

**NOTICE OF CALL
FINCANTIERI S.P.A. ORDINARY SHAREHOLDERS' MEETING
OF 5 April 2019**

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 Shareholders' Meeting

The Shareholders' Meeting of FINCANTIERI S.p.A. is convened to meet in an ordinary session on 5 April 2019, in a single call at 10.30 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

1. Financial statements as at 31 December 2018. Presentation of the consolidated financial statements as at 31 December 2018 and the Statement of Non-Financial Information as at 31 December 2018, 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. Appointment of the Board of Directors. Related and consequent resolutions:
 - 3.1. Determination of the number of members of the Board of Directors;
 - 3.2. Determination of the term of the Board of Directors' office;
 - 3.3. Appointment of the Board of Directors' members;
 - 3.4. Appointment of the Chairman of the Board of Directors;
 - 3.5. Determination of the remuneration of the members of the Board of Directors.
4. Adjustment of the fee of the statutory audit firm for the 2018-2021 financial years.
5. Approval to purchase and dispose of the Company's treasury shares after revoking the previous approval resolved at the Ordinary Shareholders' Meeting of 11 May 2018. Related and consequent resolutions.
6. Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

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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) 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 **27 March 2019** ("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 **2 April 2019**); 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 2019"
Via Genova, 1
34121 Trieste

at least two open market trading days prior to the Shareholders' Meeting date (i.e., by **3 April 2019**) and, in any case, before the meeting session begins; or

- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it (Ref: "2019 Shareholders' Meeting Proxy"), 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 **3 April 2019**), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Ref. “Proxy for Fincantieri Shareholders’ Meeting 2019”; 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., **3 April 2019**), 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, by 4 March 2019) – 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. (Ref: “Additions to the Agenda/new proposals”).

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 **2 April 2019**).

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 2019"
Via Genova, 1
34121 Trieste

- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it. (Ref: "Questions for the 2019 Shareholders' Meeting").

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.

Appointment of the Board of Directors

The appointment of the Company's Board of Directors is carried out in compliance with the provisions of Article 19 of the Company's By-laws, to which express reference is made for matters not listed below.

The Directors are appointed by means of the slate voting system. Slates may be presented by Shareholders who, alone or together with other Shareholders, represent at least 1% of the share capital. Each Shareholder may submit or participate in the submission of only one slate. Each person entitled to vote may vote for only one slate.

Set up of the slates

Each candidate may appear on only one slate, otherwise he/she will not be allowed to be appointed and act as Director.

Each slate must include at least two candidates who meet the independence requirements provided for by law (i.e. the independence requirements for auditors of listed companies set forth in Article 148, paragraph 3, of the Italian Consolidated Financial Law), clearly mentioning such candidates and indicating one of them as the first on the slate.

In order to ensure compliance with the regulations on gender equality, and therefore to ensure that the new Board of Directors is composed, at least for one third, of members of the less represented gender, rounding off to the higher unit, in the event of a fractional number:

- the slates with three candidates must indicate candidates of different gender at the top two places of the slate;
- slates with more than three candidates must (i) be composed of one third of members of the less represented gender, rounding off to the higher unit in the event of a fractional number, and (ii) include one of the candidates of the less represented gender in one of the first two places on the slate.

Composition of the Board of Directors and requirements for Directors

For the purposes of identifying the candidates, it should be noted that the members of the Board of Directors must meet (i) the professional requirements set out in Article 19.5 of the Company's By-laws and (ii) the integrity requirements set out in Article 147-*quinquies* of the Italian Consolidated Financial Law, which refers to the integrity requirements established in Article 148, paragraph 4, of the Italian Consolidated Financial Law for auditors of companies having their shares listed (for which reference is currently made to Article 2 of the Decree of the Ministry of Justice No. 162 of 30 March 2000) and in Article 19.6 of the Company's By-laws.

Furthermore, the members of the Board of Directors must not be in the situations making them unfit or incompatible to act as Directors provided for by the mentioned Article 19.6 and Article 19.4 of the Company's By-laws.

In addition to the above, it is reminded that, pursuant to what recommended by Article 1.C.3. of the Corporate Governance Code for listed companies, the Company's Board of Directors defined its policy on the maximum number of offices as director or statutory auditor that the members of Fincantieri's Board of Directors may hold in other companies of significant size, considered compatible with an effective performance of the role of Director of the Company. These guidelines can be consulted on the Company's website at the address www.fincantieri.com in the "*Ethics & Governance - Board of Directors - Guidance on the number of offices*" section.

Submissions of slates

Pursuant to Article 147-*ter* of the Italian Consolidated Financial Law, the slates of candidates must be filed at least twenty-five days before the date of the Shareholders' Meeting (i.e. by **11 March 2019**) and will be published within the deadline provided for by legislation in force (i.e. by 15 March 2019).

The slates can be filed in the following ways:

- by hand-delivery to the Company's registered office, Via Genova 1, 34121 Trieste, by contacting the Legal Affairs Department during normal office hours (9 am to 5 pm - phone + 39 040 3192365);
- by certified electronic mail to assemblea.fincantieri@pec.fincantieri.it (Ref: "Filing of the Board of Directors' slates"); or

- by fax, to number + 39 040 3192420 (Ref. "Filing of the Board of Directors' slates")

It should be noted that the ownership of the minimum shareholding required for the presentation of the slates set forth above is determined with reference to the shares that are registered in favour of the Shareholder on the day on which the slates are filed with the Company. However, the relevant certification may also be produced after the slate has been filed, provided that it is produced at least twenty-one days prior to the date of the Shareholders' Meeting (i.e. by 15 March 2019), by means of a communication issued by an authorised intermediary in accordance with legislation in force.

The slates must be filed together with the documentation and information required by the Company's By-laws and by current legislation. To this end, it should be noted in particular that, together with the slates, indications must be provided regarding the identity of the Shareholders presenting them and the total percentage of shareholding held. The slates must also be accompanied by the *curricula vitae* of the candidates and the declarations in which the individual candidates accept their candidacy and certify, under their own responsibility, that they are not in situations making them unfit or incompatible to act as Directors and that they meet the requirements of the Company's By-laws and legislation in force in relation to the office of Director of the Company.

For those candidates who - within the slate - are indicated as independent in accordance with the law, declarations must also be filed in which they certify, under their own responsibility, that they meet the requirements of independence provided for by the law. It should be noted that the Corporate Governance Code for listed companies, to which Fincantieri adheres, recommends that the slates of candidates for the office of director should also be accompanied by an indication as to whether or not the candidates qualify as independent pursuant to Article 3 of such Corporate Governance Code.

We remind that those who submit a "minority slate" are addressees of the recommendations set forth by the Italian Companies and Stock Exchange Commission (Consob) in Communication No. DEM/9017893 of 26 February 2009.

Finally, it is reminded that in the event that, for any reason, it is not possible to appoint Directors according to the slate voting procedure, the Shareholders' Meeting will be called upon to pass resolutions with the majorities required by law, in order to ensure that the composition of the Board of Directors complies with the law and the Company's By-laws, as well as with legislation in force on gender equality.

For further information on the appointment of the Board of Directors reference should be made to the information provided in the explanatory report on the relevant item on the agenda, which will be made available to the public as per the terms and in the manners provided for by legislation in force.

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 2018, drawn up in accordance with Legislative Decree No. 254 of 30 December 2016 ("Sustainability Report 2018") - 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 3 April 2019:

- 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 certified electronic mail to assemblea.fincantieri@pec.fincantieri.it (Ref: "Third parties' request to attend the Shareholders' Meeting").

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 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, 14 February 2019

For the Board of Directors
The Chairman of the Board of Directors
Giampiero Massolo