

FINCANTIERI S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

VOTING INSTRUCTIONS

(intended for the Delegate only - Tick the relevant boxes)

The undersigned Signatory of the proxy (3) (personal details)	
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hereby appoints/subappoints Spafid to vote in accordance with the voting instructions given below at the Ordinary Meeting to be held on **9th June 2020, at 10:30 a.m.**, **in single call**, in Trieste, at Via Genova No. 1, at the registered office of the Company, by **FINCANTIERI S.p.A.**.

1. Financial statements as at 31 December 2019. Presentation of the consolidated financial statements as at 31 December 2019 and the Statement of Non-Financial Information as at 31 December 2019, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, of the Board of Statutory Auditors and of the external auditors. Related and consequent resolutions.

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

2. Allocation of profit for the year. Related and consequent resolutions.

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

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3. Appointment of the Board of Statutory Auditors for the 2020-2022 three-year period. Related and consequent resolutions:

3.1. Appointment of the three Standing Auditors and the three Alternate Auditors;					
<p>Indicate the chosen list or Against /Abstain with reference to all lists</p> <p>Here below the lists submitted (available on the website www.fincantieri.com in the "Ethics & Governance - Shareholders' Meeting – Shareholders' Meeting 2020" section):</p> <p>List No. 1 - presented by INSTITUTIONAL INVESTORS List No. 2 - presented by INARCASSA List No. 3 - presented by CDP INDUSTRIA S.P.A.</p>	<input type="checkbox"/> List No. 1	<input type="checkbox"/> List No. 2	<input type="checkbox"/> List No. 3	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting					
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>)				
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain				

3.2. Appointment of the Chairman of the Board of Statutory Auditors;
<p>Given that minority lists have been presented, this item will not be voted (pursuant to art. 148, paragraph 2-bis, of the Legislative Decree No. 58 of 24 February 1998 and art. 30, paragraph 6 of the Articles of Association, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from the Statutory Auditors elected by the minority).</p>

3.3. Determination of the remuneration of the Standing members of the Board of Statutory Auditors.			
<p>Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) CDP INDUSTRIA S.P.A.</p>	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

4. Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 5 April 2019. Related and consequent resolutions.

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Proposal of the board of directors			
	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

5. Report on the policy regarding remuneration and fees paid according to Article 123-ter, paragraphs 3-bis and 6, of Legislative Decree No. 58 of 24 February 1998:

5.1. Binding resolution on the first section on the policy regarding remuneration prepared under Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24 February 1998;			
Proposal of the board of directors			
	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

5.2. Non-binding resolution on the second section on fees paid prepared under Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998.

Proposal of the board of directors			
	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

(Place and date)

(Signature of the delegating party)

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DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

In favour

Against

Abstain

(Place and date)

(Signature of the delegating party)

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**INSTRUCTIONS FOR THE FILLING AND SENDING
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by sending to the address of certified email assemblee@pec.spafid.it (Object "Ordinary Proxy - Fincantieri 2020 Shareholders' Meeting") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail, the form in electronic file, signed with eligible electronic or digital signature;
- (ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Ordinary Proxy - Fincantieri 2020 Shareholders' Meeting), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Ordinary Proxy - Fincantieri 2020 Shareholders' Meeting"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

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For any additional clarification or information please contact Spafid S.p.A. by email to the address confidential@spafid.it or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR). Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com