

NOTICE OF CALL
FINCANTIERI S.P.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
OF 11 MAY 2018

FINCANTIERI S.p.A.

Registered Office at Via Genova No. 1, Trieste

Share Capital EUR 862,980,725.70 – fully paid up

VAT No. 00629440322

Tax Code and Companies Registry (Venezia Giulia) No. 00397130584

Trieste Economic and Administrative Index No. 89063

Ordinary and Extraordinary Shareholders' Meeting

The Shareholders' Meeting of FINCANTIERI S.p.A. is convened to meet in an ordinary and extraordinary session on 11 May 2018, in a single call at 10.00 am, in Trieste, at the premises of the Palazzo dei Congressi of the Stazione Marittima, at no.3 Molo Bersaglieri, to discuss and resolve upon the following

AGENDA

Ordinary part

1. Financial statements as at 31 December 2017. Presentation of the consolidated financial statements as at 31 December 2017 and the Statement of Non-Financial Information as at 31 December 2017, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016. Reports by the Board of Directors, Board of Statutory Auditors and of the external auditors. Related and consequent resolutions.
2. Allocation of the financial year's profits and dividend distribution. Related and consequent resolutions.
3. Approval of the Performance Share Plan 2019-2021, drawn up pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulation issued by Consob with resolution No. 11971 of 14 May 1999. Related and consequent resolutions.
4. Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 19 May 2017. Related and consequent resolutions.

5. Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

Extraordinary part

1. The issuance of 25,000,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to be allocated to the Company's management and/or the Company's subsidiaries, under the Performance Share Plan 2019-2021, in accordance with Article 2349 of the Italian Civil Code. Related and consequent resolutions.

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Information on the Company's share capital

At the date of this notice of call, the share capital of Fincantieri S.p.A. ("Fincantieri" or the "Company") is Euro 862,980,725.70, divided into 1,692,119,070 ordinary shares without par value. As of this date, the Company holds 4,706,890 treasury shares, representing 0.28% of the Company's share capital.

Entitlement to attend Shareholders' Meetings and exercise voting rights

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998 (the Italian Consolidated Financial Law, the "TUF") and Article 14 of the Company's By-laws, the parties who are entitled to attend the Shareholders' Meeting and exercise voting rights are those in relation to whom the Company has received the relevant statement from an authorised intermediary based on the accounting records at the end of the accounting day of the seventh open market trading day prior to the Shareholders' Meeting date, namely **2 May 2018** ("record date"). Credit or debit accounting entries made after that date are not taken into account for the purposes of legitimately exercising voting rights in the Shareholders' Meeting. Therefore, persons who become owners of the Company's shares after the aforementioned record date will not be entitled to attend and vote in the General Meeting.

Fincantieri must receive the intermediary's statement by the end of the third open market trading day prior to the Shareholders' Meeting date (i.e., by **8 May 2018**); however, the entitlement to attend and vote will still apply if the Company receives the statement after this date but before the meeting session begins.

Representation at the Shareholders' Meeting

Ordinary proxy

Persons holding voting rights may be represented in the Shareholders' Meeting by proxy granted in writing or by an electronic document signed electronically in accordance with the applicable law in force. The proxy form may be used for this purpose, which is available in the Company's website (www.fincantieri.com) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's head office. The proxy may be sent to the Company:

- by post to:

FINCANTIERI S.p.A.

Legal Affairs Department – Corporate Secretary

Ref. "Proxy for Shareholders' Meeting 2018"

Via Genova, 1

34121 Trieste

at least two open market trading days prior to the Shareholders' Meeting date (i.e., by **9 May 2018**) and, in any case, before the meeting session begins; or

- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it, before the meeting session begins.

The representative may deliver or send to the Company a copy of the proxy instead of the original, also in electronic format, attesting (with full acceptance of liability) that the proxy is a copy of the original, and also attesting to the grantor's identity.

Proxy granted to a designated representative

Persons with voting rights may, furthermore, grant a proxy to Società per Amministrazioni Fiduciarie Spafid S.p.A. ("Spafid S.p.A."), with registered office in Milan, as designated representative of the Company pursuant to Article 135-undecies of the Italian Consolidated Financial Law and in accordance with Article 15.5 of the Company's By-laws. The proxy shall contain voting instructions for all or some of the items on the agenda and is valid only for items for which instructions were given. Spafid S.p.A. may only be granted proxies in its capacity as the Company's designated representative.

The grant of the proxy to the designated representative shall not involve expenses for the grantor (except delivery costs, if any).

The proxy is granted by signing the special form available – together with instructions for filling out and transmitting the form – on the Company's website (www.fincantieri.com) in the section dealing with this Shareholders' Meeting, and which is also available at the Company's head office.

The aforementioned designated representative must receive the original of the proxy by the end of the second open market trading day prior to the date of the Shareholders' Meeting (i.e., by **9 May 2018**), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Ref. "Proxy for Fincantieri Shareholders' Meeting 2018"; the proxy may be hand-delivered during office hours (from 9 a.m. to 5 p.m.), or sent by registered letter with proof of receipt or sent by courier. Even if the proxy is transmitted in the original, complete with voting instructions, it may be notified to Spafid S.p.A., also electronically, to the certified electronic mail address assemblee@pec.spafid.it. The transmission to the above certified electronic mail address of a proxy that is digitally signed in accordance with applicable regulatory provisions, shall have the same legal effect as a written signature.

By the aforementioned deadline (end of the second open market trading day before the Shareholders' Meeting, i.e., **9 May 2018**), the proxy and the voting instructions may always be revoked in accordance with the procedures outlined above.

Shares for which a proxy (full or partial) is granted are taken into account for purposes of determining whether the Shareholders' Meeting has been duly convened. For draft resolutions in relation to which voting instructions have not been provided, the shares are not taken into account in calculating the majority and the equity interest required in order to approve resolutions.

Supplementing the agenda and submitting new draft resolutions

Pursuant to Article 126-bis of the Italian Consolidated Financial Law, shareholders who represent (individually or jointly) at least 2.5% of the share capital may – within **ten days** of the date when the Shareholders' Meeting call notice is published (and, therefore, considering the holidays, by 16 April 2018) – request that specific items be added to the agenda, specifying the proposed additional items in this request, or submit draft resolutions on matters already on the Shareholders' Meeting's agenda. The agenda may not be supplemented by items on which the Shareholders' Meeting passes resolutions, pursuant to law, based on a proposal from the Directors, or based on a plan or report prepared by them which is different from those related to the items on the agenda. Shareholders in relation to whom the Company has received (from an authorised intermediary in accordance with law) a specific notice demonstrating their ownership of the equity interest required, are entitled to request that specific items be added to the agenda or to submit draft resolutions.

The request – together with the information containing the identification particulars of the shareholders submitting it, the percentage of the total equity interest held and the reference information of the notice which the intermediary sent to the Company pursuant to applicable legal provisions – must be transmitted in writing to the Company by the aforementioned deadline:

- by post to:

FINCANTIERI S.p.A.

Legal Affairs Department -Corporate Secretary

Ref: "Supplementing the Agenda/new draft resolutions"

Via Genova, 1

34121 Trieste

- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it.

The Company reserves the right not to accept requests to supplement the agenda or draft resolutions transmitted by certified electronic mail which are illegible or transmitted using damaged or unreadable files. Please send a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

The Company's Board of Directors must – by the aforementioned deadline and in accordance with the aforementioned procedures – receive a report containing the reasons for the proposed new agenda items or the reasons for the additional draft resolutions submitted on items already included on the agenda.

Subject to the foregoing, a person with voting rights may in any case individually submit draft resolutions on agenda items of the Shareholders' Meeting.

Entitlement to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the Italian Consolidated Financial Law, shareholders with voting rights and in relation to whom the Company has received (from an authorised intermediary in accordance with law) a specific notice demonstrating that they hold the equity interest required, may ask questions about agenda items even before the Shareholders' Meeting, on condition that the Company receives them no later than three days before the date of the Shareholders' Meeting (i.e., by **8 May 2018**).

The questions – together with the information containing the identification particulars of the shareholders submitting them and also the references to the notice which the intermediary transmitted to the Company pursuant to applicable legal provisions – must be sent:

- by post to:

FINCANTIERI S.p.A.

Legal Affairs Department – Corporate Secretary

Ref: "Questions for Shareholders' Meeting 2018"

Via Genova, 1

34121 Trieste

- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it.

Please send a contact telephone number or email address in the accompanying message, so that the sender may be contacted if necessary.

Replies will be given to questions received before the commencement of the Shareholders' Meeting, during that meeting at the latest. A question will be considered properly responded to at the Shareholders' Meeting if the reply is given to each person entitled to vote at the start of the meeting, in hard copy form. The Company may give a single reply to questions that have the same content. Note that a reply will not be required – even at the Shareholders' Meeting – to questions asked before that meeting, if the information requested is already available in "question and reply" form in the relevant section of the Company's website, or if the reply is already published in that section.

Information documents

The documentation related to the Shareholders' Meeting – including explanatory reports on meeting agenda items, draft resolutions, the annual financial report, the Board of Statutory Auditors' report and the external auditors' report and the Statement of Non-Financial Information as at 31 December 2017, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016 (2017 Sustainability Report) – will be made available to the public, according to the deadlines imposed by applicable legal provisions, at the Company's registered office and on the Company's website (www.fincantieri.com) in the section dealing with this Shareholders' Meeting and also in the authorised and centralised storage system "eMarket STORAGE" (www.emarketstorage.com).

Shareholders and – if different – those who are entitled to attend and vote at the Shareholders' Meeting are entitled to view the aforementioned documentation, filed at the Company's head office, and to obtain copies thereof.

This notice of call is published in full, in accordance with the provisions of Article 125-bis of the Italian Consolidated Financial Law, Article 84 of the Issuers' Regulations and Article 13.1. of the Company's By-laws, on the Company's website in the section dealing with this Shareholders' Meeting and, in abridged form, in the newspaper "Il Sole 24 Ore".

Other information

Experts, financial analysts, accredited journalists and other individuals who wish to attend the Shareholders' Meeting should submit a request to the Company by **9 May 2018**:

- by post to:

FINCANTIERI S.p.A.

Legal Affairs Department – Corporate Secretary

Ref: "Request by third parties to attend the Shareholders Meeting"

Via Genova, 1

34121 Trieste

- by electronic mail to assemblea.fincantieri@pec.fincantieri.it.

Participation at this Shareholders' Meeting using telecommunications facilities will not be possible, and neither will correspondence and/or electronic voting be possible. Those entitled to attend the Shareholders' Meeting are invited to come early in order to facilitate the registration process, which will begin from 9.00 am.

If any further information is required on the Shareholders' Meeting and, more particularly, on the manner of exercise of associated rights, the Shareholders' Meeting assistance service made available to the Company may be contacted at the following telephone number: + 39 02/80687331 (available on business days).

Trieste, 27 March 2018

*For the Board of Directors
Chairperson of the Board of Directors
Giampiero Massolo*