

**NOTICE OF CALL OF FINCANTIERI S.P.A.'S THE SHAREHOLDERS' MEETING ON 19 MAY 2016**

**FINCANTIERI S.p.A.**

Registered office Via Genova No. 1, Trieste  
Share capital €862,980,725.70 - fully paid up  
VAT No. 00629440322

Tax code and Trieste Businesses Registry No. 00397130584  
Trieste Economic and Administrative Index No. 89063

*Ordinary and Extraordinary shareholder meeting*

The ordinary and extraordinary shareholders' meeting of FINCANTIERI S.p.A. is convened in a single call on 19 May 2016 at 11 a.m. at the Palazzo dei Congressi della Stazione Marittima, Molo Bersaglieri 3, Trieste, in order to discuss and resolve upon the following

AGENDA

Ordinary part

1. Financial statements as at 31 December 2015. Presentation of the consolidated financial statements as at 31 December 2015. Reports by the Board of Directors, the Board of Statutory Auditors and the external auditors. Resolutions on the financial statements and the yearly results. Related and consequent resolutions.

Extraordinary part

1. Proposal by the shareholder Fintecna S.p.A., drawn up pursuant to Article 2367 of the Civil Code, to amend Article 19 of the By-laws. Related and consequent resolutions.
2. Amendment of Articles 16, 17, 19, 20, 21, 22, 24, 27 and 31 of the By-laws. Numbering of the paragraphs of the By-laws. Related and consequent resolutions.

Ordinary part

2. Appointment of the Board of Directors. Related and consequent resolutions:
  - 2.1. Number of members of the Board of Directors;
  - 2.2. Term of office of the Board of Directors;
  - 2.3. Appointment of members of the Board of Directors;
  - 2.4. Appointment of the Chairman of the Board of Directors;
  - 2.5. Fees for members of the Board of Directors.
3. Remuneration Report pursuant to Article 123-*ter*, paragraph 6 of Legislative Decree No. 58/1998.

\* \* \*

**Share capital**

As at the date hereof, the share capital of FINCANTIERI S.p.A. ('Fincantieri' or the 'Company') is €862,980,725.70 and is subdivided into 1,692,119,070 ordinary shares without specification of nominal value.

## Right to attend the Shareholders Meeting and to exercise the right to vote

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/1998 and Article 14 of the By-laws, parties entitled to attend the Shareholders Meeting and exercise the right to vote are those for whom the Company has received a specific notice from an authorised intermediary on the basis of the accounting records as at the end of the accounting day on the seventh day of market trading prior to the date fixed for the Shareholders Meeting, namely **10 May 2016** (the record date). Credit and debit entries made in the accounts after that date are irrelevant for the purposes of an entitlement to exercise the right to vote at the Shareholders Meeting. Therefore, parties proving to be shareholders in the Company after the aforementioned record date shall not be entitled to attend and vote at the Shareholders Meeting.

The notice from the intermediary must reach Fincantieri by the end of the third day of market trading before the date fixed for the Shareholders Meeting (i.e. by **16 May 2016**); where the notice is received by the Company beyond that deadline, the right to attend and vote shall still apply on condition that the Company receives the notice before the meeting starts.

## Representation at the Shareholders Meeting

### Ordinary proxy

Those entitled to vote may be represented at the Shareholders Meeting by proxy granted in writing or by means of an electronic document signed electronically pursuant to Article 21, paragraph 2 of Legislative Decree No. 82/2005. To this end, the proxy form in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) that deals with this Shareholders Meeting can be used (*Corporate Governance - Shareholders Meeting - Shareholders' Meeting 2016*); this form can also be obtained from the registered office. The proxy can be sent to the Company:

- by post to the following address:

*FINCANTIERI S.p.A.*  
*Direzione Legal Affairs*  
*Ref. 'Delega Assemblea 2016' [i.e., 'Proxy for Shareholders Meeting' 2016]*  
*Via Genova, 1*  
*34121 Trieste*

at least two market trading days before the date fixed for the Shareholders Meeting (i.e. by **17 May 2016**) and in any event before the meeting starts; or

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it), before the meeting starts.

In lieu of the original, the representative may deliver or send, to the Company, a copy of the proxy, certifying on their own responsibility that the proxy is a true copy of the original and the identity of the party granting the proxy. The said copy can be in electronic format.

### Proxy granted to designated representative

Those entitled to vote may also grant the proxy to Società per Amministrazioni Fiduciarie Spafid S.p.A. ('Spafid S.p.A.'), registered office in Milan, as the Company's designated representative pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 and Article 15 of the By-laws. The proxy must contain voting instructions in relation to some or all of the proposals on the agenda and shall only be effective for the proposals that voting instructions have been issued for. Spafid S.p.A. shall only be appointed proxy in its capacity as the Company's designated representative.

Where the designated representative is granted a proxy, this shall not result in any costs payable by the party granting the proxy (save for any postage costs).

The proxy must be granted by signing the specific form that can be found, together with instructions on how to fill it in and send it, in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) that deals with

this Shareholders Meeting (*Corporate Governance - Shareholders Meeting - Shareholders' Meeting 2016*); this form can also be obtained from the registered office.

The proxy in its original form must reach by the designated representative by the end of the second market trading day before the date of the Shareholders Meeting (i.e. by **17 May 2016**) at the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milano, Ref. 'Delega Assemblea 2016' [meaning 'Proxy for Shareholders Meeting 2016']; the proxy must be delivered by hand during office hours (9 a.m. to 5 p.m.) or sent by recorded delivery with advice of receipt. On condition that it is sent in its original form, complete with voting instructions, it may also be notified to Spafid S.p.A. by e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) or by fax to +39 02/875317. A proxy signed with a digital signature and sent to the certified e-mail address referred to above shall, pursuant to the legislation in force, satisfy the requirement of written form.

Proxies and voting instructions may still be revoked in the manner set out above by the aforementioned deadline.

Shares in relation to which a proxy, including a partial proxy, has been granted are included in the calculation for the purposes of the Shareholders Meeting being duly convened. Where proposals that voting rights have not been issued for are concerned, the shares are not included for the purposes of calculating the majority and the capital share required for approval of resolutions.

#### **Additions to the agenda and presentation of new proposed resolutions**

Pursuant to Article 126-*bis* of Legislative Decree No. 58/1998, shareholders who, either individually or jointly, represent at least 2.5% of the share capital may ask for additions to be made to the list of matters to be dealt with, stating, in their request, the additional matters that they propose, or submit proposed resolutions on matters already included in the agenda for the Shareholders Meeting. Such requests or proposals must reach the Company within **ten days** of publication of the notice calling the meeting (and, therefore, by **16 April 2016**). Additions to the agenda shall not be permitted in relation to matters on which the Shareholders Meeting resolves, in accordance with the law, on the basis of a proposal by the directors or on the basis of a plan or of a report prepared by the same other than those on the agenda.

Shareholders in relation to whom the Company has received an appropriate communication certifying ownership of the shareholding required, from an authorised intermediary, pursuant to the legislation in force, are entitled to ask for matters to be added to the agenda or submit proposed resolutions.

The request, accompanied by information that identifies the shareholders presenting the same and the overall percentage held as well as information regarding the communication sent by the intermediary to the Company pursuant to the legislation in force, must reach the Company in written form by the deadline referred to above:

- by post to the following address:  
*FINCANTIERI S.p.A.*  
*Direzione Legal Affairs*  
*Ref. 'Integrazioneodg/nuoveproposte'* [meaning 'Additions to agenda/new proposals']  
*Via Genova, 1*  
*34121 Trieste*
- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

The Company reserves the right to reject requests for matters to be added or proposed resolutions sent by certified e-mail address and which are illegible, or sent with files that are damaged or in any event illegible. Please include, in the accompanying message, a telephone number or e-mail address that the sender can be contacted on/at.

By the aforementioned deadline and in the same manner as set out above, a report must reach the Board of Directors that sets out the reasons for the proposed resolutions on the new matters that it is proposed be dealt with or the reasons for the additional proposed resolutions on matters that are already on the agenda.

Without prejudice to the above, anyone with the right to vote may, on their own, submit proposed resolutions at the Shareholders Meeting on matters that are included on the agenda for the same.

### **Right to submit questions before the Shareholders Meeting**

Pursuant to Article 127-ter of Legislative Decree No. 58/1998, those entitled to vote and in relation to whom the Company has received an appropriate communication by an authorised intermediary pursuant to the legislation in force may also submit questions regarding the matters on the agenda before the Shareholders Meeting; such questions must reach the Company no later than three days before the date of the Shareholders Meeting (i.e. by **16 May 2016**).

The questions, accompanied by information that identifies the shareholders presenting the same and information regarding the communication sent by the intermediary to the Company pursuant to the legislation in force, must be sent:

- by post to the following address:

*FINCANTIERI S.p.A.  
Direzione Legal Affairs  
Ref. 'DomandeAssemblea 2016'* [meaning 'Questions for Shareholders Meeting 2016']  
*Via Genova, 1  
34121 Trieste*

- by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it).

Please include, in the accompanying message, a telephone number or e-mail address that the sender can be contacted on/at.

Answers to questions received before the Shareholders Meeting will be provided, at the latest, during the meeting itself. Where an answer is provided on paper at the start of the meeting to each of those entitled to vote, the answer shall be treated as having been provided at the Shareholders Meeting. The Company may provide one single answer to questions with the same content. No answer shall be required, not even at the Shareholders Meeting itself, to questions submitted prior to the same where the information requested can already be found in the "Q&A's" in the appropriate section of the Company's website or where the answer has already been published in that section.

### **Amendments to the By-laws**

The first item on the agenda for the extraordinary part has been included at the request of the shareholder Fintecna S.p.A. pursuant to Article 2367 of the Civil Code, while the second item on the agenda for the same extraordinary part has been included at the behest of the Board of Directors.

### **Appointment of the Board of Directors**

The Company's Board of Directors is appointed in accordance with Article 19 of the By-laws, to which express reference is made to the extent that the same is not set out below.

The Directors are appointed by means of the slate voting system. Slates may be submitted by Shareholders who, either alone or together with other Shareholders, represent at least 1% of the share capital. Each Shareholder may submit, or jointly submit with others, one slate only. Those with voting rights shall vote for one slate only.

### Set-up of the slates

Each candidate may appear on one slate only, and shall otherwise be ineligible.

Each slate must include at least two candidates that meet the requirements of independence established by law (i.e. the requirements of independence that the internal auditors of listed companies are subject to pursuant to Article 148, paragraph 3 of Legislative Decree No. 58/1998); these candidates must be specifically identified on the slate and one of them must occupy top position.

In order to ensure compliance with the legislative provisions on gender balance, and, therefore, so that at least one third of the new Board of Directors comprises members of the gender represented to the lesser extent (rounding up to the next whole number in the event of a fraction):

- in slates with three candidates, the candidates in first and second position must not be of the same gender;
- slates with more than three candidates must (i) comprise, to the extent of at least one third, members of the gender represented to the lesser extent (rounding up to the next whole number in the event of a fraction) and (ii) must include one of the candidates of the gender represented to the lesser extent in either first or second position on the slate.

### Composition of the Board of Directors and requirements regarding Directors

For the purposes of the selection of candidates, Please note that members of the Board of Directors must meet the requirements of professionalism and integrity established by Article 19 of the By-laws and must not be ineligible or in a position of incompatibility as specified by that article.

In addition, the members of the Board of Directors must meet the requirements of integrity specified by the combined provisions of Article 147-*quinquies* and Article 148, paragraph 4 of Legislative Decree No. 58/1998, currently governed by Article 2 of Decree by the Minister of Justice No 162 of 30 March 2000.

Please note that where the requirements of integrity established by Article 19 of the By-laws are concerned, the shareholder Fintecna has drawn up a proposed amendment, the content of which will be illustrated in detail in the explanatory report on the relevant point on the agenda prepared by Fintecna itself; that report will be made available to public in accordance with the timescale and procedure established by the legislation in force. In addition to the above, Please note that, in accordance with the recommendations set out in the Corporate Governance Code, the Board of Directors of the Company has expressed its view on the maximum number of positions as director or internal auditor that the members of the Board of Directors of Fincantieri can hold in other companies of significant size that is deemed compatible with proper performance of the appointment as Director of the Company. This view can be found on the Company's website at [www.fincantieri.com](http://www.fincantieri.com) in the section entitled '*Corporate Governance - Board of Directors - Board's stance on the maximum number of roles.*'

### Submission of slates

Pursuant to Article 147-*ter* of Legislative Decree No. 58/1998, the slates of candidates must be lodged at least twenty-five days before the date of the Shareholders Meeting. Given that this would mean the deadline expiring on a day that is not a working day (i.e. Sunday 24 April 2016), the deadline for submission of slates has been extended to the first working day following that date, i.e. **26 April 2016**. It is in any event suggested that Shareholders lodge the slates before that deadline, so that the Company can carry out and complete the necessary checks and formalities prior to publication of the slates by the deadline established by the legislation in force (i.e. by 28 April 2016).

Slates may be lodged as follows: *(i)* delivery by hand to the Company's registered office, Via Genova 1, 34121 Trieste, reporting to the Legal Affairs Department during normal office hours (9 a.m. - 5 p.m. - tel + 39 040 3192606); *(ii)* by fax to + 39 0403192420; or *(iii)* by certified e-mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). Ownership of the minimum equity interest required in order to submit the slates, at the percentage set out above, is established on the basis of the shares registered

to the Shareholder on the date on which the slates are lodged with the Company. The relevant certification can, however, also be produced after the slate has been lodged, on condition that it is produced at least twenty-one days before the date of the Shareholders Meeting (i.e. by **28 April 2016**), by means of a communication issued by an authorised intermediary pursuant to the legislation in force.

Slates lodged must be accompanied by the documentation and information required by the By-laws and the legislation in force. Please note that information must be provided along with the slates that identifies the shareholders submitting the slates and the overall percentage equity interest held. Also to be lodged along with the slates are the candidates CV's and declarations by the individual candidates that they accept their candidature and, on their own responsibility, certify the absence of any grounds for ineligibility or incompatibility and that they meet the requirements established by the By-laws and by the legislation in force in relation to the office of Director of the Company; a failure to lodge these documents along with the slates shall result in the said slates being inadmissible.

Where candidates who, on the slate, are referred to as being independent pursuant to law are concerned, declarations must also be lodged in which these candidates certify, on their own responsibility, that they meet the requirements of independence established by law. Please note that the Corporate Governance Code for listed companies, which Fincantieri has adopted, recommends that the slates of candidates for the office of director also be accompanied by a statement, if appropriate, that the candidates qualify as independent pursuant to Article 3 of the said Corporate Governance Code.

Please also note that those presenting a 'minority slate' are required to follow the recommendations set out by Consob [the Italian securities market authority] in Communication No. DEM/9017893 of 26 February 2009.

Finally, Please note that where, for any reason, the appointment of Directors cannot be carried out in accordance with the slate voting procedure, the Shareholders Meeting will be asked to resolve with the majorities required by law, in order to ensure in any event that the composition of the Board of Directors complies with the law and with the By-laws and, in addition, to ensure compliance with the legislation in force on gender balance.

Further information on the appointment of the Board of Directors can be found in the explanatory report on the relevant point on the agenda, which will be made available to the public in accordance with the time frame and procedures established by the legislation in force.

### **Documentation for information purposes**

Documentation relating to the Shareholders Meeting, including the explanatory reports on the matters on the agenda and the related proposed resolutions as well as the annual financial report. will be made available to the public, in accordance with the timescale established by the legislation in force, at the registered office and in the section of the Company's website ([www.fincantieri.com](http://www.fincantieri.com)) that deals with this Shareholders Meeting (*Corporate Governance - Shareholders Meeting - Shareholders' Meeting 2016*), as well as via the 'NIS-Storage' centralised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

Shareholders and those otherwise entitled to attend and vote at the Shareholders Meeting are entitled to inspect the aforesaid documentation, which is lodged at the Company's registered office, and to take copies.

This notice is to be published in full, in accordance with Article 125-*bis* of Legislative Decree No. 58/1998, Article 84 of the Consob (the Italian securities market authority) Regulation No. 11971/1999 and Article 13 of the By-laws, on the Company's website in the section that deals with this Shareholders Meeting and, in abstract form, in the Italian newspaper 'Il Sole 24 Ore'.

### Additional information

Experts, financial analysis, accredited journalists and others proposing to attend the Shareholders Meeting are required to send an appropriate request to the Company by post to FINCANTIERI S.p.A. - Direzione Legal Affairs - Via Genova No. 1 - 34132 Trieste - Ref: 'Richiesta di assistere all'Assemblea da parte di soggettiterzi' [meaning 'Request by third parties to attend the Shareholders Meeting'], by **17 May 2016**.

Those entitled to attend the Shareholders Meeting are requested to arrive before the time that the meeting has been called for in order to facilitate registration, which will start as 9 a.m.

For any further information regarding the Shareholders Meeting and, in particular regarding the procedure for the exercise of rights, please contact the shareholders meeting support centre provided by the Company on the following numbers:

- Tel: +39 02/80687219 (weekdays)
- fax no.: +39 02/875317.

*Rome, 31 March 2016*

*The Chairman of the Board of Directors*

*Vincenzo Petrone*