

ORDINARY SHAREHOLDERS' MEETING HELD ON 5 APRIL 2019

Summary account of the votes

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

Item 1 of the agenda: Financial statements as at 31 December 2018. Presentation of the consolidated financial statements as at 31 December 2018 and the Statement of Non-Financial Information as at 31 December 2018, 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 Shareholders' Meeting resolved to approve the Financial Statements as at 31 December 2018 of FINCANTIERI S.p.A. that closed with a profit of EUR 217,998,151.59.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,363,148,362	99.5703
Against	0	0.0000
Abstentions	785,361	0.0574
No votes	5,097,000	0.3723
Total shares	1,369,030,723	100.0000

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

Resolution: The Shareholders' Meeting resolved to:

1. allocate the net profit of Fincantieri for 2018, amounting to EUR 217,998,151.59 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 (15 April 2019), 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 17 April 2019, with ex-dividend date for No. 2 coupon scheduled for 15 April 2019 and "record date" on 16 April 2019.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,362,553,926	99.5269
Against	80,200	0.0059
Abstentions	536,000	0.0392
No votes	5,860,597	0.4281
Total shares	1,369,030,723	100.0000

Items 3 of the agenda: Appointment of the Board of Directors. Related and consequent resolutions:

3.1. Determination of the number of members of the Board of Directors;

Resolution: The Shareholders' Meeting approved the proposal presented by the Shareholder Fintecna S.p.A., to set the number of members of the Board of Directors at 10.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,362,614,526	99.5313
Against	1,600	0.0001
Abstentions	554,000	0.0405
No votes	5,860,597	0.4281
Total shares	1,369,030,723	100.0000

3.2. Determination of the term of the Board of Directors' office;

Resolution: The Shareholders' Meeting approved the proposal presented by the Shareholder Fintecna S.p.A., to set the term of office of the Board of Directors at three business years, namely the years 2019-2020-2021, until the date of the meeting to be called for the approval of the financial statements as at 31 December 2021.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,361,813,455	99.4728
Against	821,671	0.0600
Abstentions	535,000	0.0391
No votes	5,860,597	0.4281
Total shares	1,369,030,723	100.0000

3.3. Appointment of the Board of Directors' members;

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
LIST no. 1 ^(*)	83,590,722	6.1058
LIST no. 2 ^(**)	72,544,247	5.2989
LIST no. 3 ^(***)	1,212,247,524	88.5479
Against	645,830	0.0472
Abstentions	2,400	0.0002
Total shares	1,369,030,723	100.0000

(*) List filed by Institutional investors.

(**) List filed by INARCASSA.

(***) List filed by FINTECNA S.p.A.

List of the appointed candidates as members of the Board of Directors

	Independent ⁽¹⁾	LIST
Federica Seganti	✓	3
Giampiero Massolo		3
Giuseppe Bono		3
Fabrizio Palermo		3
Massimiliano Cesare	✓	3
Federica Santini		3
Barbara Alemanni	✓	3
Luca Errico	✓	1
Paola Muratorio	✓	2
Elisabetta Oliveri	✓	1

⁽¹⁾ Indicated as independent pursuant to Art. 147-ter, paragraph 4, and 148, paragraph 3 of the Legislative Decree no. 58/1998 and the Art. 3 of the Listed Companies' Corporate Governance Code.

3.4. Appointment of the Chairman of the Board of Directors;

Resolution: The Shareholders' Meeting approved the proposal submitted by the Shareholder Fintecna S.p.A., to appoint Giampiero Massolo as Chairman of the Board of Directors.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,343,541,033	98.1381
Against	11,258,352	0.8224
Abstentions	3,570,741	0.2608
No votes	10,660,597	0.7787
Total shares	1,369,030,723	100.0000

3.5. Determination of the remuneration of the members of the Board of Directors.

Resolution: The Shareholders' Meeting approved the proposal presented by the Shareholder Fintecna S.p.A. to determine in EUR 50.000 the gross annual remuneration of each of the members of the Board of Directors, 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. 1,369,030,723 equal to 80.9063% of the no. 1.692.119.070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,337,830,621	97.7210
Against	10,252,541	0.7489
Abstentions	15,086,964	1.1020
No votes	5,860,597	0.4281
Total shares	1,369,030,723	100.0000

Item 4 of the agenda: Adjustment of the fee of the statutory audit firm for the 2018-2021 financial years.

Resolution: The Shareholders' Meeting approved, in relation to the 2018, 2019, 2020 and 2021 financial years, an increase in the Company PricewaterhouseCoopers S.p.A.'s fee for its engagement as Fincantieri S.p.A.'s audit firm, in the amount of EUR 10.000,00 (ten thousand) per year (equal to approximately 70 work hours), without prejudice to the other terms and conditions of the initial audit engagement proposal approved at the Ordinary Shareholders' Meeting of 28 February 2014.

Shares present at the meeting when the vote was opened no. 1,369,030,723 equal to 80.9063% of the no. 1.692.119.070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,358,271,240	99.2141
Against	4,343,886	0.3173
Abstentions	555,000	0.0405
No votes	5,860,597	0.4281
Total shares	1,369,030,723	100.0000

Item 5 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 11 May 2018. Related and consequent resolutions.

Resolution: The Shareholders' Meeting resolved to revoke the resolution authorizing the purchase and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of 11 May 2018 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 to the disposal, without time limits, of treasury shares, for the purposes, within the limits and conditions described in the Explanatory Report prepared pursuant to Article 73 of the Regulation issued by Consob by Resolution of 14 May 1999 No. 11971.

Shares present at the meeting when the vote was opened no. 1,369,027,723 equal to 80.9061% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,325,526,191	96.8225
Against	37,839,332	2.7640
Abstentions	565,200	0.0413
No votes	5,097,000	0.3723
Total shares	1,369,027,723	100.0000

Item 6 of the agenda: Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

Resolution: The Shareholders' Meeting approved the first Section of the Remuneration Report drawn up pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted by Consob by Resolution No. 11971 of 14 May 1999, describing the Policy on Remunerations payable to the members of the Board of Directors, to the General Manager and the other Key Executives, including Executives With Strategic Responsibilities, which the Company adopted for the year 2019, as well as the procedures applied to adoption and implement this policy.

Shares present at the meeting when the vote was opened no. 1,369,023,523 equal to 80.9059% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
In favour	1,262,923,959	92.2500
Against	84,753,930	6.1908
Abstentions	15,485,037	1.1311
No votes	5,860,597	0.4281
Total shares	1,369,023,523	100.0000