

NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THE PRESS RELEASE

**The shareholders' meeting renews the Board of Statutory Auditors, resets the size of the Board of Directors and adds to its current membership**

Fincantieri's shareholders have met today in Trieste under the chairmanship of Vincenzo Petrone and approved the appointment of the company's new Board of Statutory Auditors who will hold office for the three years 2014-2016. Its Chairman is Mr. Gianluca Ferrero, its standing members Messrs Alessandro Michelotti and Fioranna Negri, and its alternate members Misses Claudia Mezzabotta and Flavia Daunia Minutillo.

The meeting also appointed Mr. Leone Pattofatto as a director, having been previously co-opted by the Board of Directors on 26 May 2014 in place of Mr. Giovanni Masini who had resigned.

The meeting then voted, subject to the start of trading of the company's shares on the Italian stock market (MTA), to increase the size of the Board of Directors from 5 to 9, and to add to its current membership by appointing four new directors in the persons of Messrs Simone Anichini, Paola Santarelli, Paolo Scudieri and Massimiliano Cesare and determining their remuneration. Messrs Anichini, Santarelli, Scudieri and Cesare satisfy the independence requirements under the applicable laws, regulations and codes of practice.

On the date the company's shares commence trading, the Board of Directors will therefore comprise the chairman Vincenzo Petrone, the Chief Executive Officer Giuseppe Bono and the directors Anna Molinotti, Andrea Mangoni, Leone Pattofatto, Simone Anichini, Paola Santarelli, Paolo Scudieri and Massimiliano Cesare.

**Trieste, 28 May 2014**

**Fincantieri** is one of the world's largest shipbuilding groups, which in over 200 years of maritime history has built more than 7,000 vessels. It is world leader in cruise ship construction and a reference player in other sectors, from naval vessels to cruise ferries, from mega-yachts to special high value-added vessels, ship repairs and conversions and offshore vessels.

Headquartered in Trieste, the Group has more than 20,000 employees, of whom 7,700 in Italy, and 21 shipyards in 4 continents. During 2013 the Group acquired VARD, a company that builds offshore support vessels for oil & gas exploration and production and is listed on the Singapore Stock Exchange. Fincantieri has thus doubled in size, becoming the western world's largest shipbuilder and world number one by diversification and presence in every high value-added market sector. Fincantieri operates in the United States through its subsidiary Fincantieri Marine Group (FMG). This company, which serves important government customers, including the U.S. Navy and Coast Guard, has three shipyards (Marinette Marine, Bay Shipbuilding, Ace Marine), all located in the Great Lakes region. Fincantieri is present in the UAE with Etihad Ship Building, a joint venture set up with Melara Middle East and Al Fattan Ship Industries, to design, produce and sell different types of civilian and military ships as well as perform maintenance and refitting activities.

#### **FINCANTIERI S.p.A. – Media Relations**

|                                                                                      |                                                                                    |                                                                                        |
|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Antonio Autorino                                                                     | Laura Calzolari                                                                    | Cristiano Musella                                                                      |
| Tel. +39 040 3192473                                                                 | Tel. +39 040 3192527                                                               | Tel. +39 040 3192225                                                                   |
| Cell. +39 335 7859027                                                                | Cell. +39 334 6587922                                                              | Cell. +39 366 9254543                                                                  |
| <a href="mailto:antonio.autorino@fincantieri.it">antonio.autorino@fincantieri.it</a> | <a href="mailto:laura.calzolari@fincantieri.it">laura.calzolari@fincantieri.it</a> | <a href="mailto:cristiano.musella@fincantieri.it">cristiano.musella@fincantieri.it</a> |

#### **Image Building – Media Relations Italy**

|                                                                                |                                                                                |                                                                                |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Giuliana Paoletti                                                              | Simona Raffaelli                                                               | Alfredo Mele                                                                   |
| Tel. +39 02 89011300                                                           | Tel. +39 02 89011300                                                           | Tel. +39 02 89011300                                                           |
| Cell. +39 335 6551356                                                          | Cell. +39 335 1245191                                                          | Cell. +39 335 1245185                                                          |
| <a href="mailto:fincantieri@imagebuilding.it">fincantieri@imagebuilding.it</a> | <a href="mailto:fincantieri@imagebuilding.it">fincantieri@imagebuilding.it</a> | <a href="mailto:fincantieri@imagebuilding.it">fincantieri@imagebuilding.it</a> |

*These materials may not be published, distributed or transmitted in the United States, Canada, Australia or Japan. These materials do not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the “Shares”) of Fincantieri S.p.A. (the “Company”) in the United States, Italy or any other jurisdiction. The Shares of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The Shares of the Company have not been, and will not be, registered under the Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to “qualified institutional buyers” as defined in, and in reliance on, Rule 144A under the Securities Act.*

*Questi materiali non possono essere pubblicati, distribuiti o trasmessi negli Stati Uniti, Canada, Australia o Giappone. Questi materiali non costituiscono un'offerta di vendita di titoli o la sollecitazione di un'offerta di acquisto di titoli (le “Azioni”) di Fincantieri S.p.A. (la “Società”) negli Stati Uniti, in Italia o in qualsiasi altra giurisdizione. Le Azioni della Società non possono essere offerte o vendute negli Stati Uniti senza registrazione o una esenzione dall'obbligo di registrazione ai sensi dello U.S. Securities Act del 1933, come modificato (il “Securities Act”). Le Azioni della Società non sono state e non saranno registrate ai sensi del Securities Act. Qualsiasi vendita negli Stati Uniti dei titoli menzionati nella presente comunicazione sarà effettuata esclusivamente ad “acquirenti istituzionali qualificati” come definiti nel, e in base all'articolo 144A del Securities Act.*