

## INTERNAL DEALING PROCEDURE

### 1. INTRODUCTION

On 5 May 2014, the Board of Directors of FINCANTIERI S.p.A. ("**Company**") approved this procedure ("**Procedure**") on identification of the relevant persons and disclosure of the transactions carried out by them (including through an intermediary) involving the Company's shares or other financial instruments connected to the Company's shares, in accordance with Article 114, Paragraph 7 of Legislative Decree no. 58 of 24 February 1998 ("**TUF**") and Article 152-sexies and following of the CONSOB Resolution no. 11971/1999 ("**Issuers Regulation**").

The Procedure shall enter into effect as from the date on which the Company's shares are admitted to listing on the stock market.

### 2. RELEVANT PERSONS AND CLOSE ASSOCIATES

#### 2.1 For the purposes of the Procedure, the following are considered relevant persons ("**Relevant Persons**"):

- (a) the members of the Company's Board of Directors and Board of Statutory Auditors;
- (b) the General Managers of the Company, the heads of the shipbuilding divisions, the manager in charge of the preparation of the Company's accounts, the other persons with management functions and the executives of the Company who have regular access to privileged information and can adopt management decisions that may affect the Company's development and future prospects;
- (c) if the Company holds an equity investment in a directly or indirectly controlled company and the book value of such equity investment represents more than 50% of the assets of the Company, the members of the management and control bodies of such controlled company, as well as the persons who carry out management functions within such controlled company and the managers of such controlled company who have regular access to privileged information and can adopt management decisions that may affect such controlled company's development and future prospects;
- (d) any other person who directly or indirectly holds an equity interest of at least 10% of the share capital of the Company<sup>1</sup> as represented by shares with voting rights, and any other person that controls the Company.

The Company's Chief Executive Officer and/or the Chairman of the Board of Directors and/or the General Managers may identify any other persons to whom the definition of Relevant Persons applies.

<sup>1</sup> Calculated pursuant to Article 118 of the Issuer Regulations.

## 2.2 For the purposes of the provisions of this Procedure, the following persons are considered as persons closely associated to the Relevant Persons (“Close Associates”):

- (a) spouses of Relevant Persons unless legally separated, their dependent children (including step-children) and parents, relatives and other kinsmen that have been living in the same household as the Relevant Person for at least one year;
- (b) legal entities, partnerships and trusts in which a Relevant Person or one of the persons specified in letter (a) is solely or jointly responsible for management;
- (c) legal entities controlled directly or indirectly by a Relevant Person or by one of the persons specified in letter (a);
- (d) partnerships in which the economic interests are substantially equivalent to those of a Relevant Person or one of the persons specified in letter (a);
- (e) trusts set up for the benefit of a Relevant Person or one of the persons specified in letter (a).

The Relevant Persons and the Close Associates are hereinafter jointly referred to as “**Relevant Individuals**”.

## 3. TRANSACTIONS SUBJECT TO DISCLOSURE OBLIGATIONS

Disclosure is required for any purchase, sale, subscription and exchange transactions (the “**Transactions**”) executed by Relevant Individuals on or outside the stock exchange, in any form whatsoever on shares of the Company or of its listed subsidiaries or of financial instruments related to the aforementioned shares<sup>2</sup>, exceeding a total amount of EUR 5,000 (five thousand euros), in each calendar year. For such purpose, such total amount is the aggregate value of the prices paid and received, being the sum of the value of the Transactions by or on behalf of each Relevant Person and the value of those executed by or on behalf of the Close Associates connected to each of them<sup>3</sup>.

<sup>2</sup> Pursuant to Article 152-sexies, Paragraph 1, Letter b) of the Issuers Regulation, referenced in full here, “financial instruments related to shares” are defined as “b.1) the financial instruments carrying the right to subscribe, buy or sell shares; b.2) debt financial instruments that are convertible into shares or exchangeable with shares; b.3) derivative financial instruments on shares, as specified in Paragraph 3, Article 1 of the TUF; b.4) other financial instruments equivalent to the shares, representing such shares; b.5) publicly traded shares issued by companies controlled by the listed issuer and financial instruments referenced in points b.1) to b.4) related to them; b.6) unlisted shares of companies controlled by the listed issuer when the book value of the equity investment in the controlled company represents more than 50 per cent of the net assets of the listed issuer, as indicated by the most recently approved financial statements, and the financial instruments referenced in points b.1) to b.4) related to them.”

<sup>3</sup> In addition, the other cases provided by Article 152-septies, Paragraph 3, of the Issuers Regulation are not subject to this Procedure, and namely:

- (i) transactions between the Relevant Person and Close Associates connected to him or her;
- (ii) transactions by the publicly traded issuer and by companies controlled by the same issuer;
- (iii) transactions by a bank or by an investment firm that contribute to the creation of a trading portfolio for such institution or firm, as defined by Article 11 of Directive 2006/49/CE, provided that such person:
  - keeps the trading and market-making units organizationally separated from the treasury and from the units that manage strategic equity investments;
  - is capable of identifying the shares held for trading and/or market-making purposes through means that can be verified by CONSOB, or through the holding of the same in a special separate account;

and, in the event of such person operating as a market maker, provided that such person:

- is authorized by the Member State of origin, pursuant to Directive 2004/39/CE to carry out market-making activity;
- provides CONSOB with the market-making agreement with the market management company and/or with the issuer, if required by law and the related implementation provisions in effect in the EU Member State where the market maker is active;
- notifies CONSOB that it intends to carry out or that it carries out market making on shares of publicly traded issuers, using the TR-2 form contained in Exhibit 4E; the market maker must likewise promptly notify CONSOB of the termination of market-making activity with respect to the same shares.

## 4. NOTIFICATION MECHANISMS AND DEADLINES

- 4.1** The Relevant Persons indicated in Article 2.1, Letters a), b) and c) must notify the Company of the Transactions that they have carried out or that have been carried out by their Close Associates, using the form shown in Exhibit 1 to this Procedure (prepared in compliance with Exhibit 6 of the Issuers Regulation) within three trading days from the date of execution of the Transaction.
- 4.2** The Company shall notify CONSOB of the Transactions notified by the Relevant Persons indicated in Article 2.1, Letters a), b) and c), and shall likewise publicly disclose the related information within the fifth trading day from the date of execution of the Transaction, provided that the disclosure obligations under point 4.1 have been met within the term provided (three trading days from the date of execution of the Transaction). In the event of late notice or of disclosure not providing the information indicated in the form shown in Exhibit 1 to this Procedure, the Relevant Persons indicated in Article 2.1, Letters a), b) and c) shall be required to provide the notice to CONSOB themselves and to make public disclosure of the related information within the fifth trading day from the date of the execution of the Transaction, without prejudice to the Company's option (but not obligation) to issue the related notice to CONSOB and to the market, specifying that the delay/the incomplete notice is attributable exclusively to the Relevant Person.
- 4.3** The Relevant Persons indicated in Article 2.1 Letter d) (that is the relevant shareholders) shall provide themselves the notice to CONSOB and make public disclosure of the information referring to the Transactions that they have carried out or that have been carried out by Close Associates, by the end of the fifteenth day of the month following the month in which the Transaction is executed. The foregoing applies without prejudice to the possibility of the Relevant Persons indicated in Article 2.1 Letter d) agreeing with the Company that the public disclosure of the information will be done by the Company. In such case, the Company shall publicly disclose the information by the end of the trading day following that on which the Company receives the information, provided that the Relevant Person has transmitted the information to the Company by the end of the fifteenth day of the month following the month in which the Transaction is executed. In accordance with Legislative Decree no. 196/03, which governs the protection of individuals and others with respect to the processing of personal data, the data to be communicated by the Relevant Persons shall only be those necessary for achieving the specific objectives for which the data are to be used, and they shall be communicated to Borsa Italiana and the public, within the limits strictly pertinent to the obligations, duties or purposes indicated hereinabove. The data shall be held for the period necessary for the purposes for which the data have been procured. The persons involved may exercise the rights under Article 7 of the above legislative decree (*Right to access personal data and other rights*) by contacting the Legal Affairs Department of the Company.

## 5. CONDUCT OBLIGATIONS

Applicable laws and regulations prohibit and punish as a criminal offense **(1)** the execution of Transactions, directly or indirectly, for one's own account or for the account of third parties, by anyone who is in possession of privileged information, **(2)** the communication of privileged information to other persons, and **(3)** the recommendation to or the prompting of others to carry out Transactions on the basis of privileged information.

In any event, the Relevant Persons may not effect any Transactions until the time of public disclosure, and in the 15 days prior thereto, of the results of the Company's Board of Directors meetings held to approve the periodic financial statements mandated by law, any proposed interim dividends and the draft financial statements and, if not communicated during the Board of Directors' meeting, the proposal to the shareholders with respect to the annual dividends. The dates of such meetings of the Board of Directors are reported in the corporate events calendar published on the Company's web site.

The above prohibition does not apply to the purchase of shares following the exercise of rights granted under stock option and stock grant plans, in any case without prejudice to the obligation not to execute the sale during the black-out periods indicated.

## 6. SANCTIONS

The abuse of privileged information and market manipulation are acts punishable as criminal and administrative offenses (Articles 184, 185, 187-bis and 187-ter of the TUF) with respect to the persons responsible, and may also give rise to situations entailing the Company's administrative responsibility (Articles 187-quinquies of the TUF and 25-sexies of the Legislative Decree no. 231/01).

In addition, aside from the cases outlined above, the violation of the laws and regulations on the communications described in this Procedure may trigger the sanctions provided by the TUF in this regard. More specifically, pursuant to Article 193, Paragraph 1-bis of the TUF, the violation of Article 114, Paragraph 7 of the TUF and of the related regulations for implementation (namely, the regulations governing internal dealing) is subject to an administrative sanction of between EUR 5,000 and EUR 500,000.

Finally, the Relevant Persons who are employees or managers of the Company who do not properly comply with the obligations provided by this Procedure shall be subject to disciplinary measures as per the applicable national collective bargaining contract. Such disciplinary measures shall be applied based on principles of proportionality, on the basis of the seriousness and intentionality of the infraction committed, and also taking into account any repeated offenses.

## 7. FINAL PROVISIONS

The Legal Affairs Department shall send two copies of this Procedure to the directors, statutory auditors and the other Relevant Persons identified, so that they are informed of their status as Relevant Persons and of the related obligations as per this Procedure.

Pursuant to the Article 152-octies, Paragraph 10, of the Issuers Regulation: "*The relevant persons shall make known to the close associates the existence of the conditions on the basis of which the close associates are subject to the notice obligations provided by Article 114, Paragraph 7, of the TUF.*"

The Relevant Persons are required **(i)** to sign and return a copy of this Procedure as an indication of their acceptance; and **(ii)** to comply with the provisions provided in this Procedure.

The Legal Affairs Department should be contacted for any clarification on the application of this Procedure.

The Chief Executive Officer may introduce amendments and supplements to this Procedure as may be needed as a result of changes in laws or regulations, or changes to the Company's organization.