

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 28 APRIL 2015**

**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: FINCANTIERI S.p.A.'s financial statements at 31 December 2014; related resolutions. Presentation of the consolidated financial statements at 31 December 2014. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the net profit for the year.**

Resolution: Shareholders' meeting approved financial statements at 31 December 2014 and the allocation of net profit for the year 2014 of FINCANTIERI S.p.A.'s of 37,519,392.19, for euro 1,875,969.61, totaling 5% of the net profit, to the Legal reserve and as for the remaining portion of the net profit, totaling euro 35,643,422.58, to the Extraordinary reserve.

Shares present at the meeting when the vote was opened no. 1,282,703,111 equal to 75.80% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

**Vote result**

	<b>no. shares</b>	<b>%</b>
<b>In favour</b>	1,282,703,111	100.000
<b>Against</b>	0	0.000
<b>Abstentions</b>	0	0.000
<b>Total shares</b>	<b>1,282,703,111</b>	<b>100.000</b>

**Item 2 of the agenda: Compensation report in accordance with art. 123-ter, paragraph 6, Legislative Decree No. 58/1998**

Resolution: Shareholders' meeting resolved to approve the first section of the Compensation Report drafted pursuant to art. 123-ter of Legislative Decree No. 58 of 24 February 1998, and art. 84-*quater* of the Issuers Regulation adopted by Consob resolution no. 11971/1999, describing the policy on the compensation of the members of the Board of Directors, the General Managers and the Key Executives (including Executives with Strategic Responsibilities) adopted by the Company for the year 2015, as well as the procedures followed to adopt and implement the same.

Shares present at the meeting when the vote was opened no. 1,282,703,111 equal to 75.80% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

## Vote result

	no. shares	%
<b>In favour</b>	1,252,830,859	97.671
<b>Against</b>	29,852,252	2.327
<b>Abstentions</b>	20,000	0.002
<b>Total shares</b>	<b>1.282,703,111</b>	<b>100.000</b>

### Extraordinary part:

#### **Item 1 of the agenda: Amendment of art. 5 of the By-laws and related resolutions.**

Resolution: Shareholders' meeting resolved to amend article 5 of the By-laws in accordance with the wording set forth on the right-hand side of the table, with the original text set forth beside it for comparison, included in the Report prepared by the Company's Board of Directors pursuant to art. 72 of Consob Resolution No. 11971 of 14 May 1999.

Shares present at the meeting when the vote was opened no. 1,282,703,111 equal to 75.80% of the no. 1,692,119,070 shares representing the share capital.

The voting result was the following:

## Vote result

	no. shares	%
<b>In favour</b>	1,282,659,111	99.997
<b>Against</b>	0	0.000
<b>Abstentions</b>	44,000	0.003
<b>Total shares</b>	<b>1,282,703,111</b>	<b>100.000</b>