledgement of receipt), signed in original, to the address:

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Corporate Secretary*

*Ref. "Individual proposed resolutions"*

*Via Genova, 1*

*34121 Trieste*

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (subject: "Individual proposed resolutions").

The Company reserves the right not to accept resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. A contact telephone number or e-

mail address should be included in the accompanying message so that the sender may be contacted if necessary.

The proposals submitted will be published in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) dedicated to this Shareholders' Meeting by 16 May 2023, so that persons entitled to vote may review them for the purpose of granting proxies and/or sub-proxies, with voting instructions, to the Appointed Representative and so that the latter may collect any voting instructions in regard thereto.

In the event of resolution proposals on the agenda items that are alternatives to those provided by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to a vote. These proposals, including if the Board has no proposal, if they are alternatives, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders holding the largest percentage of shares. Only if the proposal put to a vote first is rejected, will the next proposal in order of shares represented be put to a vote and so on.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with applicable law and the shareholders submitting them are entitled to do so.

### **Right to ask questions prior to the Shareholders' Meeting**

In accordance with Article 127-ter of the Italian Consolidated Law on Finance, Shareholders with voting rights may ask questions about the items on the agenda before the Shareholders' Meeting by sending them to the Company no later than the seventh trading day prior to the Shareholders' Meeting date (*i.e.*, by 22 May 2023).

The questions, together with information that identifies the Shareholders submitting them, must be sent:

- by mail (registered letter with acknowledgement of receipt) to the address:

*FINCANTIERI S.p.A.*

*Legal and Corporate Affairs Department - Corporate Secretary*

*Ref. "Questions for the 2023 Shareholders' Meeting"*

*Via Genova, 1*

*34121 Trieste*

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (subject: "Questions for the 2023 Shareholders' Meeting").

A contact telephone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

Entitlement to ask questions prior to the Shareholders' Meeting must be attested by means of a statement to the Company by an intermediary authorised by law. Ownership of the voting rights may also be attested after the submission of the questions, provided that it is no later than the third day following the seventh trading day prior to the Shareholders' Meeting, *i.e.*, by 25 May 2023.

Questions received before the Shareholders' Meeting will be answered, at the latest, two trading days before the Shareholders' Meeting (*i.e.*, by 29 May 2023), through publication in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) dedicated to this Shareholders' Meeting. The Company may give a single response to questions on the same topic. The Company will not consider questions that do not relate to the items on the agenda of the Shareholders' Meeting.

### **Appointment of the Board of Statutory Auditors**

The Company's Board of Statutory Auditors is appointed in accordance with Article 30 of the By-laws, to which express reference is made for matters not described below.

In particular, pursuant to Article 30.1 of the By-laws, the Shareholders' Meeting appoints the Board of Statutory Auditors consisting of three Standing Auditors and three Alternate Auditors. The Standing Auditors and Alternate Auditors are appointed by means of a slate voting system.

Slates may be submitted by Shareholders who, separately or with other Shareholders, hold at least 1% of the share capital, as provided by Article 19.6 of the By-laws, referred to in Article 30.4. Each Shareholder may submit or contribute to the submission of a single slate. Each person with voting rights may vote for only one slate.

#### *Preparation of slates and requirements for Auditors*

Each candidate can appear on only one slate, under penalty of ineligibility.

The slates must be divided into two sections, one for candidates for the office of Standing Auditor and one for candidates for the office of Alternate Auditor, within which the candidates must be numbered consecutively. The names of the candidates may not, however, exceed the number of members to be elected. The first candidate in each section must be enrolled in the register of certified accountants and must have at least three years account auditing experience.

In order to ensure compliance with the law on gender balance and therefore to ensure that the new Board of Statutory Auditors is composed of at least two-fifths of members of the less represented gender, with rounding, in case of fractional number, to the lower unit, the slates that, considering both sections, present a number of candidates equal to or greater than three must indicate, both in the first two positions of the section of the slate relating to Standing Auditors, and in the first two positions of the section of the slate relating to Alternate Auditors, candidates of different gender.

The members of the Board of Statutory Auditors must meet the requirements of integrity and professionalism set forth in the Ministry of Justice Decree No. 162 of 30 March 2000 and in Article 30.3 of the By-laws.

The candidates must also possess the independence requirements set out in Article 148, paragraph 3, of the Italian Consolidated Law on Finance.

Shareholders are also requested to take into account the independence requirements as set out in Article 2 of the Corporate Governance Code approved on 30 January 2020 (the “Corporate Governance Code”), to which the Company adheres and in particular Recommendation 7, as referred to in Recommendation 9. In this regard, it should be noted that the Board of Directors on 1 June 2022 confirmed the quantitative and qualitative criteria for assessing the significance of any commercial, financial or professional relationships and any additional remuneration as set forth in the aforementioned Recommendation 7, letters c) and d) of the Corporate Governance Code, for the description of which please refer to the illustrative report of the Board of Directors on the proposals concerning the matters set forth in item 3 on the agenda of the Shareholders’ Meeting available in the section of the Company’s website ([www.fincantieri.com](http://www.fincantieri.com)) dedicated to this Shareholders’ Meeting.

Please note that - pursuant to Article 148 of the Italian Consolidated Law on Finance and Article 30.6 of the By-laws - the Chairperson of the Board of Statutory Auditors is appointed by the Shareholders’ Meeting from among the Auditors elected by the minority.

#### Submission of slates

Pursuant to the combined provisions of Articles 148, paragraph 2 and 147-ter, paragraph 1-bis of the Italian Consolidated Law on Finance, as well as Article 144-*sexies* of the Regulations issued by the Italian Stock Exchange Regulatory Authority (Consob) with Resolution No. 11971 of 14 May 1999 (the “Consob Issuers’ Regulation”), the candidate slates must be filed at least twenty-five days before the date of the Shareholders’ Meeting (*i.e.*, by 6 May 2023). Pursuant to the aforementioned Articles of the Italian Consolidated Law on Finance and Article 144-*octies* of the Consob Issuers’ Regulation, they will be made available to the public at least twenty-one days prior to the date set for the Shareholders’ Meeting (*i.e.*, by 10 May 2023) in the manner prescribed by law.

The slates can be filed in the following ways:

- by hand delivery to the Company’s registered office, Via Genova 1, 34121 Trieste, addressed to the Legal and Corporate Affairs Department – Corporate Secretary during normal office hours (9:00 a.m. to 5:00 p.m. - tel. + 39 040 3192111); or
- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (subject: “Filing of Board of Statutory Auditors slates”).

Ownership of the minimum number of shares required to submit slates set forth above is determined based on the shares registered in the Shareholder’s name on the day the slates are filed with the Company. However, the relevant certification may be produced after the slate has been filed, provided that it is produced by the deadline for their publication and thus at least 21 days prior to the date of the Shareholders’ Meeting (*i.e.*, by 10 May 2023), by means of a statement issued by an authorised intermediary in accordance with law.

The slates must be filed with the documentation and information required by the By-laws and law in force. More specifically, each slate must be filed with: (i) information on the identity of the Shareholders submitting the slate and the total percentage of shares they hold; (ii) the statements with which the individual candidates accept their candidacy and attest, under their own responsibility, that they are not ineligible or barred and meet the requirements under the By-laws and law to serve as a Statutory Auditor of the Company; (iii) the *curriculum vitae* of each candidate containing comprehensive information on his or her personal and professional background; and (iv) for the slates submitted by Shareholders other than those who hold, even jointly, a controlling or relative majority interest, the statement attesting the absence of any relationship of connection pursuant to Article 144-*quinquies* of the Consob Issuers' Regulation (also taking into account the recommendations formulated by the Italian Stock Exchange Regulatory Authority (Consob) in its Communication No. DEM/9017893 of 26 February 2009).

Furthermore, taking into account that - pursuant to Article 2400, last paragraph, of the Italian Civil Code - at the time of the appointment of the Statutory Auditors and prior to their acceptance of the office, any administration and control positions they hold in other companies must be disclosed to the Shareholders' Meeting, and also taking into account the provisions on the limits on the accumulation of offices pursuant to Article 148-*bis* of the Italian Consolidated Law on Finance, we invite you to include all related information in the *curriculum vitae* of the individual candidates filed together with the slates.

Slates submitted without complying with the above provisions will be treated as if they had not been submitted.

Please note that in the event that - at the expiration of the term indicated above for the filing of slates (*i.e.*, on 6 May 2023) - only one slate has been filed, or only slates submitted by Shareholders who are connected with each other pursuant to Article 144-*quinquies* of the Consob Issuers' Regulation have been filed, the Company will give notice thereof within the terms and in the manner provided for by the law in force. In this case, slates may be submitted up to the third day following that date (*i.e.*, by 9 May 2023), bearing in mind that the minimum shareholding for the submission of slates will be reduced by half and will therefore be equal to 0.5% of the share capital.

For further information on the appointment of the Board of Statutory Auditors, reference should be made to the information provided in the explanatory report on that agenda item, which is made available to the public by the date and in the manner required by the law in force.

### **Appointment of a member of the Board of Directors**

The Shareholders' Meeting held on 16 May 2022 appointed the Company's Board of Directors for the financial years 2022, 2023 and 2024, setting the number of its members at ten.

Following the resignation submitted by Director Alessandra Battaglia on 24 March 2023 - a non-executive and non-independent Director elected by the above-mentioned Shareholders' Meeting

from the list submitted by the Shareholder CDP Industria S.p.A.<sup>1</sup> - it is necessary to proceed with the integration of the Board of Directors in office, through the appointment of a Director, resolving, in accordance with the By-laws, with the majorities established by law without application of the list voting system, so as to ensure that the composition of the Board of Directors complies with the law and the By-laws, as well as compliance with the applicable laws on gender balance.

### Board Member Requirements

Members of the Board of Directors must satisfy: (i) the professional requirements set out in Article 19.4 of the By-laws and (ii) the reputational requirements set out in Article 147-quinquies of Italian Consolidated Law on Finance, which establishes the reputational requirements for statutory auditors set forth in Article 148, paragraph 4 of the Italian Consolidated Law on Finance (for which reference is currently made to Article 2 of Decree of the Ministry of Justice No. 162 of 30 March 2000) and in Article 19.5 of the By-laws.

Furthermore, the members of the Board of Directors must not be ineligible or barred from acting as Directors under Article 19.5 of the By-laws.

It is also noted that, pursuant to Article 2390 of the Italian Civil Code, Directors may not acquire equity stakes with unlimited liability in competing companies, engage in a competing business for themselves or on behalf of third parties, nor may they be directors or general managers in competing companies.

In compliance with Recommendation 15 of the Corporate Governance Code, the Company's Board of Directors has developed a policy on the maximum number of offices held on governance or control bodies in other listed companies or companies of significant size considered compatible with their effectively serving as a Director of the Company, also taking into account the commitment involved in the role held. This policy can be consulted on the Company's website at [www.fincantieri.com](http://www.fincantieri.com) in the "Governance & Ethics – Board of Directors – Guidance on the number of offices" section.

### Submission of nomination proposals

Shareholders wishing to submit nomination proposals are invited to file their nominations at least twenty-five days before the date of the Shareholders' Meeting (i.e., by 6 May 2023).

Nominations can be filed in the following ways:

- by hand delivery to the Company's registered office, Via Genova 1, 34121 Trieste, addressed to the Legal and Corporate Affairs Department – Corporate Secretary (during normal office hours, from 9:00 a.m. to 5:00 p.m. - tel. + 39 040 3192111); or

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<sup>1</sup> With effect from 31 December 2022, CDP Industria S.p.A., a wholly owned subsidiary of CDP S.p.A., was merged into CDP Equity S.p.A., also a wholly owned subsidiary of CDP S.p.A.

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (subject: "Filing of Board Member candidacy").

The nominations must be filed with the documentation and information required by the By-laws and law in force.

In particular, the following must be filed together with each nomination (i) the information on the identity of the Shareholders submitting the candidacy; (ii) the statement with which the candidate accepts the candidacy and attests, under his/her own responsibility, that he/she is not ineligible or barred and meets the requirements under the By-laws and law to serve as a Director of the Company; (iii) the *curriculum vitae* of the candidate containing comprehensive information on his/her personal and professional background, with an indication of the directorship positions held and (iv) if the candidate is indicated as independent, the declaration in which the latter certifies, under his/her own responsibility, that he/she meets the requirements of independence set forth in the applicable laws and regulations.

Nominations will be made available to the public at least twenty-one days before the date set for the Shareholders' Meeting (i.e., by 10 May 2023), at the Company's registered office and on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting, as well as at the "eMarket STORAGE" centralised storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it)).

For further information on the appointment of the member of the Board of Directors, reference should be made to the information provided in the explanatory report on that agenda item, which is available to the public by the date and in the manner required by law in force.

### **Informational documents**

At the same time as this notice is published, information on the amount of the share capital, the forms that may be used to vote by proxy, the explanatory reports on the agenda items and the related proposed resolutions are available to the public at the Company's registered office and on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting, the latter also available at the "eMarket STORAGE" centralised storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it)).

It should be noted that the annual financial report, the report of the Board of Statutory Auditors, the report of the independent auditors, the non-financial statement prepared pursuant to Legislative Decree No. 254 of 30 December 2016, the report on corporate governance and ownership structure and the report on the policy regarding remuneration and fees paid have already been made available to the public on 5 April 2023 on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) and at the centralised storage mechanism called "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)). The financial statements and/or summary schedules of Fincantieri's subsidiaries and affiliates pursuant to Article 2429, paragraphs 3 and 4 of the Italian Civil Code, as well as the financial statements of significant non-EU subsidiaries prepared pursuant to Article 15 of the Italian Stock Exchange Regulatory Authority's "Market Regulations" No. 20249/2017, will be made available to the public in the manner and by the dates required by law.

This notice of call is published in full, in accordance with Article 125-*bis* of the Italian Consolidated Law on Finance, Article 84 of the Consob Issuers' Regulation and Article 13.1 of the By-laws, on the section of the Company's website dedicated to this Shareholders' Meeting, as well as at the centralised storage mechanism called "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)). The abridged form of this notice of call will be published in the newspaper "Il Sole 24 Ore" on 21 April 2023.

For the Board of Directors  
Chairman of the Board of Directors  
Claudio Graziano