

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 11th MAY 2018

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 2017. Presentation of the consolidated financial statements as at 31 December 2017 and the Statement of Non-Financial Information as at 31 December 2017, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, Board of Statutory Auditors and of the external auditors. Related and consequent resolutions.

Resolution: The ordinary Shareholders' Meeting resolved to approve the Financial Statements as at 31 December 2017 of FINCANTIERI S.p.A. that closed with a profit of EUR 119,271,716.26

Shares present at the meeting when the vote was opened no. **1,343,705,453** equal to 79,410% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,343,588,676	99.9913
Against	0	0.0000
Abstentions	116,777	0.0087
Total shares	1,343,705,453	100.0000

Item 2 of the agenda: Allocation of the financial year's profits and dividend distribution. Related and consequent resolutions.

Resolution: The ordinary Shareholders' Meeting resolved to

1. allocate the net profit of Fincantieri for 2017, amounting to EUR 119,271,716.26, as follows: 5% of net profit for the year to the legal reserve; distribution to the Shareholders of a dividend of EUR 0.01 for each of the shares that are outstanding on the dividend date (21 May 2018), excluding the treasury shares held in portfolio on that date; the remaining part to the extraordinary reserve;
2. to pay, before withholding taxes, the dividend of EUR 0.01 per share as of 23 May 2018, with ex-dividend date for No. 1 coupon scheduled for 21 May 2018 and "record date" on 22 May 2018.

Shares present at the meeting when the vote was opened no. **1,343,705,453** equal to 79,410% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,343,507,676	99.9853
Against	18,000	0.0013
Abstentions	179,777	0.0134
Total shares	1,343,705,453	100.0000

Items 3 of the agenda: Approval of the Performance Share Plan 2019-2021, drawn up pursuant to 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. Related and consequent resolutions.

Resolution: The ordinary Shareholders' Meeting resolved to approve the Performance Share Plan 2019-2021 for the persons who will be identified by the Board of Directors, in accordance with the terms and conditions described in the information document drawn up pursuant to Article 84-bis of the Regulation issued by Consob by Resolution No. 11971 of 14 May 1999.

Shares present at the meeting when the vote was opened no. 1,343,705,453 equal to 79.410% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,287,129,556	95.7896
Against	56,457,120	4.2016
Abstentions	118,777	0.0088
Total shares	1,343,705,453	100.0000

Item 4 of the agenda: Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 19 May 2017. Related and consequent resolutions.

Resolution: The Shareholders' Meeting resolved to revoke the resolution authorising the purchase and the disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of 19 May 2017, to the extent that they are not already used, and to authorise the Board of Directors to purchase - on one or more occasions and for a period of eighteen months from the date of this resolution - and dispose of the ordinary shares of Fincantieri S.p.A., for the purposes referred to in the Explanatory Report of the Board of Directors and subject to the limitations and conditions referred to in said 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. 1,343,705,453 equal to 79.410% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,287,169,046	95.7925
Against	56,399,630	4.1973
Abstentions	136,777	0.0102
Total shares	1,343,705,453	100.0000

Item 5 of the agenda: Remuneration Report pursuant to Article 123-ter, paragraph 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, describing the Policy on Remunerations payable to the members of the Board of Directors, to the General Manager and to the other Key Executives, including Executives With Strategic Responsibilities, which the Company adopted for the year 2018, and only for the variable medium-long term component provided for by the Performance Share Plan 2019-2021, also with reference to the year 2019, as well as the procedures applied to adopt and implement this policy.

Shares present at the meeting when the vote was opened no. 1,343,701,253 equal to 79.409% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
In favour	1,272,646,972	94.7121
Against	70,874,104	5.2745
Abstentions	180,177	0.0134
Total shares	1,343,701,253	100.0000

Extraordinary part:

Item 1 of the agenda: The issuance of 25,000,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to be allocated to the Company's management and/or the Company's subsidiaries, under the Performance Share Plan 2019-2021, in accordance with Article 2349 of the Italian Civil Code. Related and consequent resolutions.

Resolution: The extraordinary Shareholders' Meeting resolved to approve the issuance in one or several tranches, by the end of 31 December 2024, of a maximum number of 25,000,000 ordinary shares with no par value having the same characteristics as the outstanding ordinary shares, to be used for the Performance Share Plan 2019-2021, 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.

Shares present at the meeting when the vote was opened no. 1,343,705,453 equal to 79.410% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
In favour	1,287,068,156	95.7850
Against	56,459,520	4.2018
Abstentions	177,777	0.0132
Total shares	1,343,705,453	100.0000