



FINMECCANICA SPA
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
TO BE HELD IN ROME AT "ROMA EVENTI PIAZZA DI SPAGNA,"
VIA ALIBERT N. 5A

- ☀ Monday May 14, 2012, at 10.30 a.m.: Ordinary and Extraordinary Meeting on first call
- ☀ Tuesday May 15, 2012, at 10.30 a.m.: Extraordinary Meeting on second call
- ☀ Wednesday May 16, 2012, at 10.30 a.m.: Ordinary Meeting on second call and Extraordinary Meeting on third call

1. When will the Shareholders' Meeting be held?

The Ordinary Shareholders' Meeting will be held on May 14 and May 16, 2012 on first and second call respectively, at 10:30 a.m. in Rome at the Roma Eventi Piazza di Spagna, Via Alibert n. 5a, and the Extraordinary Meeting will be held on May 14, May 15 and May 16, 2012 on first, second and third call respectively, at the same time and place.

2. What is on the Meeting Agenda?

The Ordinary Shareholders' Meeting will be held to resolve the following Agenda items:

1. Annual financial statements for the year ending December 31, 2011; reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; resolutions related thereto.
2. Integration of the Board of Directors.
3. Appointment of independent auditors for the period 2012-2020; resolutions related thereto.
4. Appointment of the Board of Statutory Auditors for the three-year period 2012-2014.
5. Appointment of the Chairman of the Board of Statutory Auditors.
6. Determination of the remuneration of the Board of Statutory Auditors.
7. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.

The Extraordinary Shareholders' Meeting will be held to resolve the following Agenda items:

1. Amendment of Articles 18 and 28 and insertion of Article 34 of the Articles of Association following the provisions introduced by Law No. 120/2011 on gender equality on Boards of Directors and Boards of Statutory Auditors of listed companies.

3. What is the required quorum?

The ordinary meeting on the first call is valid if at least the half of the capital is represented, while on second call there is no quorum.

The decisions at the ordinary general meeting, either at first or second call, must be by an absolute majority of those present.

The extraordinary meeting is validly constituted when it is represented, (i) the first call, more than half of the share capital, (ii) at the second call more than one third of the capital, and (iii) a third call more than one fifth of capital.

The decisions at the extraordinary decision must be by the affirmative vote of at least three-quarters of the capital represented at the meeting.

4. Who can participate in the Shareholders' Meeting?

Pursuant to Article 83-sexies of Legislative Decree No. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise voting rights is conditional on the Company receiving notification issued by an authorized intermediary, in accordance with current legislation, confirming the ownership of voting rights based on its accounting records at the end of the accounting day of the seventh open market day prior to the date of the Shareholders' Meeting in first call (May 3, 2012), otherwise known as the "record date."

The notification must reach the Company by the end of the third open market day prior to the date scheduled for the Shareholders' Meeting in first call (and therefore by May 9, 2012). Shareholders are in any case still entitled to attend and vote at the Shareholders' Meeting if the Company receives the notification after said deadline, provided that this is during the meeting itself.

Changes made to the accounts after May 3, 2012 (the record date) are disregarded for the purpose of eligibility to exercise voting rights. Therefore, those who will hold shares only after this date will not be entitled to attend and vote at the Shareholders' Meeting.

5. Can I attend the Shareholders' Meeting if I hold shares that are not yet dematerialized?

Holders of shares not yet dematerialized may exercise their right to attend the Shareholders' Meeting only after delivering the share certificates to an authorized intermediary in time to be placed in the central management system for dematerialized securities.

6. How can I attend the Shareholders' Meeting?

Any shareholder entitled to attend the Shareholders' Meeting may arrange to be represented by issuing a written proxy in accordance with current legislation. For this purpose, the proxy form available from the Company's website (www.finmeccanica.it) and from its registered office may be used.

The proxy form may be sent to the Company's registered office by registered mail, to the attention of the "Finmeccanica S.p.A. - Legal and Corporate Affairs Department", or by fax to the number +390632657172, or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com. If the representative sends the Company a copy of the proxy form, he or she must certify, under his/her sole responsibility, its conformity with the original and the identity of the principal.

Pursuant to Article 135-undecies of Legislative Decree No. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Servizio Titoli S.p.A. as the party to whom shareholders may grant a proxy free of charge, with voting instructions for all or some of the resolutions on the agenda. The proxy must be issued by completing and signing the special form available from the Company's website (www.finmeccanica.it) and from its registered office, and must reach Servizio Titoli S.p.A., in accordance with the procedures described in the "Instructions for completing and submitting the proxy form", attached therewith, by the end of the second open market day prior to the date scheduled for the Shareholders Meeting in first call (and therefore by May 10, 2012). The proxy issued will be effective only for the resolutions in relation to which voting instructions have been given. The proxy and voting instructions may be revoked at any time prior to the abovementioned deadline (i.e. May 10, 2012).

7. What should I do to participate in the Shareholders' Meeting?

To participate in the meeting:

- Visit your financial intermediary (banks, asset managers, brokers) at which your Finmeccanica shares are deposited and request the issue of communication for attendance at the meeting.
- Ask the intermediary to release a copy of the notice sent to the company and bring it to the General Meeting.
- Since each agent uses different practices, it is recommended not to wait until the last day to request the notification of the company and to inquire about the expected timing of such operations in your contract of deposit.

To attend the Meeting you should present a valid identity document needed for completion of administrative procedures.

8. Can I sell my shares before the Shareholders' Meeting?

Pursuant to Article 83-sexies of the Legislative Decree No. 58/98, changes made to the accounts after the seventh open market day prior to the date of the Shareholders' Meeting on first call (May 3, 2012) are disregarded for the purpose of eligibility to exercise voting rights in the General Meeting. Therefore, after that date, the shares holding voting rights will be freely available.

9. Where can I find documentation on the Shareholders' Meeting?

Documents concerning the Shareholders' Meeting, including the Reports of the Board of Directors and motions for resolutions relating to items on the agenda, will be made available to the public according to the law, and Shareholders may obtain a copy of same from the registered office, from Borsa Italiana S.p.A. or from the Company's website at www.finmeccanica.it.

10. Is it possible to ask questions prior to the Shareholders' Meeting?

Shareholders who wish to ask questions about items on the agenda before the Shareholders' Meeting, in accordance with Article 127-ter of Legislative Decree No. 58/98, must ensure that such questions are received by the Company by the third open market day prior to the date of the Shareholders' Meeting in first call (or by May 9, 2012) so that the relevant answers may be provided no later than during the Shareholders' Meeting itself.

Questions must be sent by registered mail to the Company's registered office for the attention of the "Finmeccanica S.p.A. - Legal and Corporate Affairs Department", or by fax to the number +390632657172, or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com.

Together with each question, Shareholders must provide their details (full name, date and place of birth, tax reference, or company information, in the case of a legal entity or company) and certification as evidence of ownership of the shares on May 3, 2012 (record date). Questions received before the Shareholders' Meeting and within the aforementioned deadline will be answered no later than at the Meeting itself, the Company being entitled to answer questions containing the same content at the same time.

The Company will disregard any questions received after May 9, 2012, as well as those that do not strictly pertain to items on the agenda of the Shareholders' Meeting and those for which the information requested is already available in the relevant FAQ section of the Company's website.

11. Who can submit a slate for the appointment of the Board of Statutory Auditors?

According to Article 28 of the Articles of Association, only those Shareholders who, either individually or jointly with other Shareholders, hold at least 1% of the share capital with voting rights at Ordinary Shareholders' Meeting are entitled to submit lists.

Each Shareholder may submit or take part in the submission of only one list and each candidate may only appear in one list, failing which he or she will be disqualified.

In order to prove ownership of the number of shares required to submit lists (which must be filed at the Company's registered office no later than 25 days prior to the date of the Shareholders' Meeting in first call (and therefore by April 19, 2012 at the latest), Shareholders shall present and/or send certification proving ownership of the number of shares represented to the Company's registered office no later than 21 days prior to the date of the Shareholders' Meeting in first call (and therefore by April 22, 2012, extended until the next working day, which is April 23, 2012). Ownership of the minimum shareholding required for submitting lists is determined based on shares which are registered in the name of Shareholders on the date in which the lists are filed.

Shareholders wishing to submit a list of candidates are invited to contact the Legal and Corporate Affairs Department of the Company in advance using the e-mail address assemblea@pec.finmeccanica.com or the number +3906324731 in order to arrange the relevant operative details.

12. When will the submitted candidate lists be made public?

According to art. 28 of the Bylaws lists of candidates, submitted by the shareholder or shareholders who present them, must be filed by shareholders who presented them at the registered office within the twenty-fifth day prior to the date of the first call of the general meeting (and thus within the April 19, 2012).

The lists of candidates, filed by shareholders on April 19, 2012, and together with the information and documentation required by art. 28 of the Articles of Association and specified in the general meeting notice (available on the Company's website www.finmeccanica.it), have been made available to the public at the registered office, at the Borsa Italiana S.p.A. and on the Company's website www.finmeccanica.it within the relevant period of 21 days prior to the date of the first call on April 23, 2012.

13. What is the mechanism for appointing members of the Board of Statutory Auditors?

In accordance with Article 28 of the Articles of Association:

- members of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting based on lists submitted by Shareholders in which candidates must be listed in sequential order; the number of candidates may not exceed the number of members to be elected;
- each list will be divided into two sub-lists: one for candidates to be elected to the office of Regular Statutory Auditor and the other for candidates to be elected to the office of Alternate Statutory Auditor;
- at least the first candidate in each sub-list must be entered in the official register of auditors and must have been performing statutory audits of accounts for a period of no less than three years;
- each eligible person may only vote for a single list at the Shareholders' Meeting;
- at least two of the Regular Statutory Auditors and at least one of the Alternate Statutory Auditors will be selected from among those registered with the official register of auditors, who have been performing statutory audits of accounts for a period of no less than three years;
- Statutory Auditors who fail to satisfy the aforementioned criteria will be selected from among those who have at least a three years' experience in performing the activities or functions listed in Article 28.1 of the Articles of Association, in relation to the matters and business sectors concerning the performance of the activities listed in Article 4 of the Articles of Association (Purpose of the Company);
- three Regular Statutory Auditors and one Alternate Statutory Auditor will be taken from the list that receives the majority of votes from the Shareholders attending the Shareholders' Meeting;
- two Regular Statutory Auditors and one Alternate Statutory Auditor will be taken from the minority lists according to the procedures described in Article 28.3, paragraph 11, subparagraph b) of the Articles of Association;
- the Chairman of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority in accordance with Article 148, paragraph 2-bis of Legislative Decree No. 58/98 and Article 28.3, penultimate paragraph of the Articles of Association.

14. What is the term of office?

The Shareholder's Meeting is called to approve the Appointment of Auditors for the period of 2012-2014.

15. What does the resolution 1 of the ordinary part refer to, in relation to the financial statements?

The Board of Directors has decided to submit to the Shareholder's Meeting for approval on the financial statement for the year 2011 that ended with a loss of Euro 1,375,550,757.22, which is fully covered by available reserves.

In light of this, the Board of Directors has decided to propose at the shareholder's meeting, called in order to approve the Board of Directors' report and the financial statement as of December 31st 2011, to carry forward the loss of Euro 1,375,550,757.22.

In light of the loss revealed in the fiscal exercise, the Board of Directors has decided to not propose to the Shareholders' meeting the distribution of dividends as for the year 2011.

16. Is there information available on agenda item 2- The Integration of the Board?

Following the resignation of Mr. Pier Francesco Guarguaglini from his position as Chairman and Director, with effect from the 1/12/2011, it is now necessary to proceed with his replacement on the Board. We would like to inform you that the Company's Board of Directors, at its meeting of the 1/12/2011, co-opted Mr. Alessandro Pansa onto the Board until the date of the present meeting, pursuant to Article 2386 of the Italian Civil Code.

We would like to point out that in the event of the replacement of Directors, the Articles of Association down that the Shareholders' Meeting shall decide, subject to the legal majorities and in accordance with the procedures provided for in Article 18.5; however, in the case in hand it will not be possible to elect a candidate from the same

list that former Director Mr. Pier Francesco Guarguaglini belonged to, given that said list fails to contain the names of any possible candidates who have not already been elected in the past.

With regard to the foregoing, we would ask you to elect one new member to the Board of Directors, and to this end we propose confirmation of the appointment of Mr. Alessandro Pansa until the end of the current term of the existing Board.

17. Where can I find the CV of the candidate for the Board?

The "curriculum vitae" of Dr. Alessandro Pansa is available on the Company's website (www.finmeccanica.it) under Investor Relations / Corporate Governance / Corporate Boards area).

18. Is it possible to propose other candidates for the Board?

Yes. Should the Shareholders wish to propose other candidates, we would like to point out that their names may be submitted directly during the course of the Meeting. With regard thereto, on that occasion:

- a statement must be submitted in which the individual in question accepts his/her candidacy and certifies, under his/her own responsibility, that there are no grounds for his/her ineligibility or incompatibility of offices, and that he/she possesses the due requirements for office as called for by the law in force and by the Articles of Association (including the possible requirement of independence called for by the said Articles of Association), and in particular meets the requirements of respectability for company directors as set out in Italian Ministry of Justice Decree no. 162 of 30 March 2000, pursuant to Article 147-quinquies of Legislative Decree no. 58/1998;

- a curriculum vitae must be submitted containing the candidate's personal and professional details, in order to permit the Company to provide the public with the necessary report following said candidate's eventual appointment.

19. Why is there a resolution for the appointment of the Statutory Auditor?

With the approval of the accounts for the year ending 31 December 2011 of Finmeccanica S.p.a., the appointment of PricewaterhouseCoopers S.p.A. as external auditors of the company's accounts natural expires. Said appointment, having run for a total of nine financial years, may not be renewed further under Article 17, paragraph 1, of Legislative Decree no. 39 of 27 January 2010 (hereinafter "Decree 39/2010"), thus making it necessary to assign the mandate of auditing the accounts of Finmeccanica S.p.a. for the period 2012-2020 to another firm of auditors.

To this end, a selection process was conducted, involving the auditors Deloitte & Touche S.p.A., Reconta Ernst & Young S.p.A., and KPMG S.p.A., chosen from among those firms listed in the special CONSOB (Italian National Commission for Companies and the Stock Exchange) Register, pursuant to Article 161 of Legislative Decree no. 58 of February 24, 1998, on the basis of the their presence in Italy and in the main geographical areas in which the Group operates.

20. Which Statutory Auditor will be appointed in the event of a favorable vote on resolution 3 in the ordinary meeting?

The approval of the resolution will appointment KPMG as the statutory auditor.

21. What is the auditor selection procedure?

Given the complexity of the procedure for the evaluation of bids, the Board of Statutory Auditors of Finmeccanica S.p.a. – the body empowered, pursuant to Article 13, paragraph 1, of Decree 39/2010, to submit the Shareholders' Meeting's relative proposal – was aided in its task by a special internal Evaluation Committee, set up specifically for such purpose, consisting of representatives of the various functions in question (Administration,

Finance and Control, Internal Audit, Legal and Corporate Affairs). In the context of preliminary proceedings, the auditing firms invited to submit bids initially conveyed their agreement to participate in the selection procedure. Subject to receipt of said agreement, these firms were provided, by electronic means, with all the quantitative and organization information needed in order to formulate a bid, together with a draft copy of the master agreement to be signed upon completion of the selection procedure.

The firms of auditors involved were then given the opportunity to send in requests for further written information. In order to provide the participants with the same level of information, all replies were sent out at the same time, in writing, to the three firms of auditors in question. Once the complete bids had been received, all within the set deadline, the selection process consisted in two separate phases. The first phase focused prevalently on the qualitative aspects of the bids, whilst the second phase concerned the financial aspects.

22. What is the seventh item on the Agenda, "Remuneration report: resolution pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98. "?

The Shareholders meeting is called to express, through non-binding resolution, its vote on the first section of the Report on the remuneration provided in art. 123-ter, paragraph 3, of Legislative Decree no. N. 58/98, which illustrates the company's policy on remuneration of members of the Boards, the General Directors and other managers with strategic responsibilities, and the procedures used for the adoption and implementation of this policy.

With the proposed resolution not binding on the seventh item on the agenda, inserted at the bottom of the first section of the Remuneration Report, the Board of Directors proposes to the General meeting issue an opinion in its favor in the first section of that report.

23. Where can I find information on the Remuneration Policy?

On the website www.finmeccanica.it is available on the Remuneration Report prepared in accordance with Art. 123-ter D. Decree 24 February 1998, 58 (TUF – Testo Unico della Finanza) and in accordance with Art. 84-quarter by Consob. N. 11971 of May 14, 1999 (Regolamento Emittenti).

In particular, the first section of the report discusses the remuneration policy adopted starting in 2012, presenting the criteria and guidelines adopted by the Company in reference to the remuneration of members of the Boards, of General Directors and senior managers with strategic responsibilities. This section is subject to non-binding resolution by the general meeting shareholders, pursuant to Section 6, Art. 123-ter TUF.

The second section shows analytically and in registered form the payments actually paid or attributed during the year 2011 attributed to members of the Boards of Directors and to the General Managers.

24. For what reason, in the extraordinary meeting, is there a change expected in the articles?

The amendment of the Articles of Association is related to the new provisions introduced to our legal system by Law no. 120 of 12 July 2011 regarding gender equality on boards of directors and boards of statutory auditors of listed companies. In particular, also through the introduction of new paragraphs 1-ter to article 147.3 and 1-bis to article 148 of Legislative Decree no. 58/98, the aforesaid legislation has imposed on listed companies to respect, in the appointment of company management and supervisory bodies, the criterions of gender balance so that at least one fifth of the members for the first mandate following 12 August 2012 and one third for the two following mandates belong to the least represented gender.

In implementation of the regulatory powers conferred by the aforesaid articles, CONSOB, in its resolution no. 18098 of 8 February 2012, has amended the Issuer Regulations by inserting the new article 144- undecies which, among other things, contains the obligation for listed companies to introduce provisions to their own Articles of Association regulating the composition of the lists and replacement of the members of the boards who have come to the end of their mandate, in order to ensure compliance with the criterion of gender balance.

25. What are the changes in the Articles 18 and 28 of the bylaws?

Article 18.4

In order to guarantee compliance with the provisions concerning gender balance, it is proposed that a new paragraph be added to article 18.4 of the Company's Articles of Association in order to provide that in the lists for the appointment of the Board of Directors candidates of a different gender are included, provided that such lists contain the names of three or more candidates.

Furthermore, it is proposed to delete the existing paragraph 11 point c) of article 18.4 of the Company's Articles of Association, concerning the appointment of independent directors, and adopt a new wording similar to that envisaged in the new point c-bis), in order to standardise the mechanisms aimed at ensuring the appointment of independent directors with those ensuring the compliance with the provisions regarding gender balance.

The new wording of article 18.4 points c) and c-bis) provides that, if the list voting mechanism with application of the ratio method and corresponding replacements does not result in the appointment of a minimum number of independent directors as required by law, or gender balance is not achieved, the General Meeting shall attend to the appointment, in compliance with the majorities provided by the law.

Article 18.5

It is proposed to amend the existing article 18.5 of the Company's Articles of Association in order to provide that, in the event of appointment of directors which, for whatsoever reason, should not be carried out in accordance with the preceding statutory provisions, the General Meeting, resolving in compliance with the majorities provided by the law, shall nevertheless ensure the presence of the minimum number of independent directors required by law, and compliance with gender balance criterion.

A similar proposed amendment is formulated with reference to article 18.5 for the replacement of directors who have ceased to serve during the course of their mandate.

Article 28

For the purpose of ensuring compliance with the provisions on gender balance, it is proposed that a new section be added to article 28.3 of the Company's Articles of Association, to provide that in the lists for the appointments to the Board of Statutory Auditors – taking both subsidiary lists into account – candidates of different genders are included in the subsidiary lists of regular auditors, provided that such lists contain the names of three or more candidates. Moreover, a provision is proposed to the effect that, if the subsidiary list of alternate auditors refers to two candidates, these must be of different gender.

It is also proposed that a new wording be adopted for certain paragraphs in the aforesaid article 28.3, and that new provisions be introduced on the basis of which, if the list voting mechanism with application of the ratio method and corresponding replacements, in the updated version that is proposed to adopt, does not comply with the existing provisions concerning that gender balance, the General shall attend to the appointment, in compliance with the majorities provided by the law, still in order to ensure compliance with the provisions in question. Furthermore, if the replacement mechanisms contemplated in article 28.3 do not allow complying with the provisions in question, the General Meeting must be convened as soon as practicable to resolve upon the matter.

Finally, it is proposed to integrate article 28.3-bis in order to include a provision whereby if for whatever reason the appointment of one or more regular and alternate auditors or the composition of the Board of Statutory Auditors cannot be achieved in accordance with the provisions of article 28, the General Meeting must resolve, in compliance with the majorities provided by the law, to ensure the compliance with the criterion of gender balance, in addition to the criterion of representation of minorities. It is also proposed to amend the third paragraph of article 28.1, and the second paragraph of article 28.3, of the Company's Articles of Association, adopting the new wording used in decree no. 39/2010 which implemented the Directive 2006/43/CE regarding legally required auditing, no longer making reference to "auditors of accounts" but to "legal auditors".

26. What effect will the introduction of article 34 have on the bylaws?

The new Art. 34 of the Bylaws will provide, in compliance with the new regulations, that the statutory provisions relating to gender balance are applicable from the first renewal of the Board of Directors and Statutory Auditors after August 12, 2012 and for three terms consecutive.

27. The modifications of the amendments apply to the renewal of the Statutory Audit Board?

The legislation in question applies to renewals following the August 12, 2012, which has no effect on the renewal of the Statutory Auditors of the Company of ordinary this Shareholders' Meeting.

28. What is the composition of Finmeccanica's capital share?

At the date of the meeting notice (April 4, 2012), Finmeccanica's share capital is equal to € 2,543,861,738.00, represented by n. 578,150,395 shares and consists solely of ordinary shares at a nominal value € 4.40 each.

29. Who are the Shareholders of Finmeccanica?

Based on the Shareholder Register and other information, 30.2% of the share capital is held by the Ministry of Economy and Finance, about 46% is held by Italian and foreign institutional investors, and 23.8% are from individual investors.

30. Toll Free Number

The toll free number is 800.1254.835 (and +44 203 02 69 118 for callers from abroad), available from Monday through Friday, from 9:00 am to 6:00 pm and is made available by Finmeccanica in order to provide its shareholders with any necessary information regarding the rules of participation at the next ordinary and extraordinary. It also made available to provide the necessary assistance in case any technical or procedural issues related to the Shareholders Meeting itself should arise as well as answer any questions for completing the documentation (proxy form, notification request issued by an authorized intermediary).

For information pertaining to the completing and submitting of the specific proxy form to the Shareholder representative designated by the Company, please contact Servizio Titoli SpA at 06/45417413 from Monday to Friday from 9.00-13.00 and from 2:00pm to 6:00pm.

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