

Rome, 15 May 2014

The Shareholders' Meeting approves 2013 financial statements

New Board of Directors appointed for the three-year term (2014 – 2016)

The Shareholders' Meeting of Finmeccanica Spa, which convened today in Rome, has approved the Company's financial statements for 2013 and examined the consolidated financial statements.

Key economic data

New orders: EUR 17.6 billion

Order backlog: EUR 42.7 billion

Revenues: EUR 16 billion

EBITA: EUR 949 million

Net result: EUR 74 million

Free Operating Cash Flow: negative for EUR 307 million

Net financial debt: EUR 3.3 billion

Headcount: 63,835

Investment in Research & Development: EUR 1.8 billion

Outlook ¹

Finmeccanica also confirmed the forecasts for the year 2014, which were released following the approval of the year's draft budget and the consolidated financial statements for the year ending 31 December 2013, and later confirmed concomitantly with the approval of the interim financial statements up to 31 March 2014.

The Group expects to deliver the following results for the year 2014, compared to 2013 full year results restated for the adoption of the new IFRS11 accounting principles:

	<i>2013 data as restated under IFRS11</i>		<i>Outlook for 2014</i>	
	<i>Aerospace & Defence</i>	<i>FNM Group</i>	<i>Aerospace & Defence</i>	<i>FNM Group</i>
Revenues (€ bln)	11.8	13.7	11.0 – 11.5	13.0 – 13.5
EBITA (€ mln)	988	878	970 – 1,030	930 – 980
FOCF (€ mln)	135	(220)	250 – 300	(100) - 0

¹ **NB: Restatement for the adoption of new accounting principles for consolidated financial statements**

As of the 1st of January 2014, new accounting principles for consolidated financial statements are effective (IFRS 10, 11 and 12). For Finmeccanica, the adoption of the IFRS 11 accounting standard is particularly relevant as it eliminates the proportional consolidation method for joint ventures and introduces the equity method whereby equity investments in companies are reported on the basis of the value of the asset. Additional details on the restatement of 2013 data are contained in the Outlook section of the Annual Financial Report for the year ending on 31 December 2013.

The forecasts do not include possible negative developments in the AgustaWestland Indian contract, also in consideration of the favourable decision of 17 March 2014 of the Court of Milan, which upheld the legitimacy of Finmeccanica's position and prohibited the payment of bank guarantees for a total of 278 million euros.

Appointment of the Board of Directors

The Shareholders' Meeting, after deciding that the Board will comprise 11 Board Members, proceeded to appoint the Company's new Board of Directors, who will be in office for a three-year term, from 2014 to 2016, and therefore until the Shareholders' Meeting to be convened to approve the financial statements for the year ending 31 December 2016.

The new Board of Directors will be composed as follows:

Giovanni De Gennaro, Mauro Moretti, Marta Dassù, Alessandro De Nicola, Guido Alpa, Marina Elvira Calderone, Fabrizio Landi (from the "majority list" presented by the Ministry of Economy and Finance, which holds approximately 30.204% of the share capital, and who were voted by 56,46% of the share capital represented at the Meeting) and Paolo Cantarella, Dario Frigerio, Marina Rubini, Silvia Merlo (from the "minority list" presented by a group of asset management companies and institutional investors, holding approximately 1.427% of the share capital, and who were voted by 35,07% of the share capital represented at the Meeting).

The Shareholders' Meeting also appointed Prefect Giovanni De Gennaro as Chairman of the Board of Directors and determined the yearly remuneration of the Board members as follows: EUR 90,000 before-tax to the Chairman of the Board and EUR 80,000 before-tax to each of all other Board members.

Board Members Alpa, Calderone, Cantarella, Dassù, De Nicola, Frigerio, Landi, Merlo and Rubini stated that they possess the independence requirements provided for under Art. 147-ter and Art. 148, Paragraph 3 of Legislative Decree no. 58 of 24 February 1998, and under Art. 3 of the Corporate Governance Code.

During the Meeting the shareholder Ministry of Economy and Finance addressed a heart-felt thanks to Finmeccanica's outgoing Board of Directors and especially to Mr Pansa, for his commitment to the Company and the whole Group, in an international context characterised by wide-reaching criticalities.

Several private shareholders also expressed their deep appreciation and gratitude to Mr Pansa, for the activities performed in favour of the Company.

Chairman De Gennaro, acknowledging the statements made by the majority shareholder and by several other shareholders, and certain of interpreting their sentiments, on behalf of the whole Meeting, concurred in expressing his most sincere and deep-felt gratitude to Mr Pansa for the activities performed with great competence, rigour and sense of responsibility in his sensitive role as the Group's Chief Executive Officer, and for the important results delivered.

Supplement to Auditing Company's fees

Upon the reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting decided to supplement the fees to be paid to the company of auditors KPMG SpA with an extra EUR 350,000, in consideration of the additional legal auditing activities performed in respect of Finmeccanica SpA's 2012 Financial Statements.

Limits to the remuneration of Directors with delegated powers

The Shareholders' Meeting also approved the proposal whereby the remuneration of Directors with delegated powers of Finmeccanica SpA (and of its subsidiaries under Italian law and not directly addressed by the law), as established in Art. 2389, Par. 3 of Italian Civil Code, will be determined in compliance with the criteria set forth under Art. 23-bis of Law Decree no. 201/2011, and subsequently amended by Law 98/2013, and will therefore not be higher than 75% of the comprehensive remuneration established, under any concept, for that office during the term prior to the renewal. With

respect to the Chairman of the Board of Directors, the representative of the shareholder Ministry of Economy and Finance recommended that the Company's Board of Directors, in establishing the Directors' remunerations, set a ceiling of EUR 238,000 for their comprehensive annual remunerations, including therein also the remuneration decided in today's Shareholders' Meeting pursuant to Art. 2389, Paragraph 1, of the Italian Civil Code.

Remuneration Report

The Shareholders' Meeting approved (with 83,54% of the votes) the first section of the Remuneration Report, which illustrates the Company's remuneration policy for the members of corporate governance bodies, the General Managers and the executives holding strategic responsibilities, as well as the procedures to be followed in order to implement said policy. In this respect, the shareholder Ministry of Economy and Finance recommended that the Company's Board of Directors focus their utmost attention on the implementation of policies that, albeit aimed at enhancing the Group's performance and at creating value for its shareholders, must be driven by stringent principles of rigour and limit their relative costs.

Amendments to the Articles of Association

In respect to the one and only point on the agenda of the Extraordinary Shareholders' Meeting, proposing the introduction in the Company's Articles of Association of a new Article 18-bis, thus subsequently amending Article 18.3 of the Articles of Association, on the requirement of honourability of Directors and the relative provisions on the ineligibility and forfeiture thereof, the Meeting did not approve the proposal.

Attendance at the Shareholders' Meeting

The Meeting recorded a considerable attendance by institutional shareholders – mostly foreign – who were present with 27.55% of the share capital, significantly more than the 19.6% share capital represented during last year's Shareholders' Meeting to approve the 2012 financial statements.

The CVs of the newly appointed Board members can be consulted in the Company's Website at: www.finmeccanica.com

A summary report of the voting will be made available on the Company's Website (www.finmeccanica.com), in compliance with Art. 125-*quater* of the Consolidated Law on Financial Intermediation (TUF), within the prescribed term of five days after the Shareholders' Meeting.

The officer in charge of the company's financial reporting, Gian Piero Cutillo, hereby declares, in accordance with the provisions of Article 154-bis, paragraph 2, of the Consolidated Law on Financial Intermediation, that the accounting information included in this press release corresponds to the accounting records, books and supporting documentation.