

PROXY FORM

PURSUANT TO ART. 135-*NOVIES* OF LEGISLATIVE DECREE 58/1998 ⁽¹⁾

For representation at the ordinary and extraordinary Shareholders' Meeting of FINCANTIERI S.p.A., called on 28 April 2015, at 11:00 a.m., on a single call, at Magazzino 1, Molo IV, Punto Franco Vecchio, Piazza Duca degli Abruzzi, Trieste (Italy).

The undersigned ⁽¹⁾ _____
born in _____ on _____
and resident at _____
tax code ⁽²⁾ _____ identity card (type) _____
no. _____ (a copy of which must be attached hereto), entitled
to attend and exercise voting rights at the ordinary and extraordinary Shareholders' Meeting of FINCANTIERI S.p.A. called on 28 April 2015, in his/her/its capacity as ⁽³⁾:

shareholder of FINCANTIERI S.p.A. as owner of no. _____ ordinary shares of FINCANTIERI S.p.A. registered in securities account no. _____ opened with the following intermediary _____
ABI _____ CAB _____;

person who has been granted the voting rights related to no. _____ ordinary shares of FINCANTIERI S.p.A., registered in the name of _____ registered in securities account no. _____ opened with the following intermediary _____ ABI _____ CAB _____ in his/her/its capacity as _____ ⁽⁴⁾;

legal representative of ⁽⁵⁾ _____ with registered office at _____ tax code _____ in his/her capacity as _____ /by virtue of the powers granted by _____ on _____ through _____ ⁽⁶⁾ (a copy of which must be attached hereto), owner of / person to whom voting rights have been granted in his/her capacity as _____ ⁽⁷⁾ with regard to no. _____ ordinary shares of FINCANTIERI S.p.A., registered in the name of _____ registered in securities account no. _____ opened with the following intermediary _____
ABI _____ CAB _____ ;

⁽¹⁾ Indicate the first name and last name of the principal (as it appears on the copy of the notice for attendance at the Shareholders' Meeting provided under art. 83-*sexies* of Legislative Decree No. 58/1998) or the legal representative of a principal that is a legal entity.

⁽²⁾ Or, alternatively, the equivalent international identity code.

⁽³⁾ Place an x on the relevant item.

⁽⁴⁾ Indicate the legal title, other than ownership (for example, pledge, usufruct, custodianship, contango, etc.), by virtue of which the voting right is granted.

⁽⁵⁾ Indicate the name of the legal entity (as it appears on the copy of the notice for attendance at the Shareholders' Meeting provided under art. 83-*sexies* of Legislative Decree No. 58/1998).

⁽⁶⁾ Indicate the identity data of the deed through which the powers of representation were granted.

⁽⁷⁾ Cancel the item that does not apply and, if the person has been granted the voting right, indicate the legal title other than ownership (for example, pledge, usufruct, custodianship, contango, etc.), by virtue of which the voting right is granted.

DELEGATES

Mr./Mrs./Ms _____
born in _____ on _____
and resident at _____
tax code _____ who is entitled (where applicable) to in turn be
substituted/represented by Mr./Mrs./Ms. _____
born in _____ on _____
and resident at _____
tax code _____ to attend and to represent him/her/it at the
ordinary and extraordinary Shareholders' Meeting of FINCANTIERI S.p.A. called on 28 April
2015, at 11:00 a.m., on a single call, at Magazzino 1, Molo IV, Punto Franco Vecchio, Piazza
Duca degli Abruzzi, Trieste (Italy), having the following agenda:

Ordinary part:

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, Board of Statutory Auditors and the Independent Auditors. Allocation of the net profit for the year.*
2. *Compensation report pursuant to art. 123-ter, paragraph 6, of Legislative Decree No. 58/1998.*

Extraordinary part:

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

And grants to him/her the powers necessary to exercise the voting rights, in his/her/its name and on his/her/its behalf.

Place and date

Principal's signature ⁽⁸⁾

* * *

The undersigned further declares that the voting rights are exercised by the proxy ⁽⁹⁾:

- in the latter's discretion ⁽¹⁰⁾**
- in accordance with specific voting instructions given by the undersigned principal ⁽¹¹⁾.**

Place and date

Principal's signature

⁽⁸⁾ Please initial the pages of the proxy other than the one on which the entire signature is placed.

⁽⁹⁾ Place an x on the relevant item.

⁽¹⁰⁾ Please note that pursuant to art. 118, paragraph 1, letter c), of the Regulation approved by Consob through resolution no. 11971/1999, shares with regard to which "the related voting rights rest with a person by virtue of a proxy, provided that such right may be exercised discretionally and without specific instructions from the principal" are considered shareholdings for purposes of the reporting obligations governed by art. 120, TUF.

⁽¹¹⁾ Persons entitled to attend and to exercise voting rights at the Shareholders' Meeting as well as their proxies are asked to take into account the provisions on conflicts of interests of the representative and agents provided under art. 135-decies of Legislative Decree No. 58/1998.

* * *

Please note that pursuant to art. 135-*novies*, paragraph 5, Legislative Decree No. 58/1998, *“the representative may deliver or send, instead of the original, a copy, including on electronic support, of the proxy, certifying under his own responsibility that the proxy conforms to the original and the identity of the principal. The representative keeps the original proxy and keeps a record of any voting instructions received for one year from the conclusion of the Shareholders’ Meeting”*.

DISCLOSURE ON PRIVACY PURSUANT TO LEGISLATIVE DECREE NO. 196/2003

The owner of the data processing, FINCANTIERI S.p.A., will process the personal data provided solely for the purposes necessary for the objectives indicated in this document and, in other words, for the attendance at the ordinary and extraordinary Shareholders’ Meeting scheduled for 28 April 2015 by proxy. The grant of personal data and processing of the same are necessary for the above-mentioned purposes. The failure to provide the above-mentioned personal data would prevent the attendance at the above-mentioned Shareholders’ Meeting by proxy.

The processing of the personal data for the above-mentioned purposes will take place using mainly automatized mechanisms and with support from computer and electronic instruments (capable of memorizing, managing and sending the data), and through the filing of a hard copy, so as to ensure full compliance with the security measures imposed under Legislative Decree No. 196/2003, as well as the principles of necessity, pertinence and fairness imposed under the legal framework applicable to the processing of personal data.

The data provided will be kept for a period of 36 months and will not be disclosed under any circumstances to third parties, except for purposes of fulfilling obligations provided under applicable laws or regulations. The owner is expressly permitted to disclose the personal data to Spafid S.p.A. (which will process the personal data in its capacity as party in charge of the data processing) in order to properly allow for the exercise of the rights envisaged hereunder, in connection with the Shareholders’ Meeting.

The person in charge of data processing is Mr. Maurizio Castaldo, head of the Corporate Secretariat, domiciled at the registered office of FINCANTIERI S.p.A., to whom requests may be directed at any time in accordance with art. 7 of Legislative Decree No. 196/2003, for (i) confirmation of the existence of such data, (ii) an indication of the information referred to in the second paragraph of such art. 7 (origin, purpose and method of the data processing and identity details of the owner and the person in charge of the data processing), as well as (iii) the updating, correction, supplementation, cancellation or transformation of the same. The person in question may, furthermore, oppose the data processing in the circumstances and for the reasons indicated in above-mentioned Legislative Decree No. 196/2003

The exercise of the rights provided under this document, in accordance with the procedures set forth herein, implies consent to the processing of the personal data provided.