



FINMECCANICA - Società per azioni
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Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
(in third and second call respectively)
15 May 2014

SUMMARY OF THE VOTING
(art. 125-*quater*, paragraph 2, Legislative Decree No. 58/98)

Extraordinary Session

- 1. Amendments to the Articles of Association: insertion of Article 18bis to the Articles of Association in regard to honorableness requirements and related causes of ineligibility and forfeiture of the members of the Board of Directors, with consequent amendment of Article 18.3. Resolutions related thereto.**

Resolutions: The Shareholders' Meeting did not approve the proposal submitted by the shareholder Ministry of Economy and Finance (by a report pursuant to Article 125-*ter*, paragraph 3, of Legislative Decree no. 58/98, attached to the request pursuant to Article 2367 of the Italian Civil Code) regarding the introduction into the Articles of Association of a clause prescribing requirements of honorableness and related causes of ineligibility and forfeiture of the members of the Board of Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	346,547,172	59.940662%	
Shares in relation to which the vote has been cast	343,250,071	59.370377%	99.048585%
Votes in favour	229,059,190	39.619308%	66.097550%
Votes against	112,180,257	19.403300%	32.370848%
Abstentions	2,010,624	0.347768%	0.580188%
Shares in relation to which the vote has not been cast	3,297,101	0.570284%	0.951415%



Ordinary Session

1. Financial Statements at 31 December 2013; Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2013.

Resolutions: The Shareholders' Meeting approved the Report of the Board of Directors and the Finmeccanica S.p.a. Financial Statements at 31 December 2013 pursuant to the draft published in accordance with the applicable laws. The Shareholders' Meeting also approved the proposal submitted by the Board of Directors of covering the 2013 loss of € 355,418,120.05 by using the entire merger surplus reserve for € 265,055,593.74 and the retained earnings reserve for Euro 90,362,526.31.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	346,547,529	59.940723%	
Shares in relation to which the vote has been cast	344,119,928	59.520832%	99.299490%
Votes in favour	343,083,710	59.341602%	99.000478%
Votes against	11,968	0.002070%	0.003453%
Abstentions	1,024,250	0.177159%	0.295558%
Shares in relation to which the vote has not been cast	2,427,601	0.419890%	0.700510%

2. Determination of the number of members of the Board of Directors.

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, set the number of the Directors at eleven.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,720,226	59.797629%	
Shares in relation to which the vote has been cast	343,293,126	59.377824%	99.297958%
Votes in favour	341,642,931	59.092397%	98.820637%
Votes against	48,175	0.008332%	0.013935%
Abstentions	1,602,020	0.277093%	0.463386%
Shares in relation to which the vote has not been cast	2,427,100	0.419804%	0.702042%



3. Determination of the term of office of the Board of Directors.

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, set the term of the office of the Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Finmeccanica S.p.a. Financial Statements at 31 December 2016.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,720,214	59.797627%	
Shares in relation to which the vote has been cast	343,293,114	59.377822%	99.297958%
Votes in favour	341,674,735	59.097898%	98.829840%
Votes against	17,472	0.003022%	0.005054%
Abstentions	1,600,907	0.276901%	0.463064%
Shares in relation to which the vote has not been cast	2,427,100	0.419804%	0.702042%

4. Appointment of the members of the Board of Directors.

Resolutions: The Shareholders' Meeting appointed as Directors for the three-year period 2014-2016: Guido ALPA, Marina Elvira CALDERONE, Paolo CANTARELLA, Marta DASSU', Giovanni DE GENNARO, Alessandro DE NICOLA, Dario FRIGERIO, Fabrizio LANDI, Silvia MERLO, Mauro MORETTI, Marina RUBINI.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,719,226	59.797456%	
Shares in relation to which the vote has been cast	345,719,088	59.797431%	99.999960%
Votes in Favour of List No. 1 (*)	121,259,375	20.973673%	35.074525%
Votes in Favour of List No. 2 (**)	195,204,696	33.763653%	56.463361%
Votes Against	9,510,957	1.645066%	2.751064%
Abstentions	19,744,060	3.415038%	5.711010%
Shares in relation to which the vote has not been cast	138	0.000023%	0.000040%

(*) List submitted by a Group of Investment Management Companies and Institutional Investors

(**) List submitted by the Ministry of Economy and Finance



5. Appointment of the Chairman of the Board of Directors

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, appointed Giovanni De Gennaro as Chairman of the Board of Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,719,226	59.797456%	
Shares in relation to which the vote has been cast	343,292,126	59.377651%	99.297956%
Votes in favour	321,396,875	55.590531%	92.964710%
Votes against	12,444,856	2.152529%	3.599700%
Abstentions	9,450,395	1.634591%	2.733546%
Shares in relation to which the vote has not been cast	2,427,100	0.419804%	0.702044%

6. Determination of the remuneration of the Board of Directors

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, set the remuneration of the Directors as follows: € 90,000 before-tax per year to the Chairman and € 80,000 before-tax per year to each of the other Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,410,714	59.744094%	
Shares in relation to which the vote has been cast	342,983,337	59.324241%	99.297249%
Votes in favour	208,481,909	36.060151%	60.357685%
Votes against	92,295,400	15.963908%	26.720480%
Abstentions	42,206,028	7.300181%	12.219085%
Shares in relation to which the vote has not been cast	2,427,377	0.419852%	0.702751%



7. Integration of the fees of the Independent Auditors for the financial year 2012.

Resolutions: The Shareholders' Meeting approved the well-grounded proposal by the Board of Statutory Auditors, pursuant to Article 13, paragraph 1, of Legislative Decree no. 39/2010, to integrate the fees payable to KPMG S.p.A. for additional activities of statutory audit of the financial statements of Finmeccanica S.p.a. for the financial year 2012, for an amount of € 350,000.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	346,543,226	59.939979%	
Shares in relation to which the vote has been cast	343,290,126	59.377305%	99.061272%
Votes in favour	332,393,841	57.492625%	95.916993%
Votes against	18,806	0.003252%	0.005427%
Abstentions	10,877,479	1.881427%	3.138852%
Shares in relation to which the vote has not been cast	3,253,100	0.562673%	0.938728%

8. Limits to the fees of Directors with delegated powers pursuant to Article 23-bis of Legislative Decree no. 201/2011.

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Board of Directors, approved the transposition and the consequent application of the provisions set out in Article 23-bis, paragraphs 5-*quater*, 5-*quinquies* and 5-*sexies* of Legislative Decree no. 201/2011, converted with amendments by Law no. 214/2011, as amended by Legislative Decree no. 69/2013, converted with amendments by Law no. 98/2013.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	346,541,007	59.939595%	
Shares in relation to which the vote has been cast	343,243,907	59.369311%	99.048569%
Votes in favour	326,187,108	56.419075%	94.126554%
Votes against	5,907,000	1.021706%	1.704560%
Abstentions	11,149,799	1.928529%	3.217454%
Shares in relation to which the vote has not been cast	3,297,100	0.570284%	0.951431%



9. Report on Remuneration: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98.

Resolutions: The Shareholders' Meeting, by non-binding resolution, resolved in favour 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 19 March 2014.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	346,541,003	59.939595%	
Shares in relation to which the vote has been cast	343,171,118	59.356721%	99.027565%
Votes in favour	289,511,419	50.075451%	83.543193%
Votes against	42,509,254	7.352629%	12.266731%
Abstentions	11,150,445	1.928640%	3.217641%
Shares in relation to which the vote has not been cast	3,369,885	0.582873%	0.972435%

Disclaimer

This Summary of the Voting has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the Summary of the Voting and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.