

PROXY'S CERTIFICATION

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

(in the event of delivery or transmission of a copy of the proxy)

I, the undersigned _____

born in _____ on _____

resident at _____ ⁽¹⁾

tax code ⁽²⁾ _____

[if applicable] legal representative of (company name) _____

with registered office at _____ tax code

_____ ⁽³⁾

in my capacity as (*check box*):

Proxy

Proxy's agent

delegated to attend the ordinary and extraordinary Shareholders' Meeting of FINCANTIERI S.p.A. called for 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), pursuant to and for purposes of art. 135-*novies*, paragraph 5, of Legislative Decree No. 58/1998

CERTIFY

(i) that the copy of the proxy for attendance at the above-mentioned Shareholders' Meeting delivered/transmitted to FINCANTIERI S.p.A. conforms to the original, and

(ii) the identity of the principal _____ ⁽⁴⁾

as well as

(iii) full and valid signatory powers on the part of the person who signed the proxy.

* * *

I acknowledge, pursuant to art. 135-*novies*, paragraph 5, of Legislative Decree No. 58/1998, that the proxy will keep the original of the proxy and will keep a record of any voting instructions received for one year starting from the conclusion of the Shareholders' Meeting.

Place and date

Signature of the proxy (proxy's agent)

⁽¹⁾ Indicate the data of the Proxy/Proxy's agent. If the Proxy/Proxy's agent is a legal entity, indicate the data of its legal representative.

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

⁽³⁾ Complete if the Proxy/Proxy's agent is a legal entity.

⁽⁴⁾ Indicate the principal's data (if an individual: first name, last name, place and date of birth, tax code; if a legal entity: company name, complete address of registered office, tax code), as they appear in the notice for attendance at the Shareholders' meeting referred to in art. 83-*sexies* of Legislative Decree 58/1998.

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, that is for the attendance by the Proxy/Proxy's Agent of the ordinary and extraordinary Shareholders' Meeting scheduled for 28 April 2015, on behalf of the principal. 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 the Proxy/Proxy's Agent representing the principal.

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 complying with 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. 196/20039

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