

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 19 MAY 2017**

**Summary account of the votes**

pursuant to article 125-quarter, paragraph 2, of Legislative Decree No. 58 of February 24, 1998

**Ordinary part:**

**Item 1 of the agenda: Financial statements as at 31 December 2016. Presentation of the consolidated financial statements as at 31 December 2016. Reports by the Board of Directors, Board of Statutory Auditors and of the external auditors. Resolutions on the financial statements and related results. Related and consequent resolutions.**

Resolution: The ordinary Shareholders' Meeting resolved to approve the financial statements of FINCANTIERI S.p.A. as at December 31, 2016 and the allocation of FINCANTIERI S.p.A.'s profit for euro 933,672.61 to the Legal Reserve and for euro 17,739,779.66 to the Extraordinary Reserve.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>In favour</b>	1,289,873,308	99.939
<b>Against</b>	0	0.000
<b>Abstentions</b>	784,358	0.061
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.000</b>

**Item 2 of the agenda: Appointment of the Board of Statutory Auditors for the three-year period 2017-2019. Related and consequent resolutions:**

**2.1 Appointment of three Permanent Auditors and three Alternate Auditors;**

**2.2 Appointment of the Chairperson of the Board of Statutory Auditors;**

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>List No. 1*</b>	77,115,198	5.975
<b>List No. 2**</b>	1,213,386,074	94.013
<b>Against</b>	110,494	0.009
<b>Abstentions</b>	45,900	0.003
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.000</b>

\*List No. 1 presented by Inarcassa

\*\*List No. 2 presented by FINTECNA S.P.A.

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

	Office	List No.
Gianluca Ferrero	Permanent Auditor – Chairman*	1
Roberto Spada	Permanent Auditor	2
Fioranna Vittoria Negri	Permanent Auditor	2
Alberto De Nigro	Alternative Auditor	1
Flavia Daunia Minutillo	Alternative Auditor	2
Massimiliano Nova	Alternative Auditor	2

\* Pursuant to Article 30.7 of the Bylaws, the Chairman of the Board of Statutory Auditors is the Permanent Auditor drawn from the minority list, Mr. Gianluca Ferrero

**2.3 Fees payable to the permanent members of the Board of Statutory Auditors.**

Resolution: The Shareholders' Meeting defined the annual remuneration of the Chairman of the Board of Statutory Auditors and of each Permanent Auditor at euro 37,000 and euro 26,000 respectively, in addition to the reimbursement of expenses incurred for reasons of their office.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

**Vote result**

	no. shares	%
<b>In favour</b>	1,287,886,682	99.785
<b>Against</b>	1,662,631	0.129
<b>Abstentions</b>	1,108,353	0.086
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.000</b>

**Item 3 of the agenda: Approval of the Performance Share Plan 2016-2018 pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.**

Resolution: The ordinary Shareholders' Meeting resolved to approve the Performance Share Plan 2016-2018 for the management of Fincantieri and/or its subsidiaries as described in the Information Document prepared in accordance to Article 114-bis Italian Consolidated Financial Act (TUF) and Article 84-bis of Consob Regulation No. 11971 of May 14, 1999.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

### Vote result

	no. shares	%
<b>In favour</b>	1,250,289,457	96.872
<b>Against</b>	40,338,009	3.126
<b>Abstentions</b>	30,200	0.002
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.00</b>

### Item 4 of the agenda: Approval to purchase and disposal of the Company's treasury shares. Related and consequent resolutions.

Resolution: The Shareholders' Meeting resolved to authorize the Board of Directors to buy, in one or more tranches, over a period of 18 months from the date of the resolution and to allocate ordinary shares, without limitation and subject to the limitations and conditions described in the Explanatory Report prepared pursuant to art. 73 of the Regulation issued by Consob with resolution of 14 May 1999, no. 11971.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

### Vote result

	no. shares	%
<b>In favour</b>	1,256,363,620	97.343
<b>Against</b>	34,262,346	2.655
<b>Abstentions</b>	31,700	0.002
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.000</b>

**Item 5 of the agenda: Remuneration Report pursuant to Article 123-ter, subsection 6 of Legislative Decree no. 58 of 24 February 1998.**

Resolution: The ordinary Shareholders' Meeting resolved to approve the first section of the Remuneration Report drawn up pursuant to Article 123-ter, paragraph 6 of Legislative Decree no. 58/98, and Article 84-*quarter* of the Regulation issued by Consob with resolution of 14 May 1999, no. 11971, which sets out the Company's policy on the remuneration of the members of the Board of Directors, the General Manager and the other Key Executives, including Executives With Strategic Responsibilities, adopted by the Company for the 2017, as well as the procedures in place to adopt and implement such policy.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>In favour</b>	1,251,856,990	96.994
<b>Against</b>	38,777,176	3.004
<b>Abstentions</b>	23,500	0.002
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.00</b>

**Extraordinary part:**

**Item 1 of the agenda: Issuance of maximum 50,000,000 no-par value ordinary shares, having the same characteristics as the outstanding ordinary shares, to be used for the 2016-2018 Performance Share Plan, to be attributed to the management of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.**

Resolution: The extraordinary Shareholders' Meeting resolved to approve the issuance in one or more tranches, by December 31, 2021, of up to 50,000,000 no-par value ordinary shares, having the same characteristics as the outstanding ordinary shares, in connection with the performance plan called "*Performance Share Plan 2016-2018*", to be allotted free of charge, according to Article 2349 of the Italian Civil Code, to the beneficiaries of the plan, without increasing the share capital.

Shares present at the meeting when the vote was opened no. 1,290,657,666 equal to 76.27% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

### Vote result

	no. shares	%
<b>In favour</b>	1,250,292,957	96.873
<b>Against</b>	40,349,809	3.126
<b>Abstentions</b>	10,700	0.001
<b>No Votes</b>	4,200	0.000
<b>Total shares</b>	<b>1,290,657,666</b>	<b>100.000</b>