

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

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

Notice is hereby given that in Rome, at "Roma Eventi Piazza di Spagna", in Via Alibert, t 5a - 00187 an Ordinary Shareholders' Meeting will be held at 10.30 a.m. on 14 May and 16 May 2012, on first and second call respectively, and an Extraordinary Shareholders' Meeting will be held on 14 May, 15 May and 16 May 2012, on first, second and third call, at the same time and place, to resolve on the following

### **Agenda**

#### **Ordinary part**

1. Annual financial statements for the year ending 31 December 2011; reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; resolutions related thereto.
2. Integration of the Board of Directors.
3. Appointment of independent auditors for the period 2012-2020; resolutions related thereto.
4. Appointment of the Board of Statutory Auditors for the three-year period 2012-2014.
5. Appointment of the Chairman of the Board of Statutory Auditors.
6. Determination of the remuneration of the Board of Statutory Auditors.
7. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.

#### **Extraordinary part**

1. Amendment of Articles 18 and 28 and insertion of Article 34 of the Articles of Association following the provisions introduced by Law No. 120/2011 on gender equality on Boards of Directors and Boards of Statutory Auditors of listed companies.

#### **Information about the share capital**

As of the date of this notice, the share capital of Finmeccanica is equal to €2,543,861,738.00, represented by 578,150,395 ordinary shares with a par value of €4.40 each.

#### **Additions to the agenda**

Pursuant to Article 126-bis of Legislative Decree No. 58/98, Shareholders who, also collectively, represent at least one fortieth of the share capital, may ask for additions to be made to the agenda within 10 days from the publication of this notice (and therefore no later than 14 April 2012), indicating in their request the additional items proposed. Requests should be submitted in writing by Shareholders by fax to the number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com), accompanied by a report on the matters to be discussed, together with suitable documentation issued by the intermediary as evidence of the ownership of the required number of shares on the date of the request itself. Additions to the agenda are not permitted for matters on which the Shareholders' Meeting adopts resolutions, pursuant to the law, based on the proposal of directors or based on a draft or report prepared by them, other than those referred to in Article 125-ter, paragraph 1 of Legislative Decree No. 58/98. Any additional matter to be discussed at the Shareholders' Meeting and the corresponding report prepared by Shareholders, accompanied by any comments of the Board of Directors, will be published by the Company, in accordance with the law, at least 15 days prior to the scheduled date of the Shareholders' Meeting in first call.

#### **Right to attend the Shareholders' 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 to exercise voting rights is conditional on the Company receiving notification issued by an authorised intermediary, in accordance with current legislation, confirming the ownership of voting rights based on its accounting records at the end of the accounting day of the

seventh open market day prior to the date of the Shareholders' Meeting in first call (3 May 2012), otherwise known as the "record date".

The notification must reach the Company by the end of the third open market day prior to the date scheduled for the Shareholders' Meeting in first call (and therefore by 9 May 2012). Shareholders are in any case still entitled to attend and vote at the Shareholders' Meeting if the Company receives the notification after said deadline, provided that this is during the meeting itself.

Changes made to the accounts after 3 May 2012 (the record date) are disregarded for the purpose of eligibility to exercise voting rights. Therefore, those who will hold shares only after this date will not be entitled to attend and vote at the Shareholders' Meeting.

Holders of shares not yet dematerialised may exercise their right to attend the Shareholders' Meeting only after delivering the share certificates to an authorised intermediary in time to be placed in the central management system for dematerialised securities.

### **Proxy voting**

Any shareholder entitled to attend the Shareholders' Meeting may arrange to be represented by issuing a written proxy in accordance with current legislation. For this purpose, the proxy form available from the Company's website ([www.finmeccanica.it](http://www.finmeccanica.it)) and from its registered office may be used. The proxy form may be sent to the Company's registered office by registered mail, to the attention of the "Finmeccanica S.p.a. - Legal and Corporate Affairs Department", or by fax to the number +390632657172, or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com). If the representative sends the Company a copy of the proxy form, he or she must certify, under his/her sole responsibility, its conformity with the original and the identity of the principal.

### **Shareholder representative designated 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 Servizio Titoli S.p.A. as the party to whom shareholders may grant a proxy free of charge, with voting instructions for all or some of the resolutions on the agenda. The proxy must be issued by completing and signing the special form available from the Company's website ([www.finmeccanica.it](http://www.finmeccanica.it)) and from its registered office, and must reach Servizio Titoli S.p.A., in accordance with the procedures described in the "Instructions for completing and submitting the proxy form", attached therewith, by the end of the second open market day prior to the date scheduled for the Shareholders' Meeting in first call (and therefore by 10 May 2012).

The proxy issued will be effective only for the resolutions in relation to which voting instructions have been given. The proxy and voting instructions may be revoked at any time prior to the abovementioned deadline (*i.e.* 10 May 2012).

### **Right to ask questions before the General Meeting**

Shareholders who wish to ask questions about items on the agenda before the Shareholders' Meeting, in accordance with Article 127-*ter* of Legislative Decree No. 58/98, must ensure that such questions are received by the Company by the third open market day prior to the date of the Shareholders' Meeting in first call (or by 9 May 2012) so that the relevant answers may be provided no later than during the Shareholders' Meeting itself. Questions must be sent by registered mail to the Company's registered office for the attention of the "Finmeccanica S.p.a. - Legal and Corporate Affairs Department", or by fax to the number +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 must provide their details (full name, date and place of birth, tax reference, or company information, in the case of a legal entity or company) and certification as evidence of ownership of the shares on 3 May 2012 (record date).

Questions received before the Shareholders' Meeting and within the aforementioned deadline will be answered no later than at the Meeting itself, the Company being entitled to answer questions containing the same content at the same time.

The Company will disregard any questions received after 9 May 2012, as well as those that do not strictly pertain to items on the agenda of the Shareholders' Meeting and those for which the information requested is already available in the relevant FAQ section of the Company's website.

### **Appointment of the Board of Statutory Auditors**

Please note that the appointment of the Board of Statutory Auditors, composed of five Regular Statutory Auditors and two Alternate 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:

- members of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting based on lists submitted by Shareholders in which candidates must be listed in sequential order; the number of candidates may not exceed the number of members to be elected;
- each list will be divided into two sub-lists: one for candidates to be elected to the office of Regular Statutory Auditor and the other for candidates to be elected to the office of Alternate Statutory 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;
- 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;
- 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;
- the lists of candidates, signed by the Shareholder or Shareholders who submit them, must be filed at the Company's registered office no later than 25 days prior to the date of the Shareholders' Meeting in first call (and therefore by 19 April 2012 at the latest), accompanied by the following documents:
  - a) declarations in which individual candidates accept their candidacy and testify, under their own responsibility, the absence of grounds for ineligibility or incompatibility, and the possession of the criteria required under current legislation and by the Articles of Association. In this regard, shareholders are specifically reminded that each candidate must satisfy the independence criteria set forth for statutory auditors by Article 148, paragraph 3 of Legislative Decree No. 58/98, in addition to the integrity and professionalism criteria laid down by the Decree of the Minister of Justice No. 162 of 30 March 2000, pursuant to Article 148, paragraph 4 of the aforementioned Legislative Decree No. 58/98; the candidates shall also declare if they can be qualified as independent according to the standards, referred to the directors, pursuant to Article 3 of the Corporate Governance Code for Listed Companies;
  - b) a curriculum vitae containing the personal and professional details of each candidate, to be published on the Company's website pursuant to Article 144-*octies* of Consob Regulation No. 11971/1999;
  - c) taking into account the provisions set forth in Article 2400, final paragraph, of the Italian Civil Code, a list of director's and auditor's appointments held by candidates in other companies, with a recommendation that this is kept up to date until the date on which the Shareholders' Meeting actually takes place. Accordingly, Shareholders are reminded that auditors may not be appointed if they hold office as Regular Statutory Auditor in five different issuers, or if they hold other director's and auditor's appointments at other companies which in total exceed the limits laid down by the legislation in force (Art. 144-*terdecies*, Consob Regulation No. 11971/1999);
  - d) a declaration by Shareholders, other than those who individually or jointly hold a controlling or relative majority interest, testifying the absence of any relationship with them, as provided for by Article 144-*quinquies* of the abovementioned Consob Regulation No. 11971/1999; in terms of the content of this declaration, required by Article 144-*sexies*, paragraph 4, subparagraph b) of the aforesaid Regulation, Shareholders submitting a "minority list" are reminded of the recommendations set out in Consob Communication No. DEM/9017893 of 26 February 2009;
- in order to prove ownership of the number of shares required to be entitled to submit lists, Shareholders shall present and/or send certification proving ownership of the number of shares represented to the Company's registered office, if necessary after the list has been filed, provided that this is within the deadline envisaged for the publication of the lists by the Company (and therefore no later than 23 April 2012). Ownership of the minimum shareholding required for submitting lists is determined based on shares which are registered in the name of Shareholders on the date on which the lists are filed;
- if on 19 April 2012 only one list has been submitted, or lists have been submitted only by shareholders who are related to each other within the meaning of the aforementioned Article 144-*quinquies*, the Company shall announce this immediately in accordance with the legislation in force. In this case, lists may be submitted during the following three days (until 22 April 2012, extended until the next working day, which is 23 April 2012), bearing in mind that the minimum shareholding required for the submission of lists is reduced by half.

For the appointment of Statutory Auditors elected by list voting procedure, Article 28 of the Articles of Association also states that:

- each eligible person may only vote for a single list at the Shareholders' Meeting;

- at least two of the Regular Statutory Auditors and at least one of the Alternate Statutory Auditors will be selected from among those registered with the official register of auditors, who have been performing statutory audits of accounts for a period of no less than three years;
- Statutory Auditors who fail to satisfy the aforementioned criteria will be selected from among those who have at least a three years' experience in performing the activities or functions listed in Article 28.1 of the Articles of Association, in relation to the matters and business sectors concerning the performance of the activities listed in Article 4 of the Articles of Association (Purpose of the Company);
- three Regular Statutory Auditors and one Alternate Statutory Auditor will be taken from the list that receives the majority of votes from the Shareholders attending the Shareholders' Meeting;
- two Regular Statutory Auditors and one Alternate Statutory Auditor will be taken from the minority lists, according to the procedures described in Article 28.3, paragraph 11, subparagraph b) of the Articles of Association;
- the Chairman of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority in accordance with Article 148, paragraph 2-*bis* of Legislative Decree No. 58/98 and Article 28.3, penultimate paragraph of the Articles of Association.

#### Procedures for the submission of lists

The lists of candidates, signed by the Shareholders submitting them and accompanied by the aforementioned documentation, must be filed at the registered office at Piazza Monte Grappa 4, Rome, or sent by certified e-mail to the address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com), no later than the aforementioned deadline of 19 April 2012.

Shareholders wishing to submit a list of candidates are invited to contact the Legal and Corporate Affairs Department of the Company in advance using the e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com) or the number +3906324731 in order to arrange the relevant operative details.

Candidate lists which have been correctly submitted, accompanied by the aforementioned information and documentation, will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website at [www.finmeccanica.it](http://www.finmeccanica.it), 21 days prior to the date of the Shareholders' Meeting in first call (and therefore by 23 April 2012).

Lists, filed or submitted, that do not comply with the provisions set out in this notice will be considered ineligible.

#### **Documentation**

Documents concerning the Shareholders' Meeting, including the Reports of the Board of Directors and motions for resolutions relating to items on the agenda, will be made available to the public according to the law, and Shareholders may obtain a copy of same from the registered office, from Borsa Italiana S.p.A. or from the Company's website at [www.finmeccanica.it](http://www.finmeccanica.it).

Rome, 4 April 2012

On behalf of the Board of Directors  
The Chairman and Chief Executive Officer  
Giuseppe Orsi