

This text is a summary of the Board of Directors' resolutions reported in the "Verbale riunione CdA 24 settembre 2015" available on the web site Italian version, "Governance/Sistema di Governance/One Company – Divisionalizzazione".

For any conflict or discrepancy between this Summary and the "Verbale riunione CdA 24 settembre 2015", the last shall prevail.



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

24 September 2015

Meeting of the Board of Directors

SUMMARY OF THE RESOLUTIONS

On 24 September 2015, the Board of Finmeccanica S.p.a. (hereinafter also "Finmeccanica" or the "Company") was convened to resolve on the merger of OTO Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A. into Finmeccanica and the partial spin-off ("scissione parziale") of Alenia Aermacchi S.p.A., AgustaWestland S.p.A. and Selex ES S.p.A. in favour of Finmeccanica.

Noted that:

- the Chairman verified the regularity of the meeting;
- the Company carried out all the formalities required by law and regulations as well as all the terms and conditions set forth by law and regulations are satisfied;

- the Board is vested with the power to adopt such resolutions, in lieu of the Shareholders' meeting, in accordance with art. 24.1 of the Corporate Bylaws and art. 2505 paragraph 2 and 2506 paragraph 5 of the Civil Code;

in accordance with art. 22.3 of the Company By-Laws, the Board

PASSED RESOLUTION

- to approve the merger into Finmeccanica of OTO Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A., as well as the partial spin-off in favour of Finmeccanica of Alenia Aermacchi S.p.A., AgustaWestland S.p.A. and Selex ES S.p.A., based on the provisions set forth by the relevant merger and partial spin-off plans;

- to grant the necessary powers to the Chairman and the Chief Executive Officer and General Manager of Finmeccanica, each of them severally, to sign the acts of merger and partial spin-off and to perform whatever other acts or deeds are necessary for the implementation of such operations, and any other act in connection with or related to the foregoing.