

FINCANTIERI S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24th April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25th February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law 25th February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14., the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

Declaration of the Appointed Representative: Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

Please note: This form may be subject to change following any Integration of the agenda of the Shareholders' Meeting and presentation of new proposed resolutions pursuant to Article 126-bis of Legislative Decree 58/1998.

With reference to the Ordinary General Meeting of **FINCANTIERI S.p.A.** to be held in Trieste, at the Company's registered office at Via Genova 1, 31 May 2023, at 10:30 a.m., in single call, as set forth in the notice of the Shareholders' Meeting published on the Company's website at www.fincantieri.com in the section "Governance & Ethics – Shareholders' Meeting – Shareholders' Meeting 2023" on 20 April 2023 and, in abridged form, in the Italian daily newspaper "Il Sole 24 Ore" on 21 April 2023 and having regard to the Reports on the items on the Agenda made available by the Company(§) with this

PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information published on the Company's website at the following address www.fincantieri.com in the section dealing with this Shareholders' Meeting.

(*) Mandatory. (**) It is recommended to fill.

MONTE TITOLI S.p.A.

in quality of (tick the box that interests you) (*)

- Shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHAREHOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge bearer usufructuary custodian manager other (specify)

(complete only if the Shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

Related to

No. (*) _____ shares ISIN IT0001415246 Registered in the securities account n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) No. _____ **Supplied by the intermediary:** _____

(to be filled in with information regarding any further communications relating to deposits)

DELEGATES/SUB DELEGATES MONTE TITOLI S.P.A., to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

DECLARES

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

AUTHORIZES Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



_____ *(Place and Date) **

_____ *(Signature) **

VOTING INSTRUCTIONS (Part 2 of 2)

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned signatory of the proxy *(Personal details)*

(indicate the holder of the right to vote only if different - name and surname / denomination)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at the Ordinary General Meeting of FINCANTIERI S.p.A. to be held in in Trieste, at the Company's registered office at Via Genova 1, on 31 May 2023, at 10:30 a.m., in single call

RESOLUTIONS SUBJECT TO VOTING

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.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

2. Resolutions relating to the allocation of the result for the 2022 financial year.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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.

Tick the number of the chosen slate or against / abstain with reference to all the slates

Slate No. 1 presented by INARCASSA

Tick only one box

Slate No. 1

Slate No.2

Against

Abstain

Slate No. 2 presented by CDP Equity S.p.A.

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

3.2 Appointment of the Chairman of the Board of Statutory Auditors.

Given that minority slate has been presented, this item will not be voted (pursuant to art. 148, paragraph 2-bis, of the Legislative Decree No. 58 of 24 February 1998 and art. 30, paragraph 6 of the Articles of Association, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from the Statutory Auditors elected by the minority).

3.3 Determination of the fee of the Standing members of the Board of Statutory Auditors.

Proposal of resolution submitted by CDP Equity S.p.A.

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

4. Appointment of a member of the Board of Directors. Related and consequent resolutions.

Proposal of resolution submitted by CDP Equity S.p.A.

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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;

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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.

Proposal of the Board of Directors, upon recommendation by the Statutory Auditors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, the undersigned proxy signatory

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain



*(Place and Date) **

*(Signature) **

DIRECTORS' LIABILITY ACTION

In case of vote on a Directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box

In Favour

Against

Abstain



*(Place and Date) **

*(Signature) **

INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address **RD@pec.euronext.com** (subject line "Proxy for FINCANTIERI 2023 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for FINCANTIERI 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail **RD@pec.euronext.com** (subject line: "Proxy for FINCANTIERI 2023 Shareholders' Meeting")

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address **RegisterServices@euronext.com** or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m.).

FINCANTIERI S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA

Monte Titoli's privacy policy is available at the link: <https://www.euronext.com/en/privacy-statement>.

FINCANTIERI S.p.A.'s privacy policy is available on the Company's website www.fincantieri.com in the section "Governance & Ethics – Shareholders' Meeting – Shareholders' Meeting 2023 – Information and Forms".