

ORDINARY SHAREHOLDERS' MEETING HELD ON 16 MAY 2022

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: Approval of the Financial Statements as at 31 December 2021. Presentation of the consolidated financial statements as at 31 December 2021 and the Statement of Non-financial Information as at 31 December 2021, prepared in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, the Board of Statutory Auditors and the external auditors.

Resolution: the Shareholders' Meeting resolved to approve the Financial Statements as at 31 December 2021 of FINCANTIERI S.p.A. that closed with net income of EUR 125,224,830.45.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,415,200	99.999%
Against	0	0.000%
Abstentions	14,446	0.001%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

Item 2 of the agenda: Resolutions relating to the allocation of the net income for the 2021 financial year.

Resolution: the Shareholders' Meeting resolved to allocate Fincantieri's net income for the 2021 financial year, amounting to EUR 125,224,830.45, as follows:
- 5% of the net income to the legal reserve;
- the remaining portion to the extraordinary reserve.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,429,646	100.000%
Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

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 CDP Industria S.p.A., to set the number of members of the Board of Directors at 10.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,410,062	99.998%
Against	19,584	0.002%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

3.2 Determination of the term in office of the Board of Directors.

Resolution: the Shareholders' Meeting approved the proposal presented by the Shareholder CDP Industria S.p.A., to set the term of office of the Board of Directors at three business years, with expiration on the date of the Shareholders' Meeting to be called for the approval of the financial statements as at 31 December 2024.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,361,115	99.995%
Against	68,531	0.005%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

3.3 Appointment of the members of the Board of Directors.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% 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 (*)	46,266,031	3.676%
LIST No. 2 (**)	1,212,163,614	96.324%
Against	0	0.000%
Abstentions	1	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

(*) List filed by INARCASSA

(**) List filed by CDP Industria S.p.A.

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

	Independent ⁽¹⁾	LIST No
Cristina Scocchia	✓	2
Claudio Graziano	✓	2
Pierroberto Folgiero	✓	2
Alberto Dell'Acqua	✓	2
Valter Trevisani	✓	2
Alessandra Battaglia		2
Massimo Di Carlo		2
Paola Muratorio	✓	1
Paolo Amato	✓	1
Alice Vatta	✓	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. 2 of the Listed Companies' Corporate Governance Code.

3.4 Appointment of the Chairperson of the Board of Directors.

Resolution: the Shareholders' Meeting approved the proposal submitted by the Shareholder CDP Industria S.p.A., to appoint Claudio Graziano as Chairman of the Board of Directors.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,429,646	100.000%
Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

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

Resolution: the Shareholders' Meeting approved the proposal presented by the Shareholder CDP Industria S.p.A. to set the gross annual remuneration of each of the members of the Board of Directors (including the Chairman) in EUR 50.000, 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. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,429,646	100.000%
Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

Item 4 of the agenda: Approval to purchase and dispose of the Company's shares after revoking the previous approval adopted at the Ordinary Shareholders' Meeting on 8 April 2021. 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 8 April 2021 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 limits, of treasury shares, for the purposes and within the limits and conditions described in the Explanatory Report prepared pursuant to Article 73 of the Regulation issued by Consob with Resolution No. 11971 of 14 May 1999.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,254,296,622	99.671%
Against	4,113,440	0.327%
Abstentions	19,584	0.002%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

Item 5 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:

5.1 Binding resolution on the first section on the policy regarding remuneration pursuant to Article 123-ter, paragraphs 3-bis and 3-ter 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 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 Regulation issued by Consob with resolution No. 11971 of 14 May 1999.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,250,832,000	99.396%
Against	7,597,646	0.604%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

5.2 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 Regulation issued by Consob with resolution No. 11971 of 14 May 1999.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,250,873,494	99.400%
Against	7,556,152	0.600%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%

6. Supplementation of the auditing firm's fee for the 2021-2028 financial years.

Resolution: the Shareholders' Meeting resolved (i) to approve, for the financial year 2021, an increase of EUR 25,000 to the fee payable to the auditing firm Deloitte & Touche S.p.A.; (ii) to approve, for the financial years starting from 1 January 2022, an increase in the fee payable to the auditing firm Deloitte & Touche S.p.A. of up to a maximum amount of EUR 43,000 per year, including the increase provided for the financial year 2021.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,258,429,646 equal to 74.040% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,258,429,646	100.000%
Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total shares	1,258,429,646	100.000%