



FINMECCANICA - Società per azioni
Registered office in Rome, Piazza Monte Grappa 4
finmeccanica@pec.finmeccanica.com
Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

NOTICE OF CALL OF AN ORDINARY SHAREHOLDERS' MEETING

A Shareholders' Meeting is called in Ordinary session on 8 May and 11 May 2015, in first and second call respectively, at 10:30 a.m. at the "Accademia Nazionale dei Lincei" in Rome, Via della Lungara, 230 – 00165, to discuss and resolve upon the following

Agenda

1. Financial Statements at 31 December 2014. Report of the Board of Directors, Report of the Board of Statutory Auditors and Independent Auditors' Report. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2014;
2. Appointment of the Board of Statutory Auditors for the three-year period 2015-2017;
3. Appointment of the Chairman of the Board of Statutory Auditors;
4. Determination of the remuneration of the Board of Statutory Auditors;
5. Long-Term Incentive Plan and Coinvestment Plan for the management of Finmeccanica Group; authorisation to purchase and dispose of own shares to be put at the service of the Plans. Resolutions related thereto;
6. Report on Remuneration: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98.

Additions to the items on the agenda and submission of motions

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, within ten days following the publication of this notice (*i.e.* not later than 7 April 2015) request additions to the items on the agenda or submit motions additional to those already on the agenda, stating the additional items and motions in the relevant application.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting can resolve, by law, only if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98. Applications must be presented in writing by the proposing Shareholders via fax to number +390632657172 or to the certified e-mail address assemblea@pec.finmeccanica.com, together with the satisfactory documentation issued by an authorised intermediary certifying the ownership of the shareholding on the date of the request.

Within the deadline and in the manner indicated above, the proposing Shareholders must submit a report stating the reasons for any proposed motions on additional matters which they propose for discussion or the reasons for any further proposed motions regarding matters already on the agenda.

Any additions to the agenda or presentation of proposals for further motions on matters already included on the agenda will be announced by the Company, in the same manner as prescribed for publication of this call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 23 April 2015). At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by the Board of Directors.

In accordance with Article 126-*bis*, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may individually submit motions to be considered in the Shareholders' Meeting regarding items on the agenda.

Right to attend the Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and exercise voting rights is subject to receipt by the Company of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the title to voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the first call of the Shareholders' Meeting (*i.e.* 28 April 2015), the so-called "*record date*".

The notice must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (*i.e.* by 5 May 2015). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received in the course of the Meeting.

Any credit and debit entries made to the accounts after 28 April 2015 (*record date*) are not relevant for the legitimacy of voting rights. Therefore, anyone who becomes a holder of shares after such date will not be entitled to attend and vote at the Shareholders' Meeting.

Holders of shares that have not yet been dematerialized may only exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorised intermediary in time for the same to be entered in the centralized management system in dematerialized form.

Voting by proxy

Persons who are entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with applicable law. The proxy form, which is available for download on the Company's website (www.finmeccanica.com, section "Meeting 2015") or at the registered offices, may be used for this purpose. The proxy may be sent in advance by registered mail with return receipt to the registered offices of the Company to the attention of "Legal & Corporate Affairs and Compliance" Unit, or sent by fax to number +390632657172 or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com. If the delegate delivers or sends a copy of the proxy to the Company, he/she must certify under his/her own responsibility that the copy is a true copy of the original proxy and the identity of the delegating party.

Shareholders' Representative appointed by the Company

Pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Computershare S.p.A. as the entity to which the Shareholders may grant a proxy free of charge, with voting instructions on all or some of the motions on the agenda. The proxy to the above representative must be granted by signing the relevant form which may be downloaded from the Company's website (www.finmeccanica.com, section "Meeting 2015") or requested at the registered office, and should be received by Computershare S.p.A., in the manner indicated in the proxy form in the special "Instructions for filling in and transmission", not later than the end of the second trading day before the date set for the Shareholders' Meeting (*i.e.* by 6 May 2015; if the Shareholders' Meeting takes place in second calls, proxies may be accepted even if received by 7 May 2015). Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given. The proxy and voting instructions may be revoked within the same terms and in the same manner provided for their delivery.

The original proxy to the Appointed Representative must be delivered to Computershare S.p.A. in Rome at Via Monte Giberto 33 - 00138 (possibly anticipating a copy with a declaration of conformity to the original), or by fax to number +390645417450 or by certified e-mail to ufficioroma@pecserviziitoli.it.

The Appointed Representative will be at Shareholders' disposal for any information they may require from 27 March 2015 on telephone number +390645427413 and e-mail address infofinmeccanica@computershare.it.

Right to ask questions before the Shareholders' Meeting

Anyone who has voting rights may submit questions regarding the items on the agenda even before the meeting. These questions must be received by the Company not later than the third day before the date of the Shareholders' Meeting in first call (*i.e.* not later than 5 May 2015), pursuant to Article 127-*ter* of Legislative Decree no. 58/98, together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the title to the shares as of 28 April 2015 (*record date*).

Questions must be sent by registered mail with return receipt to the Company's registered offices to the attention of "Legal & Corporate Affairs and Compliance" Unit, or sent by fax to +390632657172 or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com.

Any questions received before the above deadline will be answered during the Shareholders' Meeting at the latest; the Company reserves the right to provide a single answer to questions with the same content.

The Company will not take into consideration questions that are not strictly related to the items on the Shareholders' Meeting agenda or those which have already been answered in the "Questions and Answers" of the section "Meeting 2015" of the Company's website (www.finmeccanica.com).

Any answers handed out in hardcopy format to each of the persons having voting rights at the beginning of the meeting are deemed given during the Shareholders' Meeting.

Appointment of the Board of Statutory Auditors

Please note that the appointment of the Board of Statutory Auditors shall take place on the basis of Article 28 of the Articles of Association, to which reference is made.

In accordance with the aforementioned article and current legal provisions, it is specified that:

- the Board of Statutory Auditors is composed of five Statutory Auditors; the General Meeting shall also elect two Alternate Auditors;
- the members of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting based on lists submitted by Shareholders;
- each list, in which candidates shall appear in consecutive order, will be divided into two sub-lists: one for candidates to be elected to the office of Statutory Auditor and the other for candidates to be elected to the office of Alternate Auditor;
- at least the first candidate in each sub-list must be entered in the official register of auditors and must have been performing statutory audits of accounts for a period of no less than three years;
- the lists that, considering both sub-lists, present a number of candidates equal to or greater than three should include, in the sub-list of the Statutory Auditors, candidates of different genders. If the sub-list of Alternate Auditors of such lists shows two candidates, they must belong to different genres;
- each Shareholder may submit or take part in the submission of only one list and each candidate may only appear in one list, failing which he or she will be disqualified;
- only those Shareholders who, either individually or jointly with other Shareholders, hold at least one per cent of the share capital with voting rights at Ordinary Shareholders' Meeting are entitled to submit lists;
- the lists of candidates, signed by the Shareholder or Shareholders submitting them, must be filed at the registered office of the Company, in the manner provided in the notice convening the Meeting and not later than twenty five days prior to the date of the Meeting on first call (and therefore by 13 April 2015), and shall include the following documentation:
 - a) declarations by each candidate accepting their nomination and stating, under their own personal responsibility, that there are no causes of ineligibility and incompatibility, and the possession of the requirements prescribed by law and the Articles of Association. In this regard, in particular, please note that each candidate must possess the independence requirements provided for Auditors in Article 148, paragraph 3, of the Legislative Decree no. 58/98, in addition to the requirements of integrity and professionalism as set out in the Italian Minister of Justice Decree no. 162 of 30 March 2000, pursuant to Article 148, paragraph 4, of the Legislative Decree. no. 58/98; each candidate must also declare whether they qualify as independent also according to the criteria laid down, with regard to directors, in Article 3 of the Corporate Governance Code for listed companies;
 - b) a "curriculum vitae" containing detailed information on the personal and professional characteristics of each candidate which will be published on the Company's website pursuant to Article 144-octies of the Consob Regulation no. 11971/99;
 - c) taking into account the provisions of Article 2400, last paragraph, of the Italian Civil Code a list of the administrative and managerial positions held in other companies by the candidates, with the recommendation to ensure the update until the date on which the Shareholders' Meeting is actually held. In this regard, it is recalled that Auditors may not be appointed if they hold the office of Statutory Auditor in five issuers, or hold other administrative or managerial positions in other companies which together exceed the limit set by current legislation (Article 144-terdecies Consob Regulation no. 11971/99);
 - d) a statement of the Shareholder, other than those who hold, even jointly, a controlling or majority interest, certifying the absence of any relationship even indirect with the latter, in compliance with Article 147-ter, paragraph 3, of Legislative Decree no. 58/98 and Article 144-quinquies of Consob Regulation no. 11971/99; with reference to the contents of such statement, Shareholders' attention is drawn on recommendations contained in the Consob Communication no. DEM/9017893 of 26 February 2009.

The ownership of the minimum shareholding for submission of lists is determined considering the shares registered in the name of Shareholders on the day that the lists are filed with the Company. Shareholders

must file at the registered office, in the manner provided for the filing of lists, the certification proving ownership of the number of shares represented, even after the filing of the list but in any case by the deadline provided for the publication of the lists by the Company (i.e. by 17 April 2015).

In the event that by 13 April 2015 only one list has been submitted, or lists have been submitted only by shareholders who are connected with each other under the aforementioned Article 144-quinquies, the Company shall promptly give notice thereof in accordance with applicable law. In such event, lists may be submitted within the subsequent three days (i.e. by 16 April 2015), bearing in mind that the minimum shareholding required for submission of lists is reduced by half and will be equal to 0.5% of the share capital with voting rights in the Ordinary Meeting.

With regard to the mechanism for the appointment of auditors elected by "slate vote", please refer to what is stated in the Article 28.3 of the Articles of Association, which provides *inter alia* as follows:

- each person entitled to vote may vote at the Meeting only one list;
- at least two of the Statutory Auditors and at least one of Alternate Auditors will be chosen from among those registered in the register of auditors and possessing at least three years' experience as a statutory account auditor;
- auditors that do not meet these requirements will be chosen among those who have at least three years' experience in the activities or duties listed in Article 28.1 of the Articles of Association, with reference to matters and sectors that are useful for the activities listed in Article 4 of the Articles of Association (corporate purpose);
- three Statutory Auditors and one Alternate Auditor shall be taken from the list that obtains the majority of votes of Shareholders attending the Meeting;
- two Statutory Auditors and one Alternate Auditor will be taken from the minority lists, in accordance with the provisions of Article 28.3, paragraph 11 letter b), of the Articles of Association;
- the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting among the Statutory Auditors elected by the minority, in accordance with Article 148, paragraph 2-bis, of Legislative Decree no. 58/98 and 28.3, paragraph 15, of the Articles of Association;
- if application of the above procedure does not allow to comply with the provisions in force in terms of gender balance, the vote ratio to be allocated to each candidate taken from the subsidiary lists of Statutory Auditors on the different lists will be calculated by dividing the number of votes obtained by each list by the number of votes obtained by each list for the sequential number of each of said candidates; the candidate of the more representative gender with the lowest ratio among the candidates from all the lists is replaced by the candidate belonging to the less representative gender that may be shown (with the next highest successive ranking) on the same subsidiary list of Statutory Auditors as the replaced candidate, or at a secondary level, on the subsidiary list of alternate auditors on the same list as the replaced candidate (who will then take the position of the alternate candidate he replaces). In cases where candidates on different lists have obtained the same ratio, the replaced candidate will be the candidate on the list from which the greater number of Auditors has been taken or, at a subsidiary level, the candidate taken from the list that has obtained the fewer number of votes or, if there is a tied vote, the candidate who obtains fewer votes when the Shareholders' Meeting takes the relevant vote.

Please note that, pursuant to Article 28.3bis of the Articles of Association, for the appointment of one or more Statutory Auditor and Alternate Auditor that, for any reason, are not elected with the above procedures, the Shareholders' Meeting shall resolve with the majorities provided by law in compliance with the law and the Articles of Association.

Procedure for presentation of lists of candidates

The lists of candidates, duly signed by the Shareholders who submit them and accompanied by the documents listed above, must be delivered by hand to the Company's registered office in Rome, Piazza Monte Grappa 4, or sent by certified e-mail to assemblea@pec.finmeccanica.com, not later than the above deadline of 13 April 2015.

Shareholders who wish to submit a list of candidates are requested to previously contact the "Legal & Corporate Affairs and Compliance" Unit at the e-mail address assemblea@pec.finmeccanica.com or by phone +390632473529 in order to define all the operational details.

The lists of candidates properly submitted, together with the above mentioned information and documentation, will be made available to the public at the registered office, Borsa Italiana S.p.A., on the Company's website (www.finmeccanica.com, section "Meeting 2015") and on the authorized storage

mechanism NIS-Storage (www.emarketstorage.com), within twenty-one days before the date of the first call (i.e. not later than 17 April 2015).

Lists submitted without complying with the provisions of this Notice of call will be deemed as not submitted.

Report on Remuneration

Pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree no. 58/98, the Shareholders' Meeting called to approve the financial statements is also required to cast its vote, with a non-binding resolution, on the first section of the Report on Remuneration, illustrating the Company's policy on the remuneration of the members of the management bodies, general managers and executive managers having strategic responsibilities, as well as on the procedures adopted for the implementation of such policy.

Information on the share capital

As of the date of this Notice of call, the share capital of Finmeccanica is equal to € 2,543,861,738.00, and is represented by 578,150,395 shares consisting solely of ordinary shares having a nominal value of € 4.40 each.

Documentation

In accordance with the current regulation, the documentation relating the Shareholders' Meeting (also with reference to the provisions of Article 125-quater of Legislative Decree no. 58/98), including the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree 58/98 on the items of the agenda, will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website www.finmeccanica.com, in the section "Meeting 2015", and on the authorized storage mechanism NIS-Storage (www.emarketstorage.com).

Shareholders and all those entitled to attend and vote at the Shareholders' Meeting have the right to examine all the documents filed at the registered office and obtain copies thereof.

For any further information relating to the Shareholders' Meeting and, in particular, the procedure to the exercise of the related rights, Shareholders may consult Company's website (www.finmeccanica.com, section "Meeting 2015") or contact +390645417401 (Computershare S.p.A.).

An extract of this Notice of call, which is published in full on the Company's website www.finmeccanica.com section "Meeting 2015", is also published in the newspapers "Il Messaggero" and "La Repubblica" on 27 March 2015.

Rome, 27 March 2015

for the Board of Directors
the Chairman
(Giovanni De Gennaro)