

This text is a Summary of the Board of Directors' resolution reported in the "Verbale CdA 28 luglio 2016" available on the web site Italian version, "Corporate Governance/Operazioni Straordinarie/Fusione Leonardo – Sirio Panel".

For any conflict or discrepancy between this Summary and the "Verbale CdA 28 luglio 2016", the last shall prevail.



LEONARDO - FINMECCANICA - Società per azioni
Registered office in Rome, Piazza Monte Grappa 4
leonardo-finmeccanica@pec.leonardocompany.com
Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

28 July 2016

Meeting of the Board of Directors

SUMMARY OF THE RESOLUTION

On 28 July 2016, the Board of Leonardo - Finmeccanica – Società per azioni (hereinafter also "Leonardo" or the "Company") was convened to resolve on the merger by incorporation of Sirio Panel S.p.A. into Leonardo.

Noted that:

- the Chairman verified the regularity of the meeting;
- the Company carried out all the formalities required by law and regulations as well as all the terms and conditions set forth by law and regulations are satisfied;

- the Board is vested with the power to adopt such resolution, in lieu of the Shareholders' meeting, in accordance with art. 24.1 of the Corporate Bylaws and art. 2505 paragraph 2 of the Civil Code;

in accordance with art. 22.3 of the Company By-Laws, the Board

PASSED RESOLUTION

- to approve the merger by incorporation into Leonardo of Sirio Panel S.p.A., based on the provisions set forth by the relevant merger plan;
- to grant the necessary powers to the Chairman and the Chief Executive Officer and General Manager of Finmeccanica, each of them severally, to sign the act of merger and to perform whatever other acts or deeds are necessary for the implementation of such operation, and any other act in connection with or related to the foregoing.