

THE BOARD OF DIRECTORS RESOLVED TO CONVENE THE ORDINARY SHAREHOLDERS' MEETING

Rome, April 4, 2023 – The Board of Directors of **FINCANTIERI S.p.A.** ("**Fincantieri**" or the "**Company**"), which met under the chairmanship of Claudio Graziano, resolved to convene the ordinary Shareholders' Meeting conferring mandate to the Chairman, Claudio Graziano and to the Chief Executive Officer, Pierroberto Folgiero, in order to determine: (i) the day of convocation on a date between May 15 and June 29, 2023 as already announced in occasion of the approval of the annual calendar of corporate events for the year 2023 and (ii) the operating methods of the Shareholders' Meeting.

The Shareholders' Meeting will be called to resolve on:

- approval of the financial statements as at December 31, 2022;
- allocation of the annual financial result;
- appointment of the Board of Statutory Auditors and of its Chairman and determination of the remuneration of the Chairman of the Board Statutory Auditors and of the standing Auditors;
- appointment of a member of the Board of Directors;
- authorization to purchase and to dispose of the Company's treasury shares upon revocation of the authorization resolved at the previous Shareholders' Meeting;
- approval of the Report on the policy regarding remuneration and fees paid according to Article 123-ter of the Legislative Decree No. 58 of February 24, 1998 (the "TUF");
- supplementation of the compensation due to the auditing firm for the limited audit of the Non-Financial Statement for the financial years 2022-2028.

The notice of call of the Shareholders' Meeting with all the information required by Article 125-bis of the TUF, as well as the documentation related to the items on the agenda, will be made available to the public in accordance with the terms and conditions established by current legislation.

Approval of the financial statements

The Board of Directors resolved to propose to the Shareholders' Meeting the approval of the draft financial statements as at December 31, 2022, which closed with a loss of Euro 509,916,323.

Allocation of the annual financial result

The Board of Directors resolved to propose to the Shareholders' Meeting the full coverage of the loss of Euro 509,916,323 – as the result of the Company's financial statements as at December 31, 2022 – by partial use of the extraordinary reserve which will accordingly be reduced by the same amount and will have a residual balance of Euro 231,336,404. Therefore, there will be no dividend distribution.

Appointment of the Board of Statutory Auditors

Considering that the office of Fincantieri's Board of Statutory Auditors will expire with the approval of the 2022 financial statements, the Board of Directors resolved to submit to the Shareholders' Meeting the appointment of the new members of the Board of Statutory Auditors.

The Shareholders' Meeting will be also called to determine the remuneration of the standing Auditors.

Please note that with reference to the appointment of the Board of Statutory Auditors the slate voting system will be applied pursuant to the combined reading of Article 19 and Article 30 of the By-Laws. The slates, accompanied by the information required by the current legislation, will be made available to the public at the Company's registered office, on the Company's website (www.fincantieri.com) in the section dealing with the Shareholders' Meeting and on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.it), in accordance with the terms and conditions established by current legislation.

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Fincantieri is one of the world's leading shipbuilding groups, the only one active in all areas of high-technology shipbuilding. It is a leader in the construction and conversion of cruise vessels, as well as in the naval and offshore vessels. It operates in the wind, oil & gas, fishing vessel and specialized vessel segments, as well as in the production of mechatronic and electronic marine systems, naval accommodation solutions and the provision of after-sales services such as logistical support and assistance to fleets in service.

With over 230 years of history and more than 7,000 ships built, Fincantieri maintains its know-how, expertise and management centres in Italy, here employing 10,000 workers and creating around 90,000 jobs, which double worldwide thanks to a production network of 18 shipyards operating in four continents and with almost 21,000 employees.

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