

FINMECCANICA – SOCIETA' PER AZIONI

Ordinary and Extraordinary Shareholders' Meeting

May 16, 2012

SUMMARY OF THE RESOLUTIONS

The Shareholders of Finmeccanica S.p.a. (the “**Company**”), who were convened on May 16, 2012 for an ordinary Meeting (second call) and extraordinary Meeting (third call) at the “Roma Eventi Piazza di Spagna” in Rome, Via Alibert 5a, have adopted the following resolutions:

(A) during the Ordinary Shareholders' Meeting:

- approval of the Board of Directors' report and the annual financial statements of the Company for the financial year ended December 31, 2011;
- approval of the Board of Directors' proposal for carrying forward the loss of Euro 1,375,550,757.22;
- confirmation of the appointment of Mr. Alessandro Pansa as Director until the end of the current term of the existing Board, expiring on the date of the Shareholders' meeting called to approve the annual financial statements for the financial year ending December 31, 2013;
- entrusting to the company of auditors KPMG S.p.A., upon well-grounded proposal by the Board of Statutory Auditors, with the statutory auditing of Finmeccanica S.p.a.'s accounts for the financial years 2012 to 2020 for a total fee of Euro 3,784,243.00 as per the relevant bid from KPMG S.p.A.;
- appointment of the new Board of Statutory Auditors for the three-year period 2012-2014, said members being as follows:

Regular Statutory Auditors:

- Riccardo Raul Bauer¹
- Niccolò Abriani¹
- Maurilio Fratino²
- Silvano Montaldo²
- Eugenio Pinto²

Alternate Statutory Auditors:

- Stefano Fiorini¹
 - Vincenzo Limone².
- appointment of Mr. Riccardo Raul Bauer as Chairman of the Board of Statutory Auditors;

¹ Selected from List No. 1 (approximately 1.037% of the share capital), submitted by: ANIMA SGR S.P.A., fund manager for Prima Geo Italia and Anima Italia; APG ALGEMENE PENSIOEN GROEP N.V., fund manager for Stichting Depository APG Developed Markets Equity Pool; ARCA SGR S.P.A., fund manager for Arca Azioni Italia and Arca BB; AZ FUND MANAGEMENT S.A., fund manager for AZ Fund 1 Italian Trend; EURIZON CAPITAL SGR S.P.A., fund manager for Eurizon Azioni Italia; EURIZON CAPITAL SA, fund manager for Eurizon Easy Fund Equity Italy LTE, Eurizon Stars Fund European Small Cap Equity, Eurizon Stars Fund – Italian Equity, Eurizon EasyFund Equity Industrials LTE, Eurizon EasyFund Equity Euro LTE and Eurizon EasyFund Equity Small Cap Europe; FIDEURAM INVESTIMENTI SGR S.P.A., fund manager for Fideuram Italia; FIDEURAM GESTIONS SA, fund manager for Fonditalia Equity Italy, Fideuram Fund Equity Italy and Fideuram Fund Equity Europe; INTERFUND SICAV, fund manager for Interfund Equity Italy; JPMORGAN ASSET MANAGEMENT (UK) LIMITED, fund manager for Commingled Pension Trust Fund (International Equity Index) of JPMorgan Chase Bank N.A., the Nomura trust and banking co. LTD as the Trustee of JPM Railway Realated Equity Fund and JPMorgan International Equity Index Fund; PIONEER INVESTMENT MANAGEMENT SGRPA, fund manager for Pioneer Italia Azionario Crescita; PIONEER ASSET MANAGEMENT SA; UBI PRAMERICA SGR, fund manager for Ubi Pramerica Azioni Italia and Ubi Pramerica Azioni Euro.

² Selected from List no. 2 (approximately 30.204% of the share capital), submitted by the Italian Ministry of Economy and Finance.

- determination of the members of the Board of Statutory Auditors' remuneration as follows: Euro 78,000.00 before tax per year for the Chairman and Euro 52,000.00 before tax per year for each other Regular Statutory Auditor;
- approval, by non-binding resolution, of the first section of the Remuneration Report, provided for by art. 123-ter of Legislative Decree no. 58/98, approved by the Board of Directors on 27 March 2012;

(B) during the Extraordinary Shareholders' Meeting:

- approval of amendments to Articles 18 and 24 of the Company's Articles of Association and introduction of article 34 in the Company's Articles of Association, pursuant to Law 120/2011 on gender equality on Boards of Directors and Boards of Statutory Auditors of listed companies requiring such companies to respect, in the relevant appointment, the criteria of gender balance so that at least one fifth of the members for the first mandate following August 12, 2012 and one third for the two following mandates belong to the least represented gender.