

FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2015 FINANCIAL STATEMENTS APPOINTED THE NEW BOARD OF DIRECTORS

- **2015 Financial statements approved**
- **New Board of Directors appointed: Mr. Giampiero Massolo appointed as Chairman**
- **First Section of the Remuneration report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998 approved**
- **Proposal by the majority shareholder FINTECNA S.p.A. to amend Article 19 of the By-laws approved**
- **Amendment of Articles 16, 17, 19, 20, 21, 22, 24, 27 and 31 of the By-laws approved**

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Trieste, 19 May 2016 – **FINCANTIERI S.p.A.** ("**Fincantieri**" or the "**Company**") ordinary and extraordinary Shareholders' Meeting was held today on a single call.

APPROVAL OF 2015 FINANCIAL STATEMENTS

The ordinary Shareholders' Meeting resolved to approve unanimously the financial statements of FINCANTIERI S.p.A. at 31 December 2015 that report a loss of euro 112,732,364.50. Based on the proposal of the Board of Directors, the Shareholders' Meeting resolved to cover the loss by using the Extraordinary reserve for the same amount.

APPOINTMENT OF THE BOARD OF DIRECTORS

The ordinary Shareholders' Meeting also appointed the Board of Directors that will remain in office until the Shareholders' Meeting called to approve the 2018 financial statements.

The following were appointed: Paola Muratorio and Gianfranco Agostinetti (taken from the list submitted by the minority shareholder INARCASSA) and Nicoletta Giadrossi, Simone Anichini, Donatella Treu, Giuseppe Bono and Fabrizio Palermo (taken from the list submitted by the majority shareholder FINTECNA S.p.A.).

Based on the proposal made by the majority shareholder FINTECNA S.p.A. the Shareholders' Meeting has also appointed Directors Giampiero Massolo and Massimiliano Cesare.

Mr. Giampiero Massolo has been appointed as Chairman of the Board of Directors.

The Directors Paola Muratorio, Gianfranco Agostinetti, Nicoletta Giadrossi, Simone Anichini, Donatella Treu and Massimiliano Cesare have all certified that they meet the independence requirements under Article 148,

paragraph 3, of Legislative Decree No. 58 dated 24 February 1998 (applicable ex Article 147-ter, paragraph 4, of the same Legislative Decree), Article 3 of Corporate Governance Code for listed companies and other applicable laws.

The Directors' *curriculum vitae* are available on the Company's website at www.fincantieri.com.

Mr. Giuseppe Bono holds 84,000 ordinary shares of Fincantieri. The information regarding other Directors appointed by today Shareholders' Meeting is not currently available.

REMUNERATION REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPH 6, OF LEGISLATIVE DECREE NO. 58/98

The ordinary Shareholders' Meeting also resolved to approve the first section of the Remuneration report pursuant to Article 123-ter, paragraph 3 of Legislative Decree no. 58/98, which sets out the Company's policy on the remuneration of Directors, Executives with strategic responsibilities and Key executives, as well as the procedures used to adopt and implement such policy.

AMENDEMENTS OF THE BY –LAWS

The extraordinary Shareholders' Meeting resolved to approve the proposal by the Shareholder FINTECNA S.p.A. to amend Article 19 of the By-laws and the amendment of Articles 16, 17, 19, 20, 21, 22, 24, 27 and 31 of the By-laws and also the numbering of articles' paragraphs of the same as described in the Directors' report on the related item on the agenda.

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Pursuant to Article 125-quarter of the Consolidated Financial Act, the summary of voting of the ordinary and extraordinary Shareholders' Meeting will be made available to the public on the webpage (www.fincantieri.com) within the prescribed term of five days from the Meeting.

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The Manager Responsible for Preparing Financial Reports, Carlo Gainelli, declares, pursuant to paragraph 2 of article 154-bis of Legislative Decree No. 58 dated 24 February 1998, that the accounting information contained in this press release corresponds to the underlying accounting books and records.

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Fincantieri is one of the world's largest shipbuilding groups and number one by diversification and innovation. It is leader in cruise ship design and construction and a reference player in all high-tech shipbuilding industry's sectors, from

naval to offshore vessels, from high-complexity special vessels and ferries to mega-yachts, ship repairs and conversions, systems and components production and after-sales services.

Headquartered in Trieste (Italy), the Group has built more than 7,000 vessels in over 230 years of maritime history. With around 19,500 employees, of whom more than 7,800 in Italy, 21 shipyards in 4 continents, today Fincantieri is the leading Western shipbuilder. It has among its clients the major cruise operators, the Italian and the U.S. Navy, in addition to several foreign navies, and it is partner of some of the main European defense companies within supranational programmes.

www.fincantieri.com

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DISCLAIMER

Forecast data and information must be regarded as forward-looking statements and therefore, not being based on simple historical facts, contain, by their nature, an element of risk and uncertainty because they also depend on the occurrence of future events and developments outside the Company's control. Actual results could therefore be materially different from those expressed in forward-looking statements. Forward-looking statements refer to the information available at the date of their publication; Fincantieri S.p.A. undertakes no obligation to revise, update or correct its forward-looking statements after such date, other than in the circumstances strictly required by applicable regulations. The forward-looking statements provided do not constitute and shall not be considered by users of the financial statements as advice for legal, accounting, tax or investment purposes nor it is the intention for such statements to create any type of reliance and/or induce such users to invest in the Company.

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