

This text is a summary of the Shareholders' resolutions reported in the "Verbale Assemblea Ordinaria 11 maggio 2015" available on the web site Italian version, "Governance/Assemblea degli Azionisti/2015".

For any conflict or discrepancy between this summary and the "Verbale Assemblea Ordinaria 11 maggio 2015", the last shall prevail.



FINMECCANICA - Società per azioni

Registered office in Rome, Piazza Monte Grappa 4

finmeccanica@pec.finmeccanica.com

Fully paid up registered capital € 2,543,861,738.00

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

ORDINARY SHAREHOLDERS' MEETING

(in second call)

11 May 2015

SUMMARY OF THE RESOLUTIONS

The Shareholders of Finmeccanica S.p.a. (hereinafter also the "Company"), convened on 11 May 2015 for an ordinary meeting (second call) at the "Accademia Nazionale dei Lincei" in Rome, Via della Lungara, 230, have adopted the following resolutions:

1. Approval of the Report of the Board of Directors and the Finmeccanica S.p.a. Financial Statements at 31 December 2014.

Approval of the proposal of covering the 2014 loss of Euro 141,327,847.07 by using the retained earnings.



2. Appointment of the new members of the Board of Statutory Auditors for the three-year period 2015-2017, as follows:

Regular Statutory Auditors

- BAUER Riccardo Raul ¹
- ABRIANI Niccolò ¹
- PERRINI Francesco ²
- CORSI Luigi ²
- SAVI Daniela ²

Alternate Statutory Auditors

- FIORINI Stefano ¹
- CUOMO Maria Teresa ²

¹ Selected from List No. 1 submitted by a group of Asset Management companies and Institutional Investors holding approximately 1.427% of the share capital of Finmeccanica S.p.a. (AcomeA SGR S.p.A. fund manager for: AcomeA Performance, AcomeA MFL Prud, AcomeA MFL Agreess, AcomeA MFL Dinam, AcomeA Europa, AcomeA Globale, AcomeA Italia; Anima SGR S.p.A. fund manager for: Fondo Anima Geo Italia, Fondo Anima Star Italia Alto Potenziale, Fondo Anima Italia; APG Asset Management N.V. fund manager for: Stichting Depositary APG Developed Markets Equity Pool; Arca S.G.R. S.p.A. fund manager for: Arca BB, Arca Azioni Italia; Ersel Asset Management SGR S.p.A. fund manager for Fondersel P.M.I.; Eurizon Capital S.G.R. S.p.A. fund manager for: Eurizon Azioni Italia, Eurizon Azioni PMI Europa; Eurizon Capital S.A. fund manager for: Eurizon Easy Fund Equity Italy, Eurizon Investment SICAV - Europe Equities, Eurizon Easy Fund - Equity Small Cap Europe, Eurizon Easy Fund - Equity Industrial LTE, Eurizon Easy Fund - Equity Europe LTE, Eurizon Easy Fund - Equity Euro LTE, Eurizon Easy Fund - Equity Italy LTE; Fideuram Investimenti S.G.R. S.p.A. fund manager for: Fideuram Italia; Fideuram Asset Management (Ireland) Limited fund manager for: Fideuram Fund Equity Italy, Fonditalia Equity Italy; Interfund Sicav fund manager for: Interfund Equity Italy; Mediolanum Gestione Fondi SGR p.A. fund manager for: Mediolanum Sviluppo Italia, Mediolanum Flessibile Italia, Mediolanum Flessibile Globale; Mediolanum International Funds Limited fund manager for: Challenge Funds; Pioneer Asset Management S.A. fund manager for: Pioneer Funds - Italian Equity; Pioneer Investment Management SGRpA fund manager for: Pioneer Italia Azionario Crescita; Ubi Pramerica SGR fund manager for: Ubi Pramerica Azioni Italia).

² Selected from List No. 2 submitted by the Ministry of Economy and Finance holding approximately 30.204% of the share capital of Finmeccanica S.p.a.



3. Appointment of Riccardo Raul BAUER as Chairman of the Board of Statutory Auditors among the Statutory Auditors elected by the minority (List. No. 1).

4. Approval of the Shareholder Ministry of Economy and Finance's proposal for setting the remuneration of the Statutory Auditors as follows: Euro 78,000 before-tax per year to the Chairman and Euro 52,000 before-tax per year to each of the other Regular Statutory Auditors.

5. Approval of the Long-Term Incentive Plan and the Coinvestment Plan for the management of the Finmeccanica Group, in accordance with terms and conditions set forth in the Disclosure Documents prepared by the Company pursuant to Article 114-bis of Legislative Decree 58/98 and Article 84-bis of the Consob Regulation 11971/99.

Authorization of the purchase a maximum of 5,800,000 ordinary shares of the Company in one or more instalments for a period of eighteen months as from the date of the resolution, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, at a maximum and minimum unit price equal to the reference price observed on the Electronic Stock Market organized and operated by Borsa Italiana S.p.A. on the day prior to the day of the intended purchase, plus or minus



5% for the maximum and minimum price, respectively, to be allocated for use in the two Plans.

6. Approval, by non-binding resolution, of the first section of the Remuneration Report concerning the Company Remuneration Policy of the members of the governing bodies, General Managers and all the Executives with Strategic Responsibility. The Remuneration Report was approved by the Board of Directors on 25 March 2015 pursuant to Articles 123-ter of Legislative Decree 58/98 and 84-quater of Consob Regulation 11971/99 and in accordance with the recommendations of the Corporate Governance Code for listed companies.