

Rome, 4 May 2011

Shareholders approve 2010 results and dividend

New Board of Directors appointed for three-year term (2011 – 2013)

The shareholders of Finmeccanica SpA, who met today in Rome, have approved the Company's financial statements for 2010 and viewed a presentation of the consolidated financial statements.

The Finmeccanica Group posted economic and financial results for 2010 that were in line with, and in some cases ahead of, the forecasts given to the market, despite global market uncertainty. Revenues and EBITA came in at the high end of the forecast range, while free operating cash flow (FOCF) was more than double the figure expected, thanks to careful management of investments and working capital.

Key figures

New orders increased to EUR 22,453 million (+6.4%), driven by growth in Helicopters (+86.6%), Space (+67%) and Transportation (+13.9%). The **order backlog** totalled EUR 48,668 (+7.8%), equivalent to more than two and a half years of production. **Revenues** rose 2.9% to EUR 18,695 million, up from EUR 18,176 million in 2009. **Adjusted EBITA** was EUR 1,589 million, with an adjusted EBITA margin of 8.5%. **Net profit** came in at EUR 557 million, down from EUR 718 million in 2009 (-22.4%). **FOCF** was positive at EUR 443 million, compared with a positive EUR 563 million in 2009. **Net debt** stood at EUR 3,133 million, an increase from EUR 3,070 million at the end of 2009. The Group invested EUR 2,030 million in **research and development** (+2.4%), which is equivalent to about 11% of revenues.

Dividend

In light of the 2010 results, the Shareholders' Meeting approved payment of a EUR 0.41 dividend per share. The dividend will be paid on 26 May 2011 (ex-date: 23 May 2011).

Appointment of the Board of Directors.

The shareholders voted on the appointment of the Company's new Board of Directors, comprising 11 Directors, who will serve a three-year term (2011-2013) until approval of the 2013 accounts.

The new Board of Directors comprises the following members:

Pier Francesco Guarguaglini, Giuseppe Orsi, Franco Bonferroni, Dario Galli, Francesco Parlato, Giovanni Catanzaro, Guido Venturoni (from the 'majority list' presented by the Italian Ministry for the Economy and Finance, holder of around 30.204% of the share capital, and approved by shareholders holding around 59.98% of the share capital represented at the Meeting) and Paolo Cantarella, Silvia Merlo, Marco Iansiti and Christian Streiff (from the 'minority list' presented by a group of savings management companies and institutional investors, which together hold around 1.063% of the share capital, approved by shareholders holding around 38.02% of the capital represented at the Meeting).

In addition to the directors appointed in this manner, Diplomatic Advisor Carlo Baldocci was also appointed as a director without voting rights by a decree of the Finance and Economy Ministry in agreement with the Ministry of Productive Activities (now the Ministry for Economic Development). This appointment is in accordance with art. 5.1-ter d) of the company's articles of association and is effective from the date of the appointment of the directors by the Shareholders' Meeting until the expiry of the mandate granted to those directors.

The shareholders also appointed Pier Francesco Guarguaglini as Chairman of the Board and voted on Directors' compensation (EUR 60,000.00 gross per year for Directors, EUR 90,000.00 gross per year for the Chairman of the Board).

Directors Bonferroni, Cantarella, Catanzaro, Galli, Iansiti, Merlo, Streiff and Venturoni stated that they meet the independence requirements specified in article 148, paragraph 3, of the Consolidated Finance Act (TUF), as well as article 3 of the Code of Conduct for Listed Companies.

The CVs of the new Directors can be found on the Company website:

www.finmeccanica.it

Authorisation to purchase own shares

The shareholders also approved the proposed authorisation for the purchase and use of the Company's own shares in order to service the remaining requirements relating to existing share incentive schemes (2002-2004 and 2008-2010). The shares must be purchased by 31 December 2011 and must not exceed 1,530,287 ordinary shares.

This buyback may be implemented in several stages as considered appropriate, either at the MTA price recorded on the day before the purchase plus 5% (maximum) or at the MTA price recorded on the day before the purchase minus 5% (minimum). The shares may be purchased on the market or via the purchase and sale of derivative instruments traded on regulated markets. The Company currently holds 712,515 of its own shares, representing 0.123% of share capital.

Changes to the articles of association

The Extraordinary Shareholders' Meeting also approved amendments to articles 16 and 24 of the Company's articles of association governing transactions with related parties so that these articles will be in line with the contents of the procedure adopted by the Board of Directors on 26 November 2010.

In compliance with the new legislation as set out in article 125-*quater* of the TUF, a summary report of the votes shall be made available on the Company website (www.finmeccanica.it) by the required deadline of five days following the Shareholders' Meeting.

At its first meeting, the new Board of Directors will assess the independence of its members as required by law and the Code of Conduct on the basis of the available information and the statements made by each member. It will also decide on the constitution of the various committees.

Immediately following the conclusion of the Shareholder Meeting, the new Board of Directors of Finmeccanica appointed Giuseppe Orsi as Chief Executive Officer.

The Chairman Pier Francesco Guarguaglini was assigned the following powers: definition of overall corporate and Group strategy and alliances, acquisitions and disposals, to be submitted to the Board of Directors for approval; responsibility for relations with government, public and private institutions and with the domestic and international media, in coordination with the CEO; and the execution of decisions taken by the Board of Directors.

The Board of Directors also agreed, following a proposal by Giuseppe Orsi and in consultation with the Chairman, to appoint Alessandro Pansa, currently co-Director General, as the Group's Director General, with specific powers to be defined at the next meeting of the Board of Directors.

Commenting on the board's decisions, Finmeccanica Chairman Pier Francesco Guarguaglini stressed the importance and significance of the current phase of the company's existence.

"By mutual agreement with our major shareholder, we have looked in-house to appoint a new Chief Executive Officer, Giuseppe Orsi, and a new Chief Operating Officer, Alessandro Pansa. This was a joint decision in recognition of the work done by Finmeccanica in recent years, which has resulted in the emergence of a new generation of strong managers".

"As I have often said", Mr Guarguaglini continued, "I think changes nowadays should be made seamlessly. I will continue to apply my knowledge and enthusiasm to ensure the continuing expansion of a group for which I have worked for over 40 years".

Mr Guarguaglini finished by thanking the outgoing Chief Operating Officer, Giorgio Zappa, for his invaluable contribution, his professionalism and his commitment to the growth of the company and the group during his long years of service.

"I have known Mr Guarguaglini for over 25 years", said Giuseppe Orsi, the new Chief Executive Officer of the Finmeccanica Group. "We have worked side-by-side to achieve enormous success in Italy and worldwide, among other things establishing AgustaWestland as a world leader. Mr Guarguaglini made a decisive contribution to this. His strategic expertise and know-how will be invaluable in the years to come. One of my first tasks, during my first 100 days of office, will be to examine the global economic situation, which is somewhat complex at present, and to look at what we can do internally to make Finmeccanica even more competitive. To assist me in this, I am counting on the proven dedication of all Group employees. I will also submit a statement of work for the new chief operating officer, to be examined by the board at its next meeting".

Alessandro Pansa, the Director responsible for drawing up the Company's accounting statements, hereby declares, pursuant to article 154-*bis*, paragraph 2, of the TUF, that the information contained in this press release accurately represents the figures contained in the Group's accounting records.