

Rome, 19 June 2014

Finmeccanica: the Board of Directors approves the guidelines to implement the Group's new Organizational and Operating Model

The Board of Directors of Finmeccanica, convened today under the chairmanship of Gianni De Gennaro, approved the guidelines to implement the new Group Organizational and Operating Model.

The Model, illustrated to the Board of Directors by the Chief Executive Officer and General Manager Mauro Moretti, encompasses in the new perimeter operating companies, 100% owned by Finmeccanica, of the Aerospace and Defence core business. These companies will be transformed into divisions of the new Finmeccanica, which will on the one hand be an operating company founded on divisions, and on the other, maintain its role as *Parent Company* and corporate centre for those companies which are not part of the divisionalisation process. These are: the companies undergoing strategic evaluation (the Transportation sector and FATA), International Joint Ventures in Space (Thales Alenia Space and Telespazio) and in the missile sector (MBDA) and DRS Technologies (under *Proxy*).

The Model provides for divisions equipped to manage and develop their respective businesses, technical units and centralized functions capable of maximising coordination of divisions and to support business, and a more closely integrated governance and strategic direction, producing benefits in terms of industrial productivity, economies of scale and of boosting competitiveness.

The execution of the new Model, that will be completed by the end of 2015, will start in the near term by transferring the registered headquarters and offices of the CEOs of the operating companies involved to the Finmeccanica headquarters and by rationalising international offices established in key markets.

With regards to the Transportation sector, The Board of Directors has taken note of the information provided by the CEO and General Manager, regarding the *due diligence* process underway in AnsaldoBreda, aimed at giving all those interested, access to all the necessary information in order to

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; SIFL.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).

express concrete and definitive offers. On this basis Finmeccanica would be able to make a final decision.

Establishment and Update of Committee

During today's meeting, the Board of Directors of Finmeccanica also resolved to establish the new Analysis of International Scenarios Committee, to replace the previous Strategy Committee. The new body will be entrusted with the task of supporting the Board's activities by providing focused in-depth analyses about opportunities and geopolitical risks significant in outlining the Company's and the Group's strategic guidelines. In order to define the issues to be analysed, the Committee will receive indications from the Chief Executive Officer and General Manager about the Group's main strategic options and initiatives.

The Analysis of International Scenarios Committee is composed of the following four Directors: Marta Dassù (Chairman), Alessandro De Nicola, Fabrizio Landi e Silvia Merlo.

In order to ensure a balanced presence of Directors in the different Committees, the Board of Directors consequently proceeded to update the composition of the Nomination Committee, which is currently composed of the following non-executive Directors – in compliance with the provisions laid down in the Corporate Governance Code – all are independent.

Guido Alpa (Chairman, *independent*)

Marta Dassù (independent)

Dario Frigerio (independent)

Marina Rubini (independent)