

Rome, 25 March 2015

Press Release

The Board of Directors of Finmeccanica, convened today under the chairmanship of Gianni De Gennaro, has resolved on the following points:

Shareholders' Meeting

The Shareholders' Meeting will be convened in Ordinary session on 8 and 11 May 2015, in first and second call respectively.

Besides the approval of the Financial Statements as at 31 December 2014, the Shareholders' Meeting will be also called to deliberate on the renewal of the Board of Statutory Auditors for the three-year period 2015-2017, and to express its opinion, with a non-binding resolution, on the first section of the Remuneration Report drawn up pursuant to Article 123-ter of the of Legislative Decree No. 58/98, approved today by the Board of Directors.

Incentive plan and authorization of share buyback scheme

The Board of Directors also deliberated to submit to the Shareholders' Meeting, pursuant to Article 114-bis of Legislative Decree No. 58/98, the proposal of approval of a Long-Term Incentive Plan and a Coinvestment Plan related to the accrued annual bonus for the management of the Finmeccanica Group; the plans will include, as part of the incentive, also the grant of shares to eligible participants, in line with best practices already adopted by companies comparable with Finmeccanica. The new incentive system is aimed at endowing the Company with a management incentive instrument based on the achievement of medium and long term objectives defined in the Industrial Plan of the Group, as well as at ensuring a better alignment of the management compensation with the creation of value for shareholders.

Participants to the incentive Plan will be selected amongst key resources, on the basis of their impact on the business of the Group in the medium term.

Finmeccanica is Italy's leading manufacturer in the high technology sector and ranks among the top ten global players in Aerospace, Defence and Security. Listed on the Milan Stock Exchange (FNC IM; SIFI.MI), in 2013 Finmeccanica generated revenues of about 16 billion Euro. With 362 locations and production facilities in 22 countries, Finmeccanica is a multinational and multicultural group which boasts a significant presence in four domestic markets: Italy, the United Kingdom, the U.S. and Poland. Finmeccanica's core business activities are in the following sectors: Helicopters (AgustaWestland), Defence Electronics and Security (Selex ES, DRS Technologies), Aeronautics (Alenia Aermacchi). The company also has a significant position in Space (Telespazio, Thales Alenia Space), Defence Systems (OTO Melara, WASS, MBDA) and Transportation (Ansaldo STS, AnsaldoBreda).

Incentives will be based on a mix of both cash and Finmeccanica ordinary shares, in a variable ratio depending on the participants' management level.

The incentive system will be structured on rolling cycles over three-year periods, starting from each financial year 2015, 2016 and 2017; the achievement of the objectives which incentives are connected to will be evaluated at the end of each three-year period.

The Board of Directors has therefore deliberated to submit to the Shareholders' Meeting the proposal of authorization to purchase and dispose of treasury shares up to a maximum of 5.800.000 of ordinary Finmeccanica shares, to be put at the service of the mentioned Plans for the initial implementation period; the authorization of the share buyback scheme is requested for a period of eighteen months starting from the Shareholders' resolution.

The proposal provides that the buyback may be implemented in several stages, as considered appropriate, at the market price per share recorded on the MTA on the day before the purchase, plus 5% (maximum price) or minus 5% (minimum price). The shares shall be purchased on the market.

The Company currently holds no. 32,450 treasury shares, equal to approximately 0.0056% of its share capital.

The notice of call of the Shareholders' meeting and the documentation drawn up in compliance with current regulation, concerning the items on the agenda of the Shareholders' Meeting being convened, will be available to the public within the terms provided by the existing provisions of law.