



Shareholders' Meeting Guide May 2015

Questions and Answers





General Information

The Shareholders' Meeting is called in Ordinary session on 8 and 11 May 2015, in first and second call respectively, at 10,30 a.m. at the “Accademia dei Lincei” in Rome, Via della Lungara 230 – 00165.

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, “Meeting 2015” area) or contact +390645417401 (Computershare S.p.A.).



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The agenda

The Shareholders' Meeting is called in Ordinary session 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.

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The required quorum

The ordinary Shareholders' Meeting is validly established in first call whether at least half of the corporate capital is represented, whilst no quorum is provided for second call. The ordinary Shareholders' Meeting, in both first and second call, adopts resolutions with the favourable votes of the absolute majority of the attending Shareholders.



Which subjects have the right to attend the Meeting?

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.

May the holders of shares that are not dematerialised attend the Meeting?

Holders of shares that have not yet been dematerialized may 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.

Is it possible to add items on the agenda and submit 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.



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Can I dispose of my shares before the Meeting?

In accordance with Article 83-sexies of Legislative Decree no. 58/98, credit and debit transactions recorded in accounts after the accounting of the seventh market business day prior to the date of the Meeting in first call (28 April 2015) are not relevant for the purposes of the exercise of the right to vote at the Shareholders' Meeting. Therefore, following such date, the person entitled of the right to vote will be free to dispose of the shares held.

Where can I find the documentation relating the Shareholders' Meeting?

In accordance with the current regulation, the documentation relating to 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, is 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 "Meeting 2015" area, and on the website of the authorized storage mechanism NIS-Storage (www.emarketstorage.com).

[GO TO THE DOCUMENTS](#)

What do I have to do to attend the Meeting?

To attend the Meeting:

- It is sufficient to go to the authorised financial intermediary (Bank, Manager, Broker) where the Finmeccanica ordinary shares held are deposited and require the issue of the notice for the attendance to the Shareholders Meeting.
- The Company recommends to produce copy of the notice at the attendance to the Shareholders' Meeting.
- Due to the fact that each intermediary follows different operating procedures, it is advised not to request the delivery of the notice to be submitted to the Company during the last available days and to inquire about the timing provided for such operation in the deposit agreement.
- To attend the Shareholders' Meeting it is also necessary to submit a valid identification document, for the completion of the administrative operations.



How can I appoint a representative for the Meeting?

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.

[DOWNLOAD
THE PROXY
FORM](#)

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.

[DOWNLOAD THE
PROXY FORM FOR
APPOINTED
REPRESENTATIVE](#)

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@pecserviziotitoli.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.

Can I ask questions to the Company before the 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.

[GO TO THE DOCUMENTS](#)

[Can I ask information on the first item on the agenda concerning Financial Statements at 31 December 2014?](#)

The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Financial Statements for the Year 2014, that ended with a loss of Euro 141.327.847,07.

In light of this, the Board of Directors has decided to propose at the Shareholders' Meeting, called in order to approve the Board of Directors' report and the Financial Statement at 31 December 2014, to cover this loss through the use retained earnings

The Board of Directors has decided not to propose to the Shareholders' Meeting the distribution of dividends as for the year 2014.

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What is the mechanism for appointing members of the Board of Statutory Auditors?

Pursuant to Article 28.1 of the Articles of Association, the General Meeting shall elect a Board of Statutory Auditors, composed of five Regular Statutory Auditors, and shall determine their remuneration. The General Meeting shall also elect two Alternate Statutory Auditors.

With reference to the method of appointment of Statutory Auditors, elected through list voting, please refer to Article 28.3 of the Articles of Association, which, in brief, provides the following:

- each person entitled to vote in the Shareholders' Meeting may vote for only one list;
- each list shall be divided into two sub-lists, one for candidates for the position of Statutory Auditor and the other for candidates for the position of Alternate Auditor, within which the candidates should be numbered in sequential order;
- each candidate may appear on one list only under penalty of ineligibility;
- at least the first candidate in each sub-list shall be registered in the Register of Auditors and possess at least three years' experience as a statutory account auditor;
- the lists that, considering both sub-lists, present a number of candidates equal to or greater than three must 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 genders;
- 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;

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 Associations.

Who can submit a list for appointing members of the Board of Statutory Auditors?

Pursuant to Article 28.3 of the Articles of Association, each shareholder may submit or participate in the submission of only one list.

The right to submit lists is granted only to those Shareholders who, alone or jointly with other Shareholders, hold at least 1% of the share capital entitled to vote at the Ordinary Shareholders' Meeting. 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.

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[Can I know the procedure for presentation of lists of candidates?](#)

The lists of candidates, duly signed by the Shareholders who submit them, 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. Lists must be accompanied by the documentation mentioned in the notice of call of this Meeting. In particular, Shareholders must file at the Company's registered office the document certifying the ownership of the number of shares represented, in the manner required for the submission of lists, even after filing of the list of candidates, provided this is done within the deadline for publication of the lists by the Company (*i.e.* not later than 17 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.

[When will the submitted lists of candidates be published?](#)

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, "Meeting 2015" area) and on the website of 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).

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How will the Chairman of the Board of Statutory Auditors be appointed?

Pursuant to Article 148, paragraph 2-*bis*, of Legislative Decree no. 58/98 and Article 28.3, paragraph 15, of the Articles of Association, the Chairman of the Board of Statutory Auditors is appointed by the Ordinary Shareholders' Meeting among the Statutory Auditors elected by the minority.

How will the remuneration of the Board of Statutory Auditors be determined?

Pursuant to Article 2402 of the Italian Civil Code and art. 28.1 of the Articles of Association, the General Meeting shall determine the remuneration of the members of the Board of Statutory Auditors, for the entire term of their mandate.

How long will the Board of Statutory Auditors remain in office?

Pursuant to art. 2400 of the Italian Civil Code, the Board of Statutory Auditors will remain in office for the three-year period 2015-2017 and will expire on the date of the Shareholder's Meeting called for the approval of the Financial Statements at 31 December 2017.

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Can I ask information on the fifth item on the agenda concerning the Long-Term Incentive Plan and the Coinvestment Plan of the management of Finmeccanica Group?

Pursuant to Article 144-*bis* of the Legislative Decree no. 58/98, the Board of Directors deliberated to submit to the Shareholders' Meeting the proposal of approval of a Long-Term Incentive Plan and a Coinvestment Plan for the management of Finmeccanica Group.

The respective Disclosure Documents drafted pursuant to Article 84-*bis* of the Consob Regulation no. 11971/99, as well as the Explanatory Report ex Article 125-*ter* of Legislative Decree no. 58/98, are available to the public at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website (www.finmeccanica.com, "Meeting 2015" area) and on the website of the authorized storage mechanism NIS-Storage (www.emarketstorage.com).

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[DOWNLOAD THE DISCLOSURE DOCUMENT \(L.T.I. PLAN\)](#)

[DOWNLOAD THE DISCLOSURE DOCUMENT \(COINVESTMENT PLAN\)](#)

Can I ask information on the fifth item on the agenda concerning the purchase and the disposal of own shares?

Pursuant to art. 144-bis, par. 1, lett b) of Consob Regulation no. 11791/99, the Board of Directors deliberated to submit to the Shareholders' Meeting the proposal of authorization to purchase and dispose of own shares up to a maximum of 5.800.000 of ordinary Finmeccanica shares, to be put at the service of the Long-Term Incentive Plan and the Coinvestment Plan.

The authorization of the share buyback scheme is requested for a period of eighteen months starting from the Shareholders' resolution.

The proposal provides that the buyback may be implemented in several stages, as considered appropriate, at the market price per share recorded on the MTA on the day before the purchase, plus 5% (maximum price) or minus 5% (minimum price).

The Company currently holds no. 32,450 own shares, equal to about 0.0056% of its share capital.

It follows that the number of shares proposed for the purchase is compliant with the limits required by law (Article 2357, paragraph 3, of the Italian Civil Code).

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Can I ask information on the sixth item on the agenda concerning the Remuneration Report?

The Shareholders' Meeting is called to express, through a non-binding resolution, its vote on the first section of the Remuneration Report provided by Article 123-ter, paragraph 3, of Legislative Decree no. 58/98, which illustrates the Company's policy on remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities, and the procedures used for the adoption and implementation of this policy.

With the proposed resolution not binding on the sixth item on the agenda, the Board of Directors proposes to the General Meeting to issue an opinion in favor of the first section of that Report.

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Where can I find information concerning the Remuneration Policy?

The Remuneration Report, drafted pursuant to Article 123-ter Legislative Decree no.58/98 and in accordance with Article 84-*quater* by Consob Regulation no. 11971/1999 is available to the public on the Company's website (www.finmeccanica.com, "Meeting 2015" section) and on the website of the authorized storage mechanism NIS-Storage (www.emarketstorage.com).

In particular, the first section of the report discusses the remuneration policy adopted starting in 2015, presenting the criteria and guidelines adopted by the Company in reference to the remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities. This section is subject to non-binding resolution by the General Shareholders' Meeting, pursuant to paragraph 6, Article 123-ter of Legislative Decree no. 58/98.

The second section shows analytically and in registered form the payment actually paid or attributed during the year 2014 to members of the Administrative and Supervisory Bodies, General Managers and any other Executives with strategic responsibilities.

[DOWNLOAD THE REMUNERATION REPORT](#)

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Finmeccanica's share capital

As of the date of the notice of call (27 March 2015), Finmeccanica's share capital is equal to € 2.543.861.738,00, represented by 578.150.395 shares, all ordinary shares with a nominal value of € 4.40 each.

[See the share capital](#)

Who are Finmeccanica's Shareholders?

Based on the outcome of the Shareholders' Book and of the other information available, approximately 30.2% of the corporate capital is held by the Ministry of Economy and Finance, about 49,6% by institutional investors and about 20% by individual investors.