

FINMECCANICA – Società per azioni

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

29 April 2011 (1st call Ordinary and Extraordinary) at 10.30 a.m.

3 May 2011 (2nd call Extraordinary Meeting) at 10.30 a.m.

4 May 2011 (2nd call Ordinary and 3rd call Extraordinary) at 10.30 a.m.

Reports of the Board of Directors to the Shareholders' Meeting

Agenda

Ordinary part:

1. Financial statements as at 31 December 2010; reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; resolutions relating thereto.
2. Determination of the number of members of the Board of Directors.
3. Determination of the term of office of the Board of Directors.
4. Appointment of the Board of Directors.
5. Appointment of the Chairman of the Board of Directors.
6. Determination of the remuneration of the Board of Directors.
7. Authorisation to buy and dispose of treasury shares servicing share incentive plans; Resolutions relating and deriving thereto.

Extraordinary part:

1. Amendment to articles 16 and 24 of the Articles of Association.

Disclaimer

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ORDINARY PART

Report of the Board of Directors on the first item on the agenda

Financial statements as at 31 December 2010; reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; related resolutions

To the Shareholders,

The 2010 financial statements, which we submit for your approval, closed with a profit of Euro 236,829,152.07 which we propose to allocate as follows:

- Euro 11,841,457.60 representing 5 % of the profit, to the legal reserve;
- Euro 224,987,694.47 carried forward.

We also propose to allocate to the shareholders, using “Retained earnings carried forward”, available for distribution, the maximum sum of Euro 237,041,661.95 by payment of a dividend of 0.41 Euro for each share entitled to a dividend, including the Company’s shares relating to the exercise of rights to purchase treasury shares attributed under stock option plans.

Now, therefore, we submit for your approval the following

Agenda:

“The Ordinary Shareholders Meeting of “FINMECCANICA - Società per azioni”:

- having seen the report of the Board of Directors;
- having seen the report of the Board of Statutory Auditors;
- having examined the financial statements at 31.12.2010;
- having acknowledged the report of PricewaterhouseCoopers SpA;

resolves

- to approve the report of the Board of Directors and the financial statements at 31 December 2010;

- to approve the proposal presented by the Board of Directors to allocate the profit of Euro 236,829,152.07 as follows:
 - Euro 11,841,457.60 corresponding to 5 % of the profit, to the legal reserve;
 - Euro 224,987,694.47 carried forward.

- to approve the proposal presented by the Board of Directors to allocate to the shareholders, using “Retained earnings carried forward”, available for distribution, the maximum sum of Euro 237,041,661.95 by payment of a dividend of 0.41 Euro for each share entitled to a dividend, including the Company’s shares relating to the exercise of rights to purchase treasury shares attributed under stock option plans.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the second item on the agenda

Determination of the number of members of the Board of Directors

To the Shareholders,

the three-year mandate conferred on the Board of Directors on 6 June 2008 expires with the approval of the 2010 financial statements.

The number of Board members has to be determined before the new Board of Directors can be appointed.

In this regard it should be remembered that, as provided for by article 18.1 of the Articles of Association, the Board of Directors must consist of at least eight and no more than twelve members and the Shareholders' Meeting decides on the number within said limits.

In addition to the aforementioned Board members, an additional Director, without voting rights, has to be appointed by way of "special powers" by the Ministry of Economics and Finance jointly with the Ministry for Manufacturing (now Ministry for Economic Development) pursuant to article 5.1^{ter} letter d) of the Articles of Association.

The outgoing Board of Directors refrains from presenting specific proposals on this item of the agenda (as well as on the following items regarding the appointment of the Board of Directors and the determination of remuneration) and therefore invites the Shareholders' Meeting to decide -within the limits set in the Articles of Association – based on proposals that may be submitted by the Shareholders during the Meeting – on the number of members of the Board of Directors.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the third item on the agenda

Determination of the term of office of the Board of Directors

To the Shareholders,

article 18.2 of the Articles of Association states that the Board of Directors is appointed for a period of no more than three years and that the Directors may be re-elected in accordance with article 2383 of the Italian Civil Code.

In relation to the above the Shareholders' Meeting is invited to decide within the specified three-year limit – based on proposals that may be submitted by the Shareholders during the Meeting – the term of office of the Board of Directors.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the fourth item on the agenda

Appointment of the Board of Directors

To the Shareholders,

you are invited to appoint the new Board of Directors, whose term of office expires with the approval of the 2010 financial statements.

You are reminded that the members of the Board of Directors are appointed by the Shareholders' Meeting – pursuant to article 18.4 of the Articles of Association – adopting the list voting mechanism, in other words based on lists submitted by the Shareholders and the outgoing Board of Directors, in which the candidates have to be numbered in progressive order.

In this regard the outgoing Board of Directors has decided not to submit its own list of candidates, as, moreover, no difficulties have been reported by Shareholders in proposing their own candidates, taking account of the shareholding structure's current composition.

Directors who for any reason are not appointed with the list voting procedure are elected by the Ordinary Shareholders' Meeting in accordance with article 18.5 of the Articles of Association with the legal majorities.

In addition to the Directors elected by the Shareholders' Meeting, a Director without voting rights is also appointed, according to Article 5.1-*ter* letter d) of the Articles of Association, by the Ministry of Economics and Finance, jointly with the Italian Ministry for Manufacturing (now the Ministry for Economic Development).

Reference is made to article 18.4 of the Articles of Association with regard to the procedures for submitting, filing and publishing the lists prepared by the Shareholders.

In particular, the following points should be noted:

- the lists must be deposited by the Shareholders presenting them at the registered office by the twenty-fifth day preceding the date of the meeting at first call;
- each Shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he/she may be disqualified;
- the right to submit lists is recognized only to those Shareholders who, either alone or together with other Shareholders, represent at least 1% of shares with voting rights at the Ordinary Shareholders' Meeting;
- in order to prove the ownership of the number of shares necessary for the submission of lists, Shareholders must file at the registered office at least twenty-one days preceding the date of the Shareholders' Meeting at first call, the appropriate certificate proving that they are in possession of the number of shares represented. The Ownership of the minimum shareholding required for submitting lists is determined having regard to the shares registered in favour of the Shareholders' on the day on which the lists are deposited;
- at least two directors must satisfy the independence criteria as provided for Statutory Auditors by law (article 148, paragraph 3 Consolidation Act no.58/1998); the lists shall therefore expressly identify the candidates who satisfy the aforementioned independence criteria;
- the declarations in which individual candidates accept their own candidature and attest, under their own responsibility, that there are no reasons for ineligibility or incompatibility, and that the requirements set forth by the applicable legislation for the office in question have been met (including satisfying the independence criteria) as required by the Articles of Association and particularly of the good repute requirements provided for Directors of listed companies, pursuant to article 147*quinquies* Consolidation Act no. 58/1998, by the Decree of the Minister of Justice no. 162 of 30 March 2000, shall be deposited at the registered office by the same deadline set for submitting the lists, together with such lists;
- in accordance with the provisions indicated in CONSOB Communication no. DEM/9017893 of 26 February 2009 as well as the provision of article 147*ter* paragraph 3 of Consolidation Act no. 58/1998, those Shareholders who submit a "minority list" shall deposit, together with each list, a declaration attesting the absence of relationships (provided for by article 147*ter* paragraph 3 of Consolidation Act no. 58/1998 and article 144*quinquies* of the Issuers' Regulations) with the Shareholders who, also jointly, hold a controlling or relative majority shareholding; for the content of said declaration, Shareholders should refer to the recommendations set out in the above mentioned CONSOB communication no. DEM/9017893.

In view of the fact that the number of members of the Board of Directors may be determined by the Shareholders' Meeting up to a maximum of twelve and, moreover, of the applicability, in the event of Directors leaving office early, of a special co-opting system as provided for in article 18.5 of the Articles of Association (which provides, on a priority basis, for replacement by unelected candidates taken from the same list to which outgoing Directors belong), Shareholders are advised to include a sufficient number of candidates in the lists.

With reference to the mechanism for appointing Directors elected through list voting, reference is made to article 18.4 of the Articles of Association which also states as follows:

- each person entitled to vote may only vote for one list at the Shareholders' Meeting;
- two thirds of the Directors to be elected (rounded down to the nearest whole number in the event of a non-whole number) shall be taken from the list that receives the most votes expressed by Shareholder, in the progressive order in which they appear on the list;
- the remaining Directors will be taken from the other lists, as described in the same article 18.4 letter b);
- if, following application of the aforesaid procedure, the minimum number of two independent Directors required by the Articles of Association has not been appointed, the ratio of votes to be allocated to each candidate will be calculated using the method described in article 18.4 letter b); candidates not yet elected from the lists pursuant to letters a) and b) of the same article 18.4 who satisfy the independence criteria and have obtained the highest ratios, in the number necessary to ensure compliance with the Articles of Association, will be elected, and shall replace the non-independent Directors allocated the lowest ratios. If there are insufficient candidates to fulfil the required minimum of two independent Directors, the Shareholders' Meeting shall adopt a resolution based on the statutory majority to replace those candidates who do not satisfy the independence criteria and who have obtained the lowest ratio.

In addition, it should be remembered that, in accordance with the provisions of article 144-octies of Consob Regulation no. 11971/1999, together with each list, curriculum vitae shall be deposited for each candidate containing of their personal and professional credentials, including their suitability to serve as "independents" pursuant to article 148 paragraph 3 of Consolidation Act no. 58/1998, as well as - in accordance with the provisions of the Self-Regulatory Code for Listed Companies - pursuant to article 3 of the same Code.

In relation to the above the Shareholders are invited to vote during the Meeting for one of the lists of candidates for the office of Director from those submitted, deposited and published in accordance with the provisions examined previously.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the fifth item on the agenda

Appointment of the Chairman of the Board of Directors

To the Shareholders,

the Shareholders' Meeting is entitled of the power to appoint the Chairman of the Board of Directors; in fact, article 19.1 of the Articles of Association states only subordinately that it is the Board of Directors that elects the Chairman from amongst its members, if the Shareholders' Meeting has not already done so.

In relation to the above, the Shareholders' Meeting is invited to appoint - based on proposals that may be presented by Shareholders during the Meeting – the Chairman of the Board of Directors.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the sixth item on the agenda

Determination of the remuneration of the Board of Directors

To the Shareholders,

article 27.1 of the Articles of Association states that the Chairman and other members of the Board of Directors are entitled, not only to the refund of expenses incurred by reason of their office, but also to emoluments determined by the Ordinary Shareholders' Meeting and that, once the relevant resolution is taken, it shall remain valid also for the subsequent years until otherwise determined by the Shareholders' Meeting.

It should be remembered in this regard that the ordinary Shareholders' Meeting of 6 June 2008 set the remuneration of the outgoing Board of Directors as follows: (a) Euro 60,000.00 gross per annum for Directors (b) Euro 90,000.00 gross per annum for the Chairman of the Board of Directors.

In relation to the above the Shareholders' Meeting is invited to set - based on proposals that may be presented by Shareholders during the Meeting - the remuneration payable to the Chairman and other members of the Board of Directors.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

Report of the Board of Directors on the seventh item on the agenda

Authorisation to buy and dispose of treasury shares servicing share incentive plans; related and consequent resolutions

To the Shareholders,

You are invited to deliberate on the authorisation to buy and dispose of treasury shares, in order to meet the residual requirements relating to the share incentive plans for the now expired three-year period 2002-2004 and 2008-2010 respectively.

With reference to the 2002-2004 Incentive Plan, known as *Stock Option Plan 2002-2004* and based on the assignment of stock options of Finmeccanica – Società per azioni shares, dependent on the achievement of specific performance targets, the options not yet taken up refer to 566,911 ordinary shares. The deadline for taking up the options assigned is fixed at 31 December 2011, in accordance with the resolutions adopted by the Company's Board of Directors, in the meeting of 17 December 2009.

On the other hand, with regard to the Incentive Plan 2008-2010 known as *Performance Share Plan 2008-2010* and based on the free assignment of Finmeccanica – Società per azioni shares, dependent on the achievement of specific performance targets, 1,675,891 ordinary shares are to be assigned free of charge, based on actual results achieved with regard to 2010, which is the last year of the Plan's duration.

No provision is made for new or further assignments of, or for options to buy Finmeccanica – Società per azioni shares, nor it is possible for new entrants to participate within the scope of the Plan.

In fact, for both Plans in question the vesting period for purposes of verifying that the performance conditions are achieved has come to an end.

With specific regard to the *Stock Option Plan 2002-2004*, the deadline for taking up the option rights assigned is 31 December 2011; on the other hand, with regard to the *Performance Share Plan 2008-2010*, its third and final tranche is scheduled to be assigned to those entitled by 1 December 2011.

At the moment the Company holds 712,515 treasury shares, equal to approximately 0.123% of the share capital that can be used for the requirements related to the aforesaid Plans.

In view of the outstanding requirements of the Plans in question as specified above, we submit for your approval a request to authorize the availability of 712,515 treasury shares currently held in the Company's portfolio and at the same time to authorize, pursuant to article 2357 of the Italian Civil Code, the purchase on one or more occasions and by the deadline of 31 December 2011, as well as the disposition of a maximum of 1,530,287 Finmeccanica - Società per azioni ordinary shares each with a nominal value of EURO 4.40 at a maximum and minimum unit price equal to the reference price recorded on the *Mercato Telematico Azionario* (MTA Market) organized and managed by Borsa Italiana S.p.A. on the day prior to the date of the intended purchase date, plus or minus 5% for the maximum and minimum price respectively, to be allocated to the residual requirements of the 2002-2004 Incentive Plan and 2008-2010 Incentive Plan.

The following procedures will be followed, on a gradual basis as deemed fit, for the purchase of shares servicing the 2002-2004 and 2008-2010 Incentive Plans:

- purchase on the market adopting the operating procedures established in the market's organization and management regulations (article 144*bis* paragraph 1 letter b) of the Issuers' Regulations adopted with Consob resolution no. 11971 of 14/05/1999 and subsequent amendments);
- purchase and sale of derivative instruments traded on regulated markets (article 144*bis* paragraph 1 letter c) of the Issuers' Regulations adopted with Consob resolution no. 11971 of 14/05/1999 and subsequent amendments)

Treasury shares designated to service the share incentive plans will be made available to those entitled within the limits and pursuant to the terms and conditions set out in the plans and/or in the relevant implementation regulations.

Now, therefore, we submit for your approval the following

Agenda:

The Ordinary Shareholders' Meeting of Finmeccanica – Società per azioni:

- having regard to the provisions contained in articles 2357 and 2357*ter* of the Italian Civil Code and article 132 T.U.F (Financial Services Act).;
- taking account of the 712,515 treasury shares already held by the Company, equal to approximately 0.123% of the share capital;

resolves

1. to authorize, pursuant to article 2357 of the Italian Civil Code, the purchase, on one or more occasions and by the deadline of 31 December 2011, of a further maximum number of 1,530,287 Finmeccanica - Società per azioni ordinary shares each with a nominal value of EURO 4.40, and hence taking account of the treasury shares already held, within a limit of 10% (ten per cent) of the share capital, at a maximum and minimum unit price that shall be equal to the reference price recorded on the *Mercato Telematico Azionario* (MTA Market) organized and managed by Borsa Italiana S.p.A. on the day prior to the date of the intended purchase date, plus or minus 5% (five per cent) for the maximum and minimum price respectively, to be allocated to service the residual requirements both of the 2002-2004 Incentive Plan and 2008-2010 Incentive Plan.
2. to authorize the Board of Directors, and on its behalf the Legal Representative, to proceed, under the conditions set out above and in the gradual stages deemed fit, to buy the treasury shares in accordance with the following procedures:
 - purchase on the market adopting the operating procedures established in the market's organization and management regulations (article 144*bis* paragraph 1 letter b) of the Issuers' Regulations adopted with Consob resolution no. 11971 of 14/05/1999 and subsequent amendments);
 - purchase and sale of derivative instruments traded on regulated markets (article 144*bis* paragraph 1 letter c) of the Issuers' Regulations adopted with Consob resolution no. 11971 of 14/05/1999 and subsequent amendments)
3. to authorize the availability, at any time, in whole or in part on one or more occasions, of the treasury shares already held in the portfolio and those purchased based on this resolution, for their use, subject to a resolution of the Board of Directors and in accordance with legal provisions, to service the aforementioned Incentive Plans and according to the terms and conditions set out in the Plans and/or in the related implementation regulations.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)

EXTRAORDINARY PART

Report of the Board of Directors on the sole item on the agenda

Amendment to articles 16 and 24 of the Articles of Association

To the Shareholders,

You have been called to an Extraordinary Shareholders' Meeting to deliberate on the change to articles 16 and 24 of the Articles of Association, in relation to the provisions of the "Regulations setting out provisions on the subject of related party transactions", adopted by Consob with resolution no. 17221 of 12 March 2010 and supplemented with resolution no. 17389 of 23 June 2010.

In particular, with the aforesaid provisions, Consob intended to implement the authority delegated thereto by article 2391*bis* of the Italian Civil Code, setting forth principles with which joint stock companies listed on regulated markets have to comply in order to ensure the transparency and substantive and procedural correctness of related party transactions, carried out directly or through subsidiaries.

In implementation of the new regulatory provisions and taking account of the guidance provided by Consob on the matter, the Board of Directors, during the meeting of 26 November 2010, approved, with the favourable opinion of the "Procedures Committee", the "Procedure for related party transactions" which sets out the rules governing the performance of related party transactions and the connected reporting obligations.

When defining the aforesaid complex of rules the Company has availed itself of the right, granted by current legislation, to adopt certain procedural options which presuppose the introduction of a number of special statutory provisions so that they can be applied in practical terms.

In particular, and as provided for in article 13.3 of the "Procedures for related party transactions", the terms required to make effective the provisions contained in articles 6.2.2 (ii), 6.2.5 and 11.2 letter (d) of the Procedure, which regulate exceptions to the ordinary procedure, have to be inserted in the Articles of Association.

In this regard it should be noted that the aforesaid provisions as per articles 6.2.2 (ii) and 6.2.5 state that the Board of Directors may approve the most significant related party transactions, despite the negative opinion of the Committee for related party transactions, provided that the execution of such transactions is authorized by the Shareholders' Meeting, which deliberates according to article 11 paragraph 3 of the

“Regulations setting out provisions on related party transactions”. In particular, in such cases it is stated that the transaction cannot be carried out if the majority of non-related voting shareholders vote against the transaction, but on condition that non-related shareholders attending the meeting represent at least 10% of the share capital with voting rights.

The aforesaid provisions also state under article 11.2 letter d) that the ordinary procedure is not applicable to urgent transactions, which do not fall within the remit of the meeting or do not have to be authorized by it.

In relation to the above, and given that the competence of the Shareholders’ Meeting to deliberate on authorizations for the performance of Directors’ actions requires an express provision in the Articles of Association, pursuant to article 2364 paragraph 1 no. 5 of the Italian Civil Code, it is proposed that such reference is provided by inserting in article 16 of the Articles of Association a new paragraph 6, relating to authorization on the matter of related party transactions.

In addition, it is proposed that a new paragraph is added to article 24 paragraph 1 setting out the assumption, which constitutes the framework and preamble for the new legislation on the matter, whereby the Board of Directors adopts procedures to ensure the transparency and substantive and procedural correctness of related party transactions.

The same paragraph would also establish that the procedures may provide for approval by the Board of Directors of the most significant related party transactions, despite the contrary opinion of the Committee for related party transactions, provided that their performance is authorized by the Shareholders’ Meeting, as well as the inapplicability of these same procedures for urgent transactions, which do not fall within the remit of the Shareholders’ Meeting or do not have to be authorized by it.

As regards the above, we therefore propose that you approve the change to articles 16 and 24 of the Articles of Association in the text indicated below compared against the current text, with the related changes illustrated:

Current text	New text proposed
<p style="text-align: center;">ARTICLE 16</p> <p>16.1. Ordinary General Meetings shall be validly constituted, both at first and second call when at least the quota of the capital required by the provisions of law is represented.</p> <p>16.2. General Meetings, whether at first or second call, without prejudice to that provided by Article 16.5 hereinafter, shall</p>	<p style="text-align: center;">ARTICLE 16</p> <p>16.1. Ordinary General Meetings shall be validly constituted, both at first and second call when at least the quota of the capital required by the provisions of law is represented</p> <p>16.2. General Meetings, whether at first or second call, without prejudice to that provided by Article 16.5 hereinafter, shall</p>

<p>adopt resolutions based on the absolute majority of those present.</p> <p>16.3. Extraordinary General Meetings shall be validly constituted when, (i) at first call, more than half of the share capital; (ii) at second call, more than one third of the share capital; and (iii) at third call, more than one fifth of the share capital, is represented.</p> <p>16.4 Extraordinary General Meetings shall adopt resolutions based on the vote in favour of at least three-quarters of the share capital present at the meeting.</p> <p>16.5 Resolutions of Ordinary General Meetings pertaining to the matters referred to in Article 22.3 shall be adopted based on the vote in favour of at least three-quarters of the capital present at the meeting.</p>	<p>adopt resolutions based on the absolute majority of those present.</p> <p>16.3. Extraordinary General Meetings shall be validly constituted when, (i) at first call, more than half of the share capital; (ii) at second call, more than one third of the share capital; and (iii) at third call, more than one fifth of the share capital, is represented.16.4 Extraordinary General Meetings shall adopt resolutions based on the vote in favour of at least three-quarters of the share capital present at the meeting.</p> <p>16.5 Resolutions of Ordinary General Meetings pertaining to the matters referred to in Article 22.3 shall be adopted based on the vote in favour of at least three-quarters of the capital present at the meeting.</p> <p>16.6 Ordinary General Meetings shall adopt resolutions not only on the matters attributed to them by law, but also on authorizations for directors to implement actions on the matter of related party transactions as per Article 2391bis of the Italian Civil Code.</p>
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<p style="text-align: center;">ARTICLE 24</p> <p>24.1. The Board of Directors is vested with the utmost powers for the ordinary and extraordinary administration of the Company; in particular, it may perform any act that it considers appropriate in order to carry out and attain the corporate objects, save for those acts reserved by law or by the Articles of Association for the Shareholders' Meeting.</p> <p>The Board of Directors also has the power to adopt resolutions on:</p> <ol style="list-style-type: none"> a) the merger or demerger of the Company in the cases provided by law; b) the creation or closure of secondary establishments; c) the reduction in share capital in the event of the withdrawal of one or more shareholders; d) the adaptation of the Articles of Association to legislative changes; 	<p style="text-align: center;">ARTICLE 24</p> <p>24.1. The Board of Directors is vested with the utmost powers for the ordinary and extraordinary administration of the Company; in particular, it may perform any act that it considers appropriate in order to carry out and attain the corporate objects, save for those acts reserved by law or by the Articles of Association for the Shareholders' Meeting.</p> <p>The Board of Directors also has the power to adopt resolutions on:</p> <ol style="list-style-type: none"> a) the merger or demerger of the Company in the cases provided by law; b) the creation or closure of secondary establishments; c) the reduction in share capital in the event of the withdrawal of one or more shareholders; d) the adaptation of the Articles of Association to legislative changes;
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<p>e) the relocation of the Company's registered office within the national territory.</p> <p>24.2. The competent bodies shall report back to the Board of Directors and Board of Statutory Auditors in a timely fashion – or, in the absence of such bodies, the directors shall report back to the Board of Statutory Auditors in a timely fashion – on the work carried out, the general performance and outlook and on material economic, financial and equity-related operations or key features thereof carried out by the Company and by controlled undertakings; in particular, they shall report back on operations in which the directors may represent an interest in their own name or on behalf of third parties. Reports may be given at Board meetings or in writing. Reports shall be given promptly and in any case no less than once a quarter.</p>	<p>e) the relocation of the Company's registered office within the national territory.</p> <p>The Board of Directors, pursuant to the legal and regulatory provisions applicable from time to time, shall adopt procedures that ensure the transparency and substantive and procedural correctness of related party transactions as per Article 2391<i>bis</i> of the Italian Civil Code. The procedures may provide for (i) the approval by the Board of Directors of the most significant related party transactions despite the contrary advice or advice with qualifications of the Committee for related-party transactions, provided that their performance is authorized by the Shareholders' Meeting; (ii) the inapplicability of the same procedures with regard to urgent transactions if these do not fall within the remit of the Shareholders' Meeting or do not have to be authorized by it.</p> <p>24.2. The competent bodies shall report back to the Board of Directors and Board of Statutory Auditors in a timely fashion – or, in the absence of such bodies, the directors shall report back to the Board of Statutory Auditors in a timely fashion – on the work carried out, the general performance and outlook and on material economic, financial and equity-related operations or key features thereof carried out by the Company and by controlled undertakings; in particular, they shall report back on operations in which the directors may represent an interest in their own name or on behalf of third parties. Reports may be given at Board meetings or in writing. Reports shall be given promptly and in any case no less than once a quarter.</p>
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The changes to the Articles of Association proposed do not attribute the right of withdrawal to those shareholders who do not contribute to their approval, since none of the circumstances for withdrawal identified by article 2437 of the Italian Civil Code apply.

Now, therefore, we submit for your approval the following

Agenda:

The Extraordinary General Meeting of “Finmeccanica – Società per azioni”

- having seen the report of the Board of Directors

Resolves

- to approve the proposals to change articles 16 and 24 of the Articles of Association as set out in the text contained in the Report of the Board of Directors approved on 2 March 2011 and to be exactly reported in the minutes of this resolution;
- to confer the Legal Representative the authority to make to this resolution any change of a formal nature which may become necessary.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)