# ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 14 MAY 2026

## 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 2025. Presentation of the Consolidated Financial Statements as at 31 December 2025 and of the Sustainability Report as at 31 December 2025, 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 2025, ended with a profit of EUR 97,466,054.18.

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| In favour | 267,678,476 | 99.98557 |
| Against | 15 | 0.00001 |
| Abstentions | 38,615 | 0.01442 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |

**Item 2 of the agenda: Resolutions relating to the allocation of the profit/loss for the year 2025.**

Resolution: the Shareholders' Meeting resolved to allocate the net profit for the 2025 financial year, amounting to EUR 97,466,054.18, as follows:
- 5% of the net profit for the financial year, amounting to EUR 4,873,302.71 to the legal reserve;
- the remaining EUR 92,592,751.47 to the extraordinary reserve.

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| In favour | 267,714,908 | 99.99918 |
| Against | 1,231 | 0.00046 |
| Abstentions | 967 | 0.00036 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |

**Item 3 of the agenda: Appointment of the Board of Statutory Auditors for the three-year period 2026-2028. Related and consequent resolutions:**

**3.1. Appointment of three Standing Auditors and three Alternate Auditors;**

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| Slate No. 1 (*) | 36,586,948 | 13.66627 |
| Slate No. 2 (**) | 230,585,554 | 86.13030 |
| Against | 1,825 | 0.00068 |
| Abstentions | 542,706 | 0.20272 |
| No votes | 73 | 0.00003 |
| Total shares | 267,717,106 | 100.00000 |

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

**List of the appointed candidates as members of the Board of Statutory Auditors**

| | Office | Slate No. |
|---|---|---|
| Gabriella Chersicla | Standing Auditor – Chairman* | 1 |
| Elena Cussigh | Standing Auditor | 2 |
| Antonello Lillo | Standing Auditor | 2 |
| Maurizio De Filippo | Alternate Auditor | 1 |
| Ottavio De Marco | Alternate Auditor | 2 |
| Arianna Pennacchio | Alternate Auditor | 2 |

*Pursuant to Article 148, paragraph 2-bis of Legislative Decree No. 58/1998 and to Article 30.6 of the By-laws, the Chairman of the Board of Statutory Auditors is the Standing Auditor drawn from the minority list, Gabriella Chersicla.

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

Resolution: the Shareholders' Meeting, upon proposal submitted by the Shareholder CDP Equity S.p.A., resolved to determine the gross annual remuneration for the Board of Statutory Auditors as EUR 67,500 for the Chairman of the Board of Statutory Auditors and as EUR 45,000 for each of the other Standing Auditors, in addition to the reimbursement of expenses incurred in the context of their office.

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| **In favour** | 267,712,959 | 99.99845 |
| **Against** | 3,037 | 0.00114 |
| **Abstentions** | 1,110 | 0.00041 |
| **No votes** | 0 | 0.00000 |
| **Total shares** | **267,717,106** | **100.00000** |

**Item 4 of the agenda: Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 14 May 2025. 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 14 May 2025 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, without time constraints, ordinary treasury shares of the Company, 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. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| **In favour** | 267,711,142 | 99.99777 |
| **Against** | 5,334 | 0.00199 |
| **Abstentions** | 150 | 0.00006 |
| **No votes** | 480 | 0.00018 |
| **Total shares** | **267,717,106** | **100.00000** |

**Item 5 of the agenda: Amendment 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 Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as approved by the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions.**

Resolution: the Shareholders' Meeting resolved to:
- approve the amendment to the 2025-2027 Performance Share Plan, which provides for an increase in the maximum number of beneficiaries from the current 100 up to 150;
- grant the Board of Directors and, through it, the Chief Executive Officer, the widest powers necessary in order to concretely implement of the resolution, including making any amendments and/or additions to the information document relating to the plan and to any additional documentation connected with it, and ensuring that such documentation is published in accordance with applicable laws and regulations, all in any case in compliance with the implementation criteria described in the information document.

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| In favour | 266,921,397 | 99.70278 |
| Against | 792,494 | 0.29602 |
| Abstentions | 3,215 | 0.00120 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |

**Item 6 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:**

**6.1. 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: 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. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

**Vote result**

| | No. shares | % |
|---|---|---|
| In favour | 264,287,817 | 98.71906 |
| Against | 3,429,126 | 1.28088 |
| Abstentions | 163 | 0.00006 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |

**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.**

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. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

Vote result

| | No. shares | % |
|---|---|---|
| In favour | 246,982,174 | 92.25491 |
| Against | 20,734,671 | 7.74499 |
| Abstentions | 261 | 0.00010 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |

## Extraordinary Part

**Item 1 of the agenda: Issuance of a maximum of No. 1,960,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to service the second cycle of the 2022-2024 Performance Share 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 1,960,000 ordinary shares, having the same characteristics as the outstanding ordinary shares, to be used for the second cycle of the 2022-2024 Performance Share Plan, to be allotted free of charge, pursuant to Article 2349 of the Italian Civil Code, to the beneficiaries of the Plan, without increasing the share capital;
- confer on the Board of Directors the broadest powers to implement the issuance of a maximum number of 1,960,000 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 this resolution.

Shares present at the meeting when the vote was opened No. 267,717,106 equal to 74.637% of the No. 358,692,955 shares representing the share capital.

The voting result was the following:

Vote result

| | No. shares | % |
|---|---|---|
| In favour | 267,714,850 | 99.99916 |
| Against | 883 | 0.00033 |
| Abstentions | 1,373 | 0.00051 |
| No votes | 0 | 0.00000 |
| Total shares | 267,717,106 | 100.00000 |