

**FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2019 FINANCIAL STATEMENTS  
AND APPOINTS NEW BOARD OF STATUTORY AUDITORS**

- **2019 Financial Statements approved**
- **Allocation of profit for the year approved**
- **New Board of Statutory Auditors appointed: Gianluca Ferrero Chairman**
- **Authorization to the purchase and disposal of the Company's shares after revoking the previous Assembly authorization**
- **Report on the policy regarding remuneration and fees paid:**
  - **first section on the policy regarding remuneration, prepared under Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 approved**
  - **second section on fees paid prepared under Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998 approved**

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**Trieste, June 9, 2020** – **FINCANTIERI S.p.A.** ("Fincantieri" or the "Company") held its ordinary Shareholders' Meeting today in Trieste on a single call.

In consideration of the COVID-19 health emergency and taking into account the regulatory provisions issued for the containment of contagion, in compliance with art. 106, paragraph 4, of the Law Decree No. 18 of 17 March 2020 (converted with Law No. 27 of 24 April 2020), the attendance at the Shareholders' Meeting by the entitled parties took place exclusively through the representative appointed by the Company pursuant to art. 135-*undecies* of the Legislative Decree No. 58 of 24 February 1998 ("TUF").

**APPROVAL OF 2019 FINANCIAL STATEMENTS**

The Shareholders approved the Financial Statements of FINCANTIERI S.p.A. at December 31 2019, that closed with a profit of EUR 151,351,970.94.

**ALLOCATION OF PROFIT FOR THE YEAR**

The Shareholders resolved to allocate the net profit for 2019, amounting to EUR 151,351,970.94, as follows:

- a) 5% of net profit for the year to the legal reserve;
- b) the remaining part to the extraordinary reserve.

## **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

The Shareholders appointed the Board of Statutory Auditors that will remain in office until the Shareholders' Meeting called for the approval of the 2022 financial statements.

Gianluca Ferrero, Rossella Tosini and Pasquale De Falco were appointed as Standing Auditors, while Alberto De Nigro, Valeria Maria Scuteri and Aldo Anellucci were appointed as Alternate Auditors.

Gianluca Ferrero was appointed as Chairman of the Board of Statutory Auditors.

Gianluca Ferrero and Alberto De Nigro were taken from the minority list No. 2 submitted by the Shareholder INARCASSA, while Rossella Tosini, Pasquale De Falco, Valeria Maria Scuteri and Aldo Anellucci were taken from the list that came first in terms of number of votes submitted by the majority Shareholder CDP Industria S.p.A.

The Statutory Auditors' *curricula vitae* are available on the Company's website at [www.fincantieri.com](http://www.fincantieri.com).

The Shareholders' Meeting also defined the gross annual remuneration of the Chairman of the Board of Statutory Auditors and of each Standing Auditor at EUR 37,000/p.a. and EUR 26,000/p.a. respectively.

## **AUTHORIZATION TO PURCHASE AND DISPOSE OF THE COMPANY'S TREASURY SHARES**

The Shareholders also approved the proposal to authorize the purchase and disposal of treasury shares, after revoking the previous authorization granted by the Ordinary Shareholders' Meeting of April 5, 2019, for the purposes described in the Explanatory Report drafted pursuant to Article 73 of the Regulation adopted by Consob (Italian Companies and Exchange Commission) by Resolution No. 11971 dated May 14, 1999 ("Issuers' Regulations"). Purchase of the Company's treasury shares was authorized 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, for a maximum amount of shares that does not in total exceed one fifth of the Company's share capital. Disposal of the Company's treasury shares was authorized without time constraints.

The purchase or disposal of treasury shares shall comply with the terms, conditions and requirements provided under applicable laws as well as, if applicable, accepted market practices in force at the relevant time. In particular, purchases shall take place at a price that does not vary upwards or downwards by more than 10% over the reference price registered on the Electronic Stock Market (MTA) organized and managed by Borsa Italiana S.p.A. (Italian Stock Exchange) in the trading session preceding each individual transaction.

## REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID

Regarding the Report on the policy regarding remuneration and fees paid (the “Report”), the Shareholders 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;
- 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.

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*Fincantieri is one of the world’s largest shipbuilding groups and number one for diversification and innovation. It is leader in cruise ship design and construction and a reference player in all high-tech shipbuilding industry sectors, from naval to offshore vessels, from high-complexity special vessels and ferries to mega yachts, as well as in ship repairs and conversions, production of systems and mechanical and electrical component equipment, cruise ship interiors solutions, electronic systems and software, infrastructures and maritime constructions as well as after-sales services. With over 230 years of history and more than 7,000 vessels built, Fincantieri has always kept its management offices, as well as all the engineering and production skills, in Italy. With over 8,900 employees in Italy and a supplier network that employs nearly 50,000 people, Fincantieri has enhanced a fragmented production capacity over several shipyards into strength, acquiring the widest portfolio of clients and products in the cruise segment. To hold its own in relation to competition and assert itself at global level, Fincantieri has broadened its product portfolio becoming world leader in the sectors in which it operates.*

*The Group has today 20 shipyards in 4 continents, nearly 20,000 employees and is the leading Western shipbuilder. It has among its clients the world’s major cruise operators, the Italian and the US Navy, in addition to several foreign navies, and it is partner of some of the main European defence companies within supranational programs. Fincantieri’s business is widely diversified by end markets, geographical exposure and by client base, with revenue mainly generated from cruise ship, naval and Offshore and Specialized vessel construction. Compared with less diversified players, such diversification allows it to mitigate the effects of any fluctuations in demand on the end markets served.*

[www.fincantieri.com](http://www.fincantieri.com)

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