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Diffusione presunta

Oggetto : FINCANTIERI Notice of publication of the
Annual report 2018 and other documents
for the Shareholders' meeting on April 5,
2019

Testo del comunicato

Vedi allegato.

NOTICE OF PUBLICATION OF THE ANNUAL REPORT 2018, CONSOLIDATED NON-FINANCIAL STATEMENT AND OTHER DOCUMENTS FOR THE SHAREHOLDERS' MEETING ON APRIL 5, 2019

Trieste, March 14, 2019 – FINCANTIERI S.p.A. (“Fincantieri” or “the Company”) informs that the Annual Report, containing Fincantieri Group Consolidated Financial Statements as at December 31, 2018, draft Financial Statements of Fincantieri as at December 31, 2018, Report on operations and the certifications pursuant to article 154-bis, paragraph 5 of the Legislative Decree 58/1998, as well as the Reports prepared by the external auditors and the Board of Statutory Auditors, are made available to the public at the Company’s registered office, on the Company’s website (www.fincantieri.com) in the sections “Investor Relations - Financial Statements” and “Ethics & Governance – Shareholders’ Meeting – Shareholders’ Meeting 2019” and on the website of the authorized storage mechanism “eMarket STORAGE” (www.emarketstorage.com).

The Statement of Non-Financial Information as at 31 December 2018, drafted in accordance with Legislative Decree No. 254 of December 30, 2016, the Report on Corporate Governance and Ownership Structure drafted in accordance with article 123-bis of Legislative Decree 58/1998, the Remuneration Report drafted pursuant to article 123-ter of Legislative Decree 58/1998, are also made available to the public at the Company’s registered office on the Company’s website (www.fincantieri.com) in the section “Ethics & Governance – Shareholders’ Meeting – Shareholders’ Meeting 2019” and on the website of the authorized storage mechanism “eMarket-STORAGE” (www.emarketstorage.com).

The Company also informs that the Financial Statements and/or summary accounts of Fincantieri’s subsidiaries and associates, as provided for by article 2429, paragraph 3 and 4, of the Italian Civil Code, and the accounting reports of the main Extra-UE subsidiaries drafted pursuant to article 15 of Consob "Market Regulation" no. 20249/2017 will be made available to the public, in accordance with laws and regulations in force.

The Company informs that, according to article 84-bis of Consob Regulation no.11971/1999 (the Issuers’ Regulations), the tables containing information on the implementation status of the Performance Share Plan 2016-2018, approved by the Shareholders’ meeting of May 19, 2017, and the Performance Share Plan 2019-2021, approved by the Shareholders’ meeting of May 11, 2018, are published in the annex to this press release, drafted in accordance with diagram 7 of Annex 3A of the Issuers’ Regulations. For information on the characteristics of the assigned instruments and on the Performance Share Plans as a whole, please refer to the relevant

informative documents available on the Company's website (www.fincantieri.com) in the sections "Ethics & Governance – Shareholders' meeting archive - Shareholders' meeting 2017" and "Ethics & Governance – Shareholders' meeting archive - Shareholders' meeting 2018".

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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 and 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 8,600 employees in Italy and a supplier network that employs nearly 50,000 people, Fincantieri has enhanced a fragmented production capacity over several shipyards into a 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.

With globalization, the Group has around 20 shipyards in 4 continents, over 19,000 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 defense 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 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

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Name and surname or category ⁽¹⁾	Office	CHART 1							
		Plan for the granting of shares free of charge – “Performance Share Plan 2016-2018” (1st three-year Cycle 2016-2018, 2nd three-year Cycle 2017-2019 and 3rd three-year Cycle 2018-2020)							
		Section 1							
Shares relating to the plans, valid and approved on the basis of previous shareholders' meetings' resolutions									
		Date of the Shareholders' resolution ⁽²⁾	Type of financial instrument	Number of shares held at the end of the previous financial year	Maximum number of Granted Shares ⁽³⁾	Grant Date ⁽⁴⁾	Share purchase price if applicable	Market price on Grant Date	Vesting Period
<u>Giuseppe Bono</u>	<u>Chief Executive Officer</u> <u>FINCANTIERI S.p.A.</u>	19-mag-17	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	2,909,305 1st CYCLE (2016-2018)	15 December 2016 ⁽⁶⁾	N.A.	0,4245	- ⁽⁹⁾
				0 ⁽⁵⁾	1,190,132 2nd CYCLE (2017-2019)	25 July 2017 ⁽⁷⁾	N.A.	1,0377	- ⁽⁹⁾
				0 ⁽⁵⁾	919,788 3rd CYCLE (2018-2020)	22 June 2018 ⁽⁸⁾	N.A.	1,3427	- ⁽⁹⁾
<u>Alberto Maestrini</u>	<u>General Manager</u> <u>FINCANTIERI S.p.A.</u>	19-mag-17	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	562,884 1st CYCLE (2016-2018)	15 December 2016 ⁽⁶⁾	N.A.	0,4245	- ⁽⁹⁾
				0 ⁽⁵⁾	286,638 2nd CYCLE (2017-2019)	25 July 2017 ⁽⁷⁾	N.A.	1,0377	- ⁽⁹⁾
				0 ⁽⁵⁾	266,314 3rd CYCLE (2018-2020)	22 June 2018 ⁽⁸⁾	N.A.	1,3427	- ⁽⁹⁾
<u>5 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u>	19-mag-17	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	1,340,007 1st CYCLE (2016-2018)	15 December 2016 ⁽⁶⁾	N.A.	0,4245	- ⁽⁹⁾	
<u>8 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u>			0 ⁽⁵⁾	1,078,520 2nd CYCLE (2017-2019)	25 July 2017 ⁽⁷⁾	N.A.	1,0377	- ⁽⁹⁾	
<u>8 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u> ⁽¹⁰⁾			0 ⁽⁵⁾	978,784 3rd CYCLE (2018-2020)	22 June 2018 ⁽⁸⁾	N.A.	1,3427	- ⁽⁹⁾	
<u>7 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>	19-mag-17	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	1,818,359 1st CYCLE (2016-2018)	15 December 2016 ⁽⁶⁾	N.A.	0,4245	- ⁽⁹⁾	
<u>14 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>			0 ⁽⁵⁾	1,313,867 2° CICLO (2017-2019)	25 July 2017 ⁽⁷⁾	N.A.	1,0377	- ⁽⁹⁾	
<u>14 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>			0 ⁽⁵⁾	1,154,068 3rd CYCLE (2018-2020)	22 June 2018 ⁽⁸⁾	N.A.	1,3427	- ⁽⁹⁾	
<u>33 other key resources</u> <u>in FINCANTIERI S.p.A.</u>	19-mag-17	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	5,201,453 1st CYCLE (2016-2018)	15 December 2016 ⁽⁶⁾	N.A.	0,4245	- ⁽⁹⁾	
<u>26 other key resources</u> <u>in FINCANTIERI S.p.A.</u>			0 ⁽⁵⁾	1,552,761 2nd CYCLE (2017-2019)	25 July 2017 ⁽⁷⁾	N.A.	1,0377	- ⁽⁹⁾	
<u>26 other key resources</u> <u>in FINCANTIERI S.p.A.</u>			0 ⁽⁵⁾	1,375,132 3rd CYCLE (2018-2020)	22 June 2018 ⁽⁸⁾	N.A.	1,3427	- ⁽⁹⁾	

⁽¹⁾ The data shown below refer to the population belong to each category actually beneficiary.

⁽²⁾ The date refers to the Shareholders' Meeting called to approve the Plan.

⁽³⁾ Please note that the number of shares indicated in Table 3A of the Report on Remuneration are calculated at target.

⁽⁴⁾ With reference to the 3rd cycle of the Plan, the Grant is envisaged to take place by 31 July 2019.

⁽⁵⁾ No valid shares, related to the plans approved on the basis of previous shareholders' meetings resolutions, are held. For the other shareholdings see the Table in Section III of the Remuneration Report.

⁽⁶⁾ Please note that the Remuneration Committee which proposed the number of entitlements to grant met on 15 December 2016, and on the same date, the Board of Directors resolved the maximum number to grant.

⁽⁷⁾ Please note that the Remuneration Committee which proposed the number of entitlements to grant met on 20 July 2017. The Board of Directors which resolved the maximum number of shares to grant met on 25 July 2017.

⁽⁸⁾ Please note that the Remuneration Committee which proposed the number of entitlements to grant met on 22 June 2018, and on the same date, the Board of Directors resolved the maximum number to grant.

⁽⁹⁾ Pursuant to the Plan, the Vesting Period is the period that runs between the Entitlements Grant Date and the Date of Allotment of Shares to the Beneficiaries. That period is approximately three years but can be longer or shorter depending on the actual Allotment Date and Grant of the Shares with reference to each Plan Cycle.

⁽¹⁰⁾ The information on the Executives with Strategic Responsibilities, regarding the 3rd Cycle (2018-2020) of the Plan LTI 2016-2018, also includes that of the second General Manager appointed by the Board of Directors' meeting of 22 January 2019, who will assist the General Manager appointed earlier on 26 September 2016.

Please note that 153,944 shares were allocated to the second General Manager, Mr Pier Francesco Ragni, for the 3rd Cycle (2018-2020) of the Plan LTI 2016-2018.

Name and surname or category ⁽²⁾	Office	CHART 1													
		Plan for the granting of shares free of charge – “Performance Share Plan 2019-2021” (1st three-year Cycle 2019-2021) ⁽¹⁾													
		<u>Section 1</u>													
Shares relating to the plans, valid and approved on the basis of previous shareholders' meetings' resolutions								Date of the Shareholders' resolution ⁽³⁾	Type of financial instrument	Number of shares held at the end of the previous financial year	Maximum number of Granted Shares	Grant Date ⁽⁴⁾	Share purchase price if applicable	Market price on Grant Date	Vesting Period
<u>Giuseppe Bono</u>	<u>Chief Executive Officer</u> <u>FINCANTIERI S.p.A.</u>	11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						
<u>Alberto Maestrini</u>	<u>General Manager</u> <u>FINCANTIERI S.p.A.</u>	11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						
<u>Pier Francesco Ragni</u>	<u>General Manager</u> <u>FINCANTIERI S.p.A.</u> ⁽⁷⁾	11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						
<u>7 Executives with Strategic Responsibilities</u> <u>in FINCANTIERI S.p.A.</u>		11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						
<u>14 Key Executives</u> <u>in FINCANTIERI S.p.A.</u>		11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						
<u>41 other key resources</u> <u>in FINCANTIERI S.p.A.</u>		11-mag-18	FINCANTIERI S.p.A. shares	0 ⁽⁵⁾	N.A.	by 31 July 2019	N.A.	N.A.	- ⁽⁶⁾						

⁽¹⁾ The information on the 2nd and 3rd Plan Cycle will be provided in compliance with the procedures and within the period specified in Article 84- *bis*(5)(A) of the Issuers' Regulations and, in any event, in the regulations from time to time in force.

⁽²⁾ The data shown below refer to the population belong to each category actually beneficiary.

⁽³⁾ The date refers to the Shareholders' Meeting called to approve the Plan.

⁽⁴⁾ With reference to the 2nd and 3rd cycle of the Plan, the Grant is envisaged to take place by 31 July 2020 and by 31 July 2021, respectively.

⁽⁵⁾ No valid shares, related to the plans approved on the basis of previous shareholders' meetings resolutions, are held. For the other shareholdings see the Table in Section III of the Remuneration Report.

⁽⁶⁾ Pursuant to the Plan, the Vesting Period is the period that runs between the Entitlements Grant Date and the Date of Allotment of Shares to the Beneficiaries. That period is approximately three years but can be longer or shorter depending on the actual Allotment Date and Grant of the Shares with reference to each Plan Cycle.

⁽⁷⁾ The Board of Directors' meeting of 22 January 2019 resolved to appoint a second General Manager, who will assist the General Manager appointed earlier on 26 September 2016.

Fine Comunicato n.1616-36

Numero di Pagine: 7