

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 14 MAY 2025

Summary account of the votes  
pursuant to article 125-quater, paragraph 2, of Legislative Decree No. 58/1998

### Ordinary Part

**Item 1 of the agenda: Approval of the Financial Statements as at 31 December 2024. Presentation of the Consolidated Financial Statements as at 31 December 2024 including the Sustainability Report as at 31 December 2024, drawn up in accordance with Legislative Decree No. 125 of 6 September 2024. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.**

Resolution: the Shareholders' Meeting resolved to approve the Financial Statements of FINCANTIERI S.p.A. as at 31 December 2024, ended with a profit of EUR 37,091,389.76.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

#### Vote result

	No. Shares	%
In favour	265,922,998	99.937958
Against	40,300	0.015145
Abstentions	124,787	0.046897
No votes	0	0
Total shares	266,088,085	100.000000

### Item 2 of the agenda: Resolutions relating to the allocation of the profit/loss for the year 2024.

Resolution: the Shareholders' Meeting resolved to allocate the net profit for the 2024 financial year, amounting to EUR 37,091,389.76, as follows:

- 5% of the net profit for the financial year, amounting to EUR 1,854,569.49 to the legal reserve;
- the remaining EUR 35,236,820.27 to the extraordinary reserve, whose EUR 29,700,000.00 to the extraordinary reserve, pursuant to Article 1, paragraph 436, of Law No. 207/2024.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

#### Vote result

	No. Shares	%
In favour	266,006,320	99.969271
Against	2,548	0.000958
Abstentions	79,217	0.029771
No votes	0	0
Total shares	266,088,085	100.000000

**Item 3 of the agenda: Appointment of the Board of Directors. Related and consequent resolutions:**
**3.1. Determination of the number of members of the Board of Directors.**

Resolution: the Shareholders' Meeting approved the proposal submitted by CDP Equity S.p.A. to determine the number of members of the Board of Directors to be 10.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
<b>In favour</b>	265,995,489	99.965201
<b>Against</b>	13,166	0.004948
<b>Abstentions</b>	79,390	0.029836
<b>No votes</b>	40	0.000015
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

**3.2. Determination of the term in office of the Board of Directors.**

Resolution: the Shareholders' Meeting approved the proposal submitted by CDP Equity S.p.A. to set the term of office for the Directors to be appointed at 3 fiscal years, i.e., until the date of the Shareholders' Meeting to be convened for the approval of the financial statements as of December 31, 2027.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
<b>In favour</b>	265,738,462	99.868606
<b>Against</b>	244,083	0.091730
<b>Abstentions</b>	105,540	0.039664
<b>No votes</b>	0	0
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

**3.3. Appointment of the members of the Board of Directors.**

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
<b>Slate No. 1 (*)</b>	15,685,669	5.894916
<b>Slate No. 2 (**)</b>	20,021,608	7.524429

<b>Slate No. 3(***)</b>	230,354,389	86.570726
<b>Against</b>	50	0.000019
<b>Abstentions</b>	26,369	0.009910
<b>No votes</b>	0	0
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

(\*) Slate filed by a group of Shareholders<sup>1</sup>.

(\*\*) Slate filed by INARCASSA.

(\*\*\*) Slate filed by CDP Equity S.p.A.

#### List of the appointed candidates as members of the Board of Directors

	<b>Independent <sup>(1)</sup></b>	<b>Slate No.</b>
Mariachiara Geronazzo	✓	3
Biagio Mazzotta		3
Pierroberto Folgiero		3
Simona Camerano		3
Gianfranco Battisti	✓	3
Sara Carrer	✓	3
Emilio Scalfarotto	✓	3
Paolo Amato	✓	2
Secondina Giulia Ravera	✓	2
Sergio Marini	✓	1

(1) Independent pursuant to Art. 147-ter, paragraph 4, and 148, paragraph 3 of the Legislative Decree no. 58/1998 and the Art. 2 of the Listed Companies' Corporate Governance Code.

### 3.4. Appointment of the Chairperson of the Board of Directors.

Resolution: the Shareholders' Meeting approved the proposal submitted by CDP Equity S.p.A. to appoint Biagio Mazzotta as Chairman of the Board of Directors.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

#### Vote result

	<b>No. Shares</b>	<b>%</b>
<b>In favour</b>	264,011,699	99.219662
<b>Against</b>	307,886	0.115708
<b>Abstentions</b>	1,768,500	0.664630
<b>No votes</b>	0	0
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

<sup>1</sup> The names on the Shareholders who submitted the aforementioned minority slate were included in the press release dated 18 April 2025.

### 3.5. Determination of the compensation of the members of the Board of Directors.

Resolution: the Shareholders' Meeting approved the proposal submitted by CDP Equity S.p.A. to set the annual gross compensation for each member of the Board of Directors (including the Chairman) at EUR 50,000, in addition to reimbursement of expenses incurred due to the position.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

#### Vote result

	No. Shares	%
<b>In favour</b>	265,979,800	99.959305
<b>Against</b>	2,558	0.000961
<b>Abstentions</b>	105,727	0.039734
<b>No votes</b>	0	0
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

**Item 4 of the agenda: Approval of the 2025-2027 Performance Share Plan, drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation issued by Consob with resolution No. 11971 of 14 May 1999.**

Resolution: the Shareholders' Meeting resolved to:

- approve the 2025-2027 Performance Share Plan for the persons who will be identified by the Board of Directors, under the terms and conditions illustrated in the relevant information document, among the following: Chairperson of the Board of Directors (if vested with executive powers), Chief Executive Officer, General Manager (if such role exists and is held), other Executives with Strategic Responsibilities, other Executives with Primary Responsibilities, and other key personnel;
- grant the Board of Directors and, through it, the Chief Executive Officer, the widest powers necessary in order to concretely implement the 2025-2027 Performance Share Plan, to be exercised in compliance with the application criteria illustrated in the relevant information document.

Shares present at the meeting when the vote was opened No. 266,088,085, equal to 82.340% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

#### Vote result

	No. Shares	%
<b>In favour</b>	266,008,628	99.970139
<b>Against</b>	7	0.000003
<b>Abstentions</b>	79,260	0.029787
<b>No votes</b>	190	0.000071
<b>Total shares</b>	<b>266,088,085</b>	<b>100.000000</b>

**Item 5 of the agenda: Approval of the 2025-2026 Employee Share Ownership Plan for Fincantieri Group personnel drafted pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulations adopted by Consob with resolution No. 11971 of 14 May 1999.**

Resolution: the Shareholders' Meeting resolved to:

- approve the adoption of the "2025-2026 Employee Share Ownership Plan" under the terms indicated in the related information document;
- grant the Board of Directors and, on its behalf, the Chief Executive Officer, the broadest powers necessary for the implementation of the "2025-2026 Employee Share Ownership Plan", to be exercised in compliance with the criteria for application set out in the relevant information document.

Shares present at the meeting when the vote was opened No. 266,087,985 equal to 82.339% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
In favour	266,008,555	99.970149
Against	0	0
Abstentions	79,430	0.029851
No votes	0	0
Total shares	266,087,985	100.000000

**Item 6 of the agenda: Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 23 April 2024. Related and consequent resolutions.**

Resolution: the Shareholders' Meeting resolved to revoke the resolution authorising the purchase and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of 23 April 2024 and to authorise the Board of Directors to purchase, on one or more occasions, for a period of eighteen months from the date of the resolution, and to dispose, on one or more occasions and without time constraints, ordinary shares of Fincantieri, for the purposes and subject to the limitations and conditions referred to in the Board of Directors' explanatory report.

Shares present at the meeting when the vote was opened No. 266,087,795, equal to 82.339% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
In favour	265,267,610	99.691761
Against	738,467	0.277528
Abstentions	81,718	0.030711
No votes	0	0
Total shares	266,087,795	100.000000

**Item 7 of 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:**

**7.1. Binding resolution on the first section on the remuneration policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;**

Resolution: the Shareholders' Meeting 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.

Shares present at the meeting when the vote was opened No. 266,087,725, equal to 82.339% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
In favour	257,578,559	96.802120
Against	1,317,939	0.495302
Abstentions	7,190,227	2.702202
No votes	1,000	0.000376
Total shares	266,087,725	100.000000

**7.2. 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.**

Resolution: the Shareholders' Meeting 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.

Shares present at the meeting when the vote was opened No. 266,087,725, equal to 82.339% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
In favour	244,612,400	91.929231
Against	14,285,098	5.368567
Abstentions	7,190,227	2.702202
No votes	0	0
Total shares	266,087,725	100.000000

**Extraordinary Part**

**Item 1 of the agenda: Issuance of a maximum of 2,000,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to service the first cycle of the 2022-2024 Performance Share Plan and the 2025-2026 Employee Share Ownership Plan, to be allocated to employees of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.**

Resolution: the Shareholders' Meeting resolved to:  
 - approve the issuance, in one or several tranches, by the end of 31 December 2026, of a maximum number of 2,000,000 ordinary shares, having the same characteristics as the outstanding ordinary shares, to be used for

the first cycle of the 2022-2024 Performance Share Plan and the 2025-2026 Employee Share Ownership Plan, to be allotted free of charge, pursuant to Article 2349 of the Italian Civil Code, to the beneficiaries of the Plans, without increasing the share capital;

- confer on the Board of Directors the broadest powers to implement the issuance of a maximum number of 2,000,000 ordinary shares;
- modify Article 6 of the By-laws by introducing a new last paragraph;
- confer on the Chairperson of the Board of Directors and the Chief Executive Officer, also acting severally and with the power of sub-delegation, the broadest powers necessary or appropriate for the execution of all obligations and formalities in any way connected with or consequent to the resolution.

Shares present at the meeting when the vote was opened No. 266,087,725, equal to 82.339% of the No. 323,159,676 shares representing the share capital.

The voting result was the following:

**Vote result**

	No. Shares	%
<b>In favour</b>	265,979,925	99.959487
<b>Against</b>	28,490	0.010707
<b>Abstentions</b>	79,310	0.029806
<b>No votes</b>	0	0
<b>Total shares</b>	<b>266,087,725</b>	<b>100.000000</b>