

## NOTICE OF CALL

### FINCANTIERI S.P.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 19 MAY 2017

#### FINCANTIERI S.p.A.

Registered office Via Genova No. 1, Trieste  
Share Capital EUR 862,980,725.70 – fully paid up

VAT No. 00629440322

Tax Code and Venezia Giulia Businesses Registry No. 00397130584

Trieste Economic and Administrative Index No. 89063

#### *Ordinary and Extraordinary Shareholders' Meeting*

The Shareholders' Meeting of FINCANTIERI S.p.A. is convened to meet in ordinary and extraordinary session on 19 May 2017, in a single call at 10.00 a.m., in Trieste, at the premises of Savoia *Excelsior Palace*, Riva del Mandracchio, 4, to discuss and resolve upon the following

#### AGENDA

##### Ordinary part

1. Financial statements as at 31 December 2016. Presentation of the consolidated financial statements as at 31 December 2016. Reports by the Board of Directors, Board of Statutory Auditors and of the external auditors. Resolutions on the financial statements and related results. Related and consequent resolutions.
2. Appointment of the Board of Statutory Auditors for the three-year period 2017-2019. Related and consequent resolutions:
  - 2.1 Appointment of three Permanent Auditors and three Alternate Auditors;
  - 2.2 Appointment of the Chairperson of the Board of Statutory Auditors;
  - 2.3 Fees payable to the permanent members of the Board of Statutory Auditors.
3. Approval of the Performance Share Plan 2016-2018 pursuant to Article 114-*bis* of Legislative Decree No. 58 of 24 February 1998. Related and consequent resolutions.
4. Approval to purchase and disposal of the Company's treasury shares. Related and consequent resolutions.
5. Remuneration Report pursuant to Article 123-*ter*, subsection 6 of Legislative Decree no. 58 of 24 February 1998.

##### Extraordinary part

1. Issuance of maximum 50,000,000 no-par value ordinary shares without, having the same characteristics as the outstanding ordinary shares, to be used for the 2016-2018 Performance Share Plan, to be attributed to the management of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.

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### Information on the Company's share capital

At the date of this notice of call, the share capital of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is Euro 862,980,725.70, divided into 1,692,119,070 ordinary shares without par value.

### Entitlement to attend Shareholders' Meetings and exercise voting rights

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 (the Italian Consolidated Financial Act) and Article 14 of the Company's By-laws, parties who are entitled to attend the Shareholders' Meeting and exercise voting rights are those in relation to whom the Company has received the relevant statement from an authorised intermediary based on the accounting records at the end of the accounting day of the seventh open market trading day prior to the Shareholders' Meeting date, namely **10 May 2017** ("record date"). Credit or debit accounting entries made after that date are not taken into account for the purposes of legitimately exercising voting rights in the Shareholders' Meeting. Therefore persons who become owners of the Company's shares after the aforementioned record date will not be entitled to attend and vote in the General Meeting.

Fincantieri must receive the intermediary's statement by the end of the third open market trading day prior to the Shareholders' Meeting date (i.e. by **16 May 2017**); however, the entitlement to attend and vote will still apply if the Company receives the statement after this date but before the meeting session begins.

### Representation at the Shareholders' Meeting

#### Ordinary proxy

Persons holding voting rights may be represented in the Shareholders' Meeting by proxy granted in writing or by an electronic document signed electronically pursuant to Article 21, subsection 2, of Legislative Decree No. 82 of 7 March 2005. The proxy form may be used for this purpose, which is available in the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's registered office. The proxy may be sent to the Company:

- by post to:

*FINCANTIERI S.p.A.  
Legal Affairs Department – Segreteria Societaria  
Ref. "Proxy for Shareholders' Meeting 2017"  
Via Genova, 1  
34121 Trieste*

at least two open market trading days prior to the Shareholders' Meeting date (i.e. by **17 May 2017**) and, in any case, before the meeting session begins; or

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it), before the meeting session begins.

The representative may deliver or send to the Company a copy of the proxy instead of the original, also in electronic format, attesting (with full acceptance of liability) that the proxy is a copy of the original, and also attesting to the grantor's identity.

#### Proxy granted to a designated representative

Persons with voting rights may, furthermore, grant a proxy to Società per Amministrazioni Fiduciarie Spafid S.p.A. ("Spafid S.p.A."), with registered office in Milan, as designated representative of the Company pursuant to Article 135-*undecies* of the Italian Consolidated Financial Act and in accordance with Article 15 of the Company's By-laws. The proxy shall contain voting instructions for all or some of

the items on the agenda and is valid only for items for which instructions were given. Spafid S.p.A. may only be granted proxies in the capacity as the Company's designated representative.

The grant of the proxy to the designated representative shall not involve expenses for the grantor (except delivery costs, if any).

The proxy is granted by signing the special form available - together with instructions for filling out and transmitting the form - on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's registered office.

The aforementioned designated representative must receive the original of the proxy by the end of the second open market trading day prior to the date of the Shareholders' Meeting (that is by **17 May 2017**), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Ref. "Proxy for Fincantieri Shareholders' Meeting 2017"; the proxy may be hand-delivered during office hours (from 9 a.m. to 5 p.m.), or sent by registered letter with proof of receipt. Even if the proxy is transmitted in the original, complete with voting instructions, it may be notified to Spafid S.p.A., also electronically, to the certified electronic mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) or sent by fax to +39 02/875317. The transmission to the above certified electronic mail address of a proxy that is digitally signed in accordance with applicable regulatory provisions, shall have the same legal effect as a written signature.

The proxy and the voting instructions may always - by the aforementioned deadline - be revoked in accordance with the procedures outlined above.

Shares for which a proxy (full or partial) is granted are taken into account for purposes of determining whether the Shareholders' Meeting has been properly constituted. For draft resolutions in relation to which voting instructions have not been provided, the shares are not taken into account in calculating the majority and the equity interest required in order to approve resolutions.

### **Supplementing the agenda and submitting new draft resolutions**

Pursuant to Article 126-bis of the Italian Consolidated Financial Act, shareholders who represent (individually or jointly) at least 2.5% of the share capital may - within **ten days** of the date when the Shareholders' Meeting call notice is published (and, therefore, also due to public holidays, by **18 May 2017**) - request that specific items be added to the agenda, specifying the proposed additional items in this request, or submit draft resolutions on matters already on the Shareholders' Meeting's agenda. The agenda may not be supplemented by items on which the Shareholders' Meeting passes resolutions, pursuant to law, upon proposal of the Directors, or based on a plan or report prepared by them, different from those related to the items on the agenda.

Shareholders in relation to whom the Company has received (from an authorised intermediary in accordance with law) the special communication demonstrating their ownership of the equity interest required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request - together with the information containing the identification particulars of the shareholders submitting it and the total equity interest held and also the references to the statement which the intermediary sent the Company pursuant to applicable regulatory provisions - must be transmitted in writing to the Company by the aforementioned deadline:

- by post to:

*FINCANTIERI S.p.A.  
Legal Affairs Department - Segreteria Societaria  
Ref: "Supplementing the Agenda/new draft resolutions"  
Via Genova, 1  
34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

The Company reserves the right not to accept requests to supplement the agenda or draft resolutions transmitted by certified electronic mail which are illegible or transmitted using damaged or unreadable files. Please send a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

The Company's Board of Directors must - by the aforementioned deadline and in accordance with the aforementioned procedures - receive a report containing the reasons for the proposed new agenda items or the reasons for the additional draft resolutions submitted on items already included on the agenda.

Subject to the foregoing, a person with voting rights may in any case individually submit draft resolutions on agenda items of the Shareholders' Meeting.

### **Entitlement to ask questions prior to the Shareholders' Meeting**

Pursuant to Article 127-ter of the Italian Consolidated Financial Act, shareholders with voting rights and in relation to whom the Company has received (from an authorised intermediary in accordance with legislation in force) the special statement demonstrating that they hold the equity interest required, may ask questions about agenda items even before the Shareholders' Meeting, on condition that the Company receives them no later than three days before the date of the Shareholders' Meeting (i.e. by **16 May 2017**).

The questions - together with the information containing the identification particulars of the shareholders submitting them and also the references to the statement which the intermediary transmitted to the Company pursuant to applicable regulatory provisions - must be sent:

- by post to:

*FINCANTIERI S.p.A.  
Legal Affairs Department - Segreteria Societaria  
Ref: "Questions for Shareholders' Meeting 2017"  
Via Genova, 1  
34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

Please send a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

Replies will be given to questions received before the commencement of the Shareholders' Meeting, during that meeting at the latest. A question will be considered properly responded to at the Shareholders' Meeting if the reply is given to each person entitled to vote at the start of the meeting, in hard copy form. The Company may give a single reply to questions that have the same content. Note that a reply will not be required - even at the Shareholders' Meeting - to questions asked before that meeting, if the information requested is already available in "question and reply" form in the relevant section of the Company's website, or if the reply is already published in that section.

### **Appointment of the Board of Statutory Auditors**

The Board of Statutory Auditors will be appointed pursuant to the provisions of Article 30 of the Company's By-laws, to which express reference is made insofar as not dealt with below.

More particularly, pursuant to Article 30.1 of the Company's By-laws, the Shareholders' Meeting appoints the Board of Statutory Auditors, which is to consist of three Permanent Auditors and three Alternate Auditors. The Permanent Auditors and Alternate Auditors are appointed on the basis of slates

submitted by the Shareholders who - individually or together with other Shareholders - own at least 1% of the share capital.

Each Shareholder may submit or contribute to the submission of only one slate, and may vote on one slate alone. Shareholders who are part of the same group and Shareholders who have signed a shareholders' agreement involving the Company's shares may not submit or vote on more than one slate, even through an intermediary or a trust company.

The following provisions are to be noted, with particular reference to the preparation of slates and the composition of the Board of Statutory Auditors.

Each candidate may appear on one slate only, and shall otherwise be ineligible.

The slates are divided into two sections: one for candidates for the office of Permanent Auditor and the other for candidates for the office of Alternate Auditor, within each of which the candidates' names must be given in numbered sequential order. There shall not be a higher number of named candidates than there are members to be elected. The first candidate in each section must be enrolled in the Roll of Statutory Auditors and must have at least three years of experience in statutory auditing.

Furthermore, slates that (in relation to both sections) present three or more candidates must include candidates of different genders (in the first two positions of the section of the list related to Permanent Auditors, and in the first two positions of the section of the list related to Alternate Auditors), thus ensuring that the composition of the Board of Statutory Auditors complies with applicable regulatory provisions on gender balance.

Candidates for the office of Statutory Auditor must satisfy the professionalism and integrity requirements provided for by the Italian Ministry of Justice Decree of 30 March 2000, No. 162. For the purposes of Article 1, subsection 2, letters b) and c), of this Decree, commercial law, tax law, business economics and corporate finance matters, as well as sectors of activity related to naval engineering are deemed to be closely associated with the Company's activities.

Candidates must also satisfy the independence requirements provided for by applicable regulatory provisions. Existing legislative and regulatory provisions in force are applicable to situations of ineligibility and to the limits on multiple offices that members of the Board of Statutory Auditors can hold as director and/or auditor.

The candidate slates must be filed by the Shareholders by **24 April 2017**, as follows: (i) by hand delivery to the Company's registered office, Via Genova 1, 34121 Trieste, c/o the Legal Affairs Department - Company's Secretary Office, during normal office hours 9.00 a.m. to 5.00 p.m. - tel. + 39 040 3192606; or (ii) by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

In both cases, information must be provided at time of filing which enables the person transmitting the slates to be identified. The ownership of the minimum equity interest required in order to submit slates, as indicated above, is determined having regard to the shares registered to the Shareholder at the date on which the slates are filed with the Company. The relevant certification may, however, also be submitted after the slate has been filed, on condition that it is submitted at least twenty-one days before the date of the Shareholders Meeting (i.e. by **28 April 2017**), by statement issued by an authorised intermediary pursuant to applicable regulatory provisions.

Slates filed must be accompanied by the documentation and information required by the Company's By-laws and by applicable regulatory provisions. Note, in particular, that the following must be filed together with the slates: (i) information on the identity of Shareholders submitting the slates, indicating the total equity interest held; (ii) exhaustive information on the personal and professional qualifications of the candidates and the statements by which individual candidates accept their candidacy and certify - accepting full liability - that they satisfy the requirements of applicable regulatory provisions; and (iii) a statement by shareholders - other than those who hold (jointly or otherwise) a controlling or relative majority shareholding - that they have no relations or dealings with the latter pursuant to Article 144-

*quinquies* of the Issuers' Regulations adopted by CONSOB (Italian Securities Market Authority) by Resolution No. 11971 of 14 May 1998 (the "Issuers Regulations") (also taking into account the recommendations contained in its Communication of 26 February 2009 No. DEM/9017893).

Moreover, it is recommended to include all the relevant information in the *curriculum vitae* of individual candidates filed together with the slates, given that - pursuant to Article 2400, last subsection of the Italian Civil Code - offices as director and auditor which they hold in other companies must be disclosed to the Shareholders' Meeting at the time when Auditors are appointed and before they accept their office, and also taking into account the provisions limiting the combination of offices referred to in Article 148-bis of the Italian Consolidated Financial Act.

Note that if - upon the expiry of the aforementioned deadline for filing the slates (24 April 2017) - only one slate has been filed, or if only slates are filed which have been submitted by Shareholders who are associated within the meaning of Article 144-*quinquies* of the Issuers Regulations, other slates may be submitted until the third day following that date (i.e. until **27 April, 2017**). In this case, the threshold for the submission of the slates will be reduced by one half and will therefore be equal to 0.5% of the share capital.

For further information on the appointment of the Board of Statutory Auditors, please refer to the explanatory report on the relevant item on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of the Italian Consolidated Financial Act and made available to the public in the manner and according to the deadlines provided for by applicable regulatory provisions.

#### **Appointment of the Chairperson of the Board of Statutory Auditors**

Note that - pursuant to Article 148 subsection 2-bis of the Italian Consolidated Financial Act and Article 30.7 of the Company's By-laws - the Chairperson of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among Permanent Auditors elected by the minority.

#### **Information documents**

The documentation related to the Shareholders' Meeting - including explanatory reports on meeting agenda items, draft resolutions, the annual financial report, the Board of Statutory Auditors' report and the external auditors' report - will be made available to the public, according to the deadlines imposed by applicable regulatory provisions, at the Company's registered office and on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting and also in the authorised and centralised storage system "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Shareholders and - if different - those who are entitled to attend and vote at the Shareholders' Meeting are entitled to examine the aforementioned documentation, filed at the Company's registered office, and to obtain copies thereof.

This notice of call is published in full, in accordance with the provisions of Article 125-bis of the Italian Consolidated Financial Act, Article 84 of the Issuers' Regulations and Article 13.1. of the Company's By-laws, on the Company's website in the section dealing with this Shareholders' Meeting and, in abridged form, on the daily newspaper "Milano Finanza".

#### **Other information**

Experts, financial analysts, accredited journalists and other individuals who wish to attend the Shareholders' Meeting should submit a request to the Company by **17 May 2017**:

- by post to:

*FINCANTIERI S.p.A.*

*Legal Affairs Department - Segreteria Societaria*

*Ref: "Request by third parties to attend the Shareholders Meeting"*

*Via Genova, 1  
34121 Trieste*

- by electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

Participation at this Shareholders' Meeting using telecommunications facilities will not be possible, and neither will correspondence and/or electronic voting be possible. Those entitled to attend the Shareholders' Meeting are invited to come early in order to facilitate the registration process, which will begin from 9.00 a.m. hours.

The Shareholders' Meeting assistance service made available by the Company may be contacted at the following numbers, if any further information is required on the Shareholders' Meeting and, more particularly, on the manner of exercise of associated rights: telephone: +39 02/80687319 (weekdays only)

*Trieste 29 March 2017*

*For the Board of Directors  
The Chairperson of the Board of Directors  
Giampiero Massolo*

