

RULES OF PROCEDURE FOR THE SHAREHOLDERS MEETINGS OF FINCANTIERI S.p.A.

Article 1 **SCOPE**

1. These Rules of Procedure (the “**Rules**”) govern the conduct of the annual and special general meetings of the shareholders of FINCANTIERI S.p.A. (the “**Company**”).
2. The Rules were approved in the annual shareholders meeting of 5 May 2014. Shareholders may review the Rules at the Company’s registered office, at the venue of the meeting and on the Company’s website www.fincantieri.com

Article 2 **MEETING ATTENDANCE**

1. Attendance to the meetings is governed by the applicable laws, the Company’s bylaws, the relevant notice and the Rules.
2. Experts, financial analysts, journalists and auditors may attend the meeting with the prior consent of the Chairman of the meeting (the “**Chairman**”). Requests to attend must reach the Corporate Secretary at least two days before the meeting and in accordance with the notice.
3. Employees of the Company or its subsidiaries may be invited to attend if deemed appropriate by the Chairman for the conduct of the meeting or in relation to the matters to be discussed.

Article 3 **REGISTRATION AND IDENTIFICATION PROCEDURES**

1. Registration and identification procedures shall start one hour before the meeting at the meeting venue.
2. Proxy holders or legal representatives of shareholders or other persons entitled to attend may send the proxy or equivalent documentation to the Corporate Secretary in accordance with the notice. The proxy or equivalent documentation must reach the Corporate Secretary not later than two days before the meeting.

Article 4 **ACCESS TO THE VENUE OF THE MEETING**

1. Access to the venue of the meeting is subject to prior identity check and verification of ownership or credentials. Each shareholder and attendee under Article 2 will be provided with an identification badge or card and shall wear such badge or card during the meeting.
2. Shareholders or proxy holders who intend to leave the venue of the meeting must inform the support staff.
3. Unless the Chairman decides otherwise, and subject to Article 5 below, no recording equipment of any type, cameras or similar may be used in the meeting venue.

Article 5

VALID CONVENING AND OPENING

1. The minutes of the meeting are drafted by the Chairman and a secretary or a notary. The secretary is appointed by the shareholders upon recommendation of the Chairman and needs not be a shareholder. The secretary or notary may be assisted by persons of trust and use recording equipment.
2. The Chairman may appoint one or more scrutineers, who need not be shareholders, and set up a Chair Committee.
3. The Chairman is assisted by security personnel wearing identification badges for the maintenance of order.
4. The Chairman, with the help of the scrutineers and of the Chair Committee, is responsible for verification of the proxies and the right to attend the meeting.
5. If the quorum is not met the Chairman, not earlier than an hour from the beginning of the meeting, informs the attendees and adjourns discussion of the agenda to the alternative date, if any.
6. Once the Chairman has verified that the meeting was validly convened, the Chairman declares the meeting open.

Article 6

SUSPENSION AND ADJOURNMENT OF THE MEETING

1. The meeting is normally held in one sitting. Except as provided in Article 7, paragraph 4, the Chairman may suspend the meeting for up to two hours if he or she deems it appropriate and the shareholders do not object.
2. Without prejudice to the provisions of article 2374 of the Italian Civil Code, the meeting may be adjourned by the vote of a majority of the shares represented at the meeting. The resolution must indicate place, day and time of the adjournment. The period of adjournment should be proportionate to the underlying reasons and in any case not exceed thirty days.

Article 7

DISCUSSION

1. The Chairman introduces the items on the agenda or may ask one or more directors, statutory auditors or employees of the Company or its subsidiaries to do so. The order of the items on the agenda as per the notice may be amended by a majority of the shares represented at the meeting.
2. The Chairman directs the meeting and ensures an orderly discussion and the right to speak. At the opening of the meeting the Chairman establishes time limits for each statement, usually not longer than fifteen minutes. The Chairman may invite speakers to finish their statements if the time limit is exceeded or if the statement is not relevant to the meeting. The Chairman must prevent disruptive behavior and may interrupt a speech or have an attendee removed from the room for the entire meeting in case of grossly inappropriate behavior.
3. Requests to speak on individual items may be submitted to the Chair Committee from the beginning of the meeting and until the Chairman has opened the discussion on each item. As a rule, the Chairman

gives the floor according to the order of the requests to speak. A shareholder may only speak once on each agenda item.

4. The Chairman or one or more directors, statutory auditors and employees of the Company or its subsidiaries, if invited by the Chairman, normally respond to the speeches after all statements on a single item have been made. The Chairman may suspend the meeting for not more than two hours to prepare answers to the statements. Once answers are provided, the Chairman declares the discussion on the item closed. No further replies to the answers are allowed. After the discussion is closed, only brief statements on voting intentions are allowed.

Article 8 **VOTING**

1. The Chairman may prescribe that votes on a resolution are to be cast after closing of the discussion on such resolution or on more than one resolution.
2. Before the start of the voting, the Chairman readmits the shareholders who were asked to leave during the discussion.
3. Voting in the meeting shall be by open ballot.
4. The Chairman determines the voting methods, including electronic systems, and may set a time limit for casting the vote. Once votes are cast and counted the Chairman, also with the help of the secretary and/or notary, announces the results of the voting.
5. Votes cast in a manner different from that prescribed by the Chairman are void.
6. Shareholders who vote against a resolution or abstain must provide their names to the staff.
7. Once all business on the agenda has been transacted, the Chairman declares the meeting closed.

Article 9 **ELECTRONIC VOTING**

1. Votes may also be cast through electronic systems in accordance with Article 8, paragraph 4 above.
2. The electronic voting system must be such as to ensure that the results of the voting are immediately known and verifiable.
3. Electronic votes are to be cast simultaneously once the Chairman opens the vote.

Article 10 **OTHER PROVISIONS**

1. The provisions of the Italian Civil Code and special laws and the By-laws of the Company will apply to all matters not specifically covered in these Rules.