

ORDINARY SHAREHOLDERS' MEETING HELD ON 31 MAY 2023

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 2022. Presentation of the consolidated financial statements as at 31 December 2022 and the Non-Financial Statement as at 31 December 2022, 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 2022 of FINCANTIERI S.p.A., which closes with the following result: loss of EUR 509,916,323.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,273,403,336 equal to 74.92% 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, 273,152,928	99.98034%
Against	0	0.00000%
Abstentions	250,408	0.01966%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 2 of the agenda: Resolutions relating to the allocation of the result for the 2022 financial year.

Resolution: the Shareholders' Meeting resolved to provide for the entire coverage of the loss of EUR 509,916,323 through the partial use of the extraordinary reserve, which will therefore be reduced by the same amount and will have a residual balance of EUR 231,336,404.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,273,402,236	99.99991%
Against	1,100	0.00009%
Abstentions	0	0.00000%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 3 of the Agenda: Appointment of the Board of Statutory Auditors for the three-year period 2023-2025. Related and consequent resolutions.

3.1. Appointment of three Standing Auditors and three Alternate Auditors.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Slate No. 1 (*)	60,696,245	4.76646%
Slate No. 2 (**)	1,212,163,614	95.19086%
Against	543,477	0.04268%
Abstentions	0	0.00000%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

*Slate No. 1 submitted by INARCASSA

**Slate No. 2 submitted by CDP Equity S.p.A.

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

	Office	Slate No.
Gabriella Chersicla	Standing Auditor – Chairman *	1
Elena Cussigh	Standing Auditor	2
Antonello Lillo	Standing Auditor	2
Marco Seracini	Alternate Auditor	1
Ottavio De Marco	Alternate Auditor	2
Arianna Pennacchio	Alternate Auditor	2

*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, Gabriella Chersicla.

3.3. Determination of the fee of the Standing members of the Board of Statutory Auditors.

Resolution: the Shareholders' Meeting approved the proposal submitted by the Shareholder CDP Equity 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. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,273,402,236	99.99991%
Against	1,100	0.00009%
Abstentions	0	0.00000%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 4 of the agenda: Appointment of a member of the Board of Directors. Related and consequent resolutions.

Resolution: the Shareholders' Meeting approved the proposal submitted by the Shareholder CDP Equity S.p.A., to appoint as member of the Board of Directors Barbara Debra Contini, born in Milan, on 22 September 1961, with remuneration and term of office aligned with those of the current Directors.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,273,402,336	99.99992%
Against	1,000	0.00008%
Abstentions	0	0.00000%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 5 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 16 May 2022 for the portion not implemented. 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 16 May 2022 for the portion not implemented 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. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,263,942,529	99.25705%
Against	9,460,807	0.74295%
Abstentions	0	0.00000%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 6 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:

6.1. 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. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,250,089,880	98.16920%
Against	23,313,356	1.83079%
Abstentions	100	0.00001%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

6.2. 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. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,250,081,005	98.16850%
Against	23,322,231	1.83149%
Abstentions	100	0.00001%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%

Item 7 of the agenda: Increase of the fee of the auditing firm Deloitte & Touche S.p.A. for the limited audit of the Non-Financial Statement for the financial years 2022-2028.

Resolution: the Shareholders' Meeting resolved (i) to approve, for the financial year 2022, an increase in the fee payable to the auditing firm Deloitte & Touche S.p.A. of EUR 16,000 to the engagement relating to the certification of compliance of the consolidated statement containing non-financial information prepared pursuant to Legislative Decree No. 254 of 30 December 2016; (ii) to approve for the financial years starting from 1 January 2023 to 2028, an increase in the fee payable to the auditing firm Deloitte & Touche S.p.A. of EUR 12,000 per year to the engagement relating to the certification of compliance of the consolidated statement containing non-financial information prepared pursuant to Legislative Decree No. 254 of 30 December 2016.

Shares present at the meeting - by proxy granted to the Appointed Representative - when the vote was opened No. 1,273,403,336 equal to 74.92% of the No. 1,699,651,360 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
In favour	1,273,402,236	99.99991%
Against	1,000	0.00008%
Abstentions	100	0.00001%
No votes	0	0.00000%
Total shares	1,273,403,336	100.00000%