

**FINMECCANICA - Società per azioni**  
Registered office: 4 Piazza Monte Grappa, Rome.  
Fully paid-up share capital of EUR 2,543,861,738.00,  
Registered in Rome, Registered No. and Tax Ref. 00401990585  
VAT No 00881841001

#### **NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting is called on 29 April and 4 May 2011 in first and second call respectively at 10:30 in Rome at the Centro Convegni Matteo Ricci, Piazza della Pilotta n. 4 and in extraordinary session on 29 April, 3 May and 4 May 2011 in first, second and third call respectively, at the same time and place, to resolve on the following

#### **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.

##### **Information on the share capital**

On the date of this notice, Finmeccanica's share capital amounts to € 2,543,861,738.00 solely represented by 578,150,395 ordinary shares with a par value of € 4.40 each.

##### **Addition to the agenda**

Pursuant to art. 126-*bis* of Legislative Decree No. 58/98, Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the date of publication of this notice, additions to the agenda to be discussed, indicating in the request the additional items proposed. Requests must be sent in writing by the proposing Shareholders by fax to +390632657172 or to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com)., accompanied by a report on the matters proposed for discussion, together with suitable documentation issued by the financial broker certifying the ownership of the aforesaid shareholding.

Additions are not allowed for matters on which the Shareholders' Meeting resolves, as prescribed by law, on the proposal of the Directors or based on a project or report prepared by them.

The agenda supplemented with the matters to be discussed in the Shareholders' Meeting as well as the report prepared by the requesting shareholders, accompanied by any comments of the Board of Directors, will be published by the Company, in accordance with the legal formalities, at least fifteen days prior to the date fixed for the Shareholders' Meeting in first call.

##### **Eligibility to attend the Shareholders' Meeting**

Pursuant to art. 83-*sexies* of Legislative Decree No. 58/98 and art. 13 of the Articles of Association, eligibility to attend the Shareholders' Meeting and exercise the right to vote is dependent on the Company's receipt of the communication issued by a financial broker authorised under current legislation, certifying possession of the right to vote based on evidence of their own accounting records relating to the end of the accounting date

of 18 April 2011 (seventh open market date prior to the date of the Shareholders' Meeting in first call). Therefore, persons who become holders of shares only after 18 April 2011 will not be entitled to vote in the Shareholders' Meeting.

Holders of shares not yet dematerialised may exercise the right to attend the Shareholders' Meeting only after delivering the share certificates to an authorised financial broker allowing sufficient time for them to be entered into the centralised management system for dematerialised securities.

### **Proxy voting**

Every party entitled to attend the Shareholders' Meeting may be represented by a written proxy in accordance with current legislation. The proxy form available at the Company registered office or on the website ([www.finmeccanica.it](http://www.finmeccanica.it)) may be used for this purpose. The proxy may be sent to the Company by registered to the Company registered office, to the attention of the Legal and Corporate Affairs Department/ Corporate Affairs Function or by fax to +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com). If the representative should deliver or send the Company a copy of the proxy, he/she must certify under his/her own responsibility that the proxy conforms to the original and the identity of the party appointing the proxy.

For the Shareholders' Meeting indicated in this notice, the proxy may be conferred, with voting instructions for all or some of the proposals on the agenda, on Servizio Titoli S.p.A., specially designated by the Company as its Representative pursuant to art. 135-*undecies* of Legislative Decree No. 58/98 and art. 14.3 of the Article of Association. The special proxy form available at the Company registered office as well as on the Company's website ([www.finmeccanica.it](http://www.finmeccanica.it)) may be used for this purpose and it shall reach Servizio Titoli S.p.A., as per the procedures indicated in "Information on how to complete and send the form" in the same form, by the end of the second open market day prior to the date fixed for the Shareholders' Meeting in first call (and therefore by 27 April 2011).

The proxy thus conferred will be effective solely for proposals in relation to which voting instructions have been conferred. The proxy and voting instructions may be revoked by the same date indicated above (27 April 2011).

### **Right to pose questions before the Shareholders' Meeting**

Pursuant to art. 127-*ter* of Legislative Decree No. 58/98, the Shareholders may also submit questions on items on the agenda before the Shareholders' Meeting, sending them to the Company in a timely manner and in any event by 27 April 2011, in order to ensure that the related answers can be organised at the very latest during the Shareholders' Meeting.

The questions shall be sent by registered letter to the Company registered office to the attention of Department for Legal and Corporate matters/Office for Corporate matters or by fax to +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com).

Together with each question, Shareholders shall give proof of their eligibility to exercise this right providing suitable relevant documentation, also by reference to the communication issued by the financial broker for purposes of Meeting attendance.

The Company reserves the right to provide one single answer to questions having the same content. Only questions strictly pertinent to the items on the agenda of the Shareholders' Meeting will be taken into consideration.

No answer will be given when the information requested has been made available in a special section ("Questions and Answers") on the Company's website ([www.finmeccanica.it](http://www.finmeccanica.it)).

### **Appointment of the Board of Directors**

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

In particular, the following points should be noted:

- Directors shall be appointed by the Meeting on the basis of lists submitted by Shareholders and by the outgoing Board of Directors, in which the candidates must be listed in sequential order;
- Directors who for any reason are not appointed by the list voting system will be elected by the Ordinary General Meeting, deciding by statutory majority;
- in addition to the Directors as above appointed a Director without voting rights could be appointed by the Italian Economy and Finance Minister, jointly with the Minister for Manufacturing (now Minister for Economic Development) pursuant to Article 5.1 *ter*, subparagraph d) of the By Laws;

- the lists must be deposited by the Shareholders presenting them at the Company registered office by the twenty-fifth day preceding the date of the meeting at first call (and therefore by 4 April 2011);
- 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 Ordinary Shareholders' Meeting;
- in order to prove ownership of the number of shares necessary for the submission of lists, Shareholders must file at the Company registered office at least twenty-one days preceding the date of the Shareholders' Meeting at first call (and therefore by 8 April 2011), the special certificate proving that they are in possession of the number of shares represented. The ownership of the minimum shareholding for submitting lists is determined having regard to the shares registered to the Shareholders' on the day on which the lists are deposited;
- at least two directors must satisfy the independence criteria provided for Statutory Auditors by the law (art. 148, paragraph 3 of Legislative Decree 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 the Directors of listed companies, pursuant to art. 147 -*quinquies* of Legislative Decree No. 58/1998, by the Decree of the Minister of Justice No. 162 of 30 March 2000, shall be deposited at the Company 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 art. 147-*ter* paragraph 3 of Legislative Decree 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 art. 147-*ter* paragraph 3 of Legislative Decree No. 58/1998 and art. 144-*quinquies* of the Issuers' Regulations) with 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 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 the 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 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 the 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 art. 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 art. 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 "independent" pursuant to art. 148 paragraph 3 of Legislative Decree No. 58/1998. as well as - in accordance with the provisions of the Self-Regulatory Code for Listed Companies - pursuant to art. 3 of the same Code. Shareholders wishing to submit a list of candidates may contact the Legal and Corporate Affairs Department/ Corporate Affairs Function (Tel. +3906324731) in advance to discuss any necessary practical details.

The outgoing Board of Directors has decided not to submit any list under the terms specified in art.18.4 of the Article of Association.

The duly presented lists of candidates will be made available to the public at the Company registered office, at Borsa Italiana S.p.A. and on the Company website ([www.finmeccanica.it](http://www.finmeccanica.it)) within a period of twenty one days prior to the date of the Shareholders' Meeting in first call (and therefore by 8 April 2011).

#### **Documentation**

The documentation for the Shareholders' Meeting, including the Board of Directors' Reports and the proposed items for discussion on the agenda, is made available to the public, at the same time as publication of this notice and with the right of Shareholders to obtain a copy thereof, at the Company registered office, at Borsa Italiana S.p.A. and on the Company website at [www.finmeccanica.it](http://www.finmeccanica.it).

Rome, 19 March 2011

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