

**FINCANTIERI: SHAREHOLDERS' MEETING APPROVES 2016 FINANCIAL STATEMENTS**

- **2016 Financial statements approved**
- **New Board of Statutory Auditors appointed: Gianluca Ferrero appointed Chairman**
- **Performance Share Plan 2016-2018 approved**
- **Purchase and disposal of treasury shares approved**
- **First Section of the Remuneration report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998 approved**
- **Authorization of the issuance of maximum 50,000,000 ordinary shares without nominal value, having the same characteristics as the outstanding ordinary shares, to service the Performance Share Plan 2016-2018 to be attributed to the management of the Company and/or its subsidiaries**

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**Trieste, May, 19 2017 – FINCANTIERI S.p.A.** ("Fincantieri" or the "Company") ordinary and extraordinary Shareholders' Meeting was held today on a single call.

**APPROVAL OF 2016 FINANCIAL STATEMENTS**

The ordinary Shareholders' Meeting resolved to approve the financial statements of FINCANTIERI S.p.A. at December 31, 2016 and the allocation of the FINCANTIERI S.p.A.'s profit for euro 933,672.61 to the Legal reserve and for euro 17,739,779.66 to the Extraordinary reserve.

**APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

The ordinary Shareholders' Meeting appointed the Board of Statutory auditors that will remain in office until the Shareholders' meeting called for the approval of 2019 financial statements.

Gianluca Ferrero, Roberto Spada and Fioranna Vittoria Negri were appointed as Permanent Auditors, while Alberto De Nigro, Flavia Daunia Minutillo and Massimiliano Nova were appointed as Alternative Auditors.

Gianluca Ferrero (confirmed as Chairman) and Alberto De Nigro were taken from the minority list submitted by the Shareholder INARCASSA, while Roberto Spada, Fioranna Vittoria Negri, Flavia Daunia Minutillo and Massimiliano Nova were taken from the list that came first in terms of number of votes submitted by the majority Shareholder Fintecna S.p.A.

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

The Shareholders' Meeting defined the annual remuneration of the Chairman of the Board of Statutory Auditors and of each Permanent Auditor at euro 37,000 and euro 26,000 respectively.

#### **APPROVAL OF THE PERFORMANCE SHARE PLAN 2016-2018**

The ordinary Shareholders' Meeting also resolved to approve the Performance Share Plan 2016-2018 for Fincantieri management and/or its subsidiaries as described in the Information Document prepared in accordance to Article 114-bis Italian Consolidated Financial Act (TUF) and Article 84-bis of Consob Regulation No. 11971 of May 14, 1999 (Regolamento Emittenti).

#### **APPROVAL TO THE PURCHASE AND DISPOSAL OF THE COMPANY'S TREASURY SHARES**

The ordinary Shareholders' Meeting resolved to approve the proposal for the authorization to purchase and dispose of treasury shares for the purposes described in the Explanatory Report by the Board of Directors in accordance with Article 73 of Consob Regulation No. 11971 of May 14, 1999 (Regolamento Emittenti). The purchase of treasury shares is authorized for a period of 18 months from the date of the Shareholders' Meeting resolution and for a maximum amount of shares not exceeding one fifth of the share capital of the Company. The authorization for the disposal of treasury shares is authorized without time limits.

The purchase and disposal of such shares shall be carried out in accordance with the terms and conditions defined by the applicable domestic and European regulations and accepted market practice. In particular, the share purchases shall be made at a price within a range of +10%/ -10% of the reference share price recorded on the Italian stock market (Mercato Telematico Azionario - MTA) organized and managed by Borsa Italiana S.p.A on the trading session preceding each single transaction.

#### **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 6 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.

#### **AUTHORIZATION OF THE ISSUANCE OF ORDINARY SHARES WITHOUT NOMINAL VALUE IN RELATION TO THE PERFORMANCE SHARE PLAN 2016-2018**

The extraordinary Shareholders' Meeting resolved to approve the issuance in one or more tranches, according to Article 2349 of the Italian Civil Code, of up to 50,000,000 ordinary shares without nominal value and by December 31, 2021. In connection with the Performance Share Plan 2016-2018, the shares can be transferred, for free and without any increase of the share capital, to the top managers of Fincantieri and/or its subsidiaries .

The Shareholders' Meeting also resolved upon the corresponding amendment of the By-Laws.

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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](http://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 almost 19,200 employees, of whom more than 7,900 in Italy, 20 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](http://www.fincantieri.com)

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*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. reserves the right to communicate any changes in its forward-looking data and information within the time and in the manner required by law.*

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