

**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. 58/1998**

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24<sup>th</sup> April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, as converted with modifications by Law 26th February 2021 no. 21, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

With reference to the **Ordinary General Meeting of Fincantieri S.p.A.** to be held in Trieste, at the registered office of the Company at Via Genova 1, on **8 April 2021, in single call, at 10:30 a.m.**, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.fincantieri.com](http://www.fincantieri.com), in the section "Ethics and Governance - Shareholders' Meetings - Shareholders' Meeting 2021" on 4 March 2021 and having regard to the Reports on the items on the Agenda made available by the Company (§)

**with this form**

<b>I, the undersigned</b> (party signing the proxy)			Name (*)	Surname (*)	
Born in (*)	on (*)	Tax identification code or other identification if foreign (*)			
resident in (*)	Address (*)				
Phone no. (**)	Email (**)				
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)			
<b>in quality of</b> (tick the box that interests you)( <sup>1</sup> )					
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative (copy of the documentation of the powers of representation to be enclosed) <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify) .....					
Shareholder (if different)	Name Surname/Denomination: (*)				
	Born in (*)	on (*)	Tax identification code or other identification if foreign (*)		
	Registered office /Resident in (*)				
<b>related to</b>					
<b>No. (*)</b>	<b>ordinary shares Fincantieri - ISIN IT0001415246</b>	Registered in the securities account ( <sup>1</sup> ) No.	At the custodian	ABI	CAB
referred to the communication (pursuant to Article 83-sexies of D.Lgs. 58/98) ( <sup>2</sup> ) No.			supplied by the intermediary:		

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

(§) The Company will process the personal data in accordance with the information published on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dealing with this Shareholders' Meeting .

(\*) Mandatory

(\*\*) It is recommended to fill in order to better assist the delegating party.

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**Please note: This form may be subject to change following any Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

<b>VOTING INSTRUCTIONS</b> <i>(intended for the Delegate only - Tick the relevant boxes)</i>	
The undersigned Signatory of the proxy <b>(3)</b> (denomination/personal details)	
Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting to be held in Fincantieri to be held in Trieste, at the registered office of the Company at Via Genova 1, <b>on 8 April 2021, in single call, at 10:30 a.m.</b> , by <b>Fincantieri S.p.A.</b> .	

<b>1. Approval of the Financial Statements as at 31 December 2020. Presentation of the consolidated financial statements as at 31 December 2020 and the Statement of Non-Financial Information as at 31 December 2020, 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</b>				
Proposal of the Board of Directors	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			

<b>2. Resolutions relating to the allocation of the profit for the 2020 financial year</b>				
Proposal of the Board of Directors	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			

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**3.Approval of the Performance Share Plan 2022-2024, drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation issued by Consob with resolution No. 11971 of 14 May 1999**

Proposal of the Board of Directors	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			

**4.Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 9 June 2020**

Proposal of the Board of Directors	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			

**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	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			

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<b>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.</b>				
Proposal of the Board of Directors	<i>Tick only one box</i>	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting				
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (express preference)</b>			
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>			



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

<b>DIRECTORS' LIABILITY ACTION</b>		
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:		
<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

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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) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

**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,

(in the event of sub-delegation, the following must be sent to the Appointed Representative as an attachment to the same: i) the documentation indicated in the previous paragraph, referring to both the holder of the voting right and his proxy; ii) copy of the proxy issued by the holder of the right to vote to his proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for Fincantieri 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Fincantieri 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for Fincantieri 2021 Shareholders' Meeting")

**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.**

For any additional clarification or information please contact Spafid S.p.A. by email to the address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 02.80687319 - 02.80687335 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

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**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](mailto: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](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)