

FINCANTIERI S.p.A.

Ordinary and extraordinary shareholders' meeting
called on 28 April 2015 on single call at 11:00 am
in Trieste, Magazzino 1, Molo IV, Punto Franco Vecchio, Piazza Duca degli Abruzzi

**Appointed Representative Proxy Form
pursuant to Article 135-undecies of Italian Legislative Decree 58/98**

Part 1 of 2

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici 10, tax identification code no. 00717010151, part of the Mediobanca Banking Group entered in the Register of Banking Groups, authorized under Italian Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Italian law no. 1966/39 as amended ("**Spafid**"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Italian Legislative Decree 58/98, of FINCANTIERI S.p.A. (the "**Company**", or "**FINCANTIERI**"), in the person of its specifically tasked employee or associate, collects voting proxies in relation to the Ordinary and Extraordinary Shareholders' Meeting of FINCANTIERI S.p.A. to be held on a single call on 28 April 2015, in accordance with the methods and terms set forth in the notice of the meeting published on the Company's website (www.fincantieri.it), in the section "Shareholders' Meeting 2015", on 26 March 2015, with an excerpt also published in the Italian daily newspaper "Milano Finanza".

The proxy and voting instructions must reach SPAFID in original form, by the end of the second open market day preceding the date set for the Meeting (i.e. by midnight on **24 April 2015**), according to the following procedures, along with:

- a copy of a valid identity document for the issuing shareholder,
- if the issuing shareholder is a company, a copy of a valid identity document for its current legal representative or another individual with the requisite powers, and also suitable documentation stating the capacity of the person concerned and their respective powers,

Proxies may be delivered by hand, during business hours, or sent via recorded delivery with acknowledgement of receipt to **Spafid S.p.A., Foro Bonaparte n. 10, Milano (RE. "Delega Assemblea Fincantieri 2015")**.

Without prejudice to the requirement for the proxy to be sent in original form complete with the voting instructions, the same may be also sent to Spafid S.p.A. electronically at the certified e-mail address **assemblee@pec.spafid.it** or sent via fax to **no. +39 02/875317**. The mailing to the above-mentioned certified e-mail address of the proxy signed with a digital signature, in accordance with the applicable legal framework, meets the requisite of written form.

The proxy and voting instructions may be revoked by the end of the second open market day preceding the date set for the Meeting at the single call (i.e. by midnight on 24 April 2015), according to the same procedures indicated above.

The issue of the proxy and of the voting instructions by signing and sending this form does not involve any form of expense for the issuing party (with the exception of mailing expenses, if any).

Declaration of the Appointed Representative

Spafid, as Appointed Representative, declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of 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, in order to avoid any subsequent disputes regarding the supposed existence of circumstances creating a conflict of interest under Article 135-*decies*, paragraph 2, f) of Italian Legislative Decree no. 58/98, Spafid expressly declares that, in the event of unforeseen circumstances or of alterations or additions to the proposals submitted in the Shareholders' meeting, it can only vote in accordance with the voting instructions received.

PROXY FORM

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested)

The undersigned (Surname and name/personal details of the person holding the voting right)* _____
_____ born in* _____
on* _____ city of residence _____
address* _____ Tax identification code* _____
Tel. no. _____ Email _____

Information to be provided at the delegating party's discretion:
- communication no. _____ (reference no. of communication supplied by the intermediary)
- identification codes, if any _____

HEREBY DELEGATES the Appointed Representative to take part in and vote at the aforementioned shareholders' meeting in accordance with the instructions provided to it in respect of no. * _____
FINCANTIERI S.p.A. share, recorded in the securities account no. * _____ with (deposit bank)* _____
_____ ABI code _____ CAB code _____

HEREBY DECLARES that he/she/it is aware of the possibility that the proxy thus issued to the Appointed Representative contains voting instructions in respect only of some of the items on the agenda and that, assuming this is the case, their voting right will be exercised only in respect of those items for which voting instructions have been issued;

HEREBY AUTHORIZES Spafid to process his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

The undersigned (surname and name of the person who signs the proxy **if different from the shareholder**) _____
_____ executes this proxy in his/her capacity as
(put a cross in the relevant box):

- | | | |
|--|----------------------------------|--|
| <input type="checkbox"/> pledgee | <input type="checkbox"/> bearer | <input type="checkbox"/> usufructuary |
| <input type="checkbox"/> custodian | <input type="checkbox"/> manager | <input type="checkbox"/> representative-at-law or attorney with
power of sub-delegation |
| <input type="checkbox"/> other (specify) _____ | | |

Place and date _____

Signature _____

(*) Mandatory

Part 2 of 2

VOTING INSTRUCTIONS

(Section containing information intended for the Appointed Representative only - Put a cross in the relevant box)

The undersigned (1) *(Name/personal details)** _____
 _____ hereby delegates the Appointed Representative to
 vote in accordance with the following voting instructions at the ordinary and extraordinary shareholders'
 meeting of FINCANTIERI S.p.A. called on 28 **April 2015**, on single call:

A) RESOLUTIONS SUBMITTED TO VOTE (2)

	IN FAVOR OF THE PROPOSAL OF THE BOARD OF DIRECTORS (^a)	IN FAVOR OF THE PROPOSAL OF STOCKHOLDER (^a) (^b)	AGAINST (^c)	ABSTAIN (^c)
Ordinary				
1. Fincantieri S.p.A. financial statements at 31 December 2014; related resolutions. Presentation of the consolidated financial statements at 31 December 2014. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the profit for the year.	(cross) (Stockholder's name)	(cross)	(cross)
2. Compensation report in accordance with art. 123-ter, paragraph 6, Legislative Decree No. 58/1998.	(cross) (Stockholder's name)	(cross)	(cross)
Extraordinary				
1. Amendment of art. 5 of the By-laws and related resolutions.	(cross) (Stockholder's name)	(cross)	(cross)

(*) Mandatory

^a) The failure to formulate a proposal by the Board of Directors or by the stockholder indicated in this section, shall be considered as an unforeseen circumstance and therefore in this case the Appointed Representative will follow the voting instructions indicated in section B.

^b) In favor of the proposal of the stockholder whose name must be indicated by the principal regardless to the circumstance that the proposal has been submitted at the stockholders' meeting or pursuant to Article 126-bis, Italian Legislative Decree 58/98.

^c) Against/abstain on all proposals.

B) UNFORESEEN CIRCUMSTANCES

In the event of circumstances unforeseen upon issuance of the proxy (3), the undersigned with reference to:

	CONFIRMS INSTRUCTIONS	REVOKES INSTRUCTIONS	CHANGES INSTRUCTIONS		
			IN FAVOR OF THE PROPOSAL OF ^(d)	AGAINST	ABSTAIN
Ordinary					
1. Fincantieri S.p.A. financial statements at 31 December 2014; related resolutions. Presentation of the consolidated financial statements at 31 December 2014. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the profit for the year	(cross)	(cross)	_____	(cross)	(cross)
2. Compensation report in accordance with art. 123-ter, paragraph 6, Legislative Decree No. 58/1998.	(cross)	(cross)	_____	(cross)	(cross)
Extraordinary					
1. Amendment of art. 5 of the By-laws and related resolutions.	(cross)	(cross)	_____	(cross)	(cross)

^(d) Indicate if favorable to the proposal of the Board of Directors or if favorable to the proposal of the stockholder whose name must be indicated by the principal.

C) CHANGES OR ADDITIONS

In the event of a vote on changes or additions (4) to the resolutions submitted in the meeting, the undersigned with reference to:

	CONFIRMS INSTRUCTIONS	REVOKES INSTRUCTIONS	CHANGES INSTRUCTIONS		
			IN FAVOR OF THE PROPOSAL OF ^(e)	AGAINST	ABSTAIN
Ordinary					
1. Fincantieri S.p.A. financial statements at 31 December 2014; related resolutions. Presentation of the consolidated financial statements at 31 December 2014. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the profit for the year	(cross)	(cross)	_____	(cross)	(cross)
2. Compensation report in accordance with art. 123-ter, paragraph 6, Legislative Decree No. 58/1998.	(cross)	(cross)	_____	(cross)	(cross)
Extraordinary					
1. Amendment of art. 5 of the By-laws and related resolutions.	(cross)	(cross)	_____	(cross)	(cross)

ACTION FOR DIRECTORS' LIABILITY

In case of vote on a directors' liability action pursuant to art. 2393, 2nd subsection of the Italian civil code, proposed by the shareholders at the annual shareholders' meeting, the undersigned appoints the Appointed Representative to vote as follows:

IN FAVOR

AGAINST

ABSTAIN

Place and date.....

Signature

^(e) Indicate if favorable to the proposal of the Board of Directors or if favorable to the proposal of the stockholder whose name must be indicated by the principal.

NOTES FOR COMPLETING AND SENDING THE FORM

1. Specify name and surname of the signatory of the Proxy and Voting Instructions Form.
2. Under Article 135-*undecies*, paragraph 3 of Italian Legislative Decree 58/98, “shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
3. In the event of significant circumstances unforeseen at the time when the proxy is issued which cannot be notified to the issuing party, it is possible to choose between: a) confirming the voting instructions already given; b) changing the voting instructions already given; c) revoking the voting instructions already given. Where no choice is indicated, the voting instructions referred to under point A) will be taken as confirmed.
Nonetheless, if in Section A the issuing party instructed the Appointed Representative to vote in favor of the proposal of the Board of Directors or of the stockholder and such proposal is not submitted to the meeting or voted on, and in section B no choice is indicated or the choice indicated in section A is confirmed, the party is considered to have abstained.
4. In the event of changes or additions being made to the proposed resolutions to be submitted to shareholders in the meeting, it is possible to choose between: a) confirming the voting instructions already given; b) changing the voting instructions already given, c) revoking the voting instructions already given. Where no choice is indicated, the voting instructions referred to under point A) will be taken as confirmed.

N.B. For any clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), individuals/entities authorized to participate in the shareholders’ meeting can contact Spafid S.p.A. by phone at the following telephone number: (+39) 0280687352; or by email, at the following address serviziemittenti@spafid.it.

PROTECTION OF PERSONAL DATA INFORMATION REQUIRED UNDER ARTICLE 13 OF ITALIAN LEGISLATIVE DECREE 196/03

In accordance with Article 13 of Italian Legislative Decree 196/03, please note that the information contained in the proxy form will be treated by Spafid S.p.A. – which is responsible for data processing – in order to execute fulfillments connected with the representation at shareholders’ meetings and vote expression on behalf of the person granting the proxy in accordance with the instructions given by the same to Spafid S.p.A. as Appointed Representative; as well as fulfillment of the obligations set forth by laws, regulations and EU legislation or orders of Authorities or Supervisory Bodies

Spafid S.p.A. staff specifically authorized to treat such data in their capacity as responsible or authorized persons may become aware of the information provided in order to process it in pursuing the objective described above: such data may therefore be disclosed or otherwise notified to specific individuals in fulfilling a legal, regulatory or EU law requirement, or based on instructions issued by competent authorities under law or by regulatory and Supervisory Bodies.

The interested party is entitled, at any time, to know which of his/her data is held by Spafid S.p.A., its provenance and how it is used; he/she is also entitled to have such data updated, amended, supplemented or deleted, to ask for such data to be blocked or to object to its being processed, by contacting the person responsible for data processing under Article 7 of Italian Legislative Decree 196/03 (Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., Foro Buonaparte 10, 20121 Milan, Italy – tel. no.: (0039) 02-806871; fax no. (0039) 02-875317)

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies
(Appointed representative of a listed company)**

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions

Civil Code

**Art. 2393
(Directors liability action)**

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second alinea of art. 2393-*bis*.