

**ORDINARY SHAREHOLDERS'
MEETING
23 APRIL 2024**

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

SECOND 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 Companies Registry (Venezia Giulia) No. 00397130584
Trieste Economic and Administrative Index No. 89063

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

Second item on the Agenda

Resolutions relating to the allocation of the profit/loss for the year 2023.

Dear Shareholders,

taking into account that the financial statements of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") as of 31 December 2023 closed with a profit of Euro 7,586,644 and that, pursuant to Article 2430 of the Italian Civil Code, at least one-twentieth part of the annual net profit must be paid to the legal reserve, in accordance with the provisions of Article 34 of the Company's By-Laws, we propose the following allocation of the profit: Euro 379,332 to the legal reserve and the remaining Euro 7,207,312 to the extraordinary reserve.

There will therefore be no dividend distribution.

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In consideration of the foregoing, we submit the following draft resolution for your approval:

"The FINCANTIERI S.p.A. ordinary shareholders' meeting,

- having examined the Board of Directors' Report prepared in accordance with Article 125-ter of Legislative Decree No. 58 of 24 February 1998 and the proposal contained therein;
- having examined the Annual Financial Report for the 2023 financial year, the Report by the Independent Auditors and the Board of Statutory Auditors' Report

resolves

to allocate the net profit for the 2023 financial year, amounting to Euro 7,586,644, as follows:

- 5% of the net profit for the financial year, amounting to Euro 379,332, to the legal reserve;
- the remaining Euro 7,207,312 to the extraordinary reserve”.

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