

PROXY FORM

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

for representation at the ordinary shareholders' meeting of FINCANTIERI S.p.A. convened on 5 April 2019, in a single call, at 10:30 a.m. at the premises of Palazzo dei Congressi della Stazione Marittima in Trieste, Molo Bersaglieri 3.

I the undersigned <sup>(1)</sup> \_\_\_\_\_, born in \_\_\_\_\_ <sup>(2)</sup> on \_\_\_\_\_, resident in (full address) \_\_\_\_\_ <sup>(2)</sup> \_\_\_\_\_, tax code <sup>(3)</sup> \_\_\_\_\_ ID \_\_\_\_\_ (type) \_\_\_\_\_ No. \_\_\_\_\_ (copy to be attached), being entitled to attend and exercise the voting right at the ordinary meeting of the shareholders of FINCANTIERI S.p.A. convened on 5 April 2019 in my capacity as <sup>(4)</sup>:

**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 \_\_\_\_\_ <sup>(5)</sup>;

**legal representative of** <sup>(6)</sup> \_\_\_\_\_ registered office in \_\_\_\_\_ <sup>(2)</sup>, tax code <sup>(3)</sup> \_\_\_\_\_, in my capacity as \_\_\_\_\_/by virtue of the powers granted by \_\_\_\_\_ <sup>(7)</sup> (copy to be attached), party entitled to vote /party to whom the right to vote is attributed in its capacity as \_\_\_\_\_ <sup>(8)</sup> 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 \_\_\_\_\_ <sup>(2)</sup> on \_\_\_\_\_ and resident in \_\_\_\_\_ <sup>(2)</sup> \_\_\_\_\_, tax code \_\_\_\_\_ with the power (where appropriate) to be substituted in turn by

Mr/Ms. \_\_\_\_\_, born in \_\_\_\_\_ <sup>(2)</sup> on \_\_\_\_\_ and \_\_\_\_\_

<sup>(1)</sup> 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.

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

<sup>(3)</sup> Or, alternatively, an equivalent international ID code.

<sup>(4)</sup> Put an X against the capacity that applies.

<sup>(5)</sup> 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.

<sup>(6)</sup> 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).

<sup>(7)</sup> Set out details identifying the document granting the powers of representation.

<sup>(8)</sup> 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 \_\_\_\_\_<sup>2)</sup>  
\_\_\_\_\_, tax code \_\_\_\_\_, to attend and represent me at the ordinary and extraordinary shareholders' meeting of FINCANTIERI S.p.A. convened on 5 April 2019, in a single call, at 10:30 a.m. at the premises of Palazzo dei Congressi della Stazione Marittima in Trieste, Molo Bersaglieri 3, with the following agenda:

1. Financial statements as at 31 December 2018. Presentation of the consolidated financial statements as at 31 December 2018 and the Statement of Non-Financial Information as at 31 December 2018, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, Board of Statutory Auditors and of the external auditors. Related and consequent resolutions.
2. Allocation of the financial year's profits and dividend distribution. Related and consequent resolutions.
3. Appointment of the Board of Directors. Related and consequent resolutions.
  - 3.1 Determination of the number of member of the Board of Directors;
  - 3.2 Determination of the term of the Board of Directors's office;
  - 3.3 Appointment of the Board of Directors's members;
  - 3.4 Appointment of the Chairman of the Board of Directors;
  - 3.5 Determination of the remuneration of the members of the Board of Directors.
4. Adjustment of the fee of the statutory audit firm for the 2018-2021 financial years.
5. Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 11 May 2018. Related and consequent resolutions.
6. Remuneration Report pursuant to Article 123-*ter*; paragraph 6 of Legislative Decree no. 58 of 24 February 1998.

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<sup>9)</sup>

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\* \* \* \* \*

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

at their discretion <sup>(11)</sup>

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

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

<sup>(10)</sup> Put an X against the one that applies.

<sup>(11)</sup> 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 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"

<sup>(12)</sup> 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.

*Place and date*

*Signature of party granting the proxy*

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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*".

**INFORMATION ON THE PROCESSING OF PERSONAL DATA  
OF THE PERSON HAVING THE RIGHT TO VOTE IN THE SHAREHOLDERS'  
MEETING**

Dear Sirs,

with this document, drawn up under Article 13 of EU Regulation no. 679/2016 (hereinafter also "Regulation") **FINCANTIERI S.p.A.** informs you, as the data subject for the processing of personal data, of the following.

**1. Data controller for personal data processing**

The data controller for the personal data requested from you (i.e. name, surname, email address, tax code) is **FINCANTIERI S.p.A.**, VAT no. 00629440322, with registered office in Trieste, Via Genova 1, (hereinafter also referred to as just the "**Controller**" or the "**Company**"), PEC [privacy@pec.fincantieri.it](mailto:privacy@pec.fincantieri.it), tel. **+39 040 3193111** fax **+39 040 3192305**.

**2. Purpose and legal basis of the processing of personal data**

As a person having the right to vote in the Shareholders' Meeting of **FINCANTIERI S.p.A.**, your personal data will be processed by electronic and/or paper means, only for the following purposes and on the following legal basis:

- a) **purposes related to the management of corporate affairs:** by means, by way of example, of the following personal data processing: (i) entering your data in the Shareholders' register of the Controller; (ii) registering and recording your data when you take part to the Shareholders' Meetings of the Company; (iii) collection of the questions asked to the Company before the Shareholders' Meeting. The processing is necessary to meet the legal prescriptions provided by law due to your shareholding in **FINCANTIERI S.p.A.**;
- b) **administrative, fiscal and accounting purposes:** for the performance, by way of example, of the following processing: (i) use of your data in the accounting records and compulsory books of the Controller; (ii) use of your data to make payments (e.g. payment of any dividends). The processing is necessary to meet the legal prescriptions provided by law due to the position you hold;
- c) **for the purpose of managing any dispute (according to civil, criminal and labour law):** the processing is necessary to establish, exercise or defend the Controller's legal claims in court under Article 9(2)(f) of the Regulation.

It should also be noted that your data will be communicated and processed within **FINCANTIERI S.p.A.** by personnel duly appointed and instructed by the Controller.

### 3. Recipients of personal data

Your personal data may be communicated, strictly in relation to and in line with the purposes set out above, to the following categories of subjects:

- the service company that operates as a Service Centre on behalf of FINCANTIERI S.p.A. at Monte Titoli S.p.A. and is in charge of keeping FINCANTIERI S.p.A.'s Shareholders' register;
- the service company that provides technical and operational assistance for the management of the Shareholders' Meetings of FINCANTIERI S.p.A.;
- banks;
- any other parties, to whom the regulations in force provide for the obligation of communication.

The contact data of the external processors who carry out activities in the Controller's interest may be requested by you at the following PEC address: [privacy@pec.fincantieri.it](mailto:privacy@pec.fincantieri.it).

### 4. Transfer of personal data to a third country or an international organisation

The Data Controller does not intend to transfer your personal data to countries outside the European Union.

### 5. Period of retention of personal data

Your data will be kept for the time necessary to comply with legal prescriptions, as well as additional purposes, for no more than 10 years from the time of processing.

In any case, the terms of limitation in force will be respected to enforce the rights and obligations relating to your relationship with the Controller and other contractual or legal obligations that the Controller is required to comply with.

### 6. Rights of the data subject

We inform you that as a data subject you have the right to obtain from the Data Controller:

<b>Right of access:</b> (Article 15 of the Regulation)	confirmation as to whether or not personal data concerning you are being processed, and, where that is the case, the right to obtain, among other things, access to your personal data and information regarding the purposes of the processing, the categories of
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	personal data concerned and the recipients or categories of recipients to whom the personal data have been or will be disclosed.
<b>Right to rectification:</b> (Article 16 of the Regulation)	(i) rectification without undue delay of inaccurate personal data concerning you and (ii) completion of your personal data, where incomplete.
<b>Right to erasure ("right to be forgotten"):</b> (Article 17 of the Regulation)	erasure of personal data concerning you without undue delay (the Data Controller has the obligation to erase personal data without undue delay in the cases set out in Article 17 of the Regulation).
<b>Right to restriction of processing:</b> (Article 18 of the Regulation)	restriction of processing in the cases set out in Article 18 of the Regulation.
<b>Right to object for processing carried out under Article 6(1)(e) or (f):</b> (Article 21 of the Regulation)	objection, at any time, on grounds relating to your particular situation, to the processing of personal data relating to you under Article 6(1)(e) or (f), including profiling on the basis of such provisions.

At any time, you will have the opportunity to exercise the above rights through a formal request sent to the PEC address [privacy@pec.fincantieri.it](mailto:privacy@pec.fincantieri.it) accompanied by an identity document.

You also have the right to **lodge a complaint with the Data Protection Authority** if you believe that the processing of your personal data breaches the provisions of EU Regulation no. 679/2016.

## 7. Nature of consent for the processing of data and consequence of failure to give consent

The processing of personal data for the purposes referred to in paragraph 2 above is necessary to carry out specific requirements arising from legal prescriptions provided by law; failure to provide data for such purposes may result in the inability to attend Shareholders' Meetings, fulfil legal obligations and, if necessary, exercise your rights as a Shareholder.

The Controller informs you that during the Shareholders' Meeting, data processing is also carried out using an audio/video recording system in order to facilitate the subsequent recording of the meeting. All data, as well as audio/video supports, will be kept together with the documents provided during the Shareholders' Meeting by the Controller in order to document the transcription of the Shareholders' Meeting in the minutes.

For the Privacy Guidelines adopted by the Controller and/or further clarifications, please contact the Controller at the following PEC address: **privacy@pec.fincantieri.it**.

The Controller has provided for the appointment of a Data Protection Officer (DPO) who may be contacted at the following PEC address: **privacy@pec.fincantieri.it**.