

ORDINARY SHAREHOLDERS' MEETING HELD ON 9 JUNE 2020

Summary account of the votes

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

Item 1 of the agenda: Financial statements as at 31 December 2019. Presentation of the consolidated financial statements as at 31 December 2019 and the Statement of Non-Financial Information as at 31 December 2019, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, of the 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 2019 of FINCANTIERI S.p.A. that closed with a profit of EUR 151,351,970.94.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,267,732,615	99.477%
Against	0	0.000%
Abstentions	42,326	0.003%
No votes	6,626,268	0.520%
Total shares	1,274,401,209	100.000%

Item 2 of the agenda: Allocation of profit for the year. Related and consequent resolutions

Resolution: the Shareholders' Meeting resolved to allocate the net profit of Fincantieri for 2019, amounting to EUR 151,351,970.94 as follows: 5% of net profit for the year to the legal reserve; the remaining part to the extraordinary reserve.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,267,774,941	99.480%
Against	0	0.000%
Abstentions	0	0.000%
No votes	6,626,268	0.520%
Total shares	1,274,401,209	100.000%

Items 3 of the agenda: Appointment of the Board of Statutory Auditors for the 2020-2022 three-year period. Related and consequent resolutions:

3.1 Appointment of the three Standing Auditors and the three Alternate Auditors;

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. shares	%
List No. 1(*)	22,024,478	1.728%
List No. 2(**)	40,213,117	3.156%
List No. 3(***)	1,212,163,614	95.116%
Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,274,401,209	100.000%

*List No. 1 submitted by Institutional Investors

**List No. 2 submitted by INARCASSA

***List No. 3 submitted by CDP Industria S.p.A.

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

	Office	List No.
Gianluca Ferrero	Standing Auditor – Chairman*	2
Rossella Tosini	Standing Auditor	3
Pasquale De Falco	Standing Auditor	3
Alberto De Nigro	Alternate Auditor	2
Valeria Maria Scuteri	Alternate Auditor	3
Aldo Anellucci	Alternate Auditor	3

*Pursuant to Article 148, paragraph 2-*bis* of TUF 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, Gianluca Ferrero.

3.3 Determination of the remuneration of the Standing members of the Board of Statutory Auditors

Resolution: the Shareholders' Meeting approved the proposal submitted by the Shareholder CDP Industria S.p.A., to determine the gross annual remuneration for the Chairman of the Board of Statutory Auditors as EUR 37,000 and the gross annual remuneration for each of the other Standing Auditors as EUR 26,000, in addition to the reimbursement of expenses incurred in the context of their office.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,268,374,941	99.527%
Against	0	0.000%
Abstentions	0	0.000%
No votes	6,026,268	0.473%
Total shares	1,274,401,209	100.000%

Items 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 5 April 2019. 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 5 April 2019 and to authorise the Board of Directors to purchase – for a period starting from 1 January 2021 (or from the different subsequent date on which the prohibition provided for in the special provisions issued to deal with the emergency resulting from COVID-19 will be lifted) until 9 December 2021, the expiry date of the authorization - and to dispose, 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 - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,255,172,128	98.491%
Against	12,593,568	0.988%
Abstentions	9,245	0.001%
No votes	6,626,268	0.520%
Total shares	1,274,401,209	100.000%

Items 5 of the agenda: Report on the policy regarding remuneration and fees paid according to Article 123-ter, paragraphs 3-bis and 6, of Legislative Decree No. 58 of 24 February 1998:

5.1 Binding resolution on the first section on the policy regarding remuneration prepared under Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24 February 1998

Resolution: the Shareholders' Meeting resolved to approve the first section of the Report, on the policy regarding remuneration, prepared under Article 123-ter, paragraph 3, of TUF and under Article 84-quater of the Issuers' Regulations.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,251,295,845	98.187%
Against	16,479,096	1.293%
Abstentions	0	0.000%
No votes	6,626,268	0.520%
Total shares	1,274,401,209	100.000%

5.2 Non-binding resolution on the second section on fees paid prepared under Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998

Resolution: the Shareholders' Meeting resolved to approve the second section of the Report, on fees paid, prepared under Article 123-ter, paragraph 4 of TUF and under Article 84-*quater* of the Issuers' Regulations.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,274,401,209 equal to 74.98% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,251,804,735	98.227%
Against	15,970,206	1.253%
Abstentions	0	0.000%
No votes	6,626,268	0.520%
Total shares	1,274,401,209	100.000%