

Rome, 15 May 2014

Finmeccanica: the Board of Directors appoints Mauro Moretti Chief Executive Officer and General Manager.

Governance resolutions.

Expiry of employment contract with Mr Alessandro Pansa.

The Board of Directors of Finmeccanica, convened today following the Shareholders' Meeting, confirmed the current delegated attributions to Board Chairman Giovanni De Gennaro, who legally represents the Company through the powers attributed to him by law and by the Articles of Association.

During the same meeting, the Board appointed Eng. Mauro Moretti Chief Executive Officer, attributing him full operational powers for the unified management of the Company and of the Group. Mr Moretti was also appointed as the Company's General Manager following the termination, as of today, of the employment contract with Mr Alessandro Pansa, who formerly held the office.

The Chairman informed the Board that, during the Meeting that was just concluded, the Ministry of Economy and Finance shareholder and several private shareholders expressed their deep appreciation and gratitude to Mr Pansa for the activities performed in favour of the Company, a statement that was backed by all of the participants to the Meeting.

The Board of Directors unanimously expressed their heart-felt appreciation and gratitude to Mr Pansa for the commitment shown throughout the twelve years spent at the service of the Group.

Mr Pansa started his career in Finmeccanica in 2001 and has since played a crucial role in the management of the Company's ordinary and extraordinary business, first as Chief Financial Officer and later as Co-General Manager and, from 2011, as General Manager, and subsequently also as Chief Executive Officer from 2013, guiding the Company through a particularly delicate phase for the life and future of the Group. Throughout this period, and through the different offices held, he showed his unrelenting dedication to the Company's interests by performing his official tasks with competence, rigour and balance. During the past year, in his capacity of Chief Executive Officer, Mr Pansa increasingly upgraded the Company to meet the challenging needs of the markets of reference while safeguarding the integrity of the Group, its credibility and capitalising on the pool of knowledge and skills of Italy's major manufacturing company.

Assessment of the Directors' independence and appointment of the Lead Independent Director

The Board of Directors confirmed the existence of the independence requirements laid down by law and by the Corporate Governance Code for all non-executive Directors (Guido Alpa, Marina Elvira Calderone, Paolo Cantarella, Marta Dassù, Alessandro De Nicola, Dario Frigerio, Fabrizio Landi, Silvia Merlo and Marina Rubini), except for Board Chairman Giovanni De Gennaro – in compliance with the provisions contained in the aforesaid Corporate Governance Code – insofar as he is a top-ranking representative of the Company.

Finmeccanica is Italy's leading manufacturer in the high technology sector and ranks among the top ten global players in Aerospace, Defence and Security. In 2013 Finmeccanica generated revenues of 16 billion Euro and obtained orders for 17.6 billion euro, with about 64,000 employees operating in 362 sites (of which 138 industrial facilities) in 22 countries worldwide. Listed on the Milan Stock Exchange (FNC IM; SIFI.MI), Finmeccanica is a multinational and multicultural group which boasts permanent industrial and commercial establishments in four domestic markets (Italy, United Kingdom, United States and Poland) and a significant network of partnerships at international level. Finmeccanica's success is based on its technological excellence, which springs from conspicuous investments in Research & Development (amounting to 11% of the revenues), and the constant efforts in developing and integrating the skills, know-how and values of its operating companies. Finmeccanica is active, through controlled companies and joint ventures, in the following sectors: Helicopters (AgustaWestland), Defence Electronics and Security (Selex ES, DRS Technologies), Aeronautics (Alenia Aermacchi, ATR, SuperJet International), Space (Telespazio, Thales Alenia Space), Defence Systems (Oto Melara, WASS, MBDA) and Transportation (Ansaldo STS, AnsaldoBreda, BredaMenarinibus).

Finmeccanica is therefore fully compliant with the Corporate Governance Code which, in case of issuers listed in the FTSE-Mib stock index, provides that at least one third of the Directors be independent. In assessing the independence requirements, the Board adopted the same parameters and application criteria laid down in the Corporate Governance Code and transposed in the Rules and Regulations of the Board of Directors, the correct implementation of which has been supervised by the Board of Statutory Auditors.

The Board of Directors also proceeded to appoint Director Paolo Cantarella as Lead Independent Director.

Appointment of Committee members and of the Surveillance Body

The Board of Directors also appointed the members of the internal Committees as laid down in the Corporate Governance Code, exclusively comprising – in conformity with the Code – non-executive and independent Directors.

CONTROL AND RISKS COMMITTEE

- Paolo Cantarella (Chairperson, independent)
- Guido Alpa (independent)
- Fabrizio Landi (independent)
- Silvia Merlo (independent)

REMUNERATION COMMITTEE

- Dario Frigerio (Chairperson, independent)
- Marina Elvira Calderone (independent)
- Alessandro De Nicola (independent)
- Marina Rubini (independent)

NOMINATION COMMITTEE

- Marta Dassù (Chairperson, independent)
- Alessandro De Nicola (independent)
- Dario Frigerio (independent)
- Silvia Merlo (independent)

The Board of Directors also confirmed in office for a three-year term the members of the **SURVEILLANCE BODY**, comprising, in addition to the officer responsible for the Legal and Corporate Affairs and Compliance unit, who is entitled to sit on the Committee pursuant to the Surveillance Body's by-laws, the following external members:

- Enrico Laghi (Chairman)
- Angelo Carmona
- Angelo Piazza
- Saverio Ruperto

Appointment of the Officer in charge of Financial Reporting

Lastly, the Board of Directors appointed the Officer in charge of Financial Reporting, pursuant to Art. 154-*bis* of the Consolidated Law of Financial Mediation (TUF) and Articles 25.4 and 25.5 of the Company's Articles of Association, confirming Mr. Gian Piero Cutillo as Chief Financial Officer until the expiry of the current Board's term of office.