

**EXTRAORDINARY AND
ORDINARY SHAREHOLDERS'
MEETING
11 JUNE 2024**

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

SECOND ITEM ON THE AGENDA OF THE EXTRAORDINARY PART

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 Register 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 and Article 84-ter of the Regulations, issued by the Italian Stock Exchange Regulatory Authority (CONSOB) with resolution No. 11971 of 14 May 1999 (the "Issuers' Regulations"), in accordance with Annex 3A, Schedule 2 and 3 of the Issuers' Regulations

SECOND ITEM ON THE AGENDA OF THE EXTRAORDINARY PART

Proposal to grant to the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital of FINCANTIERI S.p.A., including without the subscription of all newly issued shares and against consideration, in one or more tranches, for a period of 5 years from the adoption of the shareholders' resolution, and within 10% of the existing share capital, without option rights pursuant to Article 2441, paragraph 4, of the Italian Civil Code. Consequent amendment of Article 6 of the By-laws. Related and consequent resolutions.

Dear Shareholders,

you have been called in extraordinary session, to discuss and resolve, inter alia, on the proposal to grant the Board of Directors of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") the power, pursuant to Article 2443 of the Italian Civil Code, to increase, including without the subscription of all newly issued shares and against consideration, in one or more tranches, the share capital of the Company (the "Power") within 10% of the existing share capital, without option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code.

The purpose of this report (the "Report") is to illustrate the aforementioned proposed resolution to the Shareholders' Meeting.

1. Subject Matter of the Power

Pursuant to Article 2443 of the Italian Civil Code, the By-laws – also by means of an amendment – may grant the directors the power to increase the capital in one or more

tranches, up to a determined amount for a maximum period of five years from the date of the amendment resolution, also by excluding or limiting the option right pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code.

Pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, the By-laws of companies with shares listed on regulated markets or traded on multilateral trading systems may exclude option rights up to a limit of 10% of the existing share capital, provided that the issuance price is the market value of the shares and this is confirmed in a special report by a statutory auditor or auditing firm. Article 8.3 of the By-laws expressly provides for this power (*“The shareholders’ meeting may resolve on the exclusion of option rights within the limits and in the manner provided for in Article 2441, paragraph 4, second sentence of the Italian Civil Code”*).

In light of the foregoing and for the reasons and objectives described in the following pages of this Report, the Power that we propose be granted to the Board of Directors concerns the power – to be exercised within five years from the adoption date of the resolution by the shareholders’ meeting – to increase the share capital, including without the subscription of all newly issued shares and against consideration, in one or more tranches, within 10% of the existing share capital at the date of any exercise of the Power, through the issuance of ordinary shares without par value, having the same characteristics as those at the time of issue and to be admitted to trading on the regulated market Euronext Milan organised and managed by Borsa Italiana S.p.A., with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code (the “Share Capital Increase” or the “Transaction”).

It is also proposed to grant the Board of Directors the power to establish, from time to time, the number of ordinary shares to be issued as part of the Share Capital Increase, as well as their issuance price (including the allocation as share capital and as any share premium), in compliance with the provisions of Article 2441, paragraph 4, second sentence, of the Italian Civil Code.

The concrete manner whereby the Share Capital Increase is to be carried out, as well as the proportion of any different tranches of the Share Capital Increase, will be determined by the Board of Directors.

The newly issued shares resulting from the Share Capital Increase will be offered for subscription to parties to be identified by the Board of Directors (including institutional and/or qualified investors, both Italian and foreign, and/or strategic and/or industrial partners of the Company, and/or shareholders of the Company).

2. Reasons for the Power and Share Capital Increase - Criteria for the Exercise of the Power

In order to support the Company’s strengthening and growth process, the Board of Directors deems it appropriate for the Company to be able to have access, with speed and flexibility, to the financial resources necessary to seize the opportunities available.

With respect to the above, the grant of the Power represents the technical instrument allowing a transaction on the capital to be carried out in a timely and efficient manner. As a matter of fact, the Power allows the Board of Directors to determine the terms and conditions of the Share Capital Increase, including the maximum amount of the number of shares to be issued and the relevant issuance price, within the limits established by law, taking into account the

market conditions prevailing at the time the Transaction was launched, as well as to reduce any impact on the Company's share performance due to the shorter implementation time of the Share Capital Increase.

In relation to the exclusion of option rights, the possibility of offering newly issued shares also to third parties would allow, on the one hand, to expand the shareholder base with particular reference to institutional and/or qualified investors, both Italian and foreign, interested in an investment in Fincantieri and, on the other hand, to increase the free float, ensuring not only greater stock liquidity but also greater visibility and better positioning of the Company on the market.

The resources raised through the possible exercise of the Power may be allocated not only to the growth strategies mentioned above, but also to the enhancement of existing investments, as well as, more generally, to meeting the Company's future financial and growth needs.

3. Terms and conditions of the Share Capital Increase, including the criteria for determining the issuance price for the new shares of the Share Capital Increase

In line with market practice for similar transactions, it is proposed that the Shareholders' Meeting grant the Board of Directors the broadest possible powers to define the terms, conditions and procedures for the Share Capital Increase, including the power to:

- (i) determine the issuance price of the shares, and specifically the portion to be allocated to share capital and the portion to be allocated to share premium, it being understood that pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code, the circumstance that the issuance price corresponds to the market value of such shares and that this is confirmed in a special report by a statutory auditor or auditing firm is a condition for exercising the exclusion of option rights within the limits set forth therein;
- (ii) determine the number of shares to be issued, within the limits established by law, it being understood that the newly issued shares will have the same characteristics – also in terms of dividend entitlement – as those in circulation;
- (iii) determine the timeline for the performance of the Share Capital Increase resolution.

The criteria and reasons explained herein represent principles with which the Board of Directors must comply when exercising the Power.

4. Authorisations from the competent authorities

Shareholders who may exceed the relevant threshold of 3% of Fincantieri's share capital must apply for authorisations pursuant to Article 1 of Decree-Law No. 21/2012 on golden power.

5. Duration of the Power and expected period for the performance of the Share Capital Increase

In the event that this proposal is approved by the Shareholders' Meeting, the Power shall be performed, in one or more tranches, by the deadline of [11 June] 2029, after which it shall automatically expire.

The timeline for the exercise of the power, pursuant to Article 2443 of the Italian Civil Code, as well as the terms of such exercise, will depend on the factual circumstances and concrete opportunities that arise and will be communicated to the market as soon as they are determined by the Board of Directors, it being understood that – taking into account the broader context – the power referred to in this proposal may be exercised from the eighteenth month from the adoption of the resolution of the shareholders’ meeting granting the power, and until the end of the fifth year from the adoption of such resolution.

6. Dividend date of the newly issued shares

The ordinary shares to be issued as performance of the Share Capital Increase will have regular dividend rights and will grant their holders equal rights with respect to Fincantieri’s ordinary shares in circulation at the time of issuance.

7. Economic-equity and financial effects of the Share Capital Increase and dilutive effects

The Company will adequately disclose to the public the economic-equity effects of the Share Capital Increase, as well as the effects of the Share Capital Increase on the unit value of the shares and on the dilution for Fincantieri’s shareholders resulting from the Transaction in the context of the information document to be provided to the public at the time of the possible exercise of the Power.

8. Amendments to the By-laws

Should the proposal to grant the Power be approved by the Extraordinary Shareholders’ Meeting, Article 6 of the By-laws must be amended, by including of a new paragraph 6.6, which will account for the passing of the resolution by the Shareholders’ Meeting.

The following is a comparison of the aforementioned Article 6 in the current and proposed text.

The text proposed for inclusion is shown in the bold font.

Current Text	Proposed text
Article 6	Article 6
6.1. The share capital is EUR 862,980,725.70 (eight hundred and sixty-two million nine hundred and eighty thousand seven hundred and twenty-five point seventy) divided into 1,699,651,360 (one billion six hundred and ninety-nine million six hundred and fifty-one thousand three hundred and sixty) shares.	[unchanged]
6.2. The shares have no par value.	[unchanged]

<p>6.3. On 19 May 2017, the Extraordinary Shareholders' Meeting resolved to issue in several tranches no later than the deadline of 31 December 2021 up to 50,000,000 ordinary shares, without par value and having the same characteristics as the outstanding ordinary shares, to service the "Performance Share Plan 2016-2018", to be granted free of charge, in accordance with Article 2349 of the Italian Civil Code, to the beneficiaries of the plan, without increasing the share capital.</p> <p>For the above purposes, the extraordinary Shareholders' Meeting granted the Board of Directors the broadest powers to: (i) define the amount of ordinary shares to be issued and allocated free of charge to the beneficiaries of the Performance Share Plan 2016-2018, in accordance with the conditions, methods and terms set forth therein; (ii) determine the implied par value of the newly issued ordinary shares at the time of each share issue; (iii) identify, also as a consequence of the provisions set forth under (i) and (ii), the profits and/or profit reserves resulting from the last approved financial statements out of which the share issue will take place; and (iv) execute the foregoing, providing, by way of example only, for the consequent amendments to the By-laws as from time to time necessary or appropriate.</p>	<p>[unchanged]</p>
<p>6.4. On 11 May 2018, the Extraordinary Shareholders' Meeting resolved to issue in several tranches no later than the deadline of 31 December 2024 up to 25,000,000 ordinary shares, without par value and having the same characteristics as the outstanding ordinary shares, to service the "Performance Share Plan 2019-2021", to be granted free of charge, in accordance with Article 2349 of the Italian Civil Code, to the beneficiaries of the plan, without increasing the share capital.</p> <p>For the above purposes, the extraordinary Shareholders' Meeting granted the Board of Directors the broadest powers to: (i) define</p>	

<p>the amount of ordinary shares to be issued and allocated free of charge to the beneficiaries of the Performance Share Plan 2019-2021, in accordance with the conditions, methods and terms set forth therein; (ii) determine the implied par value of the newly issued ordinary shares at the time of each share issue; (iii) identify, also as a consequence of the provisions set forth under (i) and (ii), the profits and/or profit reserves resulting from the last approved financial statements out of which the share issue will take place; and (iv) execute the foregoing, providing, by way of example only, for the consequent amendments to the By-laws as from time to time necessary or appropriate.</p>	
	<p>- omitted -</p>
	<p><i>6.6 On 11 June 2024, the Extraordinary Shareholders' Meeting resolved to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital, including without the subscription of all newly issued shares and against consideration, in one or more tranches, starting from the eighteenth month from the adoption of the resolution of the shareholders' meeting granting the proxy and until the end of the fifth year from the adoption of said resolution, within 10% of the Company's existing share capital at the date of any exercise of the power, through the issuance of ordinary shares without par value, having regular dividend rights and the same characteristics as those at the time of issue and to be admitted to trading on the regulated market Euronext Milan organised and managed by Borsa Italiana S.p.A., with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code.</i></p> <p><i>For the above purposes, the extraordinary shareholders' meeting granted the board of directors the broadest powers to define, for each individual exercise of the of the abovementioned power or individual</i></p>

	<p><i>tranche, the terms and conditions of the transaction, including the powers to: (i) determine the number and issuance price of the shares, and specifically the portion to be allocated to share capital and the portion to be allocated to share premium, in compliance, inter alia, with the limits set forth in Article 2441, paragraph 4, second sentence, of the Italian Civil Code, it being understood that the newly issued shares will have the same characteristics – also in terms of dividend entitlement – as those in circulation; (ii) determine the timeline for the performance of the share capital increase resolution in compliance with the time limits set forth above; and (iii) perform the above powers, including, without limitation, those necessary to make the consequent amendments to the By-laws that from time to time are necessary.</i></p>
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9. Right of withdrawal

The proposed amendment to the By-laws does not give rise to any of the cases of withdrawal under the By-laws and applicable laws and regulations.

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

“The extraordinary Shareholders’ Meeting of FINCANTIERI S.p.A.:

- having examined the Board of Directors’ Report prepared in accordance with Article 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as well as Article 84-ter, of the Regulation adopted by Consob with Resolution No. 11971 of 14 May 1999 and Schedules 2 and 3 of Annex 3A of the aforementioned Regulation,
- having ascertained that the share capital, as certified by the Board of Statutory Auditors, amounts to EUR 862,980,725.70 and is fully subscribed and paid up, and that the Company has no convertible bonds outstanding, nor has it issued any special classes of shares,
- having recognised the interest of the Company for the reasons explained by the Board of Directors,

resolved

1. to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase Fincantieri’s share capital, including without the subscription of all newly issued shares and against consideration, in one or more tranches, starting from the eighteenth month from the adoption of this resolution and until the end of the fifth year

from its adoption, within 10% of the Company's existing share capital at the date of any exercise of the power, through the issuance of ordinary shares without par value, having regular dividend rights and the same characteristics as those at the time of issue and to be admitted to trading on the regulated market Euronext Milan organised and managed by Borsa Italiana S.p.A., with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code (the "Share Capital Increase");

2. to grant the Board of Directors the broadest powers to define, for each individual exercise of the abovementioned power or individual tranche, the methods, terms and conditions of the Share Capital Increase, including the powers to:
 - a. determine the number and issuance price of the shares, specifically the portion to be allocated to share capital and the portion to be allocated to share premium, in compliance, *inter alia*, with the limits set forth in Article 2441, paragraph 4, second sentence of the Italian Civil Code, it being understood that the newly issued shares will have the same characteristics – also in terms of dividend entitlement – as those in circulation;
 - b. determine the timeline for the performance of the Share Capital Increase resolution, within the time limits indicated above;
 - c. perform the above powers, including, without limitation, those necessary to make the consequent amendments to the By-laws that from time to time are necessary;
3. to consequently amend Article 6 of the By-laws, by inserting the following new paragraph 6.6 at the end thereof:

"On 11 June 2024, the Extraordinary Shareholders' Meeting resolved to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital, including without the subscription of all newly issued shares and against consideration, in one or more tranches, starting from the eighteenth month from the adoption of the resolution of the shareholders' meeting granting the proxy and until the end of the fifth year from the adoption of said resolution, within 10% of the Company's existing share capital at the date of any exercise of the power, through the issuance of ordinary shares without par value, having regular dividend rights and the same characteristics as those at the time of issue and to be admitted to trading on the regulated market Euronext Milan organised and managed by Borsa Italiana S.p.A., with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code.

*For the above purposes, the extraordinary shareholders' meeting granted the board of directors the broadest powers to define, for each individual exercise of the of the abovementioned power or individual tranche, the terms and conditions of the transaction, including the powers to: (i) determine the number and issuance price of the shares, and specifically the portion to be allocated to share capital and the portion to be allocated to share premium, in compliance, *inter alia*, with the limits set forth in Article 2441, paragraph 4, second sentence, of the Italian Civil Code, it being understood that the newly issued shares will have the same characteristics – also in terms of dividend entitlement – as those in circulation; (ii) determine the timeline for the performance of the share capital increase resolution in compliance with the time limits set forth above; and (iii) perform the above powers, including, without limitation, those necessary to make the consequent amendments to the By-laws that from time to time are necessary.*

4. to grant the Board of Directors and, through it, to the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to sub-delegate, the widest powers necessary in order to concretely and fully implement the resolutions referred to in the previous points, including, without limitation, the following powers:
- a. to prepare and submit any document, as well as to carry out any formalities (including advertising), necessary, preparatory, instrumental, connected, consequent, useful or appropriate to ensure the correct and timely performance of the previous resolutions and, more specifically, the Share Capital Increase, the option offering of the new Fincantieri ordinary shares (including *cum warrant*) deriving from the Share Capital Increase, and the admission of the aforementioned new shares to listing on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A;
 - b. to issue the new shares resulting from the Share Capital Increase, in dematerialised form in accordance with the law and the By-laws, in the manner provided for by the current dematerialisation scheme;
 - c. to prepare and submit to any competent authority (including, without limitation, Consob and Borsa Italiana S.p.A.) any application, request, document or prospectus and carry out any other formality (including advertising) necessary to obtain any required authorisations, without any exclusion or limitation;
 - d. to make any non-substantial amendments and/or additions to the resolutions set forth in the previous points that may be necessary and/or appropriate, also following the request of any competent authority, and in general, to carry out any and all actions necessary for the complete performance of such resolutions, with any and all powers necessary and appropriate for such purpose, none excluded, including the task to file with the competent company register the By-laws updated to Article 6 following the execution of the Share Capital Increase;
 - e. to appoint, if necessary, an authorised intermediary for the management of any fractional remnants”.

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