

## **NOTICE OF CALL FINCANTIERI S.p.A. SHAREHOLDERS' MEETING 28 APRIL 2015**

### **FINCANTIERI S.p.A.**

Registered Office at Via Genova, 1, Trieste (Italy)

Share Capital of Euro 862,980,725.70

entirely paid up

VAT Code 00629440322

Tax Code and Registration with the Companies Register of Trieste: No. 00397130584

Chamber of Commerce R.E.A. of Trieste: No. 89063

### ***Call of ordinary and extraordinary Shareholders' Meeting***

The Shareholders' Meeting of FINCANTIERI S.p.A. is called, consisting of an ordinary part and extraordinary part, on **28 April 2015**, on a single call, at 11:00 am, at Magazzino 1, Molo IV, Punto Franco Vecchio, Piazza Duca degli Abruzzi, Trieste (Italy), in order to discuss and resolve upon the following

### **AGENDA**

#### Ordinary part:

1. FINCANTIERI S.p.A.'s 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 net profit for the year.
2. Compensation report in accordance with art. 123-ter, paragraph 6, Legislative Decree No. 58/1998.

#### Extraordinary part:

1. Amendment of art. 5 of the By-laws and related resolutions.

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### **Information on share capital**

As of the date of this notice of call, the share capital of FINCANTIERI S.p.A. ("Fincantieri" or the "Company") is equal to Euro 862,980,725.70, and is represented by 1,692,119,070 ordinary shares without an indication of nominal value.

### **Right to attend the Shareholders' Meeting and to exercise voting rights**

Under art. 83-sexies of Legislative Decree No. 58/1998 and art. 14 of the By-laws, the persons entitled to attend the Shareholders' Meeting and to exercise voting rights are those for whom the Company has received the relevant notification made by an authorized intermediary on the basis of accounting records as at the end of the accounting day falling on the seventh trading day prior to the scheduled date of the Shareholders' Meeting, *i.e.* on **17 April 2015** (the "record date"). The credit and debit registrations entered on the accounts after such date are not relevant for purposes of being entitled to exercise voting rights at the Shareholders' Meeting. Therefore, those who are registered as owners of the Company's shares after the above-mentioned record date will not be entitled to attend or vote at the Shareholders' Meeting.

The intermediary's notification must be received by Fincantieri by the end of the third trading day prior to the scheduled date of the Shareholders' Meeting (*i.e.* by **23 April 2015**), without prejudice to entitlement to attend and vote if the notification is received by the Company after such deadline, provided it is received prior to the beginning of the Shareholders' Meeting.

### **Representation at the Shareholders' Meeting**

#### Ordinary proxy

Those who are entitled to vote may be represented at the Shareholders' Meeting by a proxy granted in writing or through an electronic document signed electronically in accordance with art. 21, paragraph 2, of Legislative Decree No. 82/2005. For this purpose, the proxy form is made available to the public at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting. The proxy may be sent to the Company as follows:

- By mail, to the following address

*FINCANTIERI S.p.A.  
Segreteria Societaria  
RE: "Delega Assemblea 2015"  
Via Genova, 1  
34121 Trieste (Italy)*

- By certified e-mail, to the address [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

In order to facilitate the check of the proxies by the Company, those who intend to be represented at the Shareholders' Meeting are kindly invited to ensure that their proxy is received by 11:00 am on 27 April 2015.

The representative may deliver or send to the Company, instead of the original, a copy of the proxy, which may be in electronic form; in such case, at the time of accreditation for taking part in the Shareholders' meeting, the representative must certify, under his own responsibility, that the document conforms to the original proxy, as well as the identity of the principal.

*Proxy to the designated representative*

Those who are entitled to vote may also grant the proxy to Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan ("Spafid S.p.A."), as representative designated by the Company pursuant to art. 135-*undecies* of Legislative Decree No. 58/1998 and art. 15 of the By-laws. The proxy shall contain voting instructions on all or on a number of the items on the agenda and is valid only for those proposals with regard to which voting instructions have been given. Spafid S.p.A. may not be granted proxies except in its capacity as representative designated by the Company.

The grant of the proxy to the designated representative does not give rise to expenses for the principal (with the exception of mailing expenses, if any).

The proxy must be granted by signing the specific form made available, together with the related instructions for completion and transmission, at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting.

The original proxy must be received by the above-mentioned designated representative by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 12:00 midnight on **24 April 2015**), at the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Italy), RE: "Delega Assemblea Fincantieri 2015"; the proxy may be delivered by hand, during business hours, or sent via recorded delivery with acknowledgement of receipt. 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](mailto: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 the voting instructions may be revoked at any time before the above-mentioned deadline in accordance with the same procedures indicated above.

It should be noted that the shares for which the proxy is granted, including on a partial basis, are taken into account for purposes of determining whether the Shareholders' Meeting has been duly constituted. With regard to proposals for which no voting instructions have been granted, the relevant shares are not computed for purposes of calculating the majority and the quota of share capital required for the approval of the resolutions.

**Addition to the items to the agenda and presentation of new proposed resolutions**

Under art. 126-*bis* of Legislative Decree No. 58/1998, shareholders who, severally or jointly, represent at least 2.5% of the share capital may request, within ten days from the publication of the notice of call, to add items on the agenda, indicating in their request the additional items proposed by them, or to present proposed resolutions on items already on the agenda of the Shareholders' Meeting. A supplement to the agenda is not permitted on matters on which the Shareholders' Meeting resolves, according with the law, upon a proposal by the directors or on the basis of a plan or report prepared by the directors other than the ones referring to the items on the agenda.

Shareholders for whom the Company has received the specific notification certifying ownership of the shareholding required, from an authorized intermediary, in accordance with the regulations in force are entitled to request a supplement to the agenda.

The request, together with information on the identity of the shareholders who submit it and the total percentage held, as well as the references to the notification sent by the intermediary to the Company in accordance with the applicable legal framework, must be presented in writing to the Company by the above-mentioned deadline as follows:

- By mail, to the address:

*FINCANTIERI S.p.A.  
Segreteria Societaria  
RE: "Integrazione odg/nuove proposte"  
Via Genova, 1  
34121 Trieste (Italy)*

- By certified e-mail at the address [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

The Company reserves the right not to accept requests for supplementation or proposed resolutions sent via certified e-mail that are illegible or sent with damaged or illegible files. You are kindly requested to indicate in the accompanying message a telephone number or e-mail address at which the sender may be contacted.

By the above-mentioned deadline and in accordance with the same procedures indicated above, a report must be sent to the Company's Board of Directors setting forth the reason for the proposed resolutions on new items to be discussed or the reason for additional proposed resolutions on items already on the agenda.

Without prejudice to the foregoing, a person entitled to vote may, in any case, submit individually proposed resolutions during the Shareholders' Meeting.

#### **Right to ask questions before the Shareholders' Meeting**

In accordance with art. 127-ter of Legislative Decree No. 58/1998, those entitled to vote and for whom the notification made by an authorized intermediary has been received by the Company in accordance with the regulations in force, may ask questions on the items on the agenda even prior to the Shareholders' Meeting, provided that they are received by the Company at the latest three days prior to the date of the Shareholders' Meeting (i.e. by **25 April 2015**).

The questions, together with the information on the identity of the persons submitting them, as well as references to the notification sent by the intermediary to the Company in accordance with the applicable legal framework, may be sent:

- By mail, to the following address:

*FINCANTIERI S.p.A.  
Segreteria Societaria  
RE: "Domande Assemblea 2015"  
Via Genova, 1  
34121 Trieste (Italy)*

- By certified e-mail, to the address [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

You are kindly requested to indicate in the accompanying message a telephone number or e-mail address at which the sender may be contacted.

Questions received before the Shareholders' Meeting will be answered, at the latest, during the Shareholders' Meeting. An answer in hard copy made available to each person entitled to vote at the beginning of the meeting is considered to be given during the Shareholders' Meeting. The Company may provide a single answer to all questions having the same contents. It should be noted that no answer will be given, even during the Shareholders' Meeting, to questions asked prior to the meeting if the information requested is already available in "question and answer" format in the dedicated section of the Company's website or when the answer has already been published in the same section.

### **Relevant documentation**

The documentation related to the Shareholders' Meeting, including the reports by the Board of Directors and the proposed resolutions on the items on the agenda of the ordinary and extraordinary parts of the meeting, as well as the financial statements, will be made available to the public, within the terms laid down by the regulations in force, at the Company's registered office, on the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) in the section dedicated to this Shareholders' Meeting and on the mechanism for the centralized storage used by the Company.

Shareholders and the other persons entitled to attend and vote at the Shareholders' Meeting, are entitled to view the above-mentioned documentation filed at the Company's registered office and to obtain a copy of the same.

This notice of call is published in full, in accordance with the provisions of art. 125-*bis* of Legislative Decree No. 58/1998, art. 84 of Consob Regulation No. 11971/1999 and art. 13 of the By-laws, on the Company's website, in the section dedicated to this Shareholders' Meeting and, in excerpt form, in the daily newspaper "Milano Finanza".

### **Additional information**

The experts, financial analysts, accredited journalists and other persons who intend to attend the Shareholders' Meeting must ensure that their request in such regard is received by the Company via regular mail at the address FINCANTIERI S.p.A. – Segreteria Societaria – Via Genova n. 1 – 34121 Trieste (Italy) – RE: "*Richiesta di assistere all'Assemblea da parte di soggetti terzi*" (Request by third parties to attend the Shareholders' Meeting), by 11:00 am on **27 April 2015**.

Persons entitled to attend the Shareholders' Meeting are asked to arrive before the beginning of the meeting to facilitate the registration process, which will start at 9:00 am.

For further information on the Shareholders' Meeting and, in particular, on procedures for exercising voting rights, you may contact the shareholders' meeting assistance services made available by the Company at the following numbers: telephone: no. +39 02/80687329 (active during weekdays) - fax no. +39 02/875317.

*The Chairman of the Board of Directors*