

**NOTICE OF CALL  
FINCANTIERI S.P.A. ORDINARY SHAREHOLDERS' MEETING  
OF 15 November 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 15 November 2019, in a single call at 10.00 a.m., in Trieste, at the premises of Sala Piccola Fenice, Via San Francesco 5, to discuss and resolve upon the following

AGENDA

1. Mutual early termination of the engagement of External Statutory Auditor granted to the firm PricewaterhouseCoopers S.p.A. and appointment of a new External Statutory Auditor for audit engagement for the term 2020 – 2028. Determination of the relevant fee. Inherent 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 No. 1,699,651,360 ordinary shares without par value. As of this date, the Company holds No. 7,226,303 treasury shares, representing 0.42% 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 **6 November 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 12 November 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](http://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 November 2019”*  
*Via Genova, 1*  
*34121 Trieste*

at least two open market trading days prior to the Shareholders' Meeting date (i.e., by 13 November 2019) and, in any case, before the meeting session begins; or

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it) (Ref: “November 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](http://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 13 November 2019), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Ref. “Proxy for Fincantieri Shareholders' Meeting November 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](mailto: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., 13 November 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 21 October 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](mailto: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 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 12 November 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 November 2019"*  
*Via Genova, 1*  
*34121 Trieste*

- by certified electronic mail to [assemblea.fincantieri@pec.fincantieri.it](mailto:assemblea.fincantieri@pec.fincantieri.it). (Ref: "Questions for the November 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.

### Information documents

The documentation related to the Shareholders' Meeting – including explanatory report on meeting agenda item and draft resolutions – is 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](http://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](http://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 **13 November 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](mailto: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 9.00 a.m.

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, 26 September 2019

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