

PROXY FORM

PURSUANT TO ARTICLE 135 - *NOVIES* OF LEGISLATIVE DECREE NO. 58/1998

for representation at the ordinary and extraordinary shareholders' meeting of FINCANTIERI S.p.A. convened on 19 May 2017, in a single call, at 10 a.m. at the Savoia *Excelsior Palace*, Riva del Mandracchio, 4, Trieste

I the undersigned ⁽¹⁾ _____, born in _____ ⁽²⁾ on _____, resident in (full address) _____ ⁽²⁾ _____, tax code ⁽³⁾ _____ ID _____ (type) _____ No. _____ (copy to be attached), being entitled to attend and exercise the voting right at the ordinary and extraordinary meeting of the shareholders of FINCANTIERI S.p.A. convened on 19 May 2017 in my capacity as ⁽⁴⁾:

shareholder in FINCANTIERI S.p.A. as holder of no. _____ ordinary shares in FINCANTIERI S.p.A. registered on securities account no. _____ with the following intermediary _____ ABI _____ CAB _____;

a party with the right to vote in relation to no. _____ FINCANTIERI S.p.A. ordinary shares in the name of _____ registered on securities account no. _____ with the following intermediary _____ ABI _____ CAB _____ in his/her/its capacity as _____ ⁽⁵⁾;

legal representative of ⁽⁶⁾ _____ registered office in _____ ⁽²⁾, tax code ⁽³⁾ _____, in my capacity as _____/by virtue of the powers granted by _____ ⁽⁷⁾ (copy to be attached), party entitled to vote /party to whom the right to vote is attributed in its capacity as _____ ⁽⁸⁾ in relation to no. _____ FINCANTIERI S.p.A. ordinary shares in the name of _____, registered on securities account no. _____ with the following intermediary _____ ABI _____ CAB _____;

HEREBY APPOINT

Mr/Ms. _____, born in _____ ⁽²⁾ on _____ and resident in _____ ⁽²⁾ _____, tax code _____ with the power (where appropriate) to be substituted in turn by

Mr/Ms. _____, born in _____ ⁽²⁾ on _____ and _____

⁽¹⁾ State name and surname of party granting the proxy (as it appears on the copy of the notification for the purposes of attendance at the shareholders meeting referred to in Article 83-*sexies* of Legislative Decree No. 58/1998) or the legal representative of the legal entity granting the proxy.

⁽²⁾ State country (where not Italy), town/city and address.

⁽³⁾ Or, alternatively, an equivalent international ID code.

⁽⁴⁾ Put an X against the capacity that applies.

⁽⁵⁾ State the grounds in law, other than ownership (e.g. pledge, usufruct, held in custody, carry-over transaction. etc.), by virtue of which the right to vote is attributed.

⁽⁶⁾ State name of the legal entity (as it appears on the copy of the notification for the purposes of attendance at the Shareholders' meeting referred to in Article 83-*sexies* of Legislative Decree No. 58/1998).

⁽⁷⁾ Set out details identifying the document granting the powers of representation.

⁽⁸⁾ Delete the one that does not apply and, in the case of a party to whom the right of vote is attributed, state the grounds in law, other than ownership (e.g. pledge, usufruct, held in custody, contango. etc.), by virtue of which the right to vote is attributed.

resident _____ in _____²⁾
_____, tax code _____, to attend and
represent me at the ordinary and extraordinary shareholders' meeting of FINCANTIERI S.p.A.
convened on 19 May 2017, in a single call, at 10 a.m. at the premises of Savoia *Excelsior Palace*,
Riva del Mandracchio, 4, Trieste, with 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 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.

granting him/her the necessary powers in order to exercise the right to vote, in my name and on my behalf.

Place and date

Signature of party granting the proxy⁽⁹⁾

* * * * *

I the undersigned hereby declare that the right to vote is to be exercised by the proxy ⁽¹⁰⁾:

at their discretion ⁽¹¹⁾

⁽⁹⁾ Please initial the pages of the proxy other than the page on which the document is signed as a whole.

⁽¹⁰⁾ Put an X against the one that applies.

⁽¹¹⁾ Note that, pursuant to Article 118, paragraph 1 (c) of the Regulations approved by Consob (the Italian securities market authority) by way of resolution no. 11971/1999, shares in relation to which " *the right to vote is held pursuant to a*

in accordance with specific voting instructions issued by the undersigned party granting the proxy ⁽¹²⁾.

Place and date

Signature of party granting the proxy

* * * * *

Note that, pursuant to Article 135-*novies*, paragraph 5 of Legislative Decree No. 58/1998, "in lieu of the original, the representative may deliver or send a copy of the proxy, certifying on their own responsibility that the proxy is a true copy of the original and the identity of the party granting the proxy. The said copy can be in electronic format. The representative shall keep the original proxy and shall keep a record of voting instructions received, if any, for one year from conclusion of the shareholders meeting".

PRIVACY POLICY PURSUANT TO LEGISLATIVE DECREE NO. 196/2003

The data controller, FINCANTIERI S.p.A., will only process the personal data provided for the purposes referred to in this document, i.e. for attendance at the ordinary and extraordinary shareholders meeting on 19 May 2017 by proxy. The provision of personal data and the processing of the same are necessary for the aforementioned purposes. A failure to provide the aforementioned personal data will result in it being impossible to attend the Shareholders Meeting by proxy.

The personal data will be processed for the purposes set out above mainly by automated means and using IT and telematic tools (designed to store, handle and send the said data), as well as by storage in paper form, in full compliance with the security measures imposed by Legislative Decree No. 196/2003 as well as the principles of necessity, relevance and propriety established by the data processing legislation.

The data provided will be held for a period of 36 months and will in no circumstances be disclosed to third parties, save in order to comply with duties imposed by law or regulatory duties. The data controller is specifically authorised to disclose the personal data to Spafid S.p.A. (which will process the personal data in its capacity as data processor) in order to ensure that the rights established in this document in relation to the Shareholders meeting are exercised correctly.

The data processor is Mr. Umberto Baldi, head of the Company Secretary's Office, address for the purposes of the position held being the registered office of FINCANTIERI S.p.A. A request may be sent to him at any time pursuant to Article 7 of Legislative Decree No. 196/2003, for (i) confirmation of the existence of the said data; (ii) provision of the information referred to in the second paragraph of Article 7 as previously referred to [source, purposes and rationale of the processing and ID of the data controller and the data processor]; (iii) the data to be updated, rectified, deleted, transformed or added to. In addition, the data subject may object to the processing in the circumstances and for the reasons set out in Legislative Decree No. 196/2003.

Exercise of the rights specified in this document, in the manner set out therein, shall imply consent to the processing of the personal data sent.

proxy" are treated as shareholdings for the purposes of the duties of disclosure governed by Article 120 of the Legislative Decree No. 58/1998 "on condition that the right can be exercised on a discretionary basis in the absence of specific instructions issued by the party granting the proxy"

⁽¹²⁾ Those entitled to attend and exercise the right to vote at the Shareholders Meeting and, in addition, their proxies, are asked to take account of the provisions on conflicts of interest on the part of representatives and replacements pursuant to Article 135-*decies* of Legislative Decree No. 58/1998.